

PenBrook Capital Advisors

Date: August 1, 2019

To
Head – Listing Operations Department,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai 400 001
Maharashtra, India

Ref: India Infrastructure Trust (Scrip Code: 542543)

Sub: Notice of Extra-Ordinary General Meeting of Unitholders of India Infrastructure Trust

Dear Sir/Madam,

Please note that an extra-ordinary general meeting of the unitholders of India Infrastructure Trust will be held on Friday, August 23, 2019 to consider and discuss the following agenda items, *inter-alia*:

1. **To consider ratification of appointment of Valuer and fix their remuneration**
2. **Approving the proposed amendments to the Trust Deed of India Infrastructure Trust (The “Invit”) dated November 22, 2018.**

The notice to the Unitholders is enclosed.

Please take the same on record.

Thanking you.

Yours faithfully,

For India Infrastructure Trust
PenBrook Capital Advisors Private Limited
(acting in its capacity as the Investment Manager to India Infrastructure Trust)



Sridhar Rengan
Director

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

India Infrastructure Trust

NOTICE IS HEREBY GIVEN that the Extra-ordinary General Meeting (“EGM”) of the Unitholders (the “Unitholders”) of India Infrastructure Trust (the “Trust”) will be held on Friday, August 23, 2019 at 11:00 a.m. at Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India to transact the following business:

ITEM NO 1:

To consider ratification of appointment of Valuer and fix their remuneration

To consider and, if thought fit, to pass with or without modification(s), the following resolution by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“InvIT Regulations”).

“Resolved that pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circular issued thereunder and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), the appointment of M/s. BDO Valuation Advisory LLP as the Valuer of India Infrastructure Trust for the financial year 2019-20, who have confirmed their eligibility to be appointed as the Valuer, in terms of provisions of the InvIT Regulations be and is hereby ratified.

Resolved further that the Investment Manager be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Valuer.”

ITEM NO 2:

Approving the proposed amendments to the Trust Deed of India Infrastructure Trust dated November 22, 2018

To consider and, if thought fit, to pass with or without modification(s), the following 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) by the Unitholders in terms of Regulation 22 of the InvIT Regulations, as amended:

“Resolved that, approval of the Unitholders holding units comprising an undivided beneficial interest (the “Units”) of India Infrastructure Trust (“the Trust”) be and is hereby accorded for the execution, delivery and performance of the following amendment proposed to be made to the Trust Deed dated November 22, 2018 and as amended on April 24, 2019, executed among the settlor of the Trust, Rapid Holdings 2 Pte. Ltd. (the “Sponsor”) and Axis Trustee Services Limited (the “Trustee”) in respect of the establishment of the Trust (“Amended Trust Deed”) in the form tabled before the meeting.

Amendment to Clause 9.1.9 of the Trust Deed

Current clause:

“9.1.9. The Trustee shall, subject to Applicable Law and restrictions under the InvIT Documents and on receipt of advice from the Investment Manager, have the power to borrow monies and offer such security as it may deem fit, for the purpose of making such borrowing.”

Replaced clause:

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“The Trustee shall, subject to Applicable Law and restrictions under the InvIT Documents and on receipt of advice from the Investment Manager, have the power to borrow monies and offer such security as it may deem fit, for the purpose of making such borrowing. Further the Trustee shall have the power to create charge, security interest and/or lien over any or all of the assets of the Trust (both present and future), to secure and guarantee the performance or any obligations of its subsidiaries or SPVs or other third parties as it may deem fit.”

Resolved further that PenBrook Capital Advisors Private Limited (the “**Investment Manager**”), and such other person(s) as it may authorize, be and is hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to the execution of the Amended Trust Deed and for giving effect to the above resolution and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

For **India Infrastructure Trust**

By Order of the InvIT Committee of the Board

Penbrook Capital Advisors Private Limited

(acting in its capacity as the Investment Manager to India Infrastructure Trust)

Sd/-

Sridhar Rengan

Director

DIN: 03139082

Date: July 29, 2019

Place: Mumbai

Principle Place of Business and Contact Details of the Trust:

