

WIP (INDIA) PRIVATE LIMITED

CIN: U67190MH2010PTC202800

Registered Office: Unit No. 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra, India | Tel No.: +91 22 6600 0700 | Fax No.: +91 22 6600 0777 | Email: compliance@pipelineinfra.com

September 25, 2020

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

Sub: Proceedings of Second Annual General Meeting of unitholders of India Infrastructure Trust held on September 25, 2020

Ref: India Infrastructure Trust (Scrip Code: 542543)

Dear Sir/Madam,

We, the Investment Manager of India Infrastructure Trust ("Trust"), hereby submit the details regarding proceedings and voting results of the business transacted at the Second Annual General Meeting of the unitholders of the Trust held today i.e. September 25, 2020, through video conferencing, in compliance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and SEBI circulars issued thereunder.

In this regard, we are enclosing the following:

- a) Proceedings and Voting Results as *Annexure I*
- b) Scrutinizer's Report dated September 25, 2020 as *Annexure II*

The meeting commenced at 11:00 a.m. and concluded at 11:26 a.m.

Please take the same on record.

Thanking you.

Yours faithfully,

For India Infrastructure Trust

WIP (India) Private Limited

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

Neha Jalan

Neha Jalan
Compliance Officer



CC: Axis Trustee Services Limited ("Trustee of the Trust")
Axis House, Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg, Worli,
Mumbai - 400 025, Maharashtra, India

Encl.: a/a.

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Annexure I

Details of the proceedings of the Second Annual General Meeting of the unitholders of India Infrastructure Trust

Date of the Annual General Meeting of the unitholders	Friday, September 25, 2020
Total number of unitholders on record date	9
No. of unitholders present through video conferencing	6
Sponsor/Investment Manager/Project Manager and their associates/ related parties:	1
Public:	5

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 information for the financial year ended March 31, 2020 together with the Report of Investment Manager and Auditors thereon.	Resolution to be passed by way of simple majority (<i>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</i>) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("SEBI InvIT Regulations")	The resolution was unanimously passed by the unitholders.
2.	To adopt the valuation report of the assets of the trust for the financial year ended March 31, 2020.	Resolution to be passed by way of simple majority (<i>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</i>) in terms of Regulation 22 of the SEBI InvIT Regulations.	The resolution was unanimously passed by the unitholders.
3.	To consider and appoint Auditors of the Trust for the financial year 2020-21 and fix their remuneration	Resolution to be passed by way of simple majority (<i>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</i>) in terms of Regulation 13 & 22 of the SEBI InvIT Regulations.	The resolution was unanimously passed by the unitholders.

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Sr. No.	Agenda	Resolution required	Remarks
4.	To consider and appoint Valuer of the Trust for the financial year 2020-21 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 10 (6) & 22 of the SEBI InvIT Regulations.	The resolution was unanimously passed by the unitholders.

Voting Results of the resolutions mentioned in the notice of Second Annual General Meeting of the unitholders of India Infrastructure Trust

Item No. 1: To consider and adopt the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2020 together with the Report of Investment Manager and Auditors thereon

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 votes 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	Remote e-voting	56,88,00,000	56,88,00,000	100	56,88,00,000	0	100	0
Public - Institutions	Remote e-voting and e-voting at the AGM	9,26,00,000	8,54,67,760	92.30	8,54,67,760	0	100	0
Public - Non Institutions	Remote e-voting	26,00,000	20,00,000	76.92	20,00,000	0	100	0
Total		66,40,00,000	65,62,67,760	98.84	65,62,67,760	0	100	0

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Item No. 2: To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2020

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.

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Total		66,40,00,000	65,62,67,760	98.84	65,62,67,760	0	100	0

Item No. 3: To consider and appoint Auditors of the Trust for the financial year 2020-21 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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Item No. 4: To consider and appoint Valuer of the Trust for the financial year 2020-21 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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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
WIP (India) Private Limited
(acting in its capacity as the Investment Manager to India Infrastructure Trust)

Second Annual General Meeting of the Unitholders of India Infrastructure Trust held on Friday, September 25, 2020 at 11.00 a.m. through Video Conferencing.

Sub : Passing of Resolutions at the Second Annual General Meeting ("AGM") of the Unit holders of India Infrastructure Trust (the "Trust/InvIT") held on Friday, September 25, 2020 through Video Conferencing ("VC"), which commenced at 11:00 a.m. and concluded at 11.26 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 WIP (India) Private Limited ("**WIP**") (acting in its capacity as the Investment Manager to India Infrastructure Trust) to scrutinize the entire voting process i.e. remote e-voting and e-voting at the AGM of the 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 AGM. My report is based on verification of the votes received through remote e-voting by 18:00 hours IST on Tuesday, September 22, 2020 and the e-voting conducted at the AGM.

I submit my report as under:

- (1) Remote e-voting facility was provided to the Unitholders to exercise their vote in respect of the resolutions as set out in the Notice of AGM till 18:00 hours IST on Tuesday, September 22, 2020.
- (2) The facility for e-voting through other electronic means was also made available to the Unitholders present at the AGM who had not cast their vote earlier.
- (3) Voting rights were reckoned on the paid-up value of the units registered in the name of the Unitholder on the cut-off date i.e. Friday, August 28, 2020.

- (4) After conclusion of the AGM, the votes received till 18:00 hours IST on Tuesday, September 22, 2020 through remote e-voting and through e-voting at the meeting were reconciled with the details of unitholders as per the Beneficiary Position as on the cut-off date obtained from the Registrar and Transfer Agents of the Trust.
- (5) No invalid votes were received through remote e-voting.
- (6) I now submit my consolidated report as under on the Voting Results of the resolutions mentioned in the notice of AGM of the Trust :

Item No 1: To consider and adopt the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2020 together with the Report of Investment Manager and Auditors thereon.

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.

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Item No 3: To consider and appoint Auditors of the Trust for the financial year 2020-21 and fix their remuneration.

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Sponsors/ Investment Manager/	Remote e-voting	56,88,00,000	56,88,00,000	100	56,88,00,000	0	100	0

Project Manager and their associates related Parties								
Public Institutions -	Remote e-voting and e-voting at the AGM	9,26,00,000	8,54,67,760	92.30	8,54,67,760	0	100	0
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Total		66,40,00,000	65,62,67,760	98.84	65,62,67,760	0	100	0

All the Resolutions mentioned in the Notice of AGM as per the details above stands unanimously approved as per voting conducted through remote e-voting and e-voting at the AGM and hence deemed to be passed as on the date of the AGM.

The aforesaid result of voting by Unitholders through remote e-voting and e-voting at 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
U.D.I.N - F007282B000775885**

Jatin P. Patil



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 25, 2020

Place: Mumbai