

May 26, 2025

To,

National Stock Exchange of India Limited Listing Compliance Department Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol: HIGHWAYS	BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 974227, 974228, 975333 (“Non-Convertible Debentures”), 728473 (“Commercial Paper”)
---	--

Subject: Notice of Postal Ballot of Highways Infrastructure Trust

Dear Sir/Madam,

Pursuant to the provisions of Regulation 22(2) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**SEBI InvIT Regulations**”) read with Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 issued by the Securities and Exchange Board of India (the “**SEBI Master Circular**”) and pursuant to other applicable laws and regulations, if any, as may be applicable in this regard, Highway Concessions One Private Limited (the “**Investment Manager**”), acting as the Investment Manager of Highways Infrastructure Trust (the “**Highways Trust**” or **Trust**”) seeks approval of the Unitholders of the Trust on the resolution as given below and as set out in the Postal Ballot Notice, through postal ballot including remote electronic voting.

Sr. No.	Description of Resolution	Type of Resolution
1.	To consider and approve change in name of the Trust from “Highways Infrastructure Trust” to “Vertis Infrastructure Trust” and consequent amendments in the Trust Deed	Special Majority (i.e. where the votes cast in favour of the resolution shall not be less than sixty percent of the total votes cast for the resolution)

In that regard, we would like to inform you that on Monday, May 26, 2025, the Investment Manager on behalf of the Trust has dispatched the Postal Ballot Notice electronically to the Unitholders of the Trust whose names appear in the records of Depositories as on the cut-off date i.e., Friday, May 23, 2025. The Investment Manager has also engaged the services of MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*) (“**MUFG**”), Registrar and Share Transfer Agent, as an agency to provide remote e-voting facility to Unitholders. The procedure for remote e-voting is detailed in the Notes to the Postal Ballot Notice.

The voting period including physical receipt of filled in postal ballot form and remote e-voting shall commence from 09:00 hours (IST) on Tuesday, May 27, 2025, and ends at 17:00 hours (IST) on Tuesday, June 17, 2025 (*both days inclusive*) and the result of the same will be declared not later than Thursday, June 19, 2025.

A copy of Postal Ballot Notice dated May 26, 2025, is enclosed.

The said information is also being uploaded on the website of the Trust at www.highwaystrust.com.

You are requested to kindly take the same on record.

Yours faithfully,

For **Highways Infrastructure Trust**

(acting through its Investment Manager – **Highway Concessions One Private Limited**)

Gajendra Mewara

Company Secretary & Compliance Officer

M. No. – ACS 22941

Place: Mumbai

CC:

Axis Trustee Services Limited ("Unit Trustee") Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400025 MH	Catalyst Trusteeship Limited ("Debenture Trustee") 901, 9 th Floor, Tower B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, MH	ICICI Bank Limited ("Issuing & Paying Agent") ICICI Bank Towers, Bandra Kurla Complex, Bandra, (East), Mumbai – 400051 MH
---	---	--

HIGHWAYS INFRASTRUCTURE TRUST

Principal Place of Business: Unit No. 601-602, 6th Floor, Windsor House, Off CST Road, Kalina, Santacruz (East), Mumbai, Maharashtra – 400098.

Tel: +91 22 6107 3200; **E-mail:** compliance.highwaysinvit@highwayconcessions.com;

Website: www.highwaystrust.com

(SEBI Registration number IN/InvIT/21-22/0019)

REF No. HIT/PBN/01/2025-26

POSTAL BALLOT NOTICE

Dear Unitholder(s),

NOTICE is hereby given that pursuant to the Regulation 22(2)(b) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**SEBI InvIT Regulations**”) read with Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 issued by the Securities and Exchange Board of India (the “**SEBI Master Circular**”) and pursuant to other applicable laws and regulations, if any, as may be applicable in this regard, the resolution as set out in this notice (the “**Notice**” or the “**Postal Ballot Notice**”) is proposed to be passed by the unitholders (the “**Unitholders**”) of Highways Infrastructure Trust (the “**Trust**”) through postal ballot including electronic voting (“**e-voting**”).

