

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 21, 2022

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

Sub: Proceedings of the Fourth Annual General Meeting of unitholders of India Infrastructure Trust held on July 21, 2022

Ref: India Infrastructure Trust (Scrip Code: 542543)

Dear Sir/Madam,

We, Brookfield India Infrastructure Manager Private Limited, the Investment Manager of India Infrastructure Trust ("Trust"), hereby submit the details regarding proceedings and voting results of the business transacted at the Fourth Annual General Meeting of the Unitholders of the Trust held today i.e. July 21, 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 July 21, 2022 as *Annexure II*.

The meeting commenced at 11:00 a.m. and concluded at 11:21 a.m.

Please take the same on record.

Thanking you.

Yours faithfully,

For India Infrastructure Trust

Brookfield India Infrastructure Manager Private Limited
(Formerly known as WIP (India) Private Limited)
(acting in its capacity as the Investment Manager of India Infrastructure Trust)

P.P. Desai

Pratik Desai
Compliance Officer

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 Fourth Annual General Meeting of the Unitholders of India Infrastructure Trust

Date of the Annual General Meeting of the unitholders	Thursday, July 21, 2022
Total number of unitholders on record date	148
No. of unitholders present through video conferencing	2
Sponsor/ Investment Manager/Project Manager and their associates/ related parties:	1
Public:	1

The details of the Ordinary business transacted/results of the meeting of the unitholders:

Sr. No.	Agenda	Resolution required	Remarks
1.	To consider and adopt the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2022 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 a resolution are required to be more than the votes casted against the resolution</i>) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("SEBI InvIT Regulations")	The resolution was unanimously passed by the unitholders who have exercised their vote.
2.	To adopt the valuation report of the assets of the trust for the financial year ended March 31, 2022.	Resolution to be passed by way of simple majority (<i>i.e. where the votes cast in favour of a 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 and appoint Auditors of the Trust for the financial year 2022-23 and fix their remuneration	Resolution to be passed by way of simple majority (<i>i.e. where the votes cast in favour of a 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 2022-23 and fix their remuneration	Resolution to be passed by way of simple majority (<i>i.e. where the votes cast in favour of a 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.

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Voting Results of the resolutions mentioned in the notice of the Fourth Annual General Meeting of the Unitholders of India Infrastructure Trust

Ordinary Businesses

Item No. 1: To consider and adopt the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2022 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 a resolution are required to be more than the votes cast against the resolution by unit holders, 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 Manager/ Project Manager and their associates related Parties	Remote e-voting	49,80,00,000	49,80,00,000	100	49,80,00,000	0	100	0
Public - Institutions	Remote e-voting	8,72,00,000	8,52,00,000	97.71	8,52,00,000	0	100	0
Public – non-Institutions	-	7,88,00,000	0	0	0	0	0	0
Total		66,40,00,000	58,32,00,000	87.83	58,32,00,000	0	100	0

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Item No. 2: To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2022

Resolution passed by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by unit holders, so entitled and voting) in terms of Regulation 22 of the SEBI InvIT Regulations.

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Public - Institutions	Remote e-voting	8,72,00,000	8,52,00,000	97.71	8,52,00,000	0	100	0
Public – non-Institutions	-	7,88,00,000	0	0	0	0	0	0
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Item No. 3: To consider and appoint Auditors of the Trust for the financial year 2022-23 and fix their remuneration

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Item No. 4: To consider and appoint Valuer of the Trust for the financial year 2022-23 and fix their remuneration

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Total		66,40,00,000	58,32,00,000	87.83	58,32,00,000	0	100	0

Report of Scrutinizer

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 to India Infrastructure Trust)

Fourth Annual General Meeting of the Unitholders of India Infrastructure Trust held on Thursday, July 21, 2022 at 11.00 a.m. through Video Conferencing.

Sub : Passing of Resolutions at the Fourth Annual General Meeting ("AGM") of the Unit holders of India Infrastructure Trust (the "Pipeline InvIT/Trust") held on Thursday, July 21, 2022 through Video Conferencing ("VC"), which commenced at 11:00 a.m. and concluded at 11:21 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 Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) ("BIIMPL") (acting in its capacity as the Investment Manager to India 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 till 05:00 p.m. IST on Wednesday, July 20, 2022 and the e-voting conducted 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 a.m. IST on Monday, July 18, 2022 till 05:00 p.m. IST on Wednesday, July 20, 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 AGM who had not casted their vote earlier.
- (4) Unitholders holding units as on the cut-off date i.e. Thursday, July 14, 2022 were entitled to cast their vote.
- (5) At the end of the remote e-voting period at 05:00 p.m. IST on Wednesday, July 20, 2022, the voting portal of NSDL was blocked forthwith.
- (6) 7 (seven) Unitholders had availed the facility of remote e-voting provided by NSDL. No votes were received through e-voting at the AGM.

- (7) After conclusion of the AGM, the votes received till 05:00 p.m. IST on Wednesday, July 20, 2022 through remote e-voting facility were duly unblocked by me (No votes were received through e-voting at the AGM) and were reconciled with the details of Unitholders as per the Beneficiary Position as on the cut-off date i.e. Thursday, July 14, 2022, obtained from the Registrar and Transfer Agents of the Trust.
- (8) No invalid votes were received through remote e-voting and no votes were received through e-voting at the AGM.
- (9) I now submit my report of e-voting as under on the resolutions mentioned in the notice of AGM of the Trust:

Ordinary Businesses

Item No 1: To consider and adopt the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2022 together with the Report of Investment Manager and Auditors thereon.

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Public institutions	Remote e-voting	8,72,00,000	8,52,00,000	97.71	8,52,00,000	0	100	0
Public non-Institutions	-	7,88,00,000	0	0	0	0	0	0
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Item No 2: To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2022.

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Sponsors/ Investment Manager/ Project Manager(s) and their associates related Parties	Remote e-voting	49,80,00,000	49,80,00,000	100	49,80,00,000	0	100	0
Public Holding – Institutions	Remote e-voting	8,72,00,000	8,52,00,000	97.71	8,52,00,000	0	100	0
Public non-institutions	-	7,88,00,000	0	0	0	0	0	0
Total		66,40,00,000	58,32,00,000	87.83	58,32,00,000	0	100	0

Item No 3: To consider and appoint Auditors of the Trust for the financial year 2022-23 and fix their remuneration.

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Item No 4: To consider and appoint Valuer of the Trust for the financial year 2022-23 and fix their remuneration.

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 cast against the resolution by unit holders, so entitled and voting) in terms of Regulation 22 of the SEBI InvIT Regulations.

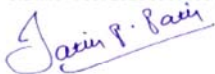
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Total		66,40,00,000	58,32,00,000	87.83	58,32,00,000	0	100	0

All the Resolutions mentioned in the Notice of AGM as per the details above stands unanimously approved by the Unitholders who have exercised their vote as per voting conducted through remote e-voting (No votes were received through e-voting at the AGM) and hence deemed to be passed as on the date of the AGM.

The aforesaid result of voting by Unitholders 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 - F007282D000666347



Signature of Scrutinizer

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



Date: July 21, 2022
Place: Mumbai