

INDIA INFRASTRUCTURE TRUST

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

Principal Place of Business: Unit No. 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra, India; Tel: +91 22 6600 0700; Fax: +91 22 6600 0777

Email: compliance@pipelineinfra.com; Website: www.indinfratrust.com

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

Notice is hereby given that the Third Annual General Meeting (“AGM”) of the Unitholders (“Unitholders”) of India Infrastructure Trust (“Trust”) will be held on Thursday, August 26, 2021, at 11:00 a.m., through Video Conferencing (“VC”), to transact the following businesses:

ORDINARY BUSINESS

Item no. 1: To consider and adopt the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2021 together with the Report of Investment Manager and Auditors thereon

To consider and adopt Annual Audited Standalone and Consolidated Financial Information of the Trust for the period ended March 31, 2021 and the report of the Auditors thereon, along with the report of the Investment Manager 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 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 (“SEBI InvIT Regulations”):

“**Resolved that** pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with circulars and guidelines issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the Audited Standalone Financial Information of India Infrastructure Trust (“Trust”) for the financial year ended March 31, 2021 together with the Report of the Investment Manager of the Trust and Report of Auditors thereon, be and are hereby received, approved and adopted.

Resolved further that the Audited Consolidated Financial Information of the Trust for the financial year ended March 31, 2021 together with the Report of Auditors thereon, be and are hereby received, approved and adopted.”

Item no. 2: To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2021

To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended on March 31, 2021 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 by unit holders, so entitled and voting) in terms of regulation 22 of SEBI InvIT Regulations:

“**Resolved that** pursuant to the provisions of regulations 13, 21, 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with circulars and guidelines issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the Valuation Report dated May 26, 2021 for the assets of India Infrastructure Trust (“Trust”) for the financial year ended March 31, 2021, issued by M/s. BDO Valuation Advisory LLP, Registered Valuer (IBBI Registration Number IBBI/RV-E/02/2019/103), Valuer of the Trust, be and is hereby approved and adopted.”

Item no. 3: To consider and appoint Auditors of the Trust for the financial year 2021-22 and fix their remuneration

To consider the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) as the Auditors of the Trust for the financial year 2021-22 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 by unit holders, so entitled and voting) in terms of regulation 22 of the SEBI InvIT Regulations:

“Resolved that pursuant to the provisions of regulations 10(5), 10(6), 13, 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with circulars and guidelines issued thereunder (“SEBI InvIT Regulations”) (including any statutory modification or re-enactment thereof, for the time being in force), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), who have confirmed their eligibility to be appointed as the Auditor in terms of the provisions of SEBI InvIT Regulations, be and are hereby appointed as the Auditors of India Infrastructure Trust (“Trust”) for the financial year 2021-22.

Resolved further that Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited), the Investment Manager of the Trust be and is hereby authorized to finalize the terms and conditions of the aforesaid appointment including remuneration in consultation with the Auditors and to inform all regulatory, statutory and governmental authorities, as may be required under applicable laws, and in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Investment Manager to be in the best interest of the Trust, as it may deem fit.”

Item no. 4: To consider and appoint Valuer of the Trust for the financial year 2021-22 and fix their remuneration

To consider and appoint M/s. BDO Valuation Advisory LLP, Registered Valuer (IBBI Registration Number IBBI/RV-E/02/2019/103), as the Valuer of the Trust for the financial year 2021-22 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 by unit holders, so entitled and voting) in terms of regulation 22 of the SEBI InvIT Regulations:

“Resolved that pursuant to the provisions regulations 10(5), 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with circular and guidelines issued thereunder (“SEBI InvIT Regulations”) (including any statutory modification or re-enactment thereof, for the time being in force), M/s. BDO Valuation Advisory LLP, Registered Valuer (IBBI Registration Number IBBI/RV-E/02/2019/103), who have confirmed their eligibility to be appointed as the Valuer in terms of provisions of the SEBI InvIT Regulations, be and are hereby appointed as the Valuer for India Infrastructure Trust (“Trust”) for the financial year 2021-22.

Resolved further that Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited), the Investment Manager of the Trust be and is hereby authorized to finalize the terms and conditions of the aforesaid appointment including remuneration in consultation with the Valuer and to inform all regulatory, statutory and governmental authorities, as may be required under applicable laws, and in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings and to do all acts, deeds, things, and matters as may be required or necessary to

give effect to this resolution or as otherwise considered by the Investment Manager to be in the best interest of the Trust, as it may deem fit.”

SPECIAL BUSINESS

Item no. 5: To consider and approve change of Principal Place of Business of the Trust

To consider and approve change of Principal Place of Business of the Trust and, if thought fit, to pass 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 unit holders, so entitled and voting) in terms of the provisions of regulation 22(5)(a) of the SEBI InvIT Regulations:

“Resolved that the approval of the Unitholders be and is hereby accorded for change of Principal Place of Business of India Infrastructure Trust (“Trust”) from its present location at “Unit No. 804, 8th Floor A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra, India” to the new location at “Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex, Mumbai, Maharashtra - 400 051, India,” with effect from August 26, 2021, subject to such other regulatory and statutory approvals as may be required in this regard.

