

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

February 24, 2022

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

Sub.: Proceeding of the Extra Ordinary General Meeting of Unitholders of Data Infrastructure Trust held on February 24, 2022

Ref.: Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) (Scrip Code 543225)

Dear Sir/Madam,

We, the Investment Manager of Data Infrastructure Trust ("Trust"), hereby submit the details regarding proceedings and voting results of the business transacted at the Extra Ordinary General Meeting of the Unitholders of the Trust held today i.e. February 24, 2022, through video conferencing, in compliance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and SEBI circulars issued thereunder.

In this regard, we are enclosing the following:

- a) Proceedings and Voting Results as *Annexure I*
- b) Scrutinizer's Report dated February 24, 2022 as *Annexure II*

The meeting commenced at 04:00 p.m. and concluded at 04:17 p.m.

Please 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

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

Annexure I

Details of the proceedings of the Extra Ordinary General Meeting of the Unitholders of Data Infrastructure Trust

Date of the Extra Ordinary General Meeting of the Unitholders	February 24, 2022
Total number of Unitholders on record date	6
No. of Unitholders present in the meeting through video conferencing:	4
Sponsor/Investment Manager/Project Manager and their associates/ related parties:	1
Public:	3

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

Sr. No.	Agenda	Approval requirement as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("SEBI InvIT Regulations")	Remarks
1.	Authority to borrow and create charge on assets and matters related thereto	Resolution to be passed by way of special majority (<i>i.e. where the votes in favour from seventy five percent of the unitholders by value are received</i>) in terms of the SEBI InvIT Regulations	The resolution was unanimously passed by the Unitholders who have exercised their vote.
2.	To consider and approve a preferential issue of up to 52,870,104 units of Data Infrastructure Trust	Resolution to be passed by way of special majority (<i>i.e. where the votes cast in favour of the resolution are required to be not less than one and a half times the votes casted against the resolution</i>) in terms of the SEBI InvIT Regulations	The resolution was unanimously passed by the Unitholders who have exercised their vote.

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

Voting Results of the resolution mentioned in the notice of the EGM

Item No. 1: Authority to borrow and create charge on assets and matters related thereto

Resolution passed 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 SEBI InvIT Regulations.

Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Remote e-voting	2,26,41,00,000	2,26,41,00,000	100	2,26,41,00,000	0	100	0
Public Institutions	Remote e-voting & e-voting at the EGM	25,74,00,000	25,74,00,000	100.00	25,74,00,000	0	100	0
Public - Non Institutions	-	-	-	-	-	-	-	-
Total		2,52,15,00,000	2,52,15,00,000	100.00	2,52,15,00,000	0	100	0

Item No. 2: To consider and approve a preferential issue of up to 52,870,104 units of Data Infrastructure Trust

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

Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Sponsors/ Investment	Remote e-voting	2,26,41,00,000	2,26,41,00,000	100	2,26,41,00,000	0	100	0

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

Manager/ Project Manager and their associates related Parties								
Public Institutions	- Remote e- voting & e-voting at the EGM	25,74,00,000	25,74,00,000	100.00	25,74,00,000	0	100	0
Public - Non Institutions	-	-	-	-	-	-	-	-
Total		2,52,15,00,000	2,52,15,00,000	100.00	2,52,15,00,000	0	100	0



Report of Scrutinizers

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

Extraordinary General Meeting of the Unitholders of Data Infrastructure Trust held on Thursday, February 24, 2022 at 04:00 p.m. through Video Conferencing/Other Audio Visual Means.

Sub : Passing of Resolutions at the Extraordinary General Meeting ("EGM") of the Unitholders of Data Infrastructure Trust ("Trust") held on Thursday, February 24, 2022 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), which commenced at 04:00 p.m. and concluded at 04.17 p.m.

Dear Sir,

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

Scrutinizer's Responsibility

My responsibility as scrutinizer is restricted to making a scrutinizer report of the votes cast by the Unitholders in respect of resolutions contained in the Notice of EGM. My report is based on verification of the votes received through remote e-voting by 17:00 hours IST on Wednesday, February 23, 2022 and the e-voting conducted at the EGM.

I submit my report as under:

- (1) BIIMPL had appointed National Securities Depository Limited ("NSDL") as the service provider, for the purpose of extending the facility of remote e-voting to the Unitholders to exercise their vote in respect of the resolutions as set out in the Notice of EGM from 09:00 Hours IST on Monday, February 21, 2022 and ends on 17:00 Hours IST on Wednesday, February 23, 2022.
- (2) NSDL had set up electronic voting facility on their website www.evoting.nsdl.com to facilitate the Unitholders to cast their vote electronically.
- (3) The facility for e-voting was also made available to the Unitholders present at the EGM who had not casted their vote earlier.
- (4) Unitholders holding units either in physical form or in dematerialised form as on Friday, February 18, 2022 i.e. cut-off date, were entitled to cast their vote.

- (5) At the end of the remote e-voting period on 17:00 Hours IST on Wednesday, February 23, 2022, the voting portal of NSDL was blocked forthwith.
- (6) All the entitled Unitholders had availed the facility of remote e-voting and e-voting at the EGM as provided by NSDL.
- (7) After conclusion of the EGM, the votes received till 17:00 Hours IST on Wednesday, February 23, 2022 through remote e-voting and e-voting facility at the EGM were duly unblocked by me and were reconciled with the details of Unitholders as per the Beneficiary Position as on the cut-off date obtained from the Registrar and Transfer Agents of the Trust.
- (8) No invalid votes were received through remote e-voting or e-voting at the EGM.
- (9) I now submit my consolidated report as under on the Voting Results of the resolutions mentioned in the notice of EGM of the Trust:

Item No 1: AUTHORITY TO BORROW AND CREATE CHARGE ON ASSETS AND MATTERS RELATED THERETO.

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 ("SEBI InvIT Regulations").

Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes Against on votes polled
Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Remote e-voting	2,26,41,00,000	2,26,41,00,000	100	2,26,41,00,000	0	100	0
Public Institutions	Remote e-voting & e-voting at the EGM	25,74,00,000	25,74,00,000	100	25,74,00,000	0	100	0
Public — Non Institutions	-	-	-	-	-	-	-	-
Total		2,52,15,00,000	2,52,15,00,000	100	2,52,15,00,000	0	100	0

Item No 2: CONSIDER AND APPROVE A PREFERENTIAL ISSUE OF UP TO 52,870,104 UNITS OF DATA INFRASTRUCTURE TRUST.

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

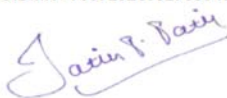
Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes Against on votes polled
Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Remote e-voting	2,26,41,00,000	2,26,41,00,000	100	2,26,41,00,000	0	100	0
Public Institutions	Remote e-voting & e-voting at the EGM	25,74,00,000	25,74,00,000	100	25,74,00,000	0	100	0
Public Non Institutions	-	-	-	-	-	-	-	-
Total		2,52,15,00,000	2,52,15,00,000	100	2,52,15,00,000	0	100	0

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

The aforesaid result of voting by Unitholders through remote e-voting and e-voting at the EGM in respect of the above mentioned resolutions may accordingly be declared by the Investment Manager of the Trust.

Thanking You,
Yours faithfully,

For Mayekar & Associates
Practising Company Secretaries
Firm U.I.N - P2005MH007400
U.D.I.N - F007282C002705340



Signature of Scrutinizer



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

Date: February 24, 2022

Place: Mumbai