

June 30, 2026

To,

National Stock Exchange of India Limited Listing Compliance Department, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai-400051 Symbol - Vertis	BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Scrip Codes: 974227, 975333, 976771 and 976854 ("Non-Convertible Debentures") & 731772 and 731773 ("Commercial Papers")
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Subject: Notice of Fourth Annual Meeting of the Unitholders of the Trust

Dear Sir/Madam,

Pursuant to the provisions of Regulation 10, 22 and 23 of SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended, read with SEBI Master Circular No. SEBI/HO/DDHS-PoD2/P/CIR/2025/102 dated July 11, 2025 ("**SEBI InvIT Regulations**") read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and circulars, notifications and guidelines issued thereunder from time to time (including any statutory modification(s), amendments or re-enactments thereof for the time being in force), we hereby inform you that the Fourth Annual Meeting ("**Annual Meeting**" or "**Meeting**") of the Unitholders of Vertis Infrastructure Trust (*formerly Highways Infrastructure Trust*) (the "**Trust**") is scheduled to be held on Monday, July 27, 2026 at 03:30 PM (IST) through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**").

In this regard, please find enclosed, the Notice convening the Meeting ("**Notice**"), is enclosed herewith and is being sent electronically to the Unitholders whose email addresses are available /registered with the Trust/ Depository Participant(s) as on Friday, June 26, 2026.

The Trust has provided the facility to cast vote(s) by electronic means, including remote e-voting and e-voting during the Meeting, on all resolution(s) as set-out in the Notice to those Unitholders holding units of the Trust as on Friday, July 17, 2026. The remote e-voting facility shall remain open from 9:00 AM (IST) on Wednesday, July 22, 2026, until 5:00 PM (IST) on Sunday, July 26, 2026 at.

The Notice also contains detailed instructions regarding participation in the Meeting through VC/OAVM, remote e-voting, e-voting during the Meeting, and the process for registration/update of email addresses.

The said information is also being uploaded on the website of the Trust at www.vertis.co.in.

Principal Place of Business:Unit No. 601-602, 6th Floor, Windsor House, Off CST Road, Kalina,
Santacruz (E), Vidyanagari, Mumbai-400098**SEBI Registration Number:**
IN/InvIT/21-22/0019**Tel:**
+91 22 6107 3200**Email:**
highwaysinvit@vertis.co.in**Web:**
www.vertis.co.in

You are requested to kindly take the same on record.

Yours faithfully,

For **Vertis Infrastructure Trust**
(formerly known as Highways Infrastructure Trust)
(acting through its Investment Manager - **Vertis Fund Advisors Private Limited**)
(formerly known as Highway Concessions One Private Limited)

Pratik Desai
Company Secretary & Compliance Officer
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, 9th 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

Principal Place of Business:

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



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



Tel:
+91 22 6107 3200



Email:
highwaysinvit@vertis.co.in



Web:
www.vertis.co.in



Notice of the Fourth Annual Meeting

NOTICE is hereby given that the Fourth Annual Meeting (hereinafter referred as **"AM or Meeting"**) of the unitholders (hereinafter referred as **"Unitholders"**) of Vertis Infrastructure Trust (*formerly known as Highways Infrastructure Trust*) (**"Trust"**) will be held on Monday, July 27, 2026 at 03:30 P.M. (IST), through Video Conferencing ('VC')/Other Audio-Visual Means (**"OAVM"**), in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 (**"SEBI InvIT Regulations"**) and Chapter 17 of Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 issued by SEBI in this regard, from time to time, to transact the businesses mentioned below:

ORDINARY BUSINESS(ES):

ITEM NO. 1:

TO CONSIDER, APPROVE AND ADOPT AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF VERTIS INFRASTRUCTURE TRUST AS AT AND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH THE REPORT OF THE STATUTORY AUDITORS AND THE REPORT ON PERFORMANCE OF THE TRUST FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To consider and if thought fit, to pass with or without modification(s), the following resolution by way of simple majority (i.e. where votes cast in favor of the resolution shall be more than fifty per cent of the total votes cast for the resolution) in terms of Regulation 22(3) of SEBI InvIT Regulations.

