

BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

(FORMERLY KNOWN AS WIP (INDIA) 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

January 28, 2022

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Maharashtra, India

Sub.: Notice of Extra Ordinary General Meeting of Unitholders of Data Infrastructure Trust
Ref.: Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) (Scrip Code: 543225)

Dear Sir/Madam,

This is in furtherance to our intimation dated January 10, 2022, intimating the exchange regarding an Extra Ordinary General Meeting ("EGM") of the Unitholders of Data Infrastructure Trust ("Trust") being scheduled for Tuesday, February 1, 2022.

In terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and in accordance with the notice of EGM dated January 10, 2022, which was circulated to the Unitholders of the Trust through electronic mode on January 10, 2022, by Brookfield India Infrastructure Manager Private Limited, acting in its capacity as the Investment Manager of the Trust ("Investment Manager"), this is to inform you that the EGM, which was originally scheduled to be held on Tuesday, February 1, 2022, has now been rescheduled to Tuesday, February 15, 2022, *inter-alia*, to consider the resolutions (i) for authority to borrow and create charge on assets and matters related thereto; and (ii) to consider and approve a preferential issue of up to 52,870,104 units of Trust, as detailed in the revised notice of the EGM, annexed hereto.

Revised notice of the EGM dated January 28, 2022 has been sent to all the Unitholders of the Trust through electronic mode on January 28, 2022 by the Investment Manager of the Trust.

The said revised notice of the EGM is also uploaded on the website of the Trust at www.towerinfratrust.com. The Unitholders can approve the resolutions through remote e-Voting, the details of which are provided in the revised notice of the EGM dated January 28, 2022.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Data Infrastructure Trust (formerly known as Tower Infrastructure Trust)**

Brookfield India Infrastructure Manager Private Limited
(formerly known as WIP (India) Private Limited),
(acting in its capacity as the Investment Manager of Data Infrastructure Trust)



Inder Mehta
Compliance Officer of Data Infrastructure Trust



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

DATA INFRASTRUCTURE TRUST

(formerly known as Tower Infrastructure Trust)

SEBI Registration number: IN/InvIT/18-19/0009

Principal Place of Business: Unit 1, 4th Floor, Godrej BKC, Plot No. C-68, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051, India; Tel: +91 22 6600 0700

Email: secretarial@summitdigitel.com; Website: www.towerinfratrust.com

NOTICE IS HEREBY GIVEN that the Extra Ordinary General Meeting ("EGM") of the Unitholders ("Unitholders") of Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) ("Data InvIT/Trust") will be held on Tuesday, February 15, 2022 at 11:00 a.m., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ITEM NO 1:

AUTHORITY TO BORROW AND CREATE CHARGE ON ASSETS AND MATTERS RELATED THERETO

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 in favour from seventy five percent of the unitholders by value are received*) in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

“Resolved that in accordance with Regulations 20, 22 and all applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“SEBI InvIT Regulations”) and the circulars and guidelines issued thereunder, and other applicable laws, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications circulars, rules and regulations issued by any competent authority in India from time to time (to the extent applicable), the requisite approvals (if any) from Securities and Exchange Board of India, the stock exchanges, any relevant governmental, statutory or regulatory authorities including any bank or financial institutions and subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, and pursuant to the Placement Memorandum issued by Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) ("Trust") for issuance of units and in accordance with the Borrowing Policy of the Trust, the consent of the Unitholders, be and is hereby granted to the Trust and/or HoldCo and/or Special Purpose Vehicle/SPV as defined under the SEBI InvIT Regulations (“Trust Assets”) to borrow from time to time, any sum or sums of money not exceeding such amounts that, the aggregate consolidated borrowing and deferred payments of the Trust and Trust Assets, net of cash and cash equivalent, do not exceed 70% of the aggregate value of the Trust Assets from time to time, in whatever form including but not limited to issuance of debentures, term loans, advances, deposits, preference shares, etc., on such terms and conditions as Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (“Investment Manager”) may deem fit in the best interest of the Trust and the Unitholders, and on such security, including by way of mortgage, hypothecation, pledge, lien and/or charge, in addition to the mortgage, hypothecation, pledge and/or charge already created, in such form, manner and ranking and on such terms as the Investment Manager may deem fit in the best interest of the Trust and the Unitholders, on all or any of the movable and/or immovable properties of the Trust and/or Trust Assets, both present and future and/or any other assets or properties, either tangible or intangible, of the Trust and/or Trust Assets, for securing the borrowings availed or to be availed by the Trust and/or Trust Assets, including providing any undertakings and/or guarantees as may be required in connection therewith, and to do all such acts, deeds and things and to execute all such documents, instruments and writings, and register all charges as may be required in this regard.

