

ENCAP INVESTMENT MANAGER PRIVATE LIMITED

(Formerly known as Brookfield India Infrastructure Manager Private Limited)

CIN: U67190MH2010PTC202800

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

Tel No.: 91 22 3501 8000 | Email: compliance@pipelineinvit.com

September 4, 2025

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

Sub.: Notice of the Extra-ordinary General Meeting of Energy Infrastructure Trust (Formerly known as India Infrastructure Trust) ("Trust")

Ref.: Energy Infrastructure Trust (Scrip Code 542543)

Sir/ Madam,

Please note that the First Extra-Ordinary General Meeting ("EGM") of the Unitholders of Energy Infrastructure Trust (Formerly known as India Infrastructure Trust) ("Trust") will be convened on Friday, September 26, 2025 at 3:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-visual means ("OAVM"), in accordance with the provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") read with SEBI master circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 and other relevant circulars issued by SEBI in this regard, from time to time.

Accordingly, we are enclosing herewith the copy of the Notice of the 1st EGM for the financial year 2025-26, which is also being sent to the Unitholders of the Trust.

Further, the same is available on the website of the Trust i.e. www.pipelineinvit.com.

You are requested to kindly take the above on record.

Thanking You,

Yours faithfully,

For **Energy Infrastructure Trust** (Formerly known as India Infrastructure Trust)
EnCap Investment Manager Private Limited
(Formerly known as Brookfield India Infrastructure Manager Private Limited)
(acting in its capacity as the Investment Manager of Energy Infrastructure Trust)

Ankitha Jain
Company Secretary & Compliance Officer
Membership No.: A36271

CC: Axis Trustee Services Limited ("Trustee of the Trust")
2nd Floor, SW, The Ruby, 29, Senapati Bapat Marg,
Dadar West, Dadar - 400028, Mumbai,
Maharashtra, India

Encl.: a/a

ENERGY 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@pipelineinvit.com; **Website:** www.pipelineinvit.com**NOTICE OF THE FIRST EXTRA-ORDINARY GENERAL MEETING FOR FINANCIAL YEAR 2025-26**

Notice is hereby given that the First Extra-Ordinary General Meeting ("EGM") of the Unitholders ("Unitholders") of Energy Infrastructure Trust ("Trust") for financial year 2025-26 will be held on Friday, September 26, 2025, at 3.00 p.m. (IST), through Video Conferencing ("VC"), to transact the following businesses:

Item no.1: To approve the conversion of Energy Infrastructure Trust from a private listed infrastructure investment trust to a public infrastructure investment trust pursuant to a public offer of units

To consider and if thought fit, to pass the following resolution as per the applicable provisions of the Master Circular for Infrastructure Investment Trusts issued by the Securities and Exchange Board of India ("SEBI") bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, to be approved by seventy-five percent of the unitholders by value for such public offer of units.

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended read with paragraph 14.3.1(e) and other provisions of the Master Circular for Infrastructure Investment Trusts issued by the Securities and Exchange Board of India ("SEBI") bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, as amended (the **"Master Circular"**), read together with the circulars, guidelines, notifications issued or framed thereunder by the SEBI (collectively referred to as the **"SEBI InvIT Regulations"**), subject to the applicable provisions of any laws, rules, notifications, regulations, policies and guidelines in India, including, without limitation, the SEBI InvIT Regulations, including the Chapter 14 of the Master Circular relating to *"Framework for conversion of Private Listed InvIT into Public InvIT"*, Foreign Exchange Management Act, 1999, including the rules made thereunder and other applicable regulations and guidelines issued by SEBI, the provisions of the InvIT Documents (as defined in the Indenture of Trust), as applicable, including the Indenture of Trust, and the listing agreements to be entered into between EnCap Investment Manager Private Limited (Formerly known as Brookfield India Infrastructure Manager Private Limited) (**"EnCap/Investment Manager"**) (on behalf of Energy Infrastructure Trust (the **"Trust"**) and the recognised stock exchange where the Units are listed or proposed to be listed (the **"Stock Exchange"**), and subject the approvals, consent, permissions and sanctions of relevant government, statutory, supervisory and/or regulatory authorities, and such other approvals, permissions and sanctions, as may be necessary and which may be agreed to by the Board of Directors of EnCap, Investment Manager (hereinafter referred to as the **"Board"**, which term shall include any duly authorised Committee of the Board thereof), the consent, authority and approval of the Unitholders of the Trust be and is hereby granted to undertake the conversion of the Trust from being a private listed infrastructure investment trust to public listed infrastructure investment trust pursuant to public offer of its units (**"Units"**) by way of an offer for sale of Units by Rapid Holdings 2 Pte. Ltd., the sponsor of the Trust (**"Sponsor"** or **"Selling Unitholder"**), (**"Offer for Sale"**, and such offering referred to as the **"Offer"**) aggregating up to 132,800,000 number of Units, on such terms and conditions, including, at such price, and to such category of persons, as may be permitted in accordance with the SEBI InvIT Regulations and other applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any transfer pursuant to the Offer, the Board (on behalf of the Trust), in consultation with the Book Running Lead Managers (**"BRLMs"**) and Selling Unitholder, may determine the terms of the Offer including the number of Units to be transferred, Offer price, premium amount (if any), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents, agreements, including offer agreement, escrow agreement(s), syndicate agreement, underwriting agreement, and any amendment thereto, and such other documents in relation to the Offer as it may in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, as may be applicable and required for the Offer, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer of the Units, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Trust and the Offer, without requiring any further approval of the

ENERGY 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@pipelineinvit.com; **Website:** www.pipelineinvit.com

Unitholders of the Trust, except as required under law, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Mr. Prateek Shroff - Non-Executive Director, Mr. Akhil Mehrotra - Managing Director, Mr. Suchibrata Banerjee – Chief Financial Officer (“CFO”), Ms. Ankitha Jain – Company Secretary & Compliance Officer, Mr. Mahesh Iyer – CFO of Pipeline Infrastructure Limited (“PIL”), Special Purpose Vehicle (“SPV”), Ms. Suneeta Mane – Company Secretary & Compliance Officer of PIL, SPV, severally, are hereby authorized on behalf of the Board and such other persons as may be authorized by the Board, on behalf of the Trust, be and are hereby severally authorized to amend, execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board and or the Trust in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Board and / or Trust, as the case may be.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions.”

Item No. 2 -To approve the amendments and also authorize Board to make requisite amendments or modifications to the Indenture of Trust

To consider and if thought fit, to pass the following resolution by way of special majority (i.e. where the votes cast in favour of the resolution are required to be at least sixty percent of total votes cast for 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** subject to the applicable provisions of any laws, regulations, policies and guidelines in India including, without limitation, the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended read together with the circulars, guidelines, notifications issued or framed thereunder (“**SEBI InvIT Regulations**”), for undertaking the conversion of the Energy Infrastructure Trust (“the Trust”) from being a private listed infrastructure investment trust to public listed infrastructure, pursuant to public offer of its units (“**Units**”), the Unitholders of the Trust be and hereby accords its consent to amend the Indenture of Trust dated November 22, 2018 entered amongst the Rapid Holdings 2 Pte. Ltd.(Sponsor), Ms. Ruhi Goswami (settlor of the trust) and Axis Trustee Services Limited (Trustee) as amended (“**Indenture of Trust**”) and authorises the Board of Directors of EnCap Investment Manager Private Limited (Formerly known as Brookfield India Infrastructure Manager Private Limited) (“**EnCap/Investment Manager**”) (hereinafter referred to as the “**Board**”, which term shall include any duly authorised Committee of the Board thereof), on behalf of the Trust to, amend, modify, coordinate and negotiate with such persons as may be required to finalise the amendments to the Indenture of Trust and to further sign, execute, deliver and compete all documentation on behalf of the Trust in this regard.

RESOLVED FURTHER THAT Mr. Prateek Shroff - Non-Executive Director, Mr. Akhil Mehrotra - Managing Director, Mr. Suchibrata Banerjee – Chief Financial Officer (“CFO”), Ms. Ankitha Jain – Company Secretary & Compliance Officer, Mr. Mahesh Iyer – CFO of Pipeline Infrastructure Limited (“PIL”), Special Purpose Vehicle (“SPV”), Ms. Suneeta Mane – Company Secretary & Compliance Officer of PIL, SPV be and are hereby severally authorized to do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regard, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Trust.”

ENERGY 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@pipelineinvit.com; **Website:** www.pipelineinvit.com**Item No. 3 - To authorize Board to make requisite amendments or modifications to the Investment Management Agreement**

To consider and if thought fit, to pass the following resolution by way of special majority (i.e. where the votes cast in favour of the resolution are required to be at least sixty percent of total votes cast for 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 subject to the applicable provisions of any laws, regulations, policies and guidelines in India including, without limitation, the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended read together with the circulars, guidelines, notifications issued or framed thereunder (**“SEBI InvIT Regulations”**), for undertaking the conversion of Energy Infrastructure Trust (**“Trust”**) from being a private listed infrastructure investment trust to public listed infrastructure trust pursuant to public offer of its units (**“Units”**), the Unitholders of the Trust be and hereby accords its consent to amend the Investment Management Agreement dated April 1, 2020 entered amongst Axis Trustee Services Limited (Trustee) and EnCap Investment Manager Private Limited (Formerly known as Brookfield India Infrastructure Manager Private Limited) (**“EnCap/ Investment Manager”**) as amended (**“Investment Management Agreement”**) and authorises the Board of EnCap, Investment Manager (hereinafter referred to as the **“Board”**, which term shall include any duly authorised Committee of the Board thereof), on behalf of the Trust to amend, modify, co-ordinate and negotiate with such persons as may be required to finalise the amendments to the Investment Management Agreement and to further sign, execute, deliver and compete all documentation on behalf of the Trust in this regard.

RESOLVED FURTHER THAT Mr. Prateek Shroff - Non-Executive Director, Mr. Akhil Mehrotra - Managing Director, Mr. Suchibrata Banerjee – Chief Financial Officer (**“CFO”**), Ms. Ankitha Jain – Company Secretary & Compliance Officer, Mr. Mahesh Iyer – CFO of Pipeline Infrastructure Limited (**“PIL”**), Special Purpose Vehicle (**“SPV”**), Ms. Suneeta Mane – Company Secretary & Compliance Officer of PIL, SPV, be and are hereby severally authorized to do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regard, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Trust.”

Item no. 4: To authorize Board to make requisite amendments or modifications to the distribution policy of the Energy Infrastructure Trust

*To consider and if thought fit, to pass the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than fifty percent of total votes cast for the resolution) by the unitholders in terms of the provisions of the Master Circular for Infrastructure Investment Trusts issued by the Securities and Exchange Board of India (**“SEBI”**) bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, as amended from time to time:*

RESOLVED THAT, subject to the applicable provisions of any laws, regulations, policies and guidelines in India, including, without limitation, the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended read together with the circulars, guidelines, notifications issued or framed thereunder (**“SEBI InvIT Regulations”**), for the purpose of the proposed conversion of the Energy Infrastructure Trust (**“Trust”**) from being a private listed infrastructure investment trust to public listed infrastructure investment trust, the Unitholders of the Trust hereby accords its consent to amend and modify the distribution policy of the Trust, and authorises the Board of EnCap Investment Manager Private Limited (Formerly known as Brookfield India Infrastructure Manager Private Limited) (**“EnCap/ Investment Manager”**) (hereinafter referred to as the **“Board”**, which term shall include any duly authorised Committee of the Board thereof), on behalf of the Trust to amend, modify, co-ordinate and negotiate with such persons as may be required to finalise the amendments to the distribution policy of the Trust and to further sign, execute, deliver and compete all documentation on behalf of the Trust in this regard.



ENERGY 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@pipelineinvit.com; **Website:** www.pipelineinvit.com

For Energy Infrastructure Trust

(Formerly known as India Infrastructure Trust)

EnCap Investment Manager Private Limited

(Formerly known as Brookfield India Infrastructure Manager Private Limited)

(acting in its capacity as the Investment Manager to Energy Infrastructure Trust)

Date: September 4, 2025

Place: Navi Mumbai

Sd/-

Ankitha Jain

Company Secretary and Compliance Officer

SEBI Registration number: IN/InvIT/18-19/00008

Principal 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@pipelineinvit.com

Website: www.pipelineinvit.com

Registered Office & Contact Details of Investment Manager:

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

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1. Securities and Exchange Board of India ("SEBI"), vide its Master Circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 ("SEBI Circular"), read with the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended ("SEBI InvIT Regulations"), has permitted to hold Extra-Ordinary General Meeting ("EGM/Meeting") through Video Conferencing ("VC")/Other Audio-visual means ("OAVM"). In compliance with the provisions of the SEBI InvIT Regulations and the said SEBI Circular, the EGM of the Unitholders of Energy Infrastructure Trust ("EIT/Trust") is proposed to be held on Friday, September 26, 2025 through VC/OAVM 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 Unitholder's meeting is entitled to appoint a proxy to attend and vote at 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 are not annexed hereto.
3. Notice of the EGM of the Unitholders are being sent to the Unitholders whose email addresses are registered with the Trust. Unitholders may note that the Notice will also be available on the Trust's website at www.pipelineinvit.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 are requested to participate in the green initiative by registering/updating their e-mail ids with the relevant Depository Participant to receive notice calling general meetings, other relevant document and communication through email.
6. The relevant documents referred to in the Notice will be available electronically for inspection by the Unitholders by writing to the Trust at compliance@pipelineinvit.com on all working days (i.e. all days except Saturdays, Sundays and Public Holidays) between 11:00 a.m. (IST) and 1:00 p.m. (IST) upto the date of the Meeting. The aforesaid documents will also be available for inspection by Unitholders at the Meeting.
7. Unitholders (such as companies or body corporates) intending to attend the meeting through VC and participate thereat, are requested to send a 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. 2.00 p.m. (IST) on Friday, September 26, 2025.
8. Attendance of Unitholder through VC shall be counted for the purpose of quorum.
9. In line with the aforesaid SEBI Circular, the Notice calling the Meeting will be placed on the website of the Trust and will also be filed with BSE Limited and made available on the website of NSDL i.e. www.evoting.nsdl.com.

ENERGY 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@pipelineinvit.com; **Website:** www.pipelineinvit.com

10. 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.
11. NSDL will be providing facility for voting through remote e-Voting and for e-Voting during the EGM
12. 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.
13. 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.
14. 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.
15. The Scrutinizer will, immediately after the conclusion of e-voting at the Meeting, first count the votes cast at the Meeting, thereafter, count the votes cast through remote e-voting by the Unitholders till 5.00 p.m. (IST) on Thursday, September 25, 2025 and submit his report to the Investment Manager.
16. The result of the voting will be announced by the Investment Manager and will also be displayed on the website of the Trust at www.pipelineinvit.com, besides being communicated to the stock exchange on or before Tuesday, September 30, 2025.
17. 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@pipelineinvit.com by mentioning the name, demat account number, email id, mobile number, at least 10 days prior to the Meeting to enable the Investment Manager to provide the required information.
18. Unitholders holding units as on Friday, August 29, 2025 are entitled to receive this Notice. Further, Unitholders holding units as on Friday, September 19, 2025 are entitled to cast their votes.
19. Any non-individual unitholders, 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. Friday, September 19, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com 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 022 4886 7000. In case of Individual Unitholders holding securities in demat mode who acquires units of the Trust and becomes a Unitholder of the Trust after sending of the Notice and holding Units as of the cut-off date i.e. Friday, September 19, 2025 may follow steps mentioned in the Notice of the EGM under “Access to NSDL e-Voting system”.
20. 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: Energy 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@pipelineinvit.com.
21. Non-resident unitholders are requested to provide documents namely, No Permanent Establishment (PE) declaration, Form 10F and Tax Residency certificate for FY 2025-26, as applicable, to enable to claim the treaty benefit for claiming lower tax benefit in the event of distribution declared to unitholders by the Trust, via email at compliance@pipelineinvit.com.

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22. 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, participate and vote at the Meeting through VC/OAVM is attached as “**Annexure I**” to this Notice.

ENERGY 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@pipelineinvit.com; **Website:** www.pipelineinvit.com

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 approve the conversion of Energy Infrastructure Trust from a private listed infrastructure investment trust to a public infrastructure investment trust pursuant to public offer of units

Pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and Chapter 14 of the Master Circular for Infrastructure Investment Trusts issued by the Securities and Exchange Board of India bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, as amended, read together with the circulars, guidelines, notifications issued or framed thereunder by the Securities and Exchange Board of India (collectively referred to as the “SEBI InvIT Regulations”) the Energy Infrastructure Trust (“Trust”) proposes to convert from being a private listed infrastructure investment trust to a public listed infrastructure investment trust, by way of a public offer of its units by way of an offer for sale by Rapid Holdings 2 Pte. Ltd., the sponsor of the Trust, (“Units”, and such offer, “Offer”), subject to favourable market conditions, receipt of requisite approvals and certain other considerations and in accordance with the SEBI InvIT Regulations.

In view of the above, the Board of Directors of EnCap Investment Manager Private Limited (Formerly known as Brookfield India Infrastructure Manager Private Limited), Investment Manager recommends the resolution as set out in Item No. 1 of this notice for approval from 75% of the Unitholders (“Unitholders”) by value in the best interest of the Trust and the Unitholders.

None of the Directors, Chief Financial Officer, Company Secretary and Compliance Officer of the Investment Manager are interested in the resolution.

Item no.2: To authorize Board to make requisite amendments or modifications to the Indenture of Trust

In relation to the proposed Offer, it is proposed that the Indenture of Trust dated November 22, 2018 entered amongst Rapid Holdings 2 Pte. Ltd., Ms. Ruhi Goswami (Settlor of the Trust) and the Axis Trustee Services Limited, Trustee as amended, is required to be amended to comply with the regulatory framework applicable to public infrastructure investment trusts in accordance with the SEBI InvIT Regulations. In this regard, the provisions of the Indenture of Trust pertaining to, *inter alia*, rights and obligations of the unitholders, representations and warranties from the parties to the Indenture of Trust, provision in relation to amendments to the Indenture of Trust and other ancillary provisions are proposed to be amended to ensure that the Indenture of Trust is compliant for the conversion and subsequent operation of the Trust as a publicly listed infrastructure investment trust.

Accordingly, the Unitholders are required to authorize the members of the Board of the Directors to finalise, modify, negotiate and approve the amendments to the Indenture of Trust for facilitating and undertaking the proposed Offer, and subsequently for the Trust to operate as a public listed infrastructure investment trust, as required under the SEBI InvIT Regulations and applicable law.

In view of the above, the Board of Directors of EnCap Investment Manager Private Limited (Formerly known as Brookfield India Infrastructure Manager Private Limited), Investment Manager recommends the resolution as set out in Item No. 2 of this notice for approval of at least 60% of the of total votes cast for the resolution by Unitholders in the best interest of the Trust and the Unitholders.

None of the Directors, Chief Financial Officer, Company Secretary and Compliance Officer of the Investment Manager are interested in the resolution.

ENERGY 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@pipelineinvit.com; **Website:** www.pipelineinvit.com**ITEM NO. 3:**

In relation to the proposed Offer, it is proposed that the Investment Management Agreement dated April 1, 2020 and subsequent amendments thereto, is required to be amended to comply with the regulatory framework applicable to public infrastructure investment trusts in accordance with the SEBI InvIT Regulations. In this regard, the provisions of the Investment Management Agreement pertaining to, *inter alia*, rights and obligations of the unitholders, provision in relation to amendments to the agreement and other ancillary provisions are proposed to be amended to ensure that the Investment Management Agreement is compliant for the conversion and subsequent operation of the Trust as a publicly listed infrastructure investment trust.

Accordingly, the Unitholders are required to authorise the members of the Board of Directors to finalise, modify, negotiate and approve the amendments to the Investment Management Agreement for facilitating and undertaking the proposed Offer, and subsequently for the Trust to operate as a public listed infrastructure investment trust, as required under the SEBI InvIT Regulations and applicable law.

In view of the above, the Board of Directors of EnCap Investment Manager Private Limited (Formerly known as Brookfield India Infrastructure Manager Private Limited), Investment Manager recommends the resolution as set out in Item No. 3 of this notice for approval of at least 60% of the of total votes cast for the resolution by Unitholders in the best interest of the Trust and the Unitholders.

None of the Directors, Chief Financial Officer, Company Secretary and Compliance Officer of the Investment Manager are interested in the resolution.

Item 4: To authorize Board to make requisite amendments or modifications to Distribution policy of the Trust

Pursuant to the existing distribution policy of the Trust, the Trust is required to declare distribution at least once every financial year. In accordance with the SEBI InvIT Regulations, post conversion of the Trust from a private listed InvIT to a public listed InvIT, the Trust will be required to declare distribution not less than once every six months in every financial year. Further, the Securities and Exchange Board of India ("SEBI") pursuant to the Master Circular for Infrastructure Trust dated July 11, 2025, as amended ("**Master Circular**") has introduced certain amendments to the framework for the computation of the Net Distributable Cash Flow ("**NDCF**") by InvITs.

Considering these developments, it is proposed to amend the distribution policy of the Trust, *inter-alia*, to prescribe and update frequency of distributions, as applicable for a public listed InvIT and to update the framework for computation of the NDCF in line with the requirements under the Master Circular.

In view of the above, the Board of Directors of EnCap Investment Manager Private Limited (Formerly known as Brookfield India Infrastructure Manager Private Limited), Investment Manager recommends the resolution as set out in Item No. 4 of this notice for approval of more than 50% of the of total votes cast for the resolution by Unitholders in the best interest of the Trust and the Unitholders.

None of the Directors, Chief Financial Officer, Company Secretary and Compliance Officer of the Investment Manager are interested in the resolution.

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

Date: September 4, 2025
Place: Navi Mumbai

Sd/-
Ankitha Jain
Company Secretary and Compliance Officer

ENERGY 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@pipelineinvit.com; **Website:** www.pipelineinvit.com**SEBI Registration number:** IN/InvIT/18-19/00008**Principal 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@pipelineinvit.com**Website:** www.pipelineinvit.com**Registered Office & Contact Details of Investment Manager:**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

ENERGY INFRASTRUCTURE TRUST
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ANNEXURE I
THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, September 23, 2025 at 9:00 A.M. (IST) and ends on Thursday, September 25, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Unitholders holding units as on Friday, August 29, 2025 are entitled to receive this Notice. Further, Unitholders holding units as on Friday, September 19, 2025 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.
	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	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

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	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.
Type of unitholders	Login Method
	<p>4. Unitholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual unitholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 & New System Myeasi Tab and then user your existing myeasi username & password. 2. 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 & 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. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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.

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Individual Unitholders (holding securities in demat mode) login through their depository participants	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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

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?

- 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, 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.

- 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 Members 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 Members 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*****.

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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.
 - 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Members 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.

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7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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.com, at least 1 hour before commencement of the Meeting i.e. by 2:00 p.m. on Friday, September 26, 2025. 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.: 022-4886 7000 or send a request to Mr. Sagar Gudhate at evoting@nsdl.com.

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@pipelineinvit.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.com 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 MEMBERS 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.
- 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.

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INSTRUCTIONS FOR MEMBERS 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@pipelineinvit.com. The same will be replied by the company suitably.