

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

October 12, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort Mumbai – 400001, Maharashtra, India

Sub.: Notice of the Extra-ordinary General Meeting of India Infrastructure Trust (“Trust”)

Ref.: India Infrastructure Trust (Scrip Code 542543)

Sir/ Madam,

Please note that the Extra-ordinary General Meeting (“EGM”) of the Unitholders of India Infrastructure Trust (“Trust”) will be convened on Monday, November 6, 2023 at 5:30 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“SEBI InvIT Regulations”) read with the relevant circulars issued by SEBI in this regard, from time to time.

Accordingly, we are enclosing herewith Notice of EGM which is also being sent to the Unitholders.

The said EGM notice is also uploaded on the website of the Trust at www.indinfratrust.com.

You are requested to kindly take the above on record.

Thanking You,

Yours faithfully,

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

INDIA INFRASTRUCTURE TRUST

SEBI Registration number: IN/InvIT/18-19/0008

Principal Place of Business: Seawoods Grand Central, Tower-1, 3rd Level, C Wing - 301 to 304, Sector 40 Seawoods Railway Station, Navi Mumbai, Thane, Maharashtra - 400706, India; Tel: +91 22 3501 8000

Email: compliance@pipelineinfra.com; **Website:** www.indinfratrust.com

INDIA INFRASTRUCTURE TRUST

Notice is hereby given that an Extra-ordinary General Meeting (No. 01/2023-24) of the unitholders of India Infrastructure Trust will be held on Monday, November 6, 2023 at 5:30 p.m. through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to transact the following businesses:

Item No. 1 - To consider and approve an amendment to the Investment Management Agreement of India Infrastructure Trust

To consider and if thought fit, to pass with or without modification(s), the following 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 the unitholders in terms of the provisions of Regulation 22(5)(d) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time:

“Resolved that, pursuant to Regulations 4(2)(h), 10, 22 and any other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (as amended from time to time) (“**InvIT Regulations**”), including any applicable circulars, guidelines, notifications and clarifications issued thereunder, as well as the circular issued by the Securities and Exchange Board of India (“**SEBI**”) dated September 11, 2023 (bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153) (“**UHD Circular**”), the consent of the Unitholders be and is hereby accorded to amend the investment management agreement dated April 1, 2020, executed between Brookfield India Infrastructure Manager Private Limited (*formerly WIP (India) Private Limited*) (“**Investment Manager**”) and Axis Trustee Services Limited (as the Trustee) (“**Trustee**”) in respect of the investment management services provided to the India Infrastructure Trust (the “**InvIT**”) (“**IMA**”), by means of an amendment agreement, to (i) comply with the provisions of the InvIT Regulations and the circulars issued thereunder, more specifically the circular issued by the SEBI dated September 11, 2023 and bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 to permit eligible unitholders to nominate such number of directors on the board of directors of the Investment Manager, in the manner and to the extent specified under the InvIT Regulations; and (ii) to enable the Investment Manager to seek reimbursement of costs (in relation to its activities pertaining to the Trust) from the Trust or the Holdcos / SPVs, on whose behalf such costs have been incurred (which modification is being made only to cure ambiguities, and which would not in any manner prejudice the interests of the unitholders), as set out hereunder:

Amendments to the IMA:

1. The term “**Investment Committee**” as referred to in Clause 1.1 (*Definitions*) of the IMA shall be deleted in its entirety.
2. Clause 4.2.10 (*Investment Manager entitled to reimbursement*) of the IMA shall be deleted in its entirety and replaced with the following:

“If the Investment Manager engages any external advisors or experts (in accordance with this Agreement), to discharge its obligations under this Agreement, or undertakes any work (in the interest of the Unitholders) which is not covered within the scope of work of the Investment Manager under this Agreement and such additional work is beyond the obligations of the Investment Manager under Applicable

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Laws, the Investment Manager shall be entitled to recover such costs, charges and expenses which the Investment Manager may incur in this regard, from the funds of the Trust and /or the Holdcos / SPVs, in the manner set out in Clause 8."

3. Clause 7 (*Investment Committee*) of the IMA shall be deleted in its entirety and replaced with the following:

"This clause has intentionally been left blank."

4. Clause 8.1.2 of the IMA shall be deleted in its entirety and replaced with the following:

"In addition to the Management Fees, the Investment Manager shall be entitled to reimbursements for any costs incurred by the Investment Manager, solely in relation to its activities pertaining to the Trust and its Holdcos / SPVs, including any costs incurred by the Investment Manager in relation to the management and administration of the Trust and its Holdcos / SPVs, and the appointment and remuneration of the staff and independent directors for the management and administration of the Trust and its HoldCos / SPVs. All such costs incurred by the Investment Manager shall be reimbursed by the Trust and / or the respective Holdcos / SPVs."

5. Clause 8.2 (*Operating Expenses*) of the IMA shall be deleted in its entirety and replaced with the following:

"The Trustee shall reimburse the Investment Manager out of the funds available with the Trust and / or the Holdcos / SPVs and the Initial Settlement, for any Operating Expenses incurred by the Investment Manager in the performance of its obligations under this Agreement."

6. A new Clause 11.11 as set out below shall be included in the IMA after Clause 11.10 (*Distribution*):

"Notwithstanding anything contained in this Clause 11, the Unitholders that satisfy the eligibility criteria set out under the InvIT Regulations, either individually or collectively, shall have the right to nominate such number of directors on the board of directors of the Investment Manager in the manner and to the extent specified under the InvIT Regulations. The terms and conditions for the nomination and appointment of such director, as well as the vacation of office by such director, shall be as set out in (i) policies formulated in this regard, by the Trust and / or the Investment Manager; and (ii) the InvIT Regulations."

Resolved further that the amendment agreement to the IMA, executed by all Parties thereto, shall come into effect on and from the date on which the Investment Manager ceases to be the investment manager of Data Infrastructure Trust, and the Investment Manager and the Trustee, and such other person(s) as they may authorize, be and are hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities and to do such other acts, deeds, matters and things, as may be considered necessary, usual and expedient, in connection with or incidental to the execution of the amendment to the IMA and for giving effect to the above resolution, 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.

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Resolved further that each of the Director and the Company Secretary of the Investment Manager be and are hereby severally authorized to provide a certified true copy of this resolution to any person, including any governmental authorities, in furtherance of the actions contemplated hereunder.”

Item No. 2 - To consider and approve amendment to the Trust Deed of India Infrastructure Trust

To consider and if thought fit, to pass with or without modification(s), the following 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 the unitholders in terms of the provisions of Regulation 22(5)(d) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time:

“**Resolved that**, pursuant to Regulations 4(2)(h), 10, 22 and any other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (as amended from time to time) (“**InvIT Regulations**”), including any applicable circulars, guidelines, notifications and clarifications issued thereunder, as well as the circular issued by the Securities and Exchange Board of India (“SEBI”) dated September 11, 2023 (bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153) (“**UHD Circular**”), the consent of the Unitholders be and is hereby accorded for an amendment to the Indenture of Trust dated November 22, 2018, executed between Rapid Holdings 2 Pte. Limited (as the sponsor), Ruhi Goswami (as the settlor) and Axis Trustee Services Limited (as the trustee) (“**Trustee**”) (as amended by: (i) the amendment agreement dated April 24, 2019; (ii) the amendment agreement dated August 26, 2019; and (iii) the amendment agreement dated February 10, 2022) in respect of the establishment and functioning of India Infrastructure Trust (the “**InvIT**”) (“**Trust Deed**”), by means of an amendment agreement, to (i) comply with the provisions of the InvIT Regulations and the circulars issued thereunder, more specifically the circular issued by the SEBI dated September 11, 2023 and bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 to permit eligible unitholders to nominate such number of directors on the board of directors of the investment manager, in the manner and to the extent specified under the InvIT Regulations; and (ii) update the principal place of business of the Trust pursuant to the unitholders’ approval received on May 6, 2022 in this regard, as set out hereunder:

Amendments to the Trust Deed

1. A new Article 13.9 shall be inserted after the existing Article 13.8 of the Trust Deed:

“Notwithstanding anything contained in this Article 13, the Unitholders that satisfy the eligibility criteria set out under the InvIT Regulations, either individually or collectively, shall have the right to nominate such number of directors on the Board of Directors of the Investment Manager in the manner and to the extent specified under the InvIT Regulations. The terms and conditions for the nomination and appointment of such director, as well as the vacation of office by such director, shall be as set out in (i) policies formulated in this regard, by the Trust and / or the Investment Manager; and (ii) the InvIT Regulations.”

2. In Recital F and Article 3.3 (*Name and office of the Trust*) of the Trust Deed, “Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400051” shall be deleted as the place of business of the Trust and shall be replaced with the below address:

INDIA INFRASTRUCTURE TRUST

SEBI Registration number: IN/InvIT/18-19/0008

Principal Place of Business: Seawoods Grand Central, Tower-1, 3rd Level, C Wing - 301 to 304, Sector 40 Seawoods Railway Station, Navi Mumbai, Thane, Maharashtra - 400706, India; Tel: +91 22 3501 8000

Email: compliance@pipelineinfra.com; **Website:** www.indinfratrust.com

“Seawoods Grand Central, Tower-1, 3rd Level, C Wing 301 to 304, Sector 40, Seawoods Railway Station, Navi Mumbai, Thane, Maharashtra 400706, India”

Resolved further that the amendment agreement to the Trust Deed, executed by all parties thereto, shall come into effect on and from the date on which Brookfield India Infrastructure Manager Private Limited ceases to be the investment manager of Data Infrastructure Trust, and Brookfield India Infrastructure Manager Private Limited (“**Investment Manager**”) and the Trustee, and such other person(s) as they may authorize, be and are hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities and to do such other acts, deeds, matters and things, as may be considered necessary, usual and expedient, in connection with or incidental to the execution of the amendment agreement to the Trust Deed and for giving effect to the above resolution, 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 each of the Director and the Company Secretary of the Investment Manager be and are hereby severally authorized to provide a certified true copy of this resolution to any person, including any governmental authorities, in furtherance of the actions contemplated hereunder.”

For India Infrastructure Trust
Brookfield India Infrastructure Manager Private Limited
(acting in its capacity as the Investment Manager to India Infrastructure Trust)

Puja Tandon
Company Secretary and Compliance Officer

Date: September 29, 2023

Place: Mumbai

SEBI Registration number: IN/InvIT/18-19/0008

Principle Place of Business & Contact Details of the Trust:

Seawoods Grand Central, Tower-1, 3rd Level
C Wing - 301 to 304, Sector 40, Seawoods Railway Station
Navi Mumbai, Thane, Maharashtra - 400 706, India

Tel: +91 22 3501 8000

Email: compliance@pipelineinfra.com

Website: www.indinfratrust.com

Registered Office & Contact Details of Investment Manager:

Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex
Mumbai, Maharashtra - 400 051, India

Tel: +91 22 6600 0700

Fax: +91 22 6600 0777

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NOTES

1. Securities and Exchange Board of India ("SEBI") vide circular dated January 12, 2023, has permitted to hold general meetings, including this Extra-Ordinary General Meeting ("EGM/Meeting") of unitholders of infrastructure investment trusts through Video Conferencing ("VC") / Other Audio-Visual Mode ("OAVM"). In compliance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("InvIT Regulations") and SEBI Circular, the EGM of the unitholders of India Infrastructure Trust ("Pipeline InvIT/Trust") is proposed to be held on Monday, November 6, 2023, at 5:30 p.m., through VC to transact the aforesaid businesses. The notice is being issued to unitholders in compliance with Regulation 22(2)(c) of the SEBI InvIT Regulations. The deemed venue for the EGM shall be the principal place of business of the Trust.

Since this Meeting is being held through VC, route map for the venue is not annexed to this notice.

2. **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 EGM is being held through VC pursuant to the SEBI Circular, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for the EGM and hence the proxy form and attendance slip have not been annexed hereto.
3. Notice of the EGM of the Unitholders is being sent to the Unitholders whose email and postal addresses are registered with the Trust. Unitholders may note that the Notice will also be available on the Trust's website at www.indinfratrust.com, website of BSE Limited at www.bseindia.com and also on the website of National Securities Depository Limited ("NSDL") (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.
4. The Unitholders will receive a web-link on their registered e-mail ids, for attending the EGM. The said link will also be available at NSDL i.e. www.evoting.nsdl.com. The Unitholders are requested to click on the said link, available against the name of the Trust, to attend live proceedings of the EGM.
5. Unitholders (such as companies or body corporates) intending to attend the meeting through VC and participate thereat, are requested to email at compliance@pipelineinfra.com the certified true copy of the relevant board resolution/ power of attorney authorizing their representative to attend and vote on their behalf at the Meeting, as per the procedure detailed in "Annexure I", at least 1 hour before commencement of the Meeting i.e. 4:30 p.m. on November 6, 2023.
6. Attendance of Unitholders through VC shall be counted for the purpose of quorum.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
8. NSDL will be providing facility for voting through remote e-voting and for e-voting during the EGM.

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9. Only those Unitholders, who will be present at the EGM through VC and have not cast 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 system at the EGM.
10. The unitholders who have cast their vote by remote e-voting prior to the EGM may also participate in the EGM through VC but shall not be entitled to cast their vote again. Detailed instructions for e-voting are attached as “**Annexure I**” to this Notice.
11. The Investment Manager has appointed Mr. Jatin Prabhakar Patil (FCS - 7282/ COP - 7954), Partner, M/s. Mayekar & Associates, Practicing Company Secretaries (Firm U.I.N. - P2005MH007400) as the Scrutinizer to scrutinize the entire voting process i.e. remote e-voting and e-voting at the Meeting, in a fair and transparent manner.
12. The Scrutinizer will, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, and thereafter count the votes cast through remote e-voting by the unitholders till November 5, 2023 and submit his report to the Investment Manager.
13. The result of the voting will be announced by the Investment Manager and will also be displayed on the website of the Trust i.e. www.indinfratrust.com, besides being communicated to the stock exchange on or before November 8, 2023.
14. Unitholders who would like to express their views/ask questions are requested to email their queries/ views/ questions, if any, to the Compliance Officer of the Trust on compliance@pipelineinfra.com by mentioning the name, demat account number, email id and mobile number at least 10 days prior to the Meeting to enable the Investment Manager to provide the required information.
15. The notice is being sent to the unitholders holding units as on Friday, October 6, 2023. Further, the unitholders holding units as on Monday, October 30, 2023 are entitled to cast their vote.
16. Any non-individual Unitholder, who acquires units of the Trust and becomes Unitholder of the Trust after the notice is sent through e-mail and holding units as of the cut-off date i.e. Monday, October 30, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “*Forgot User Details / Password*” or “*Physical User Reset Password*” option available on www.evoting.nsdl.com or call on toll free no. 022 4886 7000 and 022 2499 7000. In case of an individual Unitholder, holding securities in demat mode, who acquires units of the Trust and becomes a Unitholder of the Trust after sending of this notice and holding units as of the cut-off date i.e. Monday, October 30, 2023, may follow steps mentioned in the notice of the EGM under “Access to NSDL e-Voting system”.
17. Unitholders are requested to address all correspondence, including distribution matters, to the Registrar and Unit Transfer Agent (“RTA”) of the Trust, M/s. KFin Technologies Limited (Unit: India Infrastructure Trust) at indiainfrainvit.pp@kfintech.com or Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India or write to the Trust at compliance@pipelineinfra.com.

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18. The Unitholders can join the EGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC/OAVM will be made available for all Unitholders. Detailed instructions to attend and participate in the Meeting through VC/OAVM is attached as “**Annexure I**” to this Notice.

19. **Online Dispute Resolution:** Unitholders are informed that SEBI vide circular dated July 31, 2023 (updated on August 4, 2023) has issued guidelines for common online dispute resolution portal (ODR portal) for resolving grievances/disputes arising between investors/clients and listed companies or specified intermediaries/regulated entities in the securities market. In case the grievance is not redressed satisfactorily by the entity/RTA, the investor may escalate the same through the SEBI SCORES Portal. After exhausting the above options, if the investor is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

The link of SEBI circular, SEBI SCORES Portal and ODR Portal are given hereunder for reference:

- SEBI Circular - https://www.sebi.gov.in/legal/master-circulars/aug-2023/online-resolution-of-disputes-in-the-indian-securities-market_75220.html
- SEBI SCORES portal - <https://scores.gov.in/scores/Welcome.html>
- ODR Portal can be accessed at: <https://smartodr.in/login>

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EXPLANATORY STATEMENT

The following statements set out the material facts and reasons for the proposed resolutions stated in the accompanying Notice above:

Item No. 1 - To consider and approve an amendment to the Investment Management Agreement of India Infrastructure Trust

Brookfield India Infrastructure Manager Private Limited (“**Investment Manager**”) was appointed as the investment manager of India Infrastructure Trust (“**Trust**”) w.e.f. April 1, 2020 in terms of the provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (as amended from time to time) (“**InvIT Regulations**”) and pursuant to the Investment Management Agreement dated April 1, 2020 (“**IMA**”) executed between the Axis Trustee Services Limited, in the capacity of Trustee to the Trust (“**Trustee**”) and the Investment Manager, to manage the assets and investments of the Trust and to undertake activities of the Trust as specified under Regulation 10 of the InvIT Regulations.

The IMA is proposed to be amended, by means of an amendment agreement, to (i) comply with the provisions of the InvIT Regulations and the circulars issued thereunder, more specifically the circular issued by the SEBI dated September 11, 2023 and bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 to permit eligible unitholders to nominate such number of directors on the board of directors of the investment manager in the manner and to the extent specified under the InvIT Regulations; and (ii) to enable the Investment Manager to seek reimbursement of costs (in relation to its activities pertaining to the Trust) from the Trust or the Holdcos / SPVs, on whose behalf such costs have been incurred (which modification is being made only to cure ambiguities, and which would not in any manner prejudice the interests of the Unitholders).

The proposed amendments to the IMA are set out hereunder:

Amendments to the IMA:

1. The term “**Investment Committee**” as referred to in Clause 1.1 (*Definitions*) of the IMA shall be deleted in its entirety.
2. Clause 4.2.10 (*Investment Manager entitled to reimbursement*) of the IMA shall be deleted in its entirety and replaced with the following:

“If the Investment Manager engages any external advisors or experts (in accordance with this Agreement), to discharge its obligations under this Agreement, or undertakes any work (in the interest of the Unitholders) which is not covered within the scope of work of the Investment Manager under this Agreement and such additional work is beyond the obligations of the Investment Manager under Applicable Laws, the Investment Manager shall be entitled to recover such costs, charges and expenses which the Investment Manager may incur in this regard, from the funds of the Trust and /or the Holdcos / SPVs, in the manner set out in Clause 8.”

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3. Clause 7 (*Investment Committee*) of the IMA shall be deleted in its entirety and replaced with the following:

“This clause has intentionally been left blank.”

4. Clause 8.1.2 of the IMA shall be deleted in its entirety and replaced with the following:

“In addition to the Management Fees, the Investment Manager shall be entitled to reimbursements for any costs incurred by the Investment Manager, solely in relation to its activities pertaining to the Trust and its Holdcos / SPVs, including any costs incurred by the Investment Manager in relation to the management and administration of the Trust and its Holdcos / SPVs, and the appointment and remuneration of the staff and independent directors for the management and administration of the Trust and its HoldCos / SPVs. All such costs incurred by the Investment Manager shall be reimbursed by the Trust and / or the respective Holdcos/ SPVs.”

5. Clause 8.2 (*Operating Expenses*) of the IMA shall be deleted in its entirety and replaced with the following:

“The Trustee shall reimburse the Investment Manager out of the funds available with the Trust and / or the Holdcos / SPVs and the Initial Settlement, for any Operating Expenses incurred by the Investment Manager in the performance of its obligations under this Agreement.”

6. A new Clause 11.11 as set out below shall be included in the IMA after Clause 11.10 (*Distribution*):

“Notwithstanding anything contained in this Clause 11, the Unitholders that satisfy the eligibility criteria set out under the InvIT Regulations, either individually or collectively, shall have the right to nominate such number of directors on the board of directors of the Investment Manager in the manner and to the extent specified under the InvIT Regulations. The terms and conditions for the nomination and appointment of such director, as well as the vacation of office by such director, shall be as set out in (i) policies formulated in this regard, by the Trust and / or the Investment Manager; and (ii) the InvIT Regulations.”

Subject to approval of the Unitholders, the amendment to the IMA, executed by all Parties thereto, shall come into effect on and from the date on which the Investment Manager ceases to be the investment manager of Data Infrastructure Trust. A draft of the amendment to the IMA is open for inspection by the unitholders electronically by writing to the Trust at compliance@pipelineinfra.com on all working days (i.e. all days except Saturdays, Sundays and public holidays) between 11.00 a.m. and 1.00 p.m. up to the date of the meeting.

In view of the above, approval of the Unitholders is hereby sought for the amendment to the IMA, and to enable the Trustee and Investment Manager to complete all procedural and other formalities in connection with the aforesaid resolution.

Accordingly, the Investment Manager recommends the resolution set out in item no. 1 of this notice for the approval of the Unitholders.

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Email: compliance@pipelineinfra.com; **Website:** www.indinfratrust.com

Item No. 2 - To consider and approve an amendment to the Trust Deed of India Infrastructure Trust

Attention of the Unitholders is drawn to the Indenture of Trust dated November 22, 2018, executed between Rapid Holdings 2 Pte. Limited (as the Sponsor), Ruhi Goswami (as the Settlor) and Axis Trustee Services Limited (as the Trustee) ("**Trustee**") (as amended by: (i) the amendment agreement dated April 24, 2019; (ii) the amendment agreement dated August 26, 2019; and (iii) the amendment agreement dated February 10, 2022), in respect of establishment and functioning of India Infrastructure Trust (the "**InvIT**") (the "**Trust Deed**"). The Trust Deed is proposed to be amended to comply with the provisions of the InvIT Regulations and the circulars, issued thereunder, more specifically the circular issued by the SEBI dated September 11, 2023 and bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 to (i) permit eligible unitholders to nominate such number of directors on the board of directors of the investment manager, in the manner and to the extent specified under the InvIT Regulations; and (ii) update the principal place of business of the Trust pursuant to the Unitholders' approval received on May 6, 2022 in this regard.

The amendments proposed to be made to the Trust Deed are as follows:

1. A new Article 13.9 shall be inserted after the existing Article 13.8 of the Trust Deed:

"Notwithstanding anything contained in this Article 13, the Unitholders that satisfy the eligibility criteria set out under the InvIT Regulations, either individually or collectively, shall have the right to nominate such number of directors on the Board of Directors of the Investment Manager in the manner and to the extent specified under the InvIT Regulations. The terms and conditions for the nomination and appointment of such director, as well as the vacation of office by such director, shall be as set out in (i) policies formulated in this regard, by the Trust and / or the Investment Manager; and (ii) the InvIT Regulations."

2. In Recital F and Article 3.3 (*Name and office of the Trust*) of the Trust Deed, "Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400051" shall be deleted as the place of business of the Trust and shall be replaced with the below address:

"Seawoods Grand Central, Tower-1, 3rd Level, C Wing 301 to 304, Sector 40, Seawoods Railway Station, Navi Mumbai, Thane, Maharashtra 400706, India"

Subject to approval of the Unitholders, the amendment agreement to the Trust Deed, executed by all parties thereto, shall come into effect on and from the date on which Brookfield India Infrastructure Manager Private Limited ceases to be the investment manager of Data Infrastructure Trust. A draft of the amendment agreement to the Trust Deed is open for inspection by the Unitholders electronically by writing to the Trust at compliance@pipelineinfra.com on all working days (i.e. all days except Saturdays, Sundays and public holidays) between 11.00 a.m. and 1.00 p.m. up to the date of the meeting.

In view of the above, approval of the Unitholders is hereby sought for the amendment agreement to the Trust Deed, and to enable the Trustee and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid resolution.

INDIA INFRASTRUCTURE TRUST

SEBI Registration number: IN/InvIT/18-19/0008

Principal Place of Business: Seawoods Grand Central, Tower-1, 3rd Level, C Wing - 301 to 304, Sector 40 Seawoods Railway Station, Navi Mumbai, Thane, Maharashtra - 400706, India; Tel: +91 22 3501 8000

Email: compliance@pipelineinfra.com; **Website:** www.indinfratrust.com

Accordingly, the Investment Manager recommends the resolution set out in item no. 2 of this notice for the approval of the Unitholders.

For India Infrastructure Trust
Brookfield India Infrastructure Manager Private Limited
(acting in its capacity as the Investment Manager to India Infrastructure Trust)

Puja Tandon
Company Secretary and Compliance Officer

Date: September 29, 2023

Place: Mumbai

SEBI Registration number: IN/InvIT/18-19/0008

Principle Place of Business & Contact Details of the Trust:

Seawoods Grand Central, Tower-1, 3rd Level
C Wing - 301 to 304, Sector 40, Seawoods Railway Station
Navi Mumbai, Thane, Maharashtra - 400 706, India

Tel: +91 22 3501 8000

Email: compliance@pipelineinfra.com

Website: www.indinfratrust.com

Registered Office & Contact Details of Investment Manager:

Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex
Mumbai, Maharashtra - 400 051, India

Tel: +91 22 6600 0700

Fax: +91 22 6600 0777

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ANNEXURE I

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

The remote e-voting period begins on Friday, November 3, 2023 at 9:00 A.M. and ends on Sunday, November 5, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Unitholders holding units as on Friday, October 6, 2023 are entitled to receive this Notice. Further, Unitholders holding units as on Monday October 30, 2023 are entitled to cast their vote electronically.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of two steps which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for individual unitholders holding securities in demat mode

Individual unitholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Unitholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

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

Type of unitholders	Login Method
Individual unitholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

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Type of unitholders	Login Method
	<p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Unitholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual unitholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for “Easi / Easiest”, they can login through their user ID and password. An option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on “New System Myeasi”.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E voting menu. The menu will have links for the e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, an option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending an OTP on registered mobile number & email ID as recorded in the demat account. After successful authentication,</p>

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Type of unitholders	Login Method
	<p>be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then user your existing my Easi username & password.</p> <p>5. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>6. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on "Login" & "New System Myeasi Tab" and then click on registration option.</p> <p>7. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number and email ID as recorded in the demat account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
Individual unitholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Unitholders who are unable to retrieve user their ID/ password are advised to use "**Forget User ID**" and "**Forget Password**" option available at abovementioned website.

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Helpdesk for individual unitholders holding securities in demat mode 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	Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no: 022 4886 7000 and 022 2499 7000
Individual unitholders holding securities in demat mode with CDSL	Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B. Login Method for e-voting and joining virtual meeting for unitholders other than Individual unitholders holding securities in demat mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding units i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Unitholders who hold units in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Unitholders who hold units in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for unitholders other than Individual unitholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Trust, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those unitholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding units in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Unitholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see "EVEN" of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of units for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for unitholders

1. 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 by e-mail to jatin@csmayekar.com with a copy marked to evoting@nsdl.co.in, at least 1 hour before commencement of the Meeting i.e. by 4.30p.m. on November 6, 2023. Institutional unitholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 4886 7000 and 022 2499 7000 or send a request to Mr. Sagar Gudhate at evoting@nsdl.co.in.

Process for those unitholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case units are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@pipelineinfra.com. If you are an Individual unitholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual unitholders holding securities in demat mode.**
2. Alternatively, Unitholders may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. Individual unitholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR UNITHOLDERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

- a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
- b) Only those Unitholders, who will be present in the EGM through VC/OAVM facility and have not cast 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 system in the EGM.

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- c) Unitholders who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR UNITHOLDERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Unitholders will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Unitholders may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Trust will be displayed. Please note that the Unitholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Unitholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Unitholders will be required to allow Camera permissions on their device and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Unitholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@pipelineinfra.com. The same will be replied by the Trust suitably.