

DATA INFRASTRUCTURE TRUST

(formerly known as Tower Infrastructure Trust)

Transcript of the Extra Ordinary General Meeting

Day & Date of meeting	Thursday, February 24, 2022
Time	04.00 p.m.
Venue	Through Video Conferencing

Attendees:

Directors of Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) [Investment Manager of the Trust] (“BIIMPL”)

- Mr. Sridhar Rengan - Non-executive Director - Chairperson appointed at the meeting
- Mr. Chetan R. Desai - Independent Director
- Mr. Narendra Aneja - Independent Director
- Ms. Pooja Aggarwal - Non-executive Director

Invitees:

- Ms. Puja Tandon- Company Secretary of BIIMPL
- Mr. Inder Mehta- Compliance Officer of Data Infrastructure Trust (“Data InvIT/Trust”)
- Representative of Axis Trustee Services Limited (acting in its capacity as Trustee of the Trust)
- Scrutinizer appointed by BIIMPL
- Representative of Auditors of the Trust
- Representatives of Summit Digital Infrastructure Private Limited (“Summit/SDIPL”), Special Purpose Vehicle of the Trust
- Representatives of the 4 Unitholders representing 92.20% of the unit capital of the Trust

Ms. Puja Tandon: I, Puja Tandon, Company Secretary of BIIMPL, welcome all the unitholders, Directors of BIIMPL, Investment Manager of the Trust and Invitees to the Extra Ordinary General Meeting (“EGM”) of the Trust.

Request all the members to be on VC and I request all the attendees to keep themselves on mute during the proceedings of the meeting. The Unitholders will have the opportunity to speak once we open for Q&A.

Please be informed that the meeting is being conducted through video conferencing in compliance with the SEBI InvIT Regulations and circulars issued by SEBI thereunder and is being recorded.

The Notice of this meeting was served electronically to all the Unitholders within the prescribed timelines and is also available on Trust’s website i.e. www.towerinfratrust.com.

The documents referred to in the Notice are available for inspection by the Unitholders during the Meeting by writing an email to the Compliance Officer at secretarial@summitdigitel.com.

Investment Manager of the Trust has appointed Mr. Jatin Prabhakar Patil 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. The Scrutinizer is present at the meeting and he will submit his report to BIIMPL within the prescribed time as mentioned in the EGM Notice.

On basis of Scrutinizer's Report, the result of the voting will be announced by the Trust on or before Saturday, February 26, 2022 which will then be submitted to BSE Limited and will also be uploaded on the Trust's website.

Representative of Deloitte Haskins & Sells, Auditors of the Trust and Representative of Axis Trustee Services Limited, Trustee of the Trust are also attending the meeting.

The meeting is being attended by 4 Unitholders representing approximately 92% of the unit capital and the Trust has received the necessary authorizations from the Unitholders.

I now propose to the Unitholders to appoint Mr. Sridhar Rengan, Chairperson of the Board of BIIMPL, as the Chairperson for the meeting and request the Unitholders to convey their vote in the chat box by writing "Yes" or "No".

Can I request all the Unitholders to post their votes for Mr. Sridhar to be the Chairperson, in the chat box.

(Unitholders present at the meeting consented to appoint Mr. Rengan as the Chairperson of the meeting.)

With that, I would request Mr. Sridhar Rengan to chair the Meeting and commence the proceedings.

Mr. Sridhar Rengan: Thank you Puja.

Thank you and Good Evening to everyone. I welcome each one of you to the EGM of the Unitholders of the Trust.

I confirm that:

- the quorum is present and call the meeting to order.
- All reasonable efforts have been made by the Investment Manager, to enable Unitholders to participate and vote on the items being considered at the meeting.
- Facility for remote e-voting was open for Unitholders till Wednesday, February 23, 2022 till 5:00 p.m. and the facility for e-voting at the meeting is also available for Unitholders.
- Only those Unitholders who have not casted their votes through remote e-voting are eligible to cast their vote at the meeting.
- Voting process will be verified and scrutinized by Scrutinizer who will submit his report to the Chairperson within prescribed time as mentioned in the EGM Notice.
- With the permission of the Unitholders present at the meeting, I take the Notice of the EGM as read.

I now take the following agenda items as per the Notice:

- **Agenda Item No. 1** relates to authority to borrow and create charge on assets and matters related thereto i.e. increasing the existing borrowing limit to upto 70% of the value of the Trust Assets; and
- **Agenda Item No. 2** relates to consideration and approval of a preferential issue of upto 52,870,104 units of Data Infrastructure Trust.