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Resolved further that the Investment Manager of the Trust, 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 or expedient, in connection with or incidental to the borrowing and for giving effect to the above resolution and to settle any question that may arise in this regard, 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."

ITEM NO 2:

CONSIDER AND APPROVE A PREFERENTIAL ISSUE OF UP TO 52,870,104 UNITS OF DATA INFRASTRUCTURE 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 not less than one and half times the votes cast against the resolution) in accordance with Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder:

“Resolved that pursuant to the provisions of Regulation 22 and other applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder (including, but not limited to the “Guidelines for preferential issue of units and institutional placement of units by a listed Infrastructure Investment Trust” dated November 27, 2019 (“Preferential Issue Guidelines”), including any amendments thereto, for the time being in force (“SEBI InvIT Regulations”), the Foreign Exchange Management Act, 2000 (“FEMA”), as amended, including, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and such other applicable rules, regulations, guidelines, notifications, clarifications and circulars issued by the Government of India, the Reserve Bank of India, the SEBI, the stock exchanges where the units of the Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) (“Units”) are listed (“Stock Exchange”), and any other regulatory or statutory authorities under any other applicable law, each as amended or clarified from time to time (such authorities, “Governmental Authorities”, and such law, “Applicable Law”), to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of the Governmental Authorities as may be necessary and which may be agreed to by Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited), (which shall be deemed to include the Board of Directors (“Board”) and any duly constituted committee of the Board to exercise its powers including the powers conferred by this resolution) (“Investment Manager”), and the consent, authority and approval of the unitholders of Data Infrastructure Trust (“Trust” and unitholders of Trust, “Unitholders”) be and is hereby accorded to the Investment Manager to create, offer, issue and allot, such number of Units, in one or more tranches, of up to 52,870,104 Units of the Trust at a price of Rs.110.46 per Unit, in accordance with the requirements determined in accordance with Preferential Issue Guidelines to Westwood Business Consultancy LLP (“Allottee”) on a preferential basis (“Preferential Issue”), as a part of the sale consideration for the transfer of the Allottee’s shareholding in Space Teleinfra Private Limited to the Trust, subject to

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and in accordance with the terms of the securities purchase agreement dated July 20, 2021 read with amendment agreement ("Securities Purchase Agreement") and any other document(s), each as amended, supplemented or modified, entered into with the Allottee ("Issue").

Resolved further that in relation to issue and allotment of Units by way of the Issue in terms of the Preferential Issue Guidelines:

- (i) the Investment Manager is, be and hereby authorised to modify, change, alter, and determine the specific Allottee(s) who will be allotted Units and the number of Units to be allotted, based on the terms of the Securities Purchase Agreement, and to obtain the in-principle approval and final approvals from the Stock Exchanges for listing of Units proposed to be issued pursuant to the Issue;
- (ii) the Units shall rank pari passu in all respects with the existing Units of the Trust; and
- (iii) price of Units is determined by taking into consideration the net asset value of Trust based on a full valuation of all existing assets of the Trust in accordance with the Preferential Issue Guidelines.

Resolved further that the Board (including any Committee(s) thereof) be and is hereby authorized on behalf of Trust to do all acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board (including any Committee(s) thereof) to be in the best interest of the Trust, for the purpose of giving effect to any invitation to offer, offer, issue or allotment of Units, including without limitation, terms and conditions for issuance of Units including the number of such Units that may be offered and allotted and the specific allottees to whom such Units will be allotted, issue price and discounts permitted under Applicable Law, timing for issuance of such Units and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements with book running lead managers, legal advisors, depositories, custodians, registrars, escrow agents and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve or issue any document(s) or agreement(s), including but not limited to the placement document(s) and filing such documents (in draft or final form) with any Indian or foreign regulatory authority, including the Securities and Exchange Board of India or the Stock Exchanges, making applications to Governmental Authorities as may be required, making applications for consent to such third parties as may be determined by the Board in its absolute discretion and sign all deeds, documents and writings and to pay any fees, commission, remuneration and expenses relating thereto and with power on behalf of the Trust to settle all questions, difficulties or doubts that may arise in regard to the invitation to offer, issue, offer or allotment of Units and take all steps which are incidental and ancillary in this connection, as it may in its absolute discretion deem fit without being required to seek 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 all actions taken by the Investment Manager authorized pursuant to the above resolution in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

