

PenBrook Capital Advisors

Date: April 16, 2019

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

Ref: Name: India Infrastructure Trust (Scrip Code: 542543)
Sub: Proceedings of Unitholders' Meeting 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 Extraordinary General Meeting of the unitholders of the InvIT ("**Unitholders**") held on April 16, 2019 at 10:30 a.m. at Unit 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India in furtherance of the notice to the Unitholders dated March 25, 2019.

The meeting commenced at 10:30 a.m. and concluded at 11:00 a.m.

Please take the same on record.

Thanking you.

Yours faithfully,
For India Infrastructure Trust
By Order of the InvIT Committee
PenBrook Capital Advisors Private Limited
(as the Investment Manager to India Infrastructure Trust)



Prashant Sagwekar
Compliance Officer



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

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

Date of the Extraordinary General Meeting of the Unitholders	Tuesday, April 16, 2019
Total number of Unitholders on record date	8
No. of Unitholders present in the meeting either in person or through proxy:	4
Sponsor/Investment Manager/Project Manager and their associates/related parties:	1
Public:	3
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.	Approving the proposed amendments to the Trust Deed of India Infrastructure Trust (the "InvIT") dated November 22, 2018	Resolution to be passed by special majority (<i>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</i>) in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended	The resolution was passed unanimously by the Unitholders.
2.	Authorization for proposed funding of Pipeline Infrastructure Private Limited ("PIPL") by External Lenders	Resolution by way of special majority (<i>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</i>) in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended	The resolution was passed unanimously by the Unitholders
3.	Approval for proposed conversion of Pipeline Infrastructure Private Limited owned by the InvIT from	Resolution by way of special majority (<i>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</i>)	The resolution was passed unanimously by the Unitholders

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CIN : U74120MH2011PTC224370



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	Private Company to a Public Company	cast against the resolution) in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended	
4.	Approval for proposed amendments to transaction documents (in line with the terms of the funding of Pipeline Infrastructure Private Limited by external lenders)	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	The resolution was passed unanimously by the Unitholders

Voting Results of the resolutions mentioned in the notice of Meeting of the Unitholders of India Infrastructure Trust are as follows:

Item No. 1: Approving the proposed amendments to the Trust Deed of India Infrastructure Trust (the "InvIT") dated November 22, 2018

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.

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	6,00,00,000	72.64	6,00,00,000	0	100	0
Public - Non Institutions	Physical Ballots	1,26,00,000	Nil	Nil	Nil	Nil	Nil	Nil
Total		66,40,00,000	62,88,00,000	94.70	62,88,00,000	0	100	0

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Item No. 2: Authorization for proposed funding of Pipeline Infrastructure Private Limited ("PIPL") by External Lenders

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.

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	6,00,00,000	72.64	6,00,00,000	0	100	0
Public – Non Institutions	Physical Ballots	1,26,00,000	Nil	Nil	Nil	Nil	Nil	Nil
Total		66,40,00,000	62,88,00,000	94.70	62,88,00,000	0	100	0

Item No. 3: Approval for proposed conversion of Pipeline Infrastructure Private Limited owned by the InvIT from Private Company to a Public Company.

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.

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	6,00,00,000	72.64	6,00,00,000	0	100	0

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Public – Non Institutions	Physical Ballots	1,26,00,000	Nil	Nil	Nil	Nil	Nil	Nil
Total		66,40,00,000	62,88,00,000	94.70	62,88,00,000	0	100	0

Item No. 4: Approval for proposed amendments to transaction documents (in line with the terms of the funding of Pipeline Infrastructure Private Limited by external lenders)

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.

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	6,00,00,000	72.64	6,00,00,000	0	100	0
Public – Non Institutions	Physical Ballots	1,26,00,000	Nil	Nil	Nil	Nil	Nil	Nil
Total		66,40,00,000	62,88,00,000	94.70	62,88,00,000	0	100	0



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