

**ATSL/CO/2023-24/6099**  
**October 24, 2023**

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To

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai- 400001

Sub: **Proceeding of the Extra Ordinary General Meeting No. 01/2023/24 of Unitholders of Data Infrastructure Trust held on October 23, 2023**

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

**Dear Sir/Madam,**

We, the Trustee 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. 01/2023-24 of the Unitholders of the Trust held on Monday, October 23, 2023, 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 October 23, 2023 as Annexure II

The meeting commenced at 11:00 a.m. and concluded at 11:20 a.m.

Further, the same is also uploaded on the website of the Trust i.e. [www.datainfratrust.com](http://www.datainfratrust.com).

Please take the same on record

Thanking you,

For **Axis Trustee Services Limited**

*(acting in its capacity as Trustee of Data Infrastructure Trust)*

**Authorised Signatory**

Place: Mumbai

Encl: as above

**Registered Office:**

Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli Mumbai - 400 025

**Corporate Office:**

The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai-400 028

Tel No.: 022-62300451 Fax No.: 022-6230 0700 Website- [www.axistrustee.com](http://www.axistrustee.com)

Corporate Identify Number: U74999MH2008PLC182264 | MSME Registered UAN: MH190046029



**Annexure I**  
**Details of proceedings of the Extra-ordinary General Meeting No. 01/2023-24 of the unitholders of Data Infrastructure Trust**

Date of the Extra-ordinary General Meeting of the unitholders	October 23, 2023
Total number of unitholders on record date	<b>47</b>
No. of Unitholders present in the meeting through video conferencing:	<b>2</b>
Sponsor/ <del>Investment Manager/Project Manager and their associates/related Parties:</del>	<b>1</b>
Public:	<b>1</b>

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

<b>Sr. No.</b>	<b>Agenda</b>	<b>Approval requirement as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("InvIT Regulations")</b>	<b>Remarks</b>
<b>1.</b>	To consider and approve change in Investment Manager 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 InvIT Regulations	The resolution was unanimously passed by the Unitholders who have exercised their vote.
<b>2.</b>	To consider and approve amendment to the Trust Deed 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 cast against the resolution by unitholders, so entitled and voting</i> ) in terms of Regulation 22 of the 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 in investment manager 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 cast against the resolution) in terms of Regulation 22 of the InvIT Regulations.

<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Units held</b>	<b>No. of votes polled</b>	<b>% of votes polled on outstanding units</b>	<b>No. of votes in favour</b>	<b>No. of votes against †</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes Against on votes polled</b>
*Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Remote e-voting	--	--	--	--	--	--	--
Public Institutions –	Remote e-voting & e-voting at EGM	64,44,00,000	51,78,00,000	80.35	51,78,00,000	0	100	0
Public Non-Institutions —	Remote e-voting	64,00,000	--	--	--	--	--	--
<b>Total</b>		<b>65,08,00,000</b>	<b>51,78,00,000</b>	<b>79.56</b>	<b>51,78,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

\* One of the Sponsors of the Trust, holding 195,22,00,000 units i. e 75% of the total unit capital of the Trust, being interested in the resolution did not cast its vote.

**Item No 2: To consider and approve amendment to the Trust Deed 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 cast against the resolution) in terms of Regulation 22 of the 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	195,22,00,000	195,22,00,000	100	195,22,00,000	0	100	0
Public – Institutions	Remote e-voting & e-voting at EGM	64,44,00,000	51,78,00,000	80.35	51,78,00,000	0	100	0
Public — Non Institutions	Remote e-voting	64,00,000	--	--	--	--	--	--
<b>Total</b>		<b>2,60,30,00,000</b>	<b>2,47,00,00,000</b>	<b>94.89</b>	<b>2,59,76,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>



## Report of Scrutinizers

To,  
**Axis Trustee Services Limited**  
*(acting in its capacity as a Trustee to Data Infrastructure Trust)*

**Extra Ordinary General Meeting of the Unitholders of Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) held on Monday, October 23, 2023 at 11.00 a.m. through Video Conferencing.**

**Sub : Passing of Resolutions at the Extra Ordinary General Meeting ("EGM") No. 01/2023-24 of the Unitholders of Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) (the "Data InvIT/Trust") held on Monday, October 23, 2023 through Video Conferencing ("VC"), which commenced at 11.00 a.m. and concluded at 11.20 a.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 **Axis Trustee Services Limited ("Axis Trustee")** *(acting in its capacity as a Trustee to the 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 5:00 p.m. IST on Sunday, October 22, 2023. 1 Unitholder exercised the facility of e-voting at the EGM.

### I submit my report as under:

- (1) Axis Trustee 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 a.m. IST on Thursday, October 19, 2023 till 5:00 p.m. IST on Sunday, October 22, 2023.
- (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, October 13, 2023 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. IST on Sunday, October 22, 2023, the voting portal of NSDL was blocked forthwith.

- (6) 12 (Twelve) Unitholders had availed the facility of remote e-voting provided by NSDL and 1 Unitholder exercised the facility of e-voting at the EGM.
- (7) After conclusion of the EGM, the votes received till 5:00 p.m. IST on Sunday, October 22, 2023 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 and 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: To consider and approve change in investment manager 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 cast against the resolution) in terms 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	--	--	--	--	--	--	--
Public – Institutions	Remote e-voting & e-voting at EGM	64,44,00,000	51,78,00,000	80.35	51,78,00,000	0	100	0
Public — Non-Institutions	Remote e-voting	64,00,000	--	--	--	--	--	--
<b>Total</b>		<b>65,08,00,000</b>	<b>51,78,00,000</b>	<b>79.56</b>	<b>51,78,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

\* One of the Sponsors of the Trust, holding 195,22,00,000 units i. e 75% of the total unit capital of the Trust, being interested in the resolution did not cast its vote.

**Item No 2: To consider and approve amendment to the Trust Deed 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 cast against the resolution) 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 Manager/ Project Manager and their associates related Parties	Remote e-voting	195,22,00,000	195,22,00,000	100	195,22,00,000	0	100	0
Public – Institutions	Remote e-voting & e-voting at EGM	64,44,00,000	51,78,00,000	80.35	51,78,00,000	0	100	0
Public — Non Institutions	Remote e-voting	64,00,000	--	--	--	--	--	--
<b>Total</b>		<b>2,60,30,00,000</b>	<b>2,47,00,00,000</b>	<b>94.89</b>	<b>2,59,76,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

Both 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 in respect of the above-mentioned resolutions may accordingly be declared by the Axis Trustee.

Thanking You,  
Yours faithfully,

**For Mayekar & Associates**  
**Practising Company Secretaries**  
**Firm U.I.N - P2005MH007400**  
**U.D.I.N - F007282E001420540**




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

**Date: October 23, 2023**  
**Place: Mumbai**