For **Data Infrastructure Trust** (formerly known as Tower Infrastructure Trust)

Brookfield India Infrastructure Manager Private Limited

(formerly known as WIP (India) Private Limited)

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

Inder Mehta

Compliance Officer of Data Infrastructure Trust

Date: January 28, 2022

Place: Mumbai

Principle Place of Business and Contact Details of the Trust:

Unit 1, 4th Floor, Godrej BKC,
Plot No. C-68, G Block, Bandra Kurla Complex,
Bandra East, Mumbai 400 051, Maharashtra, India

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Tel: +91 22 22 6600 0700

Fax: +91 22 6600 0777

Website: www.towerinfratrust.com

Email id: secretarial@summitdigitel.com

Registered Office and Contact Details of Investment Manager:

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

1. In view of the continuing COVID-19 pandemic, Securities and Exchange Board of India ("SEBI") vide circular dated December 22, 2021, has permitted to hold Extra Ordinary General Meeting ("EGM/Meeting") through Video Conferencing ("VC")/Other Audio Visual Mode ("OAVM") till June 30, 2022. In compliance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") and SEBI Circular, the EGM of the Unitholders of Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) ("Data InvIT/Trust") is proposed to be held on Tuesday, February 15, 2022, at 11:00 a.m., through VC/OAVM to transact the aforesaid businesses. Brookfield India Infrastructure Manager Private Limited, acting in its capacity as the Investment Manager of the Trust, reserves the right to extend the date of the EGM for transacting the aforesaid businesses, by such time as it may deem fit in its absolute discretion without being required to seek further consent or approval. In the event date of the EGM to transact aforesaid businesses is extended, Brookfield India Infrastructure Manager Private Limited shall issue an updated notice of the EGM to Unitholders, Trustee of the Trust and BSE Limited, in accordance with the provisions of the SEBI InvIT Regulations including the details of e-Voting period and e-Voting instructions as may be required pursuant to such extension. The Notice is being issued to Unitholders in compliance with Regulation 22(2)(c) of the SEBI InvIT Regulations.

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/OAVM 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. 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 National Securities Depository Limited ("NSDL") (agency for providing the remote e-Voting facility) i.e. www.evoting.nsdl.com. The Unitholders are requested to click on the said link to attend live proceedings of the EGM.
4. The relevant documents referred to in the Notice and explanatory statement will be available electronically for inspection by the Unitholders by writing to the Trust at secretarial@summitdigitel.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. upto the date of the Meeting. The aforesaid documents will also be available for inspection by Unitholders at the Meeting.
5. Unitholders (such as companies or body corporates) intending to attend the meeting through VC and participate thereat, are requested to send their authorized representative(s) to the Trust at email id secretarial@summitdigitel.com, a certified true copy of the relevant

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board resolution/power of attorney, authorizing their representatives to attend and vote on their behalf at the Meeting before the commencement of the Meeting.

6. 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.
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.
9. Only those Unitholders, who will be present at the EGM through VC and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the EGM.
10. The Unitholders who have casted 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, 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 casted at the Meeting, thereafter count the votes casted through remote e-Voting by the Unitholders till Monday, February 14, 2022 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.towerinfratrust.com, besides being communicated to the stock exchange on or before Thursday, February 17, 2022.
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 on secretarial@summitdigitel.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.
15. Unitholders holding units as on Friday, January 21, 2021 are entitled to receive this Notice. Further, Unitholders holding units as on Tuesday, February 8, 2022 are entitled to cast their votes.

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16. 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 Private Limited (Unit: Data Infrastructure Trust), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, India or write to the Trust at secretarial@summitdigitel.com.
17. 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 II**” to this Notice.

