

# BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

(FORMERLY KNOWN AS WIP (INDIA) PRIVATE LIMITED)

CIN: U67190MH2010PTC202800

Registered Office: Unit 1, 4<sup>th</sup> Floor, Godrej BKC, Bandra Kurla Complex, Mumbai, Maharashtra - 400051, India

Tel No.: +91 22 6600 0700 | Fax No.: +91 22 6600 0777 | Email: puja.tandon@brookfield.com

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August 26, 2021

To

**BSE Limited,**

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai 400 001

Maharashtra, India

**Sub: Proceedings of the Third Annual General Meeting of unitholders of India Infrastructure Trust held on August 26, 2021**

**Ref: India Infrastructure Trust (Scrip Code: 542543)**

Dear Sir/Madam,

We, the Investment Manager of India Infrastructure Trust ("Trust"), hereby submit the details regarding proceedings and voting results of the business transacted at the Third Annual General Meeting of the Unitholders of the Trust held today i.e. August 26, 2021, through video conferencing, in compliance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and SEBI circulars issued thereunder.

In this regard, we are enclosing the following:

- a) Proceedings and Voting Results as *Annexure I*
- b) Scrutinizer's Report dated August 26, 2021 as *Annexure II*.

The meeting commenced at 11:00 a.m. and concluded at 11:20 a.m.

Please take the same on record.

Thanking you.

Yours faithfully,

For India Infrastructure Trust

**Brookfield India Infrastructure Manager Private Limited**

(Formerly known as WIP (India) Private Limited)

(acting in its capacity as the Investment Manager of India Infrastructure Trust)

*P.P. Desai*  
**Pratik Desai**

**Compliance Officer**



**CC: Axis Trustee Services Limited ("Trustee of the Trust")**

Axis House, Bombay Dyeing Mills Compound,

Pandurang Budhkar Marg, Worli,

Mumbai - 400 025, Maharashtra, India

Encl.: a/a.

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## Annexure I

### Details of the proceedings of the Third Annual General Meeting of the Unitholders of India Infrastructure Trust

Date of the Annual General Meeting of the unitholders	Thursday, August 26, 2021
Total number of unitholders on record date	9
No. of unitholders present through video conferencing	2
Sponsor/ <del>Investment Manager/Project Manager and their associates/related parties:</del>	1
Public:	1

The details of the business transacted/results of the meeting of the unitholders:

Sr. No.	Agenda	Resolution required	Remarks
<b>Ordinary Businesses</b>			
1.	To adopt the audited standalone and consolidated financial information for the financial year ended March 31, 2021 together with the Report of Investment Manager and Auditors thereon.	Resolution to be passed by way of simple majority ( <i>i.e. where the votes cast in favour of a resolution are required to be more than the votes casted against the resolution</i> ) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("SEBI InvIT Regulations")	The resolution was unanimously passed by the unitholders who have exercised their vote.
2.	To adopt the valuation report of the assets of the trust for the financial year ended March 31, 2021.	Resolution to be passed by way of simple majority ( <i>i.e. where the votes cast in favour of a resolution are required to be more than the votes casted against the resolution</i> ) in terms of Regulation 22 of the SEBI InvIT Regulations.	The resolution was unanimously passed by the unitholders who have exercised their vote.
3.	To consider and appoint Auditors of the Trust for the financial year 2021-22 and fix their remuneration	Resolution to be passed by way of simple majority ( <i>i.e. where the votes cast in favour of a resolution are required to be more than the votes casted against the resolution</i> ) in terms of Regulation 22 of the SEBI InvIT Regulations.	The resolution was unanimously passed by the unitholders who have exercised their vote.

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Sr. No.	Agenda	Resolution required	Remarks
<b>Ordinary Businesses</b>			
4.	To consider and appoint Valuer of the Trust for the financial year 2021-22 and fix their remuneration	Resolution to be passed by way of simple majority ( <i>i.e. where the votes cast in favour of a resolution are required to be more than the votes casted against the resolution</i> ) in terms of Regulation 22 of the SEBI InvIT Regulations.	The resolution was unanimously passed by the unitholders who have exercised their vote.
<b>Special Business</b>			
5.	To consider and approve change of Principal Place of Business of the Trust.	Resolution to be passed by way of special majority ( <i>i.e. where the votes cast in favour of the resolution are required to be not less than one and a half times the votes casted against the resolution</i> ) in terms of Regulation 22 of the SEBI InvIT Regulations.	The resolution was unanimously passed by the unitholders who have exercised their vote.