An explanatory statement pertaining to the proposed resolution of the Unitholders setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot Notice.

The Board of Directors of Highway Concessions One Private Limited (the “**Board**”), acting as Investment Manager of the Trust (the “**Investment Manager**”), has appointed Ms. Deepti Kulkarni (Membership No.: A34733, Certificate of Practice No.: 22502), failing her, Mr. Omkar Dindorkar (Membership No.: A43029, Certificate of Practice No.: 24580), Partners of MMJB & Associates LLP, Practicing Company Secretaries (ICSI Unique Code: L2020MH006700), as the Scrutinizer (the “**Scrutinizer**”) for conducting the postal ballot voting process in a fair and transparent manner.

The Unitholders may note that the Postal Ballot Notice shall be sent only to the respective email IDs as may be registered/ updated/ available in the database of the Trust/Registrar and Transfer Agent i.e. MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*) (“**MUFG**”) as on the closure of business hours of May 23, 2025 (“**Cut-off date**”).

The Postal Ballot Notice is also available on the Trust’s website: www.highwaystrust.com and on website of the National Stock Exchange of India Limited (“**Stock Exchange**”): www.nseindia.com.

Unitholders have the option to vote either by means of physical postal ballot or through e-voting. Unitholders desiring to exercise their vote by means of postal ballot process are requested to carefully read the instructions indicated in this Postal Ballot Notice and record their assent (“**FOR**”) or dissent (“**AGAINST**”) in the attached postal ballot form (the “**Postal Ballot Form**”) and submit the same duly completed and signed. The Trust is also providing e-voting facility from MUFG for voting electronically

on the resolutions proposed in this Postal Ballot Notice. The unitholders desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

Unitholders can opt for only one mode of voting, i.e. either by physical postal ballot or through e-voting. In case Unitholders cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as **"INVALID"**.

Only those Unitholders who are identified as on the closure of cut-off date May 23, 2025 shall be eligible to vote.

The voting period commences at 09:00 hours (IST) on **May 27, 2025**, and ends at 17:00 hours (IST) on **June 17, 2025** (*both days inclusive*).

Scrutinizer's Report:

After completion of the scrutiny of the Postal Ballots and e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Board of Directors of Investment Manager of the Trust ("**Board**"), or any other person authorized by the Board.

The results declared along with the Scrutinizer's report will be submitted to the Stock Exchange no later than **June 19, 2025** and it shall be displayed on the Trust's website at www.highwaystrust.com.

PROPOSED RESOLUTION:**ITEM NO. 1:****TO CONSIDER AND APPROVE CHANGE IN NAME OF THE TRUST FROM “HIGHWAYS INFRASTRUCTURE TRUST” TO “VERTIS INFRASTRUCTURE TRUST” AND CONSEQUENT AMENDMENTS IN THE TRUST DEED**

To consider and, if thought fit, to pass the following resolution by way of approval of special majority of Unitholders (i.e., where the votes cast in favour of the resolution shall not be less than sixty percent of the total votes cast for the resolution) in accordance with Regulation 22(5)(d) of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended and the notifications, guidelines and circulars issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**SEBI InvIT Regulations**”).

“**RESOLVED THAT** pursuant to the applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars, clarifications, guidelines and notifications issued thereunder, each as amended from time to time (the “**SEBI InvIT Regulations**”), and all other applicable statutes, clarifications, rules, regulations, circulars, notifications, directions, guidelines, as may be applicable, and as amended from time to time, issued by the Securities and Exchange Board of India (the “**SEBI**”), National Stock Exchange of India Limited and/or any other regulatory/statutory authorities from time to time, to the extent applicable and subject to all other approval(s), consent(s), permission(s) and/ or sanction(s) as may be required from any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time, including by the SEBI and the National Stock Exchange of India Limited (hereinafter singly or collectively referred to as the “**Appropriate Authorities**”) as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approvals, consents, permissions and sanctions as may be required, the approval of the Unitholders be and is hereby accorded to change the name of “**Highways Infrastructure Trust**” to “**Vertis Infrastructure Trust**” and the finalization of all matters incidental thereto, including any amendments that may be required to the trust deed dated December 03, 2023 as amended and restated on March 04, 2024 (the “**Trust Deed**”) in this regard.