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EXPLANATORY STATEMENT

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

ITEM NO 1:

AUTHORITY TO BORROW AND CREATE CHARGE ON ASSETS AND MATTERS RELATED THERETO

In order to meet the additional fund requirements of Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) ("Trust") for various corporate purposes, it is proposed by Brookfield India Infrastructure Manager Private Limited ("Investment Manager") to increase the existing borrowing limit to 70% i.e. the aggregate consolidated borrowing and deferred payments of the Trust and/or Hold Co and/or Special Purpose Vehicle ("SPV") as defined under Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") ("Trust Assets") and net of cash and cash equivalent, will not exceed 70% of the aggregate value of the Trust Assets from time to time, on such terms and conditions as the Investment Manager may deem fit in the best interest of the Trust and its Unitholders. The Investment Manager also seeks authorization to create such security as may be required on all or any of the exiting and/or future movable and/or immovable properties of the Trust and/or Trust Assets, for securing the borrowings availed or to be availed by the Trust and/or Trust Assets.

In order to increase the borrowing limit upto 70%, the Trust is required to fulfill the below mentioned conditions:

- obtain a credit rating of "AAA" or equivalent for its consolidated borrowing and the proposed borrowing, from a credit rating agency registered with the Securities and Exchange Board of India;
- utilize the funds only for acquisition or development of infrastructure projects;
- have a track record of atleast six distributions, in terms of Regulation 18(6) of the SEBI InvIT Regulations, on a continuous basis, post listing, in the years preceding the financial year in which the enhanced borrowings are proposed to be made;
- obtain the approval of seventy five percent of the unitholders by value in the manner specified in Regulation 22(5A) of the SEBI InvIT Regulations.

Further, in accordance with Regulation 20(2) of the SEBI InvIT Regulations, the aggregate consolidated borrowings and deferred payments of the Trust, Holdco and the Project SPV(s), net of cash and cash equivalents shall never exceed 70% of the value of the Trust Assets.

Unitholders are requested to note that there is no borrowing at the standalone Trust level. The Trust has obtained an Issuer Rating ("Is") from CARE Ratings Limited, which has assigned "CARE AAA (Is)/Stable" rating to the Trust for its borrowings at consolidated level. This rating indicates highest degree of strength with regard to honouring debt obligations. Also, the Trust has a track record of six distributions in the preceding year FY2020-21.

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Accordingly, to fulfil all the conditions as mentioned in Regulation 20(3)(b) of the SEBI InvIT Regulations, the Investment Manager seeks the approval of the Unitholders on the resolution contained in Item no. 1 of the accompanying Notice so as to enable the Trust and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid resolution.

The Investment Manager recommends the resolution as set out in Item No. 1 of this Notice for approval of the Unitholders.

ITEM NO 2:

CONSIDER AND APPROVE A PREFERENTIAL ISSUE OF UP TO 52,870,104 UNITS OF DATA INFRASTRUCTURE TRUST

Data Infrastructure Trust ("Trust") proposes to issue new Units through a preferential issue of Units in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") read with and the circulars and guidelines issued thereunder including, but not limited to the "Guidelines for preferential issue of units and institutional placement of units by a listed Infrastructure Investment Trust" dated November 27, 2019, to Westwood Business Consultancy LLP ("Allottee") on a preferential basis ("Issue"), as a part of the sale consideration for the transfer of the Allottee's shareholding in Space Teleinfra Private Limited to the Trust, subject to and in accordance with the terms of the securities purchase agreement dated July 20, 2021 read with amendment agreement and any other document(s), each as amended, supplemented or modified, entered into with the Allottee.

Pursuant to the Preferential Issue Guidelines, a resolution of the existing Unitholders of the Trust approving the preferential issue is required in accordance with Regulation 22(5) of the SEBI InvIT Regulations.

Further, the Data InvIT Committee of the Board of Directors of the Investment Manager at its meeting held on December 28, 2021 have approved the said issuance by way of preferential issue, subject to unitholder's approval.

The information as required under paragraph 1.1 of Annexure – I of the Preferential Issue Guidelines is set out below:

1. **Objects of the Issue:** The Units are being issued to Westwood Business Consultancy LLP as a part of the sale consideration for the transfer of the Allottee's shareholding in Space Teleinfra Private Limited to the Trust, in accordance with the terms of the securities purchase agreement dated July 20, 2021 read with amendment agreement and any other document(s), each as amended, supplemented or modified, entered into with the Allottee.
2. **NAV of the Trust:** 110.38 (Rs. per Unit)

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3. **Maximum number of units to be issued:** 52,870,104 Units
4. **Intent of the parties to the Trust, their directors, or key managerial personnel to subscribe to the Issue:** The Investment Manager, Axis Trustee Services Limited, BIF IV Jarvis India Pte. Ltd., Reliance Industrial Investments and Holdings Limited, Jarvis Data-Infra Project Manager Private Limited, and Jio Infrastructure Management Services Limited will not receive any Units in the Issue. Further, none of the directors or the key managerial personnel of any of the Parties to the Trust will receive any Units in the Issue.