## Voting Results of the resolutions mentioned in the notice of the Third Annual General Meeting of the Unitholders of India Infrastructure Trust

### Ordinary Businesses

**Item No. 1: To consider and adopt the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2021 together with the Report of Investment Manager and Auditors thereon**

Resolution passed by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations.

Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Remote e-voting	56,88,00,000	56,88,00,000	100	56,88,00,000	0	100	0

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Public - Institutions	Remote e-voting and e-voting at the AGM	9,26,00,000	9,26,00,000	100	9,26,00,000	0	100	0
Public - Non Institutions	-	26,00,000	0	0	0	0	0	0
<b>Total</b>		<b>66,40,00,000</b>	<b>66,14,00,000</b>	<b>99.61</b>	<b>66,14,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Item No. 2: To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2021**

Resolution passed by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations.

Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
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Public - Non Institutions	-	26,00,000	0	0	0	0	0	0
<b>Total</b>		<b>66,40,00,000</b>	<b>66,14,00,000</b>	<b>99.61</b>	<b>66,14,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

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## Item No. 3: To consider and appoint Auditors of the Trust for the financial year 2021-22 and fix their remuneration

Resolution passed by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations.

Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
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Public - Institutions	Remote e-voting and e-voting at the AGM	9,26,00,000	9,26,00,000	100	9,26,00,000	0	100	0
Public - Non Institutions	-	26,00,000	0	0	0	0	0	0
<b>Total</b>		<b>66,40,00,000</b>	<b>66,14,00,000</b>	<b>99.61</b>	<b>66,14,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

## Item No. 4: To consider and appoint Valuer of the Trust for the financial year 2021-22 and fix their remuneration

Resolution passed by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations.

Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
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## Special Business

### **Item No 5: To consider and approve change of Principal Place of Business of the Trust.**

Resolution passed by way of special majority (i.e. where the votes cast in favour of the resolution are required to be not less than one and a half times the votes casted against the resolution) in terms of the provisions of Regulation 22 of the SEBI InvIT Regulations.

Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Remote e-voting	56,88,00,000	56,88,00,000	100	56,88,00,000	0	100	0
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# MAYEKAR & ASSOCIATES

Company Secretaries

Annexure II

Partners  
Anil V. Mayekar  
Ketki M. Save  
Jatin P. Patil

Mumbai : Nidhi Apartment No. 1, Flat No. 51/54, 5th Floor, Liberty Garden Rd No. 3, Malad (West), Mumbai - 400 064.  
Tel.: +91-022-28890688 Office Mob.: +91-8452046339 Email: office@csmayekar.com

## Report of Scrutinizers

To,  
The Board of Directors  
**Brookfield India Infrastructure Manager Private Limited**  
(formerly known as WIP (India) Private Limited)  
(acting in its capacity as the Investment Manager to India Infrastructure Trust)

**Third Annual General Meeting of the Unitholders of India Infrastructure Trust held on Thursday, August 26, 2021 at 11.00 a.m. through Video Conferencing.**

**Sub : Passing of Resolutions at the Third Annual General Meeting ("AGM") of the Unit holders of India Infrastructure Trust (the "Trust/Pipeline InvIT") held on Thursday, August 26, 2021 through Video Conferencing ("VC"), which commenced at 11:00 a.m. and concluded at 11.20 a.m.**

Dear Sir,

I, Mr. Jatin Prabhakar Patil, Partner of M/s. Mayekar & Associates, Practising Company Secretaries, Mumbai (Firm U.I.N - P2005MH007400), have been appointed as the Scrutinizer by Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) ("BIIMPL") (acting in its capacity as the Investment Manager to India Infrastructure Trust) to scrutinize the entire voting process i.e. remote e-voting and e-voting at the AGM of the Trust, in a fair and transparent manner.