RESOLVED FURTHER THAT the Board of Directors of Highway Concessions One Private Limited, the Investment Manager of the Trust, (“**Board**”, which term shall be deemed to include any committee which the Board has duly constituted or may hereinafter duly constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized on behalf of the Trust to do all acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary, usual or expedient, in connection with or incidental to change in the name of the Trust, including to finalize the terms and conditions of any documents and to sign, execute, amend, deliver, register and terminate any agreements, engagement letters, memoranda, documents, letters, deeds or instruments as may be required in this regard, as well as amendments or supplements and to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental 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 and execute all agreements, 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, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Trust, and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Trustee and/or the Board of Directors of the Investment Manager be and are hereby authorised to delegate all or any of the powers to any validly constituted Committee of the Board of Directors of the Investment Manager, or any other official authorized by Investment Manager and/or the Trustee so as to give effect to the aforesaid resolution.”

Date: May 26, 2025

Place: Mumbai

Principal Place of Business and Contact Details of the Trust:

Highways Infrastructure Trust

Unit No. 601-602, 6th Floor, Windsor House,
Off CST Road, Kalina, Santacruz (East),
Mumbai, Maharashtra – 400098

SEBI Registration Number: IN/InvIT/21-22/0019

Email: Compliance.highwaysinvit@highwayconcessions.com

Website: www.highwaystrust.com

Company Secretary & Compliance Officer: Mr. Gajendra Mewara

Tel: +9122 6107 3200

Registered office and Contact details of

Highway Concessions One Private Limited:

Unit No. 601-602, 6th Floor, Windsor House, Off CST Road,
Kalina, Santacruz (East), Mumbai, Maharashtra – 400098

Email – Compliance.highwaysinvit@highwayconcessions.com

Company Secretary & Compliance Officer: Mr. Gajendra Mewara

Tel: +9122 6107 3200

NOTES:

1. An explanatory statement setting out the material facts and reasons for the proposed resolution is annexed herewith and forms part of the Postal Ballot Notice.
2. As per the Regulation 22(2)(b) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, for any matter requiring approval of the unitholders, voting may also be done by postal ballot or electronic mode. Pursuant to this, the Trust is seeking the approval of the Unitholders on the proposed resolution by way of Postal Ballot including electronic voting.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to Unitholders at the email address registered with their Depository Participants by permitted mode.
4. Only those Unitholders whose names are recorded in the Register of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on May 23, 2025 (“Cut-off Date”) shall be eligible for voting and receipt of notice.
5. Resolution passed by the Unitholders through Postal Ballot shall be deemed to have been passed as if they have been passed at a general meeting of the Unitholders.
6. In case a Unitholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to compliance.highwaysinvt@highwayconcessions.com. The Investment Manager on behalf of the Trust shall forward the same to the Unitholder.
7. Please note that if any Postal Ballot Form is received after the aforesaid date and time, it will be considered that no reply has been received from the Unitholder(s) and the said Unitholder(s) has chosen to abstain from voting on the items indicated in the Postal Ballot Notice. **The last date of voting, i.e. not later than 17:00 hours IST on June 17, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.**
8. The Unitholders can opt for only one mode of voting, i.e., either by physical ballot form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
9. The e-voting period commences on **May 27, 2025** (09:00 hours IST) and ends on **June 17, 2025** (17:00 hours IST). During this period the Unitholders of the Trust, may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting thereafter. Once the vote on a resolution is cast by the Unitholder, the Unitholders shall not be allowed to change it subsequently.