Unitholding pattern of the Trust before and after the preferential issue:*Pre-Issue Unitholding*

Category	Category of Unitholders	Number of Units held ⁽¹⁾⁽²⁾	As a percentage of total outstanding Units (%)
(A)	Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties		
(1)	Indian	-	-
(a)	Individuals or HUF	-	-
(b)	Central government or state government	-	-
(c)	Financial Institutions Banks	-	-
(d)	Any other (Specify)	-	-
	Sub- Total (A)(1)	-	-
(2)	Foreign		
(a)	Individuals (non-resident Indians or foreign individuals)	-	-
(b)	Foreign government	-	-
(c)	Institutions	-	-
(d)	Foreign portfolio investors	-	-
(d)	Any Other (specify)		
(i)	Foreign body corporate (BIF IV Jarvis India Pte. Ltd.)	2,264,100,000	89.79
	Sub- Total (A)(2)	2,264,100,000	89.79
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1)+(A)(2)	2,264,100,000	89.79
(B)	Public Holding		
(1)	Institutions		
(a)	Mutual Funds	-	-
(b)	Financial Institutions or Banks	-	-

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(c)	Central government or state government	-	-
(d)	Venture capital funds	-	-
(e)	Insurance companies ⁽³⁾	2,600,000	0.10
(f)	Provident or pension funds	-	-
(g)	Foreign portfolio investors	249,600,000	9.90
(h)	Foreign venture capital investors	-	-
(i)	Any Other (specify)	-	-
	Sub-Total (B)(1)	252,200,000	10.00
(2)	Non-Institutions		
(a)	Central government or state governments or president of India	-	-
(b)	Individuals	-	-
(c)	NBFCs registered with RBI	-	-
(d)	Any Other (specify)		
(i)	Bodies Corporates	5,200,000	0.21
	Sub-Total (B)(2)	5,200,000	0.21
	Total Public Unit holding (B) = (B)(1)+(B)(2)	257,400,000	10.21
	Total Units Outstanding (C) = (A) + (B)	2,521,500,000	100.00

*Notes:**(1) As on December 31, 2021, 37,82,25,000 Units (representing 15% of the total Units issued by Data Infrastructure Trust [formerly known as Tower Infrastructure Trust]) are mandatorily held by the Sponsor in terms of the SEBI InvIT Regulations.**(2) As on December 31, 2021, 37,82,25,000 Units held by the Sponsor are under lock-in in terms of the SEBI InvIT Regulations and the Sponsor has not pledged any Unit held by it.**(3) Unitholding of Star Health and Allied Insurance Company Limited has been considered in insurance companies.***Post Issue Unitholding:**

Category	Category of Unitholders	Number of Units held ⁽¹⁾⁽²⁾	As a percentage of total outstanding Units (%)
(A)	Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties		
(1)	Indian	-	-
(a)	Individuals or HUF	-	-
(b)	Central government or state government	-	-
(c)	Financial Institutions Banks	-	-
(d)	Any other (Specify)	-	-
	Sub- Total (A)(1)	-	-
(2)	Foreign		
(a)	Individuals (non-resident Indians or foreign individuals)	-	-

