

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

July 29, 2021

To

BSE Limited,

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001

Maharashtra, India

Sub.: Proceeding of the First Annual General Meeting of Unitholders of Tower Infrastructure Trust held on July 29, 2021

Ref.: Tower Infrastructure Trust (Scrip Code 543225)

Dear Sir/Madam,

We, the Investment Manager of Tower Infrastructure Trust ("Trust"), hereby submit the details regarding proceedings and voting results of the business transacted at the First Annual General Meeting of the Unitholders of the Trust held today i.e. July 29, 2021, 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 July 29, 2021 as *Annexure II*

The meeting commenced at 12:00 p.m. and concluded at 12:46 p.m.

Please take the same on record

Thanking you,

Yours faithfully,

For **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 Tower Infrastructure Trust)



Inder Mehta

Compliance Officer of Tower 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 First Annual General Meeting of the Unitholders of Tower Infrastructure Trust

| | |
|---|---------------|
| Date of the Extra Ordinary General Meeting of the Unitholders | July 29, 2021 |
| 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. | To consider and adopt the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2021 together with the Report of Investment Manager and Auditors thereon | Resolution to be passed by way of simple majority (<i>i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution</i>) in terms of Regulation 22 of the SEBI InvIT Regulations | The resolution was unanimously passed by the Unitholders who have exercised their vote. |
| 2. | To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2021 | Resolution to be passed by way of simple majority (<i>i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution</i>) in terms of Regulation 22 of the SEBI InvIT Regulations | The resolution was unanimously passed by the Unitholders who have exercised their vote. |
| 3. | To consider ratification of appointment of Auditors of the Trust for the period from the financial year 2018-19 till the financial year 2022-23 | Resolution to be passed by way of simple majority (<i>i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution</i>) in terms of Regulation 22 of the SEBI InvIT Regulations | The resolution was unanimously passed by the Unitholders who have exercised their vote. |
| 4. | To consider and appoint Valuer of the Trust for the financial year 2021-22 and fix their remuneration | Resolution to be passed by way of simple majority (<i>i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution</i>) in terms of Regulation 22 of the SEBI InvIT Regulations | The resolution was unanimously passed by the Unitholders who |

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| | | | |
|--|--|---|----------------------------|
| | | <i>resolution</i>) in terms of Regulation 22 of the SEBI InvIT Regulations | have exercised their vote. |
|--|--|---|----------------------------|

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

Item No. 1: To consider and adopt the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2021 together with the Report of Investment Manager and Auditors thereon

Resolution passed by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted 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 | 2,26,41,00,000 | 2,26,41,00,000 | 100 | 2,26,41,00,000 | 0 | 100 | 0 |
| Public - Institutions | Remote e-voting | 25,74,00,000 | 25,48,00,000 | 98.99 | 25,48,00,000 | 0 | 100 | 0 |
| Public - Non Institutions | - | - | - | - | - | - | - | - |
| Total | | 2,52,15,00,000 | 2,51,89,00,000 | 99.89 | 2,51,89,00,000 | 0 | 100 | 0 |

Item No. 2: To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2021

Resolution passed by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations.

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| Total | | 2,52,15,00,000 | 2,51,89,00,000 | 99.89 | 2,51,89,00,000 | 0 | 100 | 0 |

Item No. 3: To consider ratification of appointment of Auditors of the Trust for the period from the financial year 2018-19 till the financial year 2022-23

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| | | | | | | | | |
|---------------------------|---|-----------------------|-----------------------|--------------|-----------------------|----------|------------|----------|
| Public - Non Institutions | - | - | - | - | - | - | - | - |
| Total | | 2,52,15,00,000 | 2,51,89,00,000 | 99.89 | 2,51,89,00,000 | 0 | 100 | 0 |

Item No. 4: To consider and appoint Valuer of the Trust for the financial year 2021-22 and fix their remuneration

Resolution passed by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations.

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Mumbai : Nidhi Apartment No. 1, Flat No. 51/54, 5th Floor, Liberty Garden Rd No. 3, Malad (West), Mumbai - 400 064.
Tel.: +91-022-28890688 Office Mob.: +91-8452046339 Email: office@csmayekar.com

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 Tower Infrastructure Trust)

First Annual General Meeting of the Unitholders of Tower Infrastructure Trust held on Thursday, July 29, 2021 at 12.00 p.m. through Video Conferencing/Other Audio Visual Means.

Sub : Passing of Resolutions at the First Annual General Meeting ("AGM") of the Unitholders of Tower Infrastructure Trust (the "Tower InvIT/Trust") held on Thursday, July 29, 2021 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), which commenced at 12.00 p.m. and concluded at 12.46 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 Tower Infrastructure Trust) to scrutinize the entire voting process i.e. remote e-voting and e-voting at the AGM 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 AGM. My report is based on verification of the votes received through remote e-voting by 17:00 hours IST on Wednesday, July 28, 2021. No e-voting was exercised at the AGM.

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 AGM from 09:00 hours IST on Monday, July 26, 2021 till 17:00 hours IST on Wednesday, July 28, 2021.
- (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 AGM who had not casted their vote earlier.
- (4) Unitholders holding units either in physical form or in dematerialised form as on Friday, July 16, 2021 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, July 28, 2021, the voting portal of NSDL was blocked forthwith.
- (6) 5 Unitholders had availed the facility of remote e-voting provided by NSDL and no e-voting was exercised at the AGM.
- (7) After conclusion of the AGM, the votes received till 17:00 hours IST on Wednesday, July 28, 2021 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 resolutions mentioned in the notice of AGM of the Trust:

Item No 1: To consider and adopt the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2021 together with the Report of Investment Manager and Auditors thereon.

Resolution by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes casted against the resolution by the Unitholders) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("SEBI InvIT Regulations").

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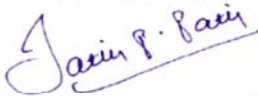
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| Total | | 2,52,15,00,000 | 2,51,89,00,000 | 99.89 | 2,51,89,00,000 | 0 | 100 | 0 |

All the Resolutions mentioned in the Notice of AGM 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 AGM.

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

Thanking You,
Yours faithfully,

For Mayekar & Associates
Practising Company Secretaries
Firm U.I.N - P2005MH007400
U.D.I.N - F007282C000708235



Signature of Scrutinizer

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



Date: July 29, 2021

Place: Mumbai