10. Voting Instructions:

A. PROCEDURE AND INSTRUCTIONS RELATING TO E VOTING

Trust is pleased to provide e-voting facility to all its Unitholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post or by email. Trust has engaged the services of MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), the Registrar and Share Transfer Agent for the purpose of providing e-voting facility to all its Unitholders. During the voting period, Unitholders can login to MUFG's e-voting platform any number of times till they have voted on all the resolutions.

Remote e-Voting Instructions for Unitholders:

As per the SEBI circular dated December 9, 2020, individual Unitholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual Unitholders holding securities in demat mode is given below:

Individual Unitholders holding securities in demat mode with NSDL

METHOD 1 - Individual Unitholders registered with NSDL IDeAS facility

Unitholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Unitholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Unitholders directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Unitholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Unitholders holding securities in demat mode with CDSL:

METHOD 1 – Individual Unitholders registered with CDSL Easi/ Easiest facility

Unitholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., Link InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Unitholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
[/https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration](https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration)
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 – Individual Unitholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.

- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Unitholders holding securities in demat mode with Depository Participant:

Individual unitholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for ~~unitholders holding securities in physical mode~~ / Non-Individual Unitholders holding securities in demat mode:

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

1. Visit URL: <https://instavote.linkintime.co.in>

Unitholders who have not registered for INSTAVOTE facility:

2. Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

a. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Unitholders holding units in physical form – User ID is Event No + Folio Number registered with the Company.

b. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Unitholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

c. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

d. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Unitholders holding units in **NSDL form, shall provide 'D' above*

***Unitholders holding units in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Unitholders who have registered for INSTAVOTE facility:

3. Click on "**Login**" under 'SHARE HOLDER' tab.
 - a. User ID: Enter your User ID
 - b. Password: Enter your Password
 - c. Enter Image Verification (CAPTCHA) Code
 - d. Click "Submit"
4. Cast your vote electronically:
 - a. After successful login, you will be able to see the "Notification for e-voting".
 - b. Select 'View' icon.
 - c. E-voting page will appear.
 - d. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - e. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional Unitholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - i. ‘Investor ID’ –
 - A. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*,
IN000000012345678
 - B. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - ii. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - iii. ‘Investor PAN’ - Enter your 10-digit PAN.
 - iv. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- v. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate unitholder can vote by two methods, during the remote e-voting period:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option *i.e.* Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.

- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

~~Unitholders holding securities in physical mode~~ / Non-Individual Unitholders holding securities in demat mode:

Unitholders holding securities in physical mode / Non-Individual Unitholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Unitholders holding securities in demat mode:

Individual Unitholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Unitholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Unitholders holding securities in demat mode with CDSL	Members 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

Forgot Password:

~~Unitholders holding securities in physical mode~~ / Non-Individual Unitholders holding securities in demat mode:

Unitholders holding securities in physical mode / Non-Individual Unitholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the unitholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case unitholders have a valid email address, Password will be sent to his / her registered e-mail address. Unitholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Unitholders holding units in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the unitholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case unitholders have a valid email address, Password will be sent to his / her registered e-mail address. Unitholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Unitholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Unitholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For unitholders/ members holding units in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, unitholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

B. PROCEDURE AND INSTRUCTIONS RELATING TO VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

Unitholders are requested to read the instructions printed in the Postal Ballot Form for exercising their vote. The postage costs will be reimbursed by the Trust on the basis of actual claim. The Postal Ballot Form may be deposited/delivered/shared with the Scrutinizer by any of the indicated convenient mode viz. personally OR through Registered Post OR Speed Post OR through courier service (collectively referred to as **“Physical Submission”**) OR through electronic means such through registered e-mail id (referred to as **“Electronic Submission”**) not later than 17:00 hours (IST) on **June 17, 2025**.

The details of the Scrutinizer for Physical or Electronic Submission of Postal Ballot are given hereunder:

Physical Submission	Electronic Submission
M/s. MMJB & Associates LLP, Practicing Company Secretaries <i>Kind Attention:</i> Ms. Deepti Kulkarni Mr. Omkar Dindorkar Address: Citi of Joy, Ecstasy, 803/804, 8 th floor, JSD Road, Mulund West, Mumbai, Maharashtra – 400080 Contact No.: 8097092404	scrutinisers@mmjc.in

11. If the Unitholders cast their vote by physical submission of postal ballot paper as well electronic submission of postal ballot paper, then the vote received earlier by the Scrutinizer shall be considered.
12. After completion of the scrutiny of the Postal Ballots including e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Board of Investment Manager of the Trust, or any other person authorized by the Board. The results of the Postal Ballot shall be declared not later than **June 19, 2025** and communicated to the stock exchange and shall be displayed on the Trust's website: www.highwaystrust.com
13. The last date for the receipt of duly completed Postal Ballot Forms including e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the Explanatory Statement will be available for inspection at the registered office of the Investment Manager located at Unit No. 601-602, 6th Floor, Windsor House, Off CST Road, Kalina, Santacruz (East), Mumbai, Maharashtra – 400098 during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by Postal Ballot i.e. not later than 17:00 hours (IST) on **June 17, 2025**.
14. 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 Scrutinizer.
15. Unitholders are requested to send their queries, if any, to the Investment Manager to enable the Investment Manager to provide the required information on compliance.highwaysinvit@highwayconcessions.com.

Unitholders who have not registered their email address so far are requested to register their email address with their demat account maintained with depositories and depository participants for receiving all communication from the Investment Manager, on behalf of the Trust, electronically.

EXPLANATORY STATEMENT:

The following statements set out the material facts and reasons for the proposed resolution stated at item No.1 in the accompanying notice above:

ITEM NO. 1:

TO CONSIDER AND APPROVE CHANGE IN NAME OF THE TRUST FROM “HIGHWAYS INFRASTRUCTURE TRUST” TO “VERTIS INFRASTRUCTURE TRUST” AND CONSEQUENT AMENDMENTS IN THE TRUST DEED

Background:

Highway Concessions One Private Limited (the “**Investment Manager**”), proposes to change the name of Highways Infrastructure Trust (the “**Trust**” or “**InvIT**”) to **Vertis Infrastructure Trust**, to align it with the platform’s evolving business objectives, brand strategy, and long-term growth aspirations. This will also assist in creating a differentiated presence in the industry and avoid any confusion with other industry players.

The word Vertis is inspired by the *Latin root verti — meaning to turn, to change, to evolve*. The proposed change is aimed to capture the spirit of reinvention and resilience, Trust’s commitment to forward motion.

The aforesaid change in name of the Trust would require an approval from the unitholders under Regulation 22(5)(d) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the “**InvIT Regulations**”) along with other necessary incidental amendments including updating the address of the principal place of business in the trust deed dated December 03, 2023 as amended and restated on March 04, 2024. (the “**Trust Deed**”).

Further, the Trust (acting through the Investment Manager) shall make all the necessary disclosures and compliances as may be required regarding the proposed amendment to the Trust Deed as per the Indian Trusts Act, 1882, the Registration Act, 1908, the InvIT Regulations and other applicable law in consultation with Axis Trustee Services Limited, the trustee of the Trust.

Also, it is clarified that the aforesaid change in the name of the Trust neither alters the legal status or constitution of the Trust nor does it affect any rights or liabilities of the Trust.

None of the directors or key personnel of the Investment Manager and /or their relatives, are in any way, financially or otherwise, interested or concerned in this resolution.

In view of the above, the Board of Directors of Investment Manager recommends the resolution as set out in Item No. 1 of the Postal Ballot Notice for your approval by way of special majority (where the votes cast in favour of the resolution shall not be less than sixty percent of the total votes cast in favour of the resolution).