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(b)	Foreign government	-	-
(c)	Institutions	-	-
(d)	Foreign portfolio investors	-	-
(d)	Any Other (specify)		
(i)	Foreign body corporate (BIF IV Jarvis India Pte. Ltd.)	2,264,100,000	87.95
	Sub- Total (A)(2)	2,264,100,000	87.95
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1)+(A)(2)	2,264,100,000	87.95
(B)	Public Holding		
(1)	Institutions		
(a)	Mutual Funds	-	-
(b)	Financial Institutions or Banks	-	-
(c)	Central government or state government	-	-
(d)	Venture capital funds	-	-
(e)	Insurance companies ⁽³⁾	2,600,000	0.10
(f)	Provident or pension funds	-	-
(g)	Foreign portfolio investors	249,600,000	9.70
(h)	Foreign venture capital investors	-	-
(i)	Any Other (specify)	-	-
	Sub-Total (B)(1)	252,200,000	9.80
(2)	Non-Institutions		
(a)	Central government or state governments or president of India	-	-
(b)	Individuals	-	-
(c)	NBFCs registered with RBI	-	-
(d)	Any Other (specify)		
(i)	Bodies Corporates	58,070,104 ⁽⁴⁾	2.26
	Sub-Total (B)(2)	58,070,104	2.26
	Total Public Unit holding (B) = (B)(1)+(B)(2)	310,270,104	12.05
	Total Units Outstanding (C) = (A) + (B)	2,574,370,104	100.00

Notes:

(1) As on December 31, 2021, 37,82,25,000 Units (representing 15% of the total Units issued by Data Infrastructure Trust [formerly known as Tower Infrastructure Trust]) are mandatorily held by the Sponsor in terms of the SEBI InvIT Regulations.

(2) As on December 31, 2021, 37,82,25,000 Units held by the Sponsor are under lock-in in terms of the SEBI InvIT Regulations and the Sponsor has not pledged any Unit held by it.

(3) Unitholding of Star Health and Allied Insurance Company Limited has been considered in insurance companies

(4) Includes 52,870,104 units issue by way of preferential issue.

The Data InvIT Committee of Board of Directors of the Investment Manager has, pursuant to its resolution dated December 28, 2021, approved the issue of units to the existing Unitholders of the Trust as on the specified record date ("Eligible Unitholders") for an amount aggregating up to Rs.3,180 million, on a rights basis ("Rights Issue"). Pre-Unitholding and Post-

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Unitholding pattern as disclosed above does not take into account the issuance of units pursuant to the Rights Issue.

5. **Time frame within which the preferential issue shall be completed:** The allotment pursuant to the proposed Issue is required to be completed within 15 days from the date of this resolution or the receipt of all applicable regulatory, governmental, or statutory body/agency approvals, whichever is later.
6. **Identity of the natural persons who are the ultimate beneficial owners of the units proposed to be allotted and/or who ultimately control the proposed allottee:**

Beneficial Ownership of the proposed Allottee is mentioned as below:

Sr. No.	Name of natural person who are the ultimate beneficial owner of the units proposed to be allotted and/or who ultimately control the proposed allottee	Holding (%)
1.	Mr. Ankit Goel	89.23
2.	Mr. Radhey Raman Sharma	10.77

The Investment Manager seeks the approval of the Unitholders on the resolution contained in Item No. 2 of the accompanying Notice so as to enable the Investment Manager to complete all procedural and other formalities in connection with the aforesaid resolution.

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The Investment Manager recommends the resolution as set out in Item No. 2 of this Notice for approval of the Unitholders.

For **Data Infrastructure Trust** (formerly known as Tower Infrastructure Trust)

Brookfield India Infrastructure Manager Private Limited

(formerly known as WIP (India) Private Limited)

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

Inder Mehta

Compliance Officer of Data Infrastructure Trust

Date: January 28, 2022

Place: Mumbai

Principle Place of Business and Contact Details of the Trust:

Unit 1, 4th Floor, Godrej BKC,
Plot No. C-68, G Block, Bandra Kurla Complex,
Bandra East, Mumbai 400 051, Maharashtra, India

SEBI Registration Number: IN/InvIT/18-19/0009

Tel: +91 22 22 6600 0700

Fax: +91 22 6600 0777

Website: www.towerinfratrust.com

Email id: secretarial@summitdigitel.com

Registered Office and Contact Details of Investment Manager:

Unit 1, 4th Floor,
Godrej BKC,
Bandra Kurla Complex,
Mumbai 400 051, Maharashtra, India
Tel: +91 22 6600 0700
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Annexure I

The instructions for the Unitholders voting electronically are as under:

The voting period begins on 09:00 Hours IST on Saturday, February 12, 2022 and ends on 17:00 Hours IST on Monday, February 14, 2022. The e-Voting module shall be disabled by NSDL for voting thereafter.

1. The Unitholders should log on to the e-Voting website of NSDL at www.evoting.nsdl.com.
2. Click on "Shareholders/Member - Login".
3. Enter User ID, password (refer point 5 and 6 below) and the verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at www.eservices.nsdl.com with your existing IDEAS login. Once log-in to NSDL e-services is done, click on e-Voting and you can proceed to cast your vote electronically.
5. Your User ID details are given below:

Unitholders holding units in Demat (NSDL or CDSL) or Physical	User ID
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*****]
c) For Unitholders holding units in Physical Form.	EVEN Number followed by Folio Number registered with the Trust [For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001***]

6. Your password details are given below:
 - a) If you are already registered for e-Voting, then the existing password can be used to login and cast 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 the 'initial password', enter the 'initial password' and the system will ask you to change your password.
 - c) Instruction to retrieve the 'initial password':
 - i) In case of registered email id, you will receive an email from NSDL for login credentials. The password to open the pdf file will be the 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for units held in physical form. The pdf file contains the 'User ID' and the 'initial password'.

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- ii) In case the email ID is not registered, please follow steps mentioned in point 7 below.
7. In case of non-receipt of the 'initial password' or in case you have forgotten the 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) "[Physical User Reset Password?](#)" (If you are holding units in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) Unitholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. Once the password has been entered, tick on Agree to "Terms and Conditions" by selecting on the check box and click on the "Login" button.
9. On successful login, click on e-Voting on the Home page.
10. Select "EVEN" of Data Infrastructure Trust on which you wish to cast vote.
11. On the voting page, cast your vote by selecting Assent/Dissent and verify/modify the number of units for which you wish to cast your vote, then click on "Submit" and also "Confirm" when prompted.
12. Upon confirmation, the message "Vote cast successfully" will be displayed.
13. You can also take the printout of the votes cast by you, by clicking on the print option on the confirmation page.
14. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Unitholders

- a. Unitholders (such as companies or body corporates) 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 and secretarial@summitdigitel.com.
- b. 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.
- c. 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

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www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request to Mr. Sagar Gudhate at evoting@nsdl.co.in.

Process for Unitholder whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this Notice:

1. In case of units 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 secretarial@summitdigitel.com.

THE 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 at the EGM through VC/OAVM and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting 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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Annexure II

I. The procedure for attending the meeting through Video Conferencing via NSDL e-Voting system is as under:

- (A) Unitholders/authorized representatives will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Unitholders may access the same at www.evoting.nsdl.com under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of the 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 this Notice to avoid last minute rush. Further Unitholders can also use the OTP based login for logging into the e-Voting system of NSDL.
- (B) Unitholders are encouraged to join the Meeting through laptops for better experience.
- (C) Further, Unitholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting.
- (D) Please note that the 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. Therefore, it is recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

II. The procedure for attending the meeting through Video Conferencing via Microsoft Teams (through a link being sent separately in the email) is as under:

- (A) Meeting will be held by way of VC through Microsoft Teams application.
- (B) For Unitholders/authorized representatives who have Microsoft Teams application installed on their device:
 - i. Click on the web-link (*being sent separately in the email*).
 - ii. Select 'Join the meeting as guest'.
- (C) For Unitholders/authorized representatives who do not have the Microsoft Teams application installed on their device:

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- i. In case you wish to join through Mobile you will need to mandatorily install the Microsoft Teams application and then proceed with the next steps. In any other case, installation of Microsoft Teams application is not mandatory.
- ii. Click on the web-link (*being sent separately in the email*).
- iii. Select 'Join the meeting as guest'.

(D) General Instructions

- i. The facility of joining the Meeting will commence 15 minutes before the time scheduled for the Meeting and will close 15 minutes after such scheduled time.
- ii. Each Unitholder shall submit their corporate authorizations with the Investment Manager at secretarial@summitdigitel.com at least 1 hour before commencement of the Meeting i.e. by 10:00 a.m. on February 15, 2022.
- iii. Each Unitholder shall identify themselves at the commencement of the Meeting for the purpose of quorum.
- iv. Attendance of Unitholder through VC shall be counted for the purpose of quorum.
- v. For any assistance (including with technology) before or during the Meeting, Unitholder may contact the Compliance Officer of the Trust at +91 98674 27545
- vi. Designated email id of the Company for correspondences/ voting and all other purposes related to the Meeting shall be secretarial@summitdigitel.com.