Resolved further that Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited), the Investment Manager of the Trust be and is hereby authorized to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Investment Manager to be in the best interest of the Trust, as it may deem fit.”

For **India Infrastructure Trust**

Brookfield India Infrastructure Manager Private Limited

(formerly known as WIP (India) Private Limited)

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

Pratik Desai

Compliance Officer of India Infrastructure Trust

Date: May 26, 2021

Place: Mumbai

Principle Place of Business & Contact Details of the Trust:

Unit No. 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

Email: compliance@pipelineinfra.com

Website: www.indinfratrust.com

Registered Office & Contact Details of Investment Manager:

Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex,
Mumbai, Maharashtra - 400051, India

Tel: +91 22 6600 0700

Fax: +91 22 6600 0777

NOTES

1. In view of the continuing COVID-19 pandemic, Securities and Exchange Board of India (“SEBI”), vide its circular dated February 26, 2021 (“SEBI Circular”), has permitted to hold Annual General Meeting (“AGM/ Meeting”) through Video Conferencing (“VC”)/Other Audio-visual means (“OAVM”) during the calendar year 2021. In compliance with the provisions of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (“SEBI InvIT Regulations”) and the said SEBI Circular, the Third Annual General Meeting (“AGM/Meeting”) of the Unitholders of India Infrastructure Trust (“Trust”) will be convened through VC. The deemed venue for the AGM shall be the Principal Place of Business of the Trust.

Since this Meeting is being held through VC, Route Map for the venue is not annexed to this Notice.

2. **Generally, a Unitholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote at the meeting, and such proxy need not be a unitholder of the Trust.** Since the AGM is being held through VC pursuant to the SEBI Circular, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Annual Report for the financial year 2020-21 and Notice of the AGM of the Unitholders are being sent to the Unitholders whose email addresses are registered with the Trust. Unitholders may note that the Notice and Annual Report will also be available on the Trust’s website at www.indinfratrust.com, website of BSE Limited at www.bseindia.com and also on the website of National Securities Depository Limited (“NSDL”) (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
4. The Unitholders will receive a web-link on their registered e-mail ids, for attending the Meeting. The said link will also be available at NSDL i.e. www.evoting.nsdl.com. The Unitholders are requested to click on the said link, available against the name of the Trust, to attend live proceedings of the AGM.
5. The relevant documents referred to in the Notice and explanatory statement will be available electronically for inspection by the Unitholders by writing to the Trust at compliance@pipelineinfra.com 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.
6. Unitholders (such as companies or body corporates) intending to attend the meeting through VC and participate thereat, are requested to send a certified true copy of the relevant board resolution/ power of attorney, authorizing their representative to attend and vote on their behalf at the Meeting, to the Trust at compliance@pipelineinfra.com, before the commencement of the Meeting.
7. In line with the aforesaid SEBI Circular, the Notice calling the Meeting will be placed on the website of the Trust and will also be filed with BSE Limited and made available on the website of NSDL i.e. www.evoting.nsdl.com.
8. 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.
9. NSDL will be providing facility for voting through remote e-Voting and for e-Voting during the Meeting.

10. Only those Unitholders, who will be present at the AGM through VC and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
11. The Unitholders who have casted their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their vote again. Detailed instructions for e-Voting are attached as **“Annexure I”** to this Notice.
12. The Investment Manager has appointed Mr. Jatin Prabhakar Patil (FCS - 7282/ COP - 7954), Partner, M/s. Mayekar & Associates, Practicing Company Secretaries (Firm U.I.N. - P2005MH007400) 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.
13. The Scrutinizer will, immediately after the conclusion of e-voting at the Meeting, first count the votes casted at the Meeting, thereafter count the votes casted through remote e-voting by the Unitholders and submit his report to the Investment Manager on or before Saturday, August 28, 2021.
14. The result of the voting will be announced by the Investment Manager and will also be displayed on the website of the Trust at www.indinfratrust.com, besides being communicated to the stock exchange on or before Saturday, August 28, 2021.
15. Unitholders who would like to express their views/ask questions are requested to email their queries/ views/questions, if any, to the Compliance Officer of the Trust on compliance@pipelineinfra.com by mentioning the name, demat account number, email id, mobile number, at least 10 days prior to the Meeting to enable the Investment Manager to provide the required information.
16. The notice is being sent to the Unitholders holding units as on Friday, July 23, 2021. Further, the Unitholders holding units as on Friday, August 13, 2021 are entitled to cast their vote.
17. Unitholders are requested to address all correspondence, including distribution matters, to the Registrar and Unit Transfer Agent (“RTA”) of the Trust, M/s. KFin Technologies Private Limited (Unit: India Infrastructure Trust) at indiainfrainvit.pp@kfintech.com or Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India or write to the Trust at compliance@pipelineinfra.com.
18. The Unitholders can join the AGM through VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the Meeting through VC will be made available for all Unitholders. Detailed instructions to attend and participate at the Meeting through VC is attached as **“Annexure II”** to this Notice.

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EXPLANATORY STATEMENT

The following statement sets out the material facts and reasons for the proposed special business stated in the accompanying Notice above:

Item no. 5: To consