

INDIA INFRASTRUCTURE TRUST (“TRUST”)

Transcript of the Extra-Ordinary General Meeting for FY 2024-25

Day & Date of meeting	Monday, November 18, 2024
Duration of the meeting	04:30 p.m. to 04:42 p.m.
Venue	Through Video Conferencing

Attendees:

Representatives of following unitholders representing 75.30 % of the unit capital of the Trust:

- Rapid Holdings 2 Pte Limited
- Mr. Sumegh Prafull Modi
- Sumegh P Modi HUF

Directors of EnCap Investment Manager Private Limited (*Formerly known as Brookfield India Infrastructure Manager Private Limited*) (Investment Manager of the Trust) (“EnCap”/“the Company”):

1. Mr. Prateek Shroff - Non-executive Director - *Chairperson appointed at the Meeting*
2. Mr. Akhil Mehrotra - Managing Director
3. Mr. Chaitanya Pande - Independent Director, Chairperson of Nomination and Remuneration Committee
4. Ms. Kavita Venugopal - Independent Director, Chairperson of Audit Committee and Risk Management Committee

In Attendance:

1. Mr. Vikas Prakash - Company Secretary and Compliance Officer

Invitees:

1. Mr. Suchibrata Banerjee - Chief Financial Officer of EnCap
2. Representatives of PIL, Special Purpose Vehicle of the Trust
3. Representative of Axis Trustee Services Limited (*acting in its capacity as Trustee of the Trust*)
4. Representatives of Deloitte Haskins & Sells LLP, Auditor of the Trust
5. Scrutinizer appointed by EnCap

Mr. Vikas Prakash:

I, Vikas Prakash, Compliance Officer, welcome all the unitholders, Directors and invitees to the Extra-Ordinary General Meeting of the India Infrastructure Trust.

I request all the attendees to keep themselves on mute during the proceedings of the meeting. The unitholders will have the opportunity to speak once we open for Q&A Session.

Please be informed that the meeting is being conducted through video conferencing, in compliance with the SEBI circulars issued from time to time and is being recorded.

The notice of this meeting was served electronically to all the unitholders who have registered their email IDs and other stakeholders, and same was also served through courier to unitholders who have not registered their mail IDs or have opted for physical delivery, within the prescribed timelines and is also available on Trust's website i.e. www.pipelineinvit.com

Please be informed that, EnCap Investment Manager Private Limited, Investment Manager of the Trust, has appointed Mr. Jatin Prabhakar Patil, Practicing Company Secretary as the Scrutinizer to scrutinize the entire voting process i.e. remote e-voting and e-voting at the Meeting, in a fair and transparent manner.

The Scrutinizer is present at the meeting, and he will submit his report to the Investment Manager within the prescribed time as mentioned in the EGM Notice.

On the basis of Scrutinizer's Report, the result of the voting will be announced by the Trust on or before Wednesday, November 20, 2024, which will then be submitted to BSE Limited and will also be uploaded on the website of the Trust.

All the Directors of the Investment Manager of Trust, except Mr. Arun Balakrishnan and Mr. Varun Saxena, are present at the Meeting including designated Chairperson of Audit Committee and Risk Management Committee - Ms. Kavita Venugopal, Chairperson of Nomination and Remuneration Committee – Mr. Chaitanya Pande. Representatives of M/s. Deloitte Haskins & Sells LLP, Auditors and Axis Trustee Services Limited, Trustee of the Trust are also attending the Meeting.

The Meeting is being attended by 3 Unitholders and the Trust has received the necessary corporate authorizations from the Unitholders.

I now propose to the Unitholders to appoint Mr. Prateek Shroff, Chairperson of the Investment Manager, as the Chairperson for the meeting and request the unitholders to convey their vote in the chat box by writing "Yes" or "No".

(Basis the consent of Unitholders, Mr. Shroff was appointed as the Chairperson of the Meeting).

I would request Mr. Prateek Shroff to chair the Meeting and commence the proceedings.

Mr. Prateek Shroff: Thank you Vikas.

Thank you and Good Evening everyone. I welcome each one of you to the Extra-ordinary General Meeting of the Unitholders of India Infrastructure Trust.

