



ATSL/CO/19-20/4610
September 30, 2019

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

Sub.: Proceedings of Extra-ordinary General Meeting of the unitholders of India Infrastructure Trust held on September 30, 2019

Ref.: Scrip Code: 542543

Dear Sir/Madam,

We, the Trustee to India Infrastructure Trust ("InvIT"), hereby submit the details regarding proceedings and voting results of the business transacted at the Extra-ordinary General Meeting of the unitholders of the InvIT held on Monday, September 30, 2019 at 11.00 a.m. at Unit No. 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 September 6, 2019.

The meeting commenced at 11:00 a.m. and concluded at 11.55 a.m.

Please take the same on record.

Thanking you.

Yours faithfully,
For **India Infrastructure Trust**
Axis Trustee Services Limited
(acting in its capacity as the Trustee to India Infrastructure Trust)


Makarand Kulkarni
Deputy General Manager



AXIS TRUSTEE SERVICES LTD.

(A wholly owned subsidiary of Axis Bank)

Corporate Identity Number (CIN): U74999MH2008PLC182264

MSME UAN: MH19EO033585

REGISTERED OFFICE: Axis House, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

CORPORATE OFFICE: Axis Trustee Services Limited | The Ruby | 2nd Floor | SW | 29 Senapati Bapat Marg | Dadar West | Mumbai- 400 028

Tel. No.: 022 6230 0451 • Website: www.axistrustee.com

**Details of proceedings of the Extra-ordinary General Meeting of the unitholders
of India Infrastructure Trust ("EGM")**

Date of the Extra-ordinary General Meeting of the unitholders	Monday, September 30, 2019
Total number of unitholders on record date	9
No. of Unitholders present in the meeting either in person or through proxy:	5
Sponsor/Investment Manager/Project Manager and their associates/related parties:	1
Public:	4
No. of Unitholders attending the meeting through Video Conferencing:	Not Applicable
Sponsor/Investment Manager/Project Manager and their associates/related parties:	
Public:	

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 ("InvIT Regulations")	Remarks
1.	To consider and approve change in Investment Manager of India Infrastructure Trust	Resolution to be passed by 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 Regulation 22 of the InvIT Regulations.	The resolution was passed unanimously by the unitholders.
2.	To consider and approve the amendment to the Trust Deed of India Infrastructure Trust	Resolution to be passed by 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 Regulation 22 of the InvIT Regulations.	The resolution was passed unanimously by the unitholders.



Voting Results of the resolutions mentioned in the notice of the EGM

Item No. 1: To consider and approve change in Investment Manager of India Infrastructure Trust

Resolution passed 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 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*	-	56,88,00,000	0	0	0	0	0	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	9,00,00,000	13.55	9,00,00,000	0	100	0

* Sponsor of the Trust, holding 85.66% of the total unit holding, being interested in the resolution did not cast its votes

Item No. 2: To consider and approve the amendment to the Trust Deed of India Infrastructure Trust

Resolution passed 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 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





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,
Axis Trustee Services Limited
Regd.office – Axis House, Wadia International Centre,
Pandurang Budhkar Marg, Worli,
Mumbai – 400025.

Extra-ordinary General Meeting of the Unit holders of India Infrastructure Trust held on Monday, September 30, 2019 at 11.00 AM, at Unit No. 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400 051.

Sub : Passing of Resolutions at the Extra-ordinary General Meeting ("EGM") of Unit holders (the "Unitholders") of India Infrastructure Trust (the "Trust") held on Monday, September 30, 2019 at Unit No. 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400 051 which commenced at 11:00 a.m. and concluded at 11.55 a.m.

Dear Sir,

I, Mr. Jatin Prabhakar Patil, Partner of M/s. Mayekar & Associates, Practicing Company Secretaries, Mumbai (Firm U.I.N - P2005MH007400), has been appointed as the Scrutinizer by the Axis Trustee Services Limited (Trustee of the Trust), to conduct and scrutinize the ballot voting process for the EGM of 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 unit holders in respect of resolutions contained in the Notice of EGM. My report is based on verification of data provided by Registrar and Transfer Agent ("RTA") and the votes casted through duly filled and signed physical Ballot Forms submitted by 18:00 hours IST on Friday, September 27, 2019 ('remote voting') and physical ballot voting at the venue of the EGM.

I submit my report as under:

- (1) In order to enable the Unitholders, who are not able to attend the Meeting, remote voting facility was provided 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 EGM till 18:00 hours IST on Friday, September 27, 2019.
- (2) The facility for voting through Ballot Form was also made available at the venue of the EGM and Unitholders attending the EGM 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 eligible to cast their vote again.
- (4) For the purpose of voting at the EGM, one ballot box kept for casting of votes was locked in my presence with due identification marks.



- (5) After conclusion of the EGM, first the voting was conducted through physical Ballot Forms available at the meeting.
- (6) Locked ballot box was subsequently opened in the presence of the Trustee and the representative of RTA of the Trust and was taken up by me for scrutiny.
- (7) The Ballot Forms were reconciled with the records maintained by the RTA of the Trust and the authorisations / proxies lodged with them.
- (8) Thereafter, I, as the Scrutinizer, duly compiled the details of Ballot Forms received till September 27, 2019 (through remote voting) and the voting done at the venue of the EGM.
- (9) No invalid Ballot Forms were found.
- (10) Voting Results of the resolutions mentioned in the notice of EGM of the Trust are as follows :

Item No 1: To consider and approve change in Investment Manager of India Infrastructure Trust (to be passed by special 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	-	56,88,00,000	0	0	0	0	0	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	9,00,00,000	13.55	9,00,00,000	0	100	0



Item No 2: To consider and approve the amendment to the Trust Deed of India Infrastructure Trust (to be passed by special majority).

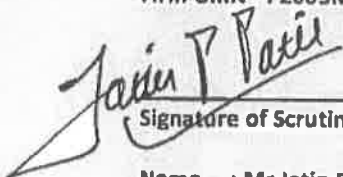
Category	Mode of Voting	No. of Units held	No. of votes polled	% of voted polled on outstanding units	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes Against on votes polled
Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Physical ballots	56,88,00,000	56,88,00,000	100	56,88,00,000	0	100	0
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

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

The aforesaid results of voting by Unitholders through remote voting and ballot voting at the EGM in respect of the above mentioned resolutions may accordingly be declared by the Trustee of the Trust.

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: September 30, 2019
Place: Mumbai