

# BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

(FORMERLY KNOWN AS WIP (INDIA) PRIVATE LIMITED)

CIN: U67190MH2010PTC202800

Registered Office: Unit 1, 4<sup>th</sup> 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](mailto:puja.tandon@brookfield.com)

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December 16, 2022

To

**BSE Limited,**

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001

Maharashtra, India

**Sub.: Proceeding of the Extra Ordinary General Meeting No. 01/2022-23 of Unitholders of Data Infrastructure Trust held on December 16, 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 No. 01/2022-23 of the Unitholders of the Trust held today i.e. December 16, 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 December 16, 2022 as *Annexure II*

The meeting commenced at 11:00 a.m. and concluded at 11:11 a.m.

Please take the same on record.

Thanking you,

Yours faithfully,

For Data 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)



**Chandra Kant Sharma**

**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

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## Annexure I

### Details of the proceedings of the Extra ordinary General Meeting No. 01/2022-23 of the Unitholders of Data Infrastructure Trust

Date of the Annual General Meeting of the Unitholders	December 16, 2022
Total number of Unitholders on record date	7
No. of Unitholders present in the meeting through video conferencing:	4
Sponsor/ <del>Investment Manager/Project Manager and their associates/ related parties:</del>	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.	To consider and approve change of Principal Place of Business of the 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 cast against the resolution by unitholders, so entitled and voting</i> ) in terms of Regulation 22 of the SEBI InvIT Regulations	The resolution was unanimously passed by the Unitholders who have exercised their vote.

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

#### Item No. 1: To consider and approve change of Principal Place of Business of the Trust

Resolution to be 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 cast against the resolution by unitholders, so entitled and voting) in terms of Regulation 22 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	2,28,96,00,000	2,28,96,00,000	100	2,28,96,00,000	0	100	0

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Manager/ Project Manager and their associates related Parties								
Public – Institutions	Remote e- voting	25,50,00,000	25,50,00,000	100	25,50,00,000	0	100	0
Public - Non Institutions	Remote e- voting	5,84,00,000	5,84,00,000	100	5,84,00,000	0	100	0
<b>Total</b>		<b>2,60,30,00,000</b>	<b>2,60,30,00,000</b>	<b>100</b>	<b>2,60,30,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>



#### 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)

**Extra Ordinary General Meeting of the Unitholders of Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) held on Friday, December 16, 2022 at 11:00 a.m., through Video Conferencing.**

**Sub : Passing of Resolution at the Extra Ordinary General Meeting ("EGM") No. 01/2022-23 of the Unitholders of Data Infrastructure Trust ("Data InvIT/Trust") held on Friday, December 16, 2022 through Video Conferencing ("VC"), which commenced at 11:00 a.m. and concluded at 11.11 a.m.**

Dear Sir,

I, Mr. Jatin Prabhakar Patil, Partner of M/s. Mayekar & Associates, Practicing Company Secretaries, Mumbai (Firm U.J.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) 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 resolution contained in the Notice of EGM. My report is based on verification of the votes received through remote e-voting till 5:00 p.m. on Thursday, December 15, 2022. No e-voting was exercised 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 resolution as set out in the Notice of EGM from 9:00 a.m. on Tuesday, December 13, 2022 till 5:00 p.m. on Thursday, December 15, 2022.
- (2) NSDL had set up electronic voting facility on their website [www.evoting.nsdl.com](http://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, December 09, 2022 i.e., cut-off date, were entitled to cast their vote.
- (5) At the end of the remote e-voting period on 5:00 p.m. on Thursday, December 15, 2022, the voting portal of NSDL was blocked forthwith.
- (6) All the Unitholders had availed the facility of remote e-voting provided by NSDL and no e-voting was exercised at the EGM.
- (7) After conclusion of the EGM, the votes received till 5:00 p.m. on Thursday, December 15, 2022 through remote e-voting facility 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.
- (9) I now submit my consolidated report as under on the Voting Results of the resolution mentioned in the notice of EGM of the Trust:

**Item No 1: To consider and approve change of Principal Place of Business of the 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 cast against the resolution by unitholders, so entitled and voting) in terms of the provisions of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("SEBI InvIT Regulations").

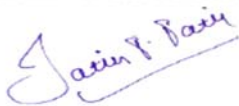
Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes Against on votes polled
Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Remote e-voting	2,28,96,00,000	2,28,96,00,000	100	2,28,96,00,000	0	100	0
Public – Institutions	Remote e-voting	25,50,00,000	25,50,00,000	100	25,50,00,000	0	100	0
Public – Non Institutions	Remote e-voting	5,84,00,000	5,84,00,000	100	5,84,00,000	0	100	0
<b>Total</b>		<b>2,60,30,00,000</b>	<b>2,60,30,00,000</b>	<b>100</b>	<b>2,60,30,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

Resolution 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 hence deemed to be passed as on the date of the EGM.

The aforesaid result of voting by Unitholders through remote e-voting in respect of the above-mentioned resolution may accordingly be declared by the Investment Manager of the Data InvIT.

Thanking You,  
Yours faithfully,

**For Mayekar & Associates**  
**Practising Company Secretaries**  
**Firm U.I.N - P2005MH007400**  
**U.D.I.N - F007282D002729518**



**Signature of Scrutinizer**

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

**Date: December 16, 2022**

**Place: Mumbai**