I confirm that:

- The quorum is present and call the meeting to order.
- All reasonable efforts have been made by the Investment Manager, to enable the Unitholders to participate and vote on the item being considered at the Meeting.
- Facility for remote e-voting was open for the Unitholders till Sunday, November 17, 2024 until 5:00 p.m. and the facility for e-voting at the Meeting is also available for Unitholders.
- Only those Unitholders who have not cast their votes through remote e-voting, are eligible to cast their vote at the Meeting.
- Voting process will be verified and scrutinized by Scrutinizer, who will submit his report to the Chairperson within prescribed time, as mentioned in the EGM Notice.

With the permission of the Unitholders present in the meeting, I take the Notice of the EGM as read.

I request Mr. Vikas Prakash to provide brief on the agenda items being taken up at the Meeting.

Over to you Vikas.

Mr. Vikas Prakash:

Thank you, Prateek.

SEBI vide letter dated September 12, 2024 to all the SEBI registered InvITs has advised to refrain from using the words or expressions such as “India”, “Indian”, “National” or “Bharat” or words which suggest patronage of Government of India in the name of InvIT registered with SEBI.

SEBI has further advised InvITs to take appropriate steps to carry out changes to the name within 3 months from the date of issuance of the said advisory i.e. on or before December 11, 2024.

In light of the above context and to better reflect the sector under which the platform operates, the Board of Directors of the Investment Manager has approved the change of name of the Trust from “India Infrastructure Trust” to “Energy Infrastructure Trust” and to effect corresponding amendments to the Indenture of Trust, subject to the approval of Unitholders of the Trust. The aforesaid proposed name is in line with objectives of the Trust.

Pursuant to Regulation 22(5)(d) of the SEBI InvIT Regulations, EnCap Investment Manager Private Limited, in its capacity as the Investment Manager of the Trust, seeks the approval of the Unitholders to enable the Trust, the Trustee and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid resolution.

Once approved by the unitholders and upon receipt of revised certificate of registration from SEBI, the change of name will be effective from the date of this EGM.

Unitholders are requested to consider and approve the Change of the name of India Infrastructure Trust.

Prateek, over to you.

Mr. Prateek Shroff: Thank you Vikas, for briefing the agenda item.

Unitholders who wish to speak or have any query on the update and agenda item may either post their question in the chat box or click on the “Raise Hand” tab available on the screen.

(No questions/ queries were raised.)

Mr. Prateek Shroff: We are now taking up the following **Special Business** as per the Notice.

Agenda Item No. 1 relating approve change in name of the Trust from ‘India Infrastructure Trust’ to ‘Energy Infrastructure Trust’.

We will now commence the e-voting process for voting at the meeting and would request Mr. Vikas Prakash to brief the unit holders on the voting process.

Mr. Vikas Prakash: Thank you Prateek.

- Link for e-voting is being shared in the chat box (*please click on the message icon on your MS Teams window to access the chat box*). Detailed process for voting is mentioned in the Annexure I to the EGM Notice. (*Vikas to put the link in the chatbox*). The e-voting window will remain open for 15 minutes post conclusion of the EGM.
- E-voting shall be exercised by only those Unitholders who have not exercised their option of remote e-voting earlier.
- In case a Unitholder who has already exercised their vote through remote e-voting also votes at the meeting, his/her votes cast earlier through remote e-voting will be considered.
- You are requested to click on the link and login to your account and on the voting page, cast your vote by selecting "Assent/Dissent" on both the resolutions and verify/modify the number of units for which you wish to cast your vote.
- You are requested to verify all the details before casting the vote and then Click on Submit.
- Multiple representatives attending on behalf of the Unitholder are requested to cast their vote only once.
- Please use the chat box or reach out to the designated numbers mentioned in the notice, in case you require any assistance.

Prateek, the e-voting link has been posted on the chat box and the unitholder will be able to complete the e-voting till 15 minutes from the conclusion of the Meeting.

Mr. Prateek Shroff: Thank you Vikas.

I request all the Unitholders who are present at the meeting and have not exercised their votes through the remote e-Voting facility to cast their votes within 15 minutes from the conclusion of this meeting.

Please note that, on the basis of the Scrutinizer's Report, results of the voting will be announced by the Trust on or before Wednesday, November 20, 2024 and will be submitted to BSE Limited and also uploaded on the website of the Trust.

I now conclude the Meeting. Thank you everyone for your presence at the Meeting and for co-operation and patience during the conduct of this Meeting.

Disclaimer: This transcript has been edited for the purpose of clarity and better reading.