Unit 804, 8th Floor

A Wing, One BKC

Bandra Kurla Complex, Bandra East

Mumbai - 400 051, Maharashtra, India

SEBI Registration Number: IN/InvIT/18-19/0008

Tel: +91 22 6600 0700

Fax: +91 22 6600 0777

Website: www.indinfratrust.com

Email Id: compliance@pipelineinfra.com

Registered Office and Contact Details of Investment Manager:

Peninsula Spenta, Mathuradas Mills Compound

Senapati Bapat Marg, Lower Parel

Mumbai - 400 013, Maharashtra

Tel: +91 22 6600 0700

Fax: +91 22 6600 0777

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NOTES

1. A Unitholder entitled to attend and vote at the unitholders' meeting is entitled to appoint a proxy to attend and vote in the meeting, and such proxy need not be a Unitholder of the trust.
2. The instrument appointing the proxy must be deposited at the principal place of business of India Infrastructure Trust (the "Trust") not less than 48 hours before the commencement of the Meeting.
3. Relevant documents referred to in the accompanying notice are open for inspection by the Unitholders at the registered office/principal place of business of the Trust on all working days (i.e. all days except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. upto the date of the meeting. The aforesaid documents will also be available for inspection by Unitholders at the meeting.
4. Unitholders (such as companies or body corporates) intending to send their authorized representative(s) to attend the meeting are requested to send to the principal place of business of the Trust, a certified true copy of the relevant board resolution/power of attorney, together with the specimen signature(s) of the representatives authorized under the said board resolution/power of attorney to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
6. Unitholders are requested to address all correspondence, including distribution matters, to the Registrar and Unit Transfer Agent of the Trust, M/s. Karvy Fintech Private Limited (Unit: India Infrastructure Trust), Karvy Seenium Tower B, Plot No 31-32 Financial District, Nankramguda, Serilingampally Hyderabad Rangareddi, Telangana - 500 032, India or write to the Investment Manager at compliance@pipelineinfra.com.
7. Unitholders may also vote via the Ballot Form attached along with this notice.
8. In order to enable the Unitholders, who are not able to attend the Meeting, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is annexed. Unitholders may vote via the Ballot Form. A Unitholder desiring to exercise vote by Ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Mr. Jatin Prabhakar Patil, Partner, Mayekar & Associates (Firm U.I.N - P2005MH007400), Practicing Company Secretaries at Nidhi Apartment 1/51, Liberty Garden Road No. 3, Malad (West), Mumbai – 400 064, or the Investment Manager so as to reach him or the Investment Manager, on or before Wednesday, August 21, 2019 by 18:00 hours IST.
9. The facility for voting through Ballot Form shall also be made available at the Meeting and Unitholders attending the Meeting who have not already cast their vote earlier through Ballot Form shall be able to exercise their voting right at the Meeting. The Unitholders who have cast their votes by sending the duly filled and signed Ballot Form to the Scrutinizer prior to the Meeting, may also attend the Meeting but shall not be entitled to cast their vote again.
10. The InvIT Committee of the Investment Manager has appointed Mr. Jatin Prabhakar Patil (FCS – 7282 / COP - 7954), Partner, Mayekar & Associates, Practicing Company Secretaries (Firm U.I.N - P2005MH007400) as the Scrutinizer to scrutinize the ballot voting process in a fair and transparent manner.
11. Unitholders desiring to exercise their vote by the Ballot Form are requested to carefully read the instructions printed in the Ballot Form and return the Ballot Form duly completed and signed to the

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Scrutinizer so that it reaches the Scrutinizer or the Trust (not later than the close of the working hours – 18:00 hours IST) on Wednesday, August 21, 2019. If any ballot form is received after 18:00 hours IST on Wednesday, August 21, 2019, it will be considered that no reply from the unitholder has been received.

12. The Scrutinizer will, immediately after the conclusion of voting at the Extra-ordinary General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through physical ballot received from the Unitholders till Wednesday, August 21, 2019 submit his report to the Investment Manager.
13. The result of the voting will be announced by any director or officer of the Investment Manager duly authorized in this regard and will also be displayed on the website of the Trust www.indinfratrust.com, besides being communicated to the stock exchange.
14. Unitholders are requested to send their queries, if any, to PenBrook Capital Advisors Private Limited (the “**Investment Manager**”) at least 10 days prior to the Meeting to enable the Investment Manager to provide the required information.
15. Unitholders holding units as on Friday, July 26, 2019 are entitled to receive this Notice and cast their vote via the Ballot Form attached with this notice.
16. The Securities and Exchange Board of India (the “SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.
17. Unitholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars etc. from the Investment Manager, on behalf of the Trust, electronically.

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EXPLANATORY STATEMENTS

The following statements set out the material facts and reasons for the proposed resolutions stated in the accompanying notice above:

ITEM NO. 1

To consider ratification of appointment of Valuer and fix their remuneration

The InvIT Committee of the Board of Directors of PenBrook Capital Advisors Private Limited, acting in its capacity as Investment Manager to India Infrastructure Trust ("the Trust"), in its meeting held on July 29, 2019 has appointed M/s. BDO Valuation Advisory LLP as the Valuer of the Trust for the financial year 2019-20 at such remuneration as may be fixed by the Investment Manager.

The resolution contained in Item no. 1 of the accompanying Notice, seeks the approval of the Unitholders to ratify the appointment of Valuer made by the InvIT Committee and to authorize the Investment Manager to fix their remuneration and other terms of appointment.

The Investment Manager recommends the resolution as set out in Item No. 1 of this Notice for approval of the Unitholders.

ITEM NO. 2

Approving the proposed amendments to the Trust Deed of India Infrastructure Trust dated November 22, 2018

Attention of Unitholders is drawn to the Trust Deed dated November 22, 2018 executed between the settlor of the Trust, Rapid Holdings 2 Pte. Ltd. (the "Sponsor") and Axis Trustee Services Limited (the "Trustee") in respect of the establishment of the Trust (the "Trust Deed") and subsequent amendment to the Trust Deed dated April 24, 2019. The Trust Deed is proposed to be further amended so as to permit the Trust to create security on its assets for the purpose of securing obligations of its subsidiaries or SPVs or other third parties.

Specifically, the changes proposed to be made to the Trust Deed are as follows:

Amendment to Clause 9.1.9 of the Trust Deed

Current clause:

"9.1.9. The Trustee shall, subject to Applicable Law and restrictions under the InvIT Documents and on receipt of advice from the Investment Manager, have the power to borrow monies and offer such security as it may deem fit, for the purpose of making such borrowing."

Replaced clause:

"The Trustee shall, subject to Applicable Law and restrictions under the InvIT Documents and on receipt of advice from the Investment Manager, have the power to borrow monies and offer such security as it may deem fit, for the purpose of making such borrowing. Further the Trustee shall have the power to create charge, security interest and/or lien over any or all of the assets of the Trust (both present and future), to secure and guarantee the performance or any obligations of its subsidiaries or SPVs or other third parties as it may deem fit."

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Draft of the amended Trust Deed is open for inspection by the Unitholders at the principal place of business of the India infrastructure Trust (the 'Trust') on all working days (i.e. all days except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of the meeting. The aforesaid documents will also be available for inspection by Unitholders at the meeting.

The resolution contained in Item no. 2 of the accompanying Notice, seeks the approval of the Unitholders so as to enable the Trust and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid resolution.

The Investment Manager recommends the resolution as set out in Item No. 2 of this Notice for approval of the Unitholders.

For India Infrastructure Trust

By Order of the InvIT Committee of the Board

Penbrook Capital Advisors Private Limited

(acting in its capacity as the Investment Manager to India Infrastructure Trust)

Sd/-

Sridhar Rengan

Director

DIN: 03139082

Date: July 29, 2019

Place: Mumbai

Principle Place of Business and Contact Details of the Trust:

Unit 804, 8th Floor

A Wing, One BKC

Bandra Kurla Complex, Bandra East

Mumbai - 400 051, Maharashtra, India

SEBI Registration Number: IN/InvIT/18-19/0008

Tel: +91 22 6600 0700

Fax: +91 22 6600 0777

Website: www.indinfratrust.com

Email Id: compliance@pipelineinfra.com

Registered Office and Contact Details of Investment Manager:

Peninsula Spenta, Mathuradas Mills Compound

Senapati Bapat Marg, Lower Parel

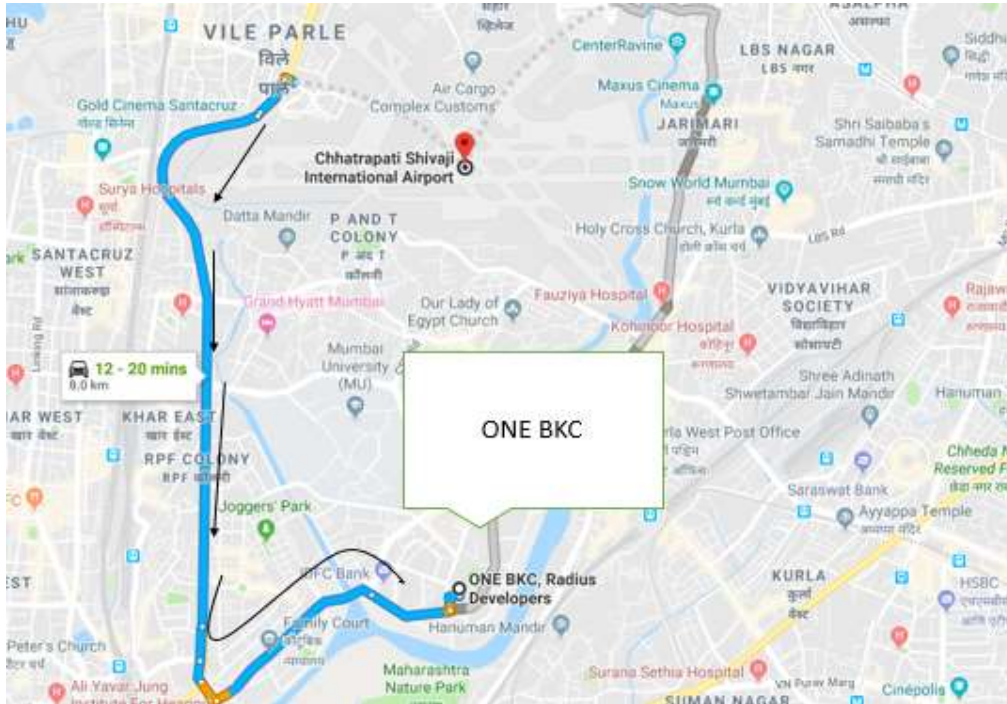
Mumbai - 400 013, Maharashtra

Tel: +91 22 6600 0700

Fax: +91 22 6600 0777

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Route Map to the Venue of the Meeting



India Infrastructure Trust

ATTENDANCE SLIP

India Infrastructure Trust

SEBI Registration Number: IN/InvIT/18-19/0008

Principal Place of Business: Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400 051

Extra-Ordinary General Meeting to be held on Friday, August 23, 2019 at 11:00 a.m. at Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400 051

DP ID	
Client ID	
Registered Folio No.	
No. of Units held	

I, _____, certify that I am a registered Unitholder/Proxy for the registered Unitholder of India Infrastructure Trust.

I, hereby record my presence at the Extra-Ordinary General Meeting of the Unitholders of India Infrastructure Trust, to be held on Friday, August 23, 2019 at 11:00 a.m. at Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai 400 051.

Signature of the Unitholder(s)

Signature of the Proxy

Note: Please fill the Attendance slip and hand it over at the entrance of the Meeting Hall.

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PROXY FORM

India Infrastructure Trust

(An irrevocable trust set up under the Indian Trusts Act, 1882 and registered as an Infrastructure Investment Trust with the Securities and Exchange Board of India)

SEBI Registration No.: IN/InvIT/18-19/0008

Principal Place of Business : Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai – 400 051

Name of the Unitholder(s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

We, being the Unitholder (s) of _____ units of the above named Trust, hereby appoint:

1. Name: _____

Address: _____

E-mail Id: _____, or failing him

2. Name: _____

Address: _____

E-mail Id: _____, or failing him

3. Name: _____

Address: _____

E-mail Id: _____

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary general meeting of the Unitholders' of India Infrastructure Trust, to be held on Friday, August 23, 2019 at 11:00 a.m. at Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai 400 051 and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Resolution	For	Against
1.	To consider ratification of appointment of Valuer and fix their remuneration		
2.	Approving the proposed amendments to the Trust Deed of India Infrastructure Trust dated November 22, 2018		