"RESOLVED THAT pursuant to the applicable provisions, if any, of the SEBI (Infrastructure Investment Trust) Regulations, 2014 (**"SEBI InvIT Regulations"**) and the circulars, clarifications, notifications, and guidelines issued thereunder, and other applicable rules and regulations, if any, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of Vertis Infrastructure Trust (*formerly known as Highways Infrastructure Trust*) (**"Trust"**) for the financial year ended March 31, 2026, together with the Report of the Statutory Auditors and the report on the performance of the Trust, be and are hereby considered, approved and adopted."

ITEM NO. 2:

TO CONSIDER, APPROVE AND ADOPT THE VALUATION REPORT ISSUED BY MR. MANISH GADIA, INDEPENDENT VALUER FOR THE VALUATION OF THE INVIT ASSETS AS ON MARCH 31, 2026

To consider and if thought fit, to pass with or without modification(s), the following resolution by way of simple majority (i.e. where votes cast in favor of the resolution shall be more than fifty per cent of the total votes cast for the resolution) in terms of Regulation 22(3) of the SEBI InvIT Regulations.

"RESOLVED THAT pursuant to Regulations 10, 13, 21, 22 and Schedule V of the SEBI (Infrastructure Investment

Trust) Regulations, 2014 (**"SEBI InvIT Regulations"**), as amended from time to time, read with the applicable circulars, notifications, guidelines and clarifications issued thereunder by the Securities and Exchange Board of India (**"SEBI"**), and other applicable laws, rules and regulations, if any, including any statutory modification(s), amendment(s) or re-enactments thereof for the time being in force, the Valuation Report dated May 20, 2026 issued in respect of the assets of Vertis Infrastructure Trust (*formerly known as Highways Infrastructure Trust*) (**"Trust"**) for the financial year ended March 31, 2026 issued by Mr. Manish Gadia, Registered Valuer having IBBI Registration No. IBBI/RV/06/2019/11646, appointed as the Valuer of the Trust in accordance with the SEBI InvIT Regulations, and as reviewed by the Audit Committee and approved by the Board of Directors of the Investment Manager, be and is hereby considered, approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Investment Manager and/or any Key Managerial Personnel and/or Compliance Officer of the Investment Manager be and are hereby severally authorised to do all such acts, deeds, matters and things and to sign and execute all such documents, papers and writings as may be considered necessary, desirable or expedient for giving effect to this resolution."

ITEM NO. 3:

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. MANISH GADIA, BEARING IBBI REGISTRATION NO. IBBI/RV/06/2019/11646, AS THE VALUER OF TRUST FOR PERIOD STARTING FROM APRIL 01, 2026 TO MARCH 31, 2027

To consider and if thought fit, to pass with or without modification(s), the following resolution by way of simple majority (i.e. where votes cast in favor of the resolution shall be more than fifty per cent of the total votes cast for the resolution) in terms of Regulation 22(3) of the SEBI InvIT Regulations.

"RESOLVED THAT pursuant to the provisions of Regulations 10(5), 21, 22 and other applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder by the Securities and Exchange Board of India (**"SEBI"**), and other applicable laws, rules and regulations, 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 Appointment of Auditor and Valuer Policy of Vertis Infrastructure Trust (*formerly known as Highways Infrastructure Trust*) (hereinafter referred as **"Trust"**), consent of the Unitholders be and is hereby accorded for the appointment of Mr. Manish Gadia, Registered Valuer having IBBI Registration Number: IBBI/RV/06/2019/11646 (**"Valuer"**), as the Valuer of the Trust for the period commencing from April 01, 2026 till March 31, 2027, for carrying out valuation of the assets of the Trust in



Notice of the Fourth Annual Meeting (Contd.)

accordance with the applicable provisions of the SEBI InvIT Regulations, at such remuneration and reimbursement of out-of-pocket expenses, as may be determined by the Board of Directors of Vertis Fund Advisors Private Limited (*formerly known as Highway Concessions One Private Limited*) ("**Investment Manager**"), plus applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Investment Manager and/or any Committee thereof and/or Compliance Officer of the Trust be and are hereby severally authorized to:

- finalise and execute the terms and conditions of appointment of the Valuer, including the scope of work, remuneration and other commercial terms;
- obtain declarations, confirmations and certificates regarding eligibility, independence and compliance with applicable laws from the Valuer;
- file necessary forms, intimations and disclosures with SEBI, stock exchanges and other regulatory, statutory or governmental authorities, as may be required under applicable laws; and
- do all such acts, deeds, matters and things, and execute all such agreements, documents, writings and instruments as may be considered necessary, desirable or expedient for giving effect to this resolution and matters incidental thereto.

On behalf of Vertis Infrastructure Trust
(formerly known as *Highways Infrastructure Trust*)
Vertis Fund Advisors Private Limited
(formerly known as *Highway Concessions One Private Limited*)
(acting as the Investment Manager)

Sd/-
Mr. Pratik Desai
Company Secretary and Compliance Officer
Date: June 29, 2026
Place: Mumbai

**Principal Place of Business and
Contact Details of Trust:**

Vertis Infrastructure Trust

(formerly known as *Highways Infrastructure Trust*)

601-602, 6th Floor, Windsor House, Off CST Road,
Kalina, Santacruz East, Mumbai-400098

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

Tel: 022 6107 3200

E-mail: compliance.highwaysinvt@vertis.co.in

Website: <https://vertis.co.in/>

Compliance Officer: Mr. Pratik Desai

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

Vertis Fund Advisors Private Limited

(formerly known as *Highway Concessions One Private
Limited*)

601-602, 6th Floor, Windsor House, Off CST Road,
Kalina, Santacruz East, Mumbai-400098

CIN: U45200MH2010PTC208056

Email Id: compliance.highwaysinvt@vertis.co.in

Contact Person: Mr. Pratik Desai



NOTES:

1. Pursuant to Regulation 22(3)(a) of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 (hereinafter referred as “**SEBI InvIT Regulations**”) read with SEBI Master circular bearing reference no. SEBI/HO/DDHS-PoD2/P/CIR/2025/102 dated July 11, 2025 (hereinafter referred as the “**SEBI Master Circular**”) and other relevant circulars issued by SEBI in this regard, from time to time, the Fourth Annual Meeting (hereinafter referred as “**AM**”) of the Trust is being held through Video Conferencing (hereinafter referred as “**VC**”) or Other Audio Visual Means (hereinafter referred as “**OAVM**”) which does not require the physical presence of the Unitholders at a common venue, subject to the fulfilment of conditions as specified in the relevant circulars issued thereunder.
2. In compliance with applicable provisions of the SEBI InvIT Regulations read with SEBI Master Circular, the AM of the Trust is being conducted through VC. The proceedings of the AM shall be deemed to be conducted at the principal place of business of Trust.
3. Generally, a unitholder entitled to attend and vote at the unitholders’ meeting is entitled to appoint a proxy to attend and vote in the meeting, and such proxy need not be a unitholder of the Trust.

Since, the AM is being held through VC/OAVM, pursuant to the SEBI Circular, physical attendance of the unitholder has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for the AM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. The explanatory statement stating all material facts and the reason for the proposed resolution is annexed herewith.
5. The Trust is providing an e-voting facility to the Unitholders for the transaction enlisted in the Notice. Therefore, the detailed instructions for e-Voting are attached to this Notice.
6. The Investment Manager on behalf of Vertis Infrastructure Trust (*formerly known as Highways Infrastructure Trust*) (hereinafter referred as “**Trust**”) has engaged the services of MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*) (hereinafter referred as “**MUFG**”), the Registrar and Transfer Agent (“**RTA**”) of Trust for the purpose of providing a remote e-voting facility to the Unitholders.

