

PenBrook Capital Advisors

Date: July 25, 2019

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

Ref: India Infrastructure Trust (Scrip Code: 542543)

Sub: Proceedings of first Annual General Meeting of Unitholders' of India Infrastructure Trust

Dear Sir/Madam,

We, the Investment Manager of India Infrastructure Trust (the "InvIT"), hereby submit the details regarding proceedings and voting results of the business transacted at the first Annual General Meeting of the unitholders of the InvIT ("Unitholders") held today i.e. July 25, 2019 at Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra.

In this regard, we are enclosing the following:

Voting Results as *Annexure I*

Scrutinizer's Report dated July 25, 2019 as *Annexure II*

The meeting commenced at 11:00 a.m. and concluded at 11:45 a.m.

Please take the same on record.

Thanking you.

Yours faithfully,
For India Infrastructure Trust

PenBrook Capital Advisors Private Limited
(as the Investment Manager to India Infrastructure Trust)



Sridhar Rengan
Director
DIN: 03139082



CC: Axis Trustee Services Limited, Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai 400 025, Maharashtra, India

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Annexure I

The details of the proceedings of the meeting of the Unitholders:

Date of the Annual General Meeting of the Unitholders	Thursday, July 25, 2019
Total number of Unitholders on record date	8
No. of Unitholders present in the meeting either in person or through proxy:	6
Sponsor/Investment Manager/Project Manager and their associates/related parties:	1
Public:	5
No. of Unitholders attending the meeting through Video Conferencing:	
Sponsor/Investment Manager/Project Manager and their associates/related parties:	Not Applicable
Public	

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

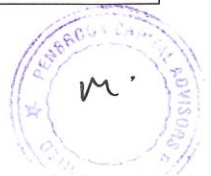
Sr. No.	Agenda	Resolution required	Remarks
1.	To adopt the audited standalone and consolidated financial statements of the Trust as on March 31, 2019.	Resolution to be passed by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by unit holders, so entitled and voting) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.	The resolution was passed unanimously by the Unitholders.
2.	To adopt the valuation report as on March 31, 2019.	Resolution to be 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 Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.	The resolution was passed unanimously by the Unitholders

PenBrook Capital Advisors Private Limited

(Formerly Known as Peninsula Brookfield investment Manager Pvt Ltd.)

1, Peninsula Spenta Mathuradas Mills
Senapati Bapat Marg, Lower Parel
Mumbai 400 013. India

Phone : +91 22 6622 9300
Fax : +91 22 6622 9304
CIN : U74120MH2011PTC224370



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3.	To consider ratification of appointment of statutory auditors for FY 2019-20 and fix their remuneration.	Resolution to be 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 Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.	The resolution was passed unanimously by the Unitholders
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Voting Results of the resolutions mentioned in the notice of Meeting of the Unitholders of India Infrastructure Trust are as follows:

Item No. 1: To adopt the audited standalone and consolidated financial statements of the Trust as on March 31, 2019.

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 Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

Category	Mode of Voting	No. of Units held	No. of votes polled	% of voted polled on outstanding units	No. of voted 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	Physical Ballots	56,88,00,000	56,88,00,000	100	56,88,00,000	0	100	0
Public Institutions	Physical Ballots	8,26,00,000	8,00,00,000	96.85	8,00,00,000	0	100	0
Public – Non Institutions	Physical Ballots	1,26,00,000	1,00,00,000	79.37	1,00,00,000	0	100	0
Total		66,40,00,000	65,88,00,000	99.22	65,88,00,000	0	100	0

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Item No. 2: To adopt the valuation report as on March 31, 2019.

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 Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

Category	Mode of Voting	No. of Units held	No. of votes polled	% of voted polled on outstanding units	No. of voted 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	Physical Ballots	56,88,00,000	56,88,00,000	100	56,88,00,000	0	100	0
Public - Institutions	Physical Ballots	8,26,00,000	8,00,00,000	96.85	8,00,00,000	0	100	0
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Total		66,40,00,000	65,88,00,000	99.22	65,88,00,000	0	100	0

Item No. 3: To consider ratification of appointment of statutory auditors for FY 2019-20 and fix their remuneration.

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 the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

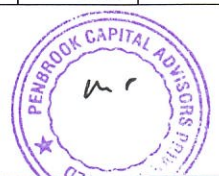
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MAYEKAR & ASSOCIATES

Company Secretaries

Partners
Anil V. Mayekar
Ketki M. Save
Jatin P. Patil

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
PenBrook Capital Advisors Private Limited
(Investment Manager on behalf of India Infrastructure Trust)

1st Annual General Meeting of the Unit holders of India Infrastructure Trust held on Thursday July 25, 2019 at 11.00 AM, at Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai 400 051.