For **Highways Infrastructure Trust**

By Order of the Board

Highway Concessions One Private Limited

(Acting as the Investment Manager to Highways Infrastructure Trust)

Sd/-

Gajendra Mewara

Company Secretary & Compliance Officer

ACS No.: A-22941

Date: May 26, 2025

Place: Mumbai

Principal Place of Business and Contact Details of the Trust:

Highways Infrastructure Trust

Unit No. 601-602, 6th Floor, Windsor House,

Off CST Road, Kalina, Santacruz (East),

Mumbai, Maharashtra – 400098

SEBI Registration Number: IN/InvIT/21-22/0019

Email: Compliance.highwaysinvit@highwayconcessions.com

Website: www.highwaystrust.com

Company Secretary & Compliance Officer: Mr. Gajendra Mewara

Tel: +9122 6107 3200

Registered office and Contact details of

Highway Concessions One Private Limited:

Unit No. 601-602, 6th Floor, Windsor House, Off CST Road,

Kalina, Santacruz (East), Mumbai, Maharashtra – 400098

Email – Compliance.highwaysinvit@highwayconcessions.com

Company Secretary & Compliance Officer: Mr. Gajendra Mewara

Tel: +9122 6107 3200

HIGHWAYS INFRASTRUCTURE TRUST

Principal Place of Business: 601-602, 6th Floor, Windsor House, Off CST Road, Kalina, Santacruz (E), Mumbai- 400098

Tel: +91 22 6107 3200; **E-mail:** Compliance.highwaysinvit@highwayconcessions.com;

Website: www.highwaystrust.com

(SEBI Registration number: IN/InvIT/21-22/0019)

REF No. HIT/PBN/01/2025-26

POSTAL BALLOT FORM

Name of the Trust	HIGHWAYS INFRASTRUCTURE TRUST
Principal Place of business	Unit No. 601-602, 6 th Floor, Windsor House, Off CST Road, Kalina, Santacruz (East), Mumbai, Maharashtra – 400098
Registered Office of the Investment Manager	Unit No. 601-602, 6 th Floor, Windsor House, Off CST Road, Kalina, Santacruz (East), Mumbai, Maharashtra – 400098
SEBI Registration No.	IN/InvIT/21-22/0019

Sr. No.	Particulars	Details
1.	Name of the Unitholder(s)	
2.	Registered Address and Email ID	
3.	No. of Units held	
4.	Folio No./ Client ID	
5.	DP ID	

I/We hereby give my/our instructions to the Investment Manager through Postal Ballot for the business stated in the Notice of the Highways Infrastructure Trust by conveying my decision in the appropriate box below:

Sr. No.	Item Name	Assent	Dissent
1.	To consider and approve change in name of the trust from “Highways Infrastructure Trust” to “Vertis Infrastructure Trust” and consequent amendments in the trust deed		

Signature of the Unitholder

Date –

Place –

General Instructions for Voting through Physical Postal Ballot Form

- a) A unitholder desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer.
- b) Please convey your assent/ dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.
- c) The votes should be cast in favour of or against the resolution by putting the tick mark (✓) in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the form invalid.
- d) The Postal Ballot Form should be completed and signed by the member.
- e) Incomplete, unsigned or incorrectly ticked Postal Ballot Form shall be rejected.
- f) In addition to the reasons as mentioned above for rejection, Postal Ballot Form/Votes will be considered invalid on the following grounds:
 - 1) If a form other than the one issued by the Trust has been used.
 - 2) If the Postal Ballot Form has not been signed by or on behalf of the unitholder.
 - 3) If it is not possible to determine without any doubt the assent or dissent of the member.
 - 4) If assent or dissent is not mentioned
 - 5) If assent or dissent is given subject to some amendment to the resolution or condition.
 - 6) If the envelope containing the Postal Ballot Form is received after the last date and time prescribed.
 - 7) If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the unitholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the grounds.
- g) If the unitholders cast their vote by physical submission of postal ballot form **as well as** electronic submission of postal ballot paper, then the vote received earlier by the scrutinizer shall be considered.
- h) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.