The Unitholders will receive a web-link on their registered e-mail ids, for attending the AM.
7. Pursuant to the SEBI Master Circular, the Investment Manager is providing facility of remote e-voting to the Unitholders of Trust through RTA. Kindly refer Notes to this Notice for detailed instruction for e-voting.
8. CS Deepti Kulkarni (Certificate of Practice No. 22502) failing CS Vaibhav Dandawate (Certificate of Practice No. 27947) Partner(s) of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (hereinafter referred as “**Scrutiniser**”), is appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
9. In line with the aforementioned SEBI Circulars, the Notice of AM is being sent only through electronic mode to those unitholders whose e-mails are registered/ updated/available with the Trust/RTA except for those Unitholders whose email Ids are not registered/updated/ available with the Trust and/ or RTA. The Notice can also be accessed from the website of the Trust <https://vertis.co.in/> as well on National Stock Exchange, the designated stock exchange on which the units of the Trust are listed. The Unitholders shall vote through electronic mode only as per the instructions for e-voting provided in the Notice.
10. The Notice is being sent to the Unitholders holding units as on **Friday, June 26, 2026**. Further, only those Unitholders whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the close of business hours on cut-off date i.e. **Friday, July 17, 2026** will be entitled to cast their votes.
11. Only those Unitholders, who will be present in the AM through VC/OAVM facility and have not cast their vote on resolutions through a remote e-Voting and are otherwise not barred from doing so, may cast their vote during the AM through the e-Voting system in the AM.
12. The Unitholders who have cast their vote by remote e-voting prior to the AM may also participate in the AM through VC/OAVM Facility but shall not be entitled to cast their vote again.
13. The voting rights of Unitholders shall be in proportion to their Units in the Unit capital of Trust as on the cut-off date i.e. **Friday, July 17, 2026**.
14. The remote e-voting facility will be available during the following period:
 - a) Day, date and time of commencement of e-voting: **July 22, 2026 at 9:00 a.m.** (IST).
 - b) Day, date and time of end of e-voting beyond which remote e-voting will not be allowed: **July 26, 2026 at 5:00 p.m.** (IST)
15. Wherever required or possible, the Unitholders are requested to address all correspondence including distribution matters to the RTA by e-mail to enotices@in.mpms.mufg.com or to the Company Secretary and Compliance Officer of the Trust by e-mail to compliance.highwaysinvit@vertis.co.in.



16. Institutional Unitholders (i.e. other than individuals, HUF, NRI etc.) who are voting through their authorized signatory(ies) 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), to the scrutinizer by e-mail to scrutinisers@mmjc.in or to the Company Secretary and Compliance Officer of the Trust by e-mail to compliance.highwaysinvit@vertis.co.in. It is also requested to upload the same in the e-voting module at the time of voting.
 17. All the documents referred to in the accompanying notice, shall be available for inspection through electronic mode, basis the request being sent to the Company Secretary and Compliance Officer of the Trust by e-mail to compliance.highwaysinvit@vertis.co.in
 18. The Unitholders can join the AM in the VC/OAVM mode 15 minutes before the scheduled time for commencement of AM and after the commencement of AM by following the procedure mentioned in the Notice. The facility for participation at the AM 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.
 19. The attendance of the Unitholders attending the AM through VC/OAVM will be counted for the purpose of reckoning the quorum.
 20. The Results declared along with Scrutinizer's Report(s) will be available on the website of Trust (<https://vertis.co.in/>) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
 21. The Securities and Exchange Board of India (hereinafter referred as the "SEBI") has mandated the submission of a Permanent Account Number (hereinafter referred as "PAN") by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
 22. Unitholders who have not registered their email address so far are requested to register their email address for receiving all communication including annual reports, notices, circulars etc. from the Investment Manager, on behalf of Trust, electronically.
- c) Select Check Box - **Demat Account No./Folio No./ PAN**
- Unitholders holding units in NSDL/CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Unitholders holding units in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Unitholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Unitholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Unitholders who have not updated their Email Id with the DP shall enter the Email Id.
- d) Click "Go to Meeting"
- You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for Unitholders to Speak during the General Meeting through InstaMeet:

- a) Unitholders who would like to speak during the meeting must register their request with the company at company's registered email address.
- b) Unitholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Unitholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other unitholder who has not registered as "Speaker Unitholder" may still ask questions to the panellist via active chat-board during the meeting.

**Unitholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking*

Instructions for Unitholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, Unitholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Unitholders VC page, click on link "Cast your vote".
- b) Enter your 16-digit Demat Account No./Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.

THE INSTRUCTIONS FOR UNITHOLDERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

Login method for Unitholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:



- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of units (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Unitholders/Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Unitholders/Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Unitholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Unitholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Unitholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Unitholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000/4918 6175.

Remote E-Voting Instructions for Unitholders:

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

Individual Unitholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>

- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- 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 “MUFUG 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 - NSDL IDeAS facility

Unitholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFUG 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.

Unitholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account/generate ‘OTP’.
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

 App Store  Google Play



METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Unitholder/Member’ section.

- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- 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 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 - CDSL Easi/Easiest facility:

Unitholders registered for Easi/Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Unitholders not registered for Easi/Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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 “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:

STEP 1: LOGIN/SIGNUP on InstaVote

Unitholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No Folio no, registered with the Company

Unitholders not registered for INSTAVOTE facility:

Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

- i. User ID: Enter User ID
- ii. 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.



InstaVote USER ID

NSDL

User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).

CDSL

User ID is 16 Digit Beneficiary ID.

Shares held in physical form

User ID is Event No Folio no, registered with the Company

- iii. **DOB/DOI:** Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
- iv. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Unitholders, holding units in NSDL form, shall provide 'point 4' above.
 - o Unitholders, holding units in CDSL form, shall provide 'point 3' or 'point 4' above.
 - o Unitholders, holding units in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
- v. 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).

- vi. Enter Image Verification (CAPTCHA) Code.
- vii. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- i. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- ii. Select 'View' icon. E-voting page will appear.
- iii. 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).
- iv. After selecting the desired option i.e. Favour/Against, click on 'Submit'.
- v. 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.

NOTE: Unitholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option

provides access to expert insights during the e-Voting process. Unitholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate Unitholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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

STEP 1 – Custodian/Corporate Body/Mutual Fund Registration

- i. Visit URL: <https://instavote.linkintime.co.in>
- ii. Click on "Sign Up" under "Custodian/Corporate Body/Mutual Fund"
- iii. Fill up your entity details and submit the form.
- iv. 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.
- v. 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

- i. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- ii. Click on "Investor Mapping" tab under the Menu section
- iii. Map the Investor with the following details:
 - o 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - o 'Investor's Name - Enter Investor's Name as updated with DP.
 - o 'Investor PAN' - Enter your 10-digit PAN.
 - o 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

- iv. 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 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

- i. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- ii. Click on “Votes Entry” tab under the Menu section.
- iii. Enter the “Event No.” for which you want to cast vote.
- iv. Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- v. Enter “16-digit Demat Account No.”.
- vi. 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). After selecting the desired option i.e. Favour/Against, click on ‘Submit’.
- vii. 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- i. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- ii. After successful login, you will see “Notification for e-voting”.
- iii. Select “View” icon for “Company’s Name/Event number”.
- iv. E-voting page will appear.
- v. Download sample vote file from “Download Sample Vote File” tab.
- vi. Cast your vote by selecting your desired option 'Favour/Against' in the sample vote file and upload the same under “Upload Vote File” option.
- vii. 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).

NOTE: Non-Individual Body corporate Unitholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Helpdesk:

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

Unitholders holding units in physical mode/Non-Individual Unitholders holding units 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

Individual Unitholders holding units in physical mode/Non-Individual Unitholders holding units 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.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No Folio no, 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
- Further Click on “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 units in demat mode with NSDL/CDSL has forgotten the password:

Individual Unitholders holding units 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.

General Instructions - Unitholders

- o It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- o 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".



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 MR. MANISH GADIA, BEARING IBBI REGISTRATION NO. IBBI/RV/06/2019/11646, AS THE VALUER OF TRUST FOR PERIOD STARTING FROM APRIL 01, 2026 TO MARCH 31, 2027

In accordance with Regulations 10(5), 21 and 22 of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 (“SEBI InvIT Regulations”), Vertis Infrastructure Trust (*formerly known as Highways Infrastructure Trust*) (“Trust”) is required to appoint a registered valuer possessing the requisite qualifications, experience and registration for undertaking valuation of the assets of the Trust in the manner prescribed under the SEBI InvIT Regulations.

Accordingly, in compliance with the aforesaid provisions of the SEBI InvIT Regulations and the Appointment of Auditor and Valuer Policy of the Trust, Vertis Fund Advisors Private Limited (*formerly known as Highway Concessions One Private Limited*), acting in its capacity as the investment manager of the Trust (“Investment Manager”), in consultation with Axis Trustee Services Limited (“Trustee”) of the Trust as required under the SEBI InvIT Regulations, recommended the appointment of Mr. Manish Gadia, Registered Valuer having IBBI Registration No. IBBI/RV/06/2019/11646 (“Valuer”), for consideration of the Audit Committee and the Board of Directors of the Investment Manager. The Audit Committee and the Board of Directors of the Investment Manager evaluated, *inter-alia*:

- the professional qualifications, experience and expertise of the proposed Valuer;
- experience in valuation of infrastructure assets and infrastructure investment trust structures;
- regulatory registrations and eligibility;
- independence and conflict management framework; and
- overall suitability for the proposed assignment.

Based on the recommendation of the Audit Committee, the Board of Directors of the Investment Manager at its meeting held on May 20, 2026, approved the appointment of the Valuer for the period commencing from April 01, 2026 and ending on March 31, 2027, subject to approval of the Unitholders.

The Investment Manager has received necessary declarations, confirmations and consents from the Valuer confirming, *inter alia*:

- valid registration with the Insolvency and Bankruptcy Board of India;
- eligibility to act as valuer under the SEBI InvIT Regulations and other applicable laws;
- independence from the Trust, Investment Manager and associated parties; and
- absence of any conflict of interest in relation to the proposed assignment.

The remuneration proposed to be paid to the Valuer is considered commensurate with the size, nature and complexity of the assignment and is in line with prevailing market practices and the Appointment of Auditor and Valuer Policy of the Trust.

Brief Profile/Credentials of the Valuer:

Manish Gadia is a member of Institute of Chartered Accountants of India since 1998 with over 25 years of professional experience as Partner in M/s. JMP Associates, a Chartered Accountant firm with FRN 324235E. He has professional experience in the field of Valuation Services, Internal Audit, Statutory Audit, Taxation, ERP Systems Implementation, Management and Financial Consultancy for various clients in different industries. CA Manish Gadia is an independent Registered Valuer and is also registered with the ICAI RVO. With more than 8 years of expertise in the field of Valuation, he possesses professional experience in business valuation, intangible assets valuation, analyzing convertible and nonconvertible securities, evaluating ESOPs and Sweat Equity shares, and carrying out mergers and acquisitions. He has undertaken various valuation exercise in sectors like Power & Infrastructure, Iron & Steel, Real Estate, Cement, Engineering, Electrical Appliances, Food Industry, Pharmaceuticals, Pharma Equipment, Fintech, Education, Jute, Garment, Retail and Cold Storage.

None of the Directors or Key Managerial Personnel of the Investment Manager and/or their respective relatives in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their unit holding, if any, in the Trust.

In view of the above, the Board of Directors of Investment Manager is of the view that the appointment of the aforesaid Valuer is in the best interests of the Trust and accordingly recommends the resolution as set out in Item No. 3 of the Notice for your approval by way of simple majority (where the votes cast in favour of the resolution shall be more than fifty percent of the total votes cast in favour of the resolution).

On behalf of Vertis Infrastructure Trust
(*formerly known as Highways Infrastructure Trust*)
Vertis Fund Advisors Private Limited
(*formerly known as Highway Concessions One Private Limited*)
(acting as the Investment Manager)

Sd/-

Mr. Pratik Desai

Company Secretary and Compliance Officer

Date: June 29, 2026
Place: Mumbai