Sub : Passing of Resolutions at the 1st Annual General Meeting ("AGM") of Unit holders (the "Unitholders") of India Infrastructure Trust (the "Trust") held on Thursday, July 25, 2019 at Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai 400051 which commenced at 11:00 a.m. and concluded at 11.45 a.m

Dear Sir,

I, Mr. Jatin Prabhakar Patil, Partner of M/s. Mayekar & Associates, Practising Company Secretaries, Mumbai (Firm U.I.N - P2005MH007400), have been appointed as the Scrutinizer by the InvIT Committee of PenBrook Capital Advisors Private Limited (Investment Manager of India Infrastructure Trust) to ensure that the process of remote voting and physical voting through ballot papers at the first Annual General Meeting ('AGM') of India Infrastructure Trust ('Trust/InvIT') held on Thursday July 25, 2019 at Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai 400051 at 11.00 A.M, on the resolutions contained in the Notice dated June 18, 2019 ('Notice of AGM') for the AGM, placed for the approval of the Unitholders of the InvIT, be carried out 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 unit holders in respect of resolutions contained in the Notice of AGM. My report is based on verification of data provided by Registrar and Transfer agent, and the votes conducted through duly filled and signed physical Ballot Forms submitted by 18:00 hours IST on Tuesday, July 23, 2019 ('remote voting') and physical Ballot voting at the venue of the AGM.

I submit my report as under:

- (1) In order to enable the Unitholders, who are not able to attend the Meeting, the Investment Manager of the Trust had provided remote voting facility to them to exercise their vote



through Ballot Forms (annexed to the Notice) and send their assent or dissent in writing in respect of the resolutions as set out in this Notice of AGM till 18:00 hours IST on Tuesday, July 23, 2019.

- (2) The facility for voting through Ballot Form was also made available at the venue of the AGM and Unitholders attending the AGM who have not already cast their vote earlier through remote voting were able to exercise their voting rights at the meeting.
- (3) The Unitholders who have cast their votes by sending the duly filled and signed Ballot Form prior to the Meeting (through remote voting), were not entitled to cast their vote again.
- (4) For the purpose of voting at the AGM, one ballot box kept for casting of votes was locked in my presence with due identification marks.
- (5) After conclusion of the first AGM, the voting was conducted through physical ballot papers available at the meeting.
- (6) Locked ballot box was subsequently opened in the presence of the Trustee and one Unit holder of the Trust and were taken up by me for scrutiny.
- (7) The ballot forms were reconciled with the records maintained by the Registrar and Transfer Agents of the Trust and the authorisations / proxies lodged with them.
- (8) Thereafter, I as the Scrutinizer duly compiled the details of physical Ballot Forms received till July 23, 2019 (through remote voting) and the voting done at the venue of the AGM.
- (9) No invalid physical ballot papers were found.
- (10) Voting Results of the resolutions mentioned in the notice of Meeting of the Trust are as follows :

Item No 1: To adopt the audited standalone and consolidated financial statements of the trust as on March 31, 2019 (to be passed by simple majority).

Category	Mode of Voting	No. of Units held	No. of votes polled	% of voted 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	Physical ballots	56,88,00,000	56,88,00,000	100	56,88,00,000	0	100	0



related Parties								
Public - Institutions	Physical ballots	8,26,00,000	8,00,00,000	96.85	8,00,00,000	0	100	0
Public — Non Institutions	Physical ballots	1,26,00,000	1,00,00,000	79.37	1,00,00,000	0	100	0
Total		66,40,00,000	65,88,00,000	99.22	65,88,00,000	0	100	0

Item No 2: To adopt the valuation report as on March 31, 2019 (to be passed by simple majority).

Category	Mode of Voting	No. of Units held	No. of votes polled	% of voted 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	Physical ballots	56,88,00,000	56,88,00,000	100	56,88,00,000	0	100	0
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Total		66,40,00,000	65,88,00,000	99.22	65,88,00,000	0	100	0

Item No 3: To consider ratification of appointment of Statutory Auditors and fix their remuneration (to be passed by simple majority).

Category	Mode of Voting	No. of Units held	No. of votes polled	% of voted 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	Physical ballots	56,88,00,000	56,88,00,000	100	56,88,00,000	0	100	0



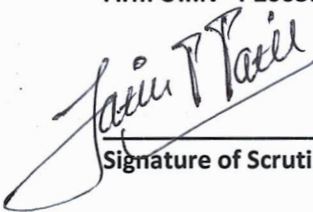
Manager/ Project Manager and their associates related Parties								
Public - Institutions	Physical ballots	8,26,00,000	8,00,00,000	96.85	8,00,00,000	0	100	0
Public - Non Institutions	Physical ballots	1,26,00,000	1,00,00,000	79.37	1,00,00,000	0	100	0
Total		66,40,00,000	65,88,00,000	99.22	65,88,00,000	0	100	

All the Resolutions mentioned in the Notice of AGM as per the details above stand passed with requisite majority as per voting conducted through remote voting and physical ballot voting at the AGM and hence deemed to be passed as on the date of the AGM.

The aforesaid results of voting by Unitholders through remote voting and ballot voting at the first AGM in respect of the above mentioned resolutions may accordingly be declared by the Investment Manager of the INVIT

Thanking You,
Yours faithfully,

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


Signature of Scrutinizer



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

Address : Nidhi Apartment 1 / 51, 5th
Floor, Liberty Garden, Rd
No. 3, Malad (West),
Mumbai – 400 064

Date: July 25, 2019

Place: Mumbai