

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 28, 2022

To

BSE Limited,

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001

Maharashtra, India

Sub.: Proceeding of the Second Annual General Meeting of Unitholders of Data Infrastructure Trust held on July 28, 2022

Ref.: Data 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 Second Annual General Meeting of the Unitholders of the Trust held today i.e. July 28, 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 28, 2022 as *Annexure II*

The meeting commenced at 11:00 a.m. and concluded at 11:29 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)



Inder Mehta

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 Second Annual General Meeting of the Unitholders of Data Infrastructure Trust

Date of the Annual General Meeting of the Unitholders	July 28, 2022
Total number of Unitholders on record date	7
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, 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 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, 2022	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 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 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.

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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, 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 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	2,28,96,00,000	2,28,96,00,000	100	2,28,96,00,000	0	100	0
Public - Institutions	Remote e-voting	25,50,00,000	25,24,00,000	98.98	25,24,00,000	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
Total		2,60,30,00,000	2,60,04,00,000	99.90	2,60,04,00,000	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, 2022

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	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	25,24,00,000	98.98	25,24,00,000	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
Total		2,60,30,00,000	2,60,04,00,000	99.90	2,60,04,00,000	0	100	0

Item No. 3: To consider and appoint Valuer of the Trust for the financial year 2022-23 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.

Category	Mode of Voting	No. of Units held	No. of votes polled	% of votes polled on outstan ding units	No. of votes in favour	No. of vote s agai nst	% of votes in favour on votes polled	% of votes again st 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	25,24,00,000	98.98	25,24,00,000	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
Total		2,60,30,00,000	2,60,04,00,000	99.90	2,60,04,00,000	0	100	0



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)

Second Annual General Meeting of the Unitholders of Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) held on Thursday, July 28, 2022 at 11.00 a.m. through Video Conferencing.

Sub : Passing of Resolutions at the Second Annual General Meeting ("AGM") of the Unitholders of Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) (the "Data InvIT/Trust") held on Thursday, July 28, 2022 through Video Conferencing ("VC"), which commenced at 11.00 a.m. and concluded at 11.29 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 Data 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 5:00 p.m. IST on Wednesday, July 27, 2022. 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 a.m. IST on Monday, July 25, 2022 till 5:00 p.m. IST on Wednesday, July 27, 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 either in physical form or in dematerialised form as on Friday, July 22, 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. IST on Wednesday, July 27, 2022, the voting portal of NSDL was blocked forthwith.
- (6) 6 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 5:00 p.m. IST on Wednesday, July 27, 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 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, 2022 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").

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
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Public – Non Institutions	Remote e-voting	5,84,00,000	5,84,00,000	100	5,84,00,000	0	100	0
Total		2,60,30,00,000	2,60,04,00,000	99.90	2,60,04,00,000	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, 2022.

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 SEBI InvIT Regulations.

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Item No 3: 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 casted against the resolution by the Unitholders) in terms of Regulation 22 of the SEBI InvIT Regulations.

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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	25,24,00,000	98.98	25,24,00,000	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
Total	2,60,30,00,000	2,60,04,00,000	99.90	2,60,04,00,000	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 Data InvIT.

Thanking You,
Yours faithfully,
For Mayekar & Associates
Practising Company Secretaries
Firm U.I.N - P2005MH007400
U.D.I.N - F007282D000700711

Jatin P. Patil



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

Date: July 28, 2022
Place: Mumbai