

BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

CIN: U67190MH2010PTC202800

Registered Office: Unit 1, 4th 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

November 6, 2023

To

BSE Limited,

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Maharashtra, India

Sub.: Proceedings of the Extra Ordinary General Meeting (“EGM”) of unitholders of India Infrastructure Trust held on November 6, 2023

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

Sir/Madam,

We, Brookfield India Infrastructure Manager Private Limited, the Investment Manager of India Infrastructure Trust (“Trust”), hereby submit the details regarding proceedings and voting results of the businesses transacted at the Extraordinary General Meeting (“EGM”) of the Unitholders of the Trust held today i.e. Monday, November 6, 2023, 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:

- Proceedings and Voting Results as *Annexure I*
- Scrutinizer’s Report dated November 6, 2023 as *Annexure II*.

The Meeting commenced at 5:30 p.m. and concluded at 5:40 p.m.

The same is also available on the website of the Trust i.e. www.indinfratrust.com.

You are requested to kindly take the same on record.

Thanking you.

For India Infrastructure Trust

Brookfield India Infrastructure Manager Private limited

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



Puja Tandon

Company Secretary and 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.

BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

CIN: U67190MH2010PTC202800

Registered Office: Unit 1, 4th 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

Annexure I

Details of the proceedings of the Extra-ordinary General Meeting of the Unitholders of India Infrastructure Trust

Date of the Extra-ordinary General Meeting of the unitholders	Monday, November 6, 2023
Total number of unitholders on record date	275
No. of unitholders present through video conferencing	3
Sponsor/Investment Manager/Project Manager and their associates/ related parties:	1
Public:	2

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

Sr. No.	Agenda	Approval requirement as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("InvIT Regulations")	Remarks
1.	To consider and approve an amendment to the Investment Management Agreement of India Infrastructure 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 cast against the resolution by unitholders, so entitled and voting</i>) in terms of Regulation 22 of the SEBI InvIT Regulations.	The resolution was unanimously passed by the unitholders who have exercised their vote.
2.	To consider and approve amendment to the Trust Deed of India Infrastructure 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 cast against the resolution by unitholders, so entitled and voting</i>) in terms of Regulation 22 of the SEBI InvIT Regulations.	The resolution was unanimously passed by the unitholders who have exercised their vote.

BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

CIN: U67190MH2010PTC202800

Registered Office: Unit 1, 4th 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

Voting Results of the resolutions mentioned in the notice of the Extra-ordinary General Meeting of the Unitholders of India Infrastructure Trust

Item No. 1: To consider and approve an amendment to the Investment Management Agreement of India Infrastructure 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 cast 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	49,80,00,000	49,80,00,000	100	49,80,00,000	0	100	0
Public - Institutions	Remote e-voting & e-voting at EGM	5,42,00,000	3,62,00,000	66.79	3,62,00,000	0	100	0
Public - Non-Institutions	Remote e-voting	11,18,00,000	50,29,445	4.50	50,29,445	0	100	0
Total		66,40,00,000	53,92,29,445	81.21	53,92,29,445	0	100	0

BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

CIN: U67190MH2010PTC202800

Registered Office: Unit 1, 4th 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

Item No. 2: To consider and approve amendment to the Trust Deed of India Infrastructure 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 cast 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	49,80,00,000	49,80,00,000	100	49,80,00,000	0	100	0
Public - Institutions	Remote e-voting & e-voting at EGM	5,42,00,000	3,62,00,000	66.79	3,62,00,000	0	100	0
Public - Non-Institutions	Remote e-voting	11,18,00,000	50,29,445	4.50	50,29,445	0	100	0
Total		66,40,00,000	53,92,29,445	81.21	53,92,29,445	0	100	0



Report of Scrutinizer

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

Extra-ordinary General Meeting of the Unitholders of India Infrastructure Trust held on Monday, November 6, 2023 at 5.30 p.m. through Video Conferencing.

Sub.: Passing of Resolutions at the Extra-ordinary General Meeting (No. 01/2023-24) ("EGM") of the Unitholders of India Infrastructure Trust ("Pipeline InvIT/Trust") held on Monday, November 6, 2023 through Video Conferencing ("VC"), which commenced at 5.30 p.m. and concluded at 5:40 p.m.

Dear Sir,

I, Jatin Prabhakar Patil, Partner of M/s. Mayekar & Associates, Practicing Company Secretaries, Mumbai (Firm U.I.N - P2005MH007400), have been appointed as the Scrutinizer by Brookfield India Infrastructure Manager 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 EGM 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 EGM. My report is based on verification of the votes received through remote e-voting till 5:00 p.m. IST on Sunday, November 5, 2023 and the e-voting conducted at the EGM.

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 and e-voting at the EGM to the Unitholders to exercise their vote in respect of the resolutions as set out in the Notice of EGM.
- (2) NSDL had set up electronic voting facility on their website www.evoting.nsdl.com to facilitate the Unitholders to cast their vote electronically.
- (3) Facility of remote e-voting was available to Unitholders from 9:00 a.m. IST on **Friday, November 3, 2023** till 5:00 p.m. IST on **Sunday, November 5, 2023**. At the end of the remote e-voting period at 5:00 p.m. IST on **Sunday, November 5, 2023**, the voting portal of NSDL was blocked forthwith.
- (4) The facility for e-voting was also made available to the Unitholders present at the EGM who have not cast their vote earlier.
- (5) Unitholders holding units as on the cut-off date i.e., **Monday, October 30, 2023** were entitled to cast their vote.

- (6) 15 (Fifteen) Unitholders had availed the facility of remote e-voting provided by NSDL and 1 (one) Unitholder availed the facility of e-voting at the EGM.
- (7) After conclusion of the EGM, the votes received till 5:00 p.m. IST on **Sunday, November 5, 2023** through remote e-voting facility and votes cast through e-voting at the EGM were duly unblocked by me and were reconciled with the details of Unitholders as per the Beneficiary Position as on the cut-off date i.e., **Monday, October 30, 2023**, obtained from the Registrar and Transfer Agents of the Trust.
- (8) No invalid votes were received through remote e-voting and through e-voting at the EGM.
- (9) I now submit my report of e-voting on the resolutions mentioned in the notice of EGM of the Trust, as under:

Item No. 1: To consider and approve an amendment to the Investment Management Agreement of India Infrastructure 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*) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“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(s) and their associates related Parties	Remote e-voting	49,80,00,000	49,80,00,000	100	49,80,00,000	0	100	0
Public - institutions	Remote e-voting & e-voting at EGM	5,42,00,000	3,62,00,000	66.79	3,62,00,000	0	100	0
Public - non-institutions	Remote e-voting	11,18,00,000	50,29,445	4.50	50,29,445	0	100	0
Total		66,40,00,000	53,92,29,445	81.21	53,92,29,445	0	100	0

Item No. 2: To consider and approve amendment to the Trust Deed of India Infrastructure 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) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“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(s) and their associates related Parties	Remote e-voting	49,80,00,000	49,80,00,000	100	49,80,00,000	0	100	0
Public - institutions	Remote e-voting & e-voting at EGM	5,42,00,000	3,62,00,000	66.79	3,62,00,000	0	100	0
Public - non-institutions	Remote e-voting	11,18,00,000	50,29,445	4.50	50,29,445	0	100	0
Total		66,40,00,000	53,92,29,445	81.21	53,92,29,445	0	100	0

Both the resolutions mentioned in the Notice of EGM 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 EGM and hence deemed to be passed as on the date of the EGM.

The aforesaid result of voting by Unitholders in respect of the above-mentioned resolutions may accordingly be declared by the Investment Manager of the Trust.

Thanking You,
Yours faithfully,

For Mayekar & Associates
Practising Company Secretaries
Firm U.I.N - P2005MH007400
U.D.I.N - F007282E001540517

JATIN PRABHAKAR PATIL
Digitally signed by JATIN PRABHAKAR PATIL
Date: 2023.11.06 20:10:01 +05'30'



Signature of Scrutinizer
Name : Jatin Prabhakar Patil
Partner
Mem. No. FCS 7282
C.O.P No. 7954
Date: November 6, 2023
Place: Mumbai