### Scrutinizer's Responsibility

My responsibility as scrutinizer is restricted to making a scrutinizer report of the votes cast by the Unitholders in respect of resolutions contained in the Notice of AGM. My report is based on verification of the votes received through remote e-voting by 17:00 hours IST on Wednesday, August 25, 2021 and the e-voting conducted at the AGM.

### I submit my report as under:

- (1) BIIMPL had appointed National Securities Depository Limited ("NSDL") as the service provider, for the purpose of extending the facility of remote e-voting to the Unitholders to exercise their vote in respect of the resolutions as set out in the Notice of AGM from 09:00 hours IST on Monday, August 23, 2021 till 17:00 hours IST on Wednesday, August 25, 2021.
- (2) NSDL had set up electronic voting facility on their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to facilitate the Unitholders to cast their vote electronically.
- (3) The facility for e-voting was also made available to the Unitholders present at the AGM who had not casted their vote earlier.
- (4) Unitholders holding units either in physical form or in dematerialised form as on Friday, August 13, 2021 i.e. cut-off date, were entitled to cast their vote.
- (5) At the end of the remote e-voting period on 17:00 hours IST on Wednesday, August 25, 2021, the voting portal of NSDL was blocked forthwith.

- (6) 6 (Six) Unitholders had availed the facility of remote e-voting provided by NSDL and 1 (One) Unitholder had availed the facility of e-voting at the AGM.
- (7) After conclusion of the AGM, the votes received till 17:00 hours IST on Wednesday, August 25, 2021 through remote e-voting facility and votes received through e-voting at the AGM, were duly unblocked by me and were reconciled with the details of Unitholders as per the Beneficiary Position as on the cut-off date obtained from the Registrar and Transfer Agents of the Trust.
- (8) No invalid votes were received through remote e-voting and e-voting at the AGM.
- (9) I now submit my consolidated report of remote e-voting and e-voting at the AGM as under, on the resolutions mentioned in the notice of AGM of the Trust:

**Ordinary Businesses**

**Item No 1: To consider and adopt the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2021 together with the Report of Investment Manager and Auditors thereon**

Resolution by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (SEBI InvIT Regulations”).

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**Item No 2: To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2021.**

Resolution by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders) in terms of Regulation 22 of the SEBI InvIT Regulations.

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**Item No 3: To consider and appoint Auditors of the Trust for the financial year 2021-22 and fix their remuneration.**

Resolution by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders) in terms of Regulation 22 of the SEBI InvIT Regulations.

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**Item No 4: To consider and appoint Valuer of the Trust for the financial year 2021-22 and fix their remuneration.**

Resolution by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders) in terms of Regulation 22 of the SEBI InvIT Regulations.

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#### **Special Business**

**Item No 5: To consider and approve change of Principal Place of Business of the Trust.**

Resolution by way of special majority (i.e. where the votes cast in favour of the resolution are required to be not less than one and a half times the votes cast against the resolution by Unitholders) in terms of the provisions of Regulation 22 of the SEBI InvIT Regulations.

Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes Against on votes polled
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<b>Total</b>		<b>66,40,00,000</b>	<b>66,14,00,000</b>	<b>99.61</b>	<b>66,14,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

All the Resolutions mentioned in the Notice of AGM as per the details above stands unanimously approved by the Unitholders who have exercised their vote as per voting conducted through remote e-voting and e-voting at the AGM and hence deemed to be passed as on the date of the AGM.

The aforesaid result of voting by Unitholders through remote e-voting and e-voting at AGM in respect of the abovementioned resolutions may accordingly be declared by the investment Manager of the Pipeline InvIT.

Thanking You,  
Yours faithfully,

**For Mayekar & Associates**  
**Practising Company Secretaries**  
**Firm U.I.N - P2005MH007400**  
**U.D.I.N - F007282C000837375**

*Jatin P. Patil*

Signature of Scrutinizer



**Name : Mr. Jatin Prabhakar Patil**  
**Partner**  
**Mem. No. FCS 7282**  
**C.O.P No. 7954**

**Address : Nidhi Apartment 1 / 51, 5<sup>th</sup>**  
**Floor, Liberty Garden, Rd No.**  
**3, Malad (West), Mumbai –**  
**400 064**

**Date: August 26, 2021**  
**Place: Mumbai**