Signed this _____ day of _____ 2019

Affix one Rupee
Revenue Stamp

Signature of Unitholder: _____

Signature of Proxy: _____

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Principal place of business of the Trust not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a unitholder of the Trust.
3. This is only optional. Please put an 'X' in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a unitholder from attending the meeting in person if he/she so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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SEBI Registration Number: IN/InvIT/18-19/0008

Principal Place of Business: Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400 051

Extra-Ordinary General Meeting to be held on Friday, August 23, 2019 at 11:00 a.m. at Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400 051

BALLOT FORM

S No	Particulars	Details
1.	Name of the Unit Holder (In block letters)	
2.	Registered Address	
3.	Client ID	
4.	DP ID	
5.	E-mail Address	
6.	Number of Units	

I hereby exercise my vote in respect of the following resolutions to be passed for the business stated in the Notice of the Extra-Ordinary General Meeting of India Infrastructure Trust enumerated below by conveying my assent or dissent to the said resolution by placing a tick (✓) in the appropriate box below:

No	Item Name	No. of Units held by me	I assent to the resolution	I dissent from the resolution
1.	To consider ratification of appointment of Valuer and fix their remuneration			
2.	Approving the proposed amendments to the Trust Deed of India Infrastructure Trust dated November 22, 2018			

Place:

Date:

(Signature of the unitholder)

Name: _____

Notes:

1. Please read the instructions printed overleaf carefully before filling this Form, please refer to the instructions for voting provided in the Notice sent herewith.
2. The last date for the receipt of Ballot Forms by the Scrutinizer is Wednesday, August 21, 2019 at 18:00 Hours IST.

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Instructions:

1. A Unitholder desiring to exercise vote by ballot may complete this Ballot Form and send it to the Scrutinizer at Nidhi Apartment 1/51, Liberty Garden Road No. 3, Malad (West), Mumbai – 400 064, or to the principal place of business of the Trust.
2. This form should be completed and signed by the Unitholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Trust) by the first named Unitholder and in his / her absence, by the next named Unitholder.
3. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'.
4. The votes of a Unitholder will be considered invalid on any of the following grounds:
 - a. if the Ballot Form has not been signed by or on behalf of the Unitholder;
 - b. if the Unitholder's signature does not tally;
 - c. if the Unitholder has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Units voted for 'Assent' and 'Dissent' exceeds total number of Units held;
 - d. if the Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the unitholder or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - e. if the form other than the one issued by the Trust is used.
5. Duly completed Ballot Forms should reach the Scrutinizer on or before Wednesday, August 21, 2019 at 18:00 Hours IST. If any Ballot Form is received after this date, it will be considered that no reply from such Unitholder has been received.
6. A Unitholder may request for a duplicate Ballot Form, if so required. However, the duly filled in duplicate Ballot Form should reach the Scrutinizer no later than the date specified in point 5 above.
7. Institutional unitholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote to the Scrutinizer by e-mail to jatin@csmayekar.com or send physical copies together with the ballot form at Nidhi Apartment 1/51, Liberty Garden Road No. 3, Malad (West), Mumbai – 400 064, or the Investment Manager. Unitholders are requested NOT to send any other paper along with the Ballot Form as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Investment Manager/Trust would not be able to act on the same.
8. The facility for voting through Ballot Form shall also be made available at the meeting and Unitholders attending the meeting who have not already cast their vote earlier through Ballot Form shall be able to exercise their voting right at the meeting. The Unitholders who have cast their votes by sending the duly filled and signed Ballot Form to the Scrutinizer prior to the meeting, may also attend the meeting but shall not be entitled to cast their vote again.
9. Voting rights shall be reckoned on the paid up value of the units registered in the name of the unitholder on the cut-off date, i.e. Friday, July 26, 2019.
10. The Scrutinizer's decision on the validity of the ballot shall be final.
11. Only a unitholder entitled to vote is entitled to fill in the Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as an intimation only