I request Mr. Dinesh Jain, CFO of the SPV and Ms. Pooja Aggarwal, Director of BIIMPL, to provide a brief background on the agenda items.

Mr. Dinesh Jain: Unitholders are requested to note that the Trust has no borrowings as on December 31, 2021, on a standalone basis and has only one subsidiary i.e. Summit Digital Infrastructure Private Limited as on December 31, 2021 with external borrowing of Rs. 2,10,354 million, on a consolidated level. Pursuant to the SEBI (Infrastructure Investment Trusts) Regulations, 2014, the Data InvIT on a consolidated level can borrow up to 70% of the value of InvIT asset (currently it is below 49%) only once the following 4 conditions are met:

- Have a track record of atleast six distributions in the preceding FY, which has been completed by the Trust in FY21;
- AAA Credit Rating from SEBI Registered rating agency - Trust has obtained AAA stable rating from CARE Ratings Limited on January 4, 2022, for its consolidated borrowings up to 70%;
- Utilize the funds only for acquisition or development of infrastructure projects; *and*
- Obtain the approval of unitholders.

Accordingly, Unitholders are requested to grant their approval to approve the increase in the borrowing limit of the Trust.

Ms. Pooja Aggarwal: Unitholders are requested to note that the Data InvIT Committee of the Investment Manager had granted its approval for acquisition of Space Teleinfra Private Limited ("STIPL"), a fast growing shared telecom infrastructure provider for voice and data connectivity, in July 2021. The Trust has agreed to pay Rs. 9,000 million as consideration for the shares of STIPL subject to certain adjustments agreed under the Securities Purchase Agreement. Including adjustments, the total consideration is expected to be Rs. 8,998 million. The transaction is being funded through a 'cash consideration' for 35% equity and 'unit consideration' for 65% equity. The Trust is raising capital for the cash consideration through the Rights Issue, while the unit consideration will be paid to sellers through issuance of units by way of Preferential Issue. Accordingly, it is proposed to issue and allot 52,870,104 units at a price of Rs. 110.46 per unit, by way of preferential issue to Westwood Business Consultancy LLP, selling shareholder of STIPL. Unitholders are requested to note that the units offered by way of preferential issue will be allotted within 15 days from unitholder's approval and will be listed on BSE Limited.

Accordingly, Unitholders are requested to approve the issuance of units to the selling shareholder, on preferential basis.

Mr. Sridhar Rengan: We are now opening up for the Q&A session.

The Unitholders who wish to speak or have any query or any comments on the agenda items, may post their question in the chat box or click on the "Raise Hand" tab available on the screen.

We seem to have no question. Thank you I shall now get on to the next item. We will now commence the e-voting process for voting at the meeting and I would request Ms. Tandon to brief the unitholders on the voting process.

Ms. Puja Tandon: Thank you Mr. Sridhar Rengan.

- Link for e-voting will be shared in the chat box (please click on the message icon on your teams window to access the chat box). Detailed process for voting is mentioned in the Annexure I to the AGM Notice. The e-voting window will remain open for 15 minutes post conclusion of the EGM.
- E-voting shall be exercised by only those Unitholders who have not exercised their option of remote e-voting earlier.
- In case a Unitholder who has already exercised their vote through remote e-voting also votes at the meeting, his/her votes cast earlier through remote e-voting will be considered.

- You are requested to click on the link and login to your account and on the voting page, cast your vote by selecting “Assent/Dissent” on both the resolutions and verify/modify the number of units for which you wish to cast your vote. (In case you require any assistance with the details, please use the chat box or call on the designated numbers mentioned in the Notice).
- You are requested to verify all the details before casting the vote and then Click on Submit.
- Multiple representatives attending on behalf of the Unitholder are requested to cast their vote only once.
- I request all the Unitholders to confirm if they are able to access the chat box. Please reach out to the designated numbers mentioned in the chat window, in case you require any assistance.

Mr. Sridhar Rengan: Thank you Ms. Tandon.

I request all the Unitholders who are present at the meeting and have not exercised their votes through the remote e-voting facility to cast their vote within 15 minutes from the conclusion of this meeting.

Please note that, on the basis of the Scrutinizer’s Report, results of the voting will be announced by the Trust on or before Saturday, February 26, 2022 and will be submitted to BSE Limited and also uploaded on the website of the Trust.

I now conclude the meeting. Thank you everyone for your presence and co-operation during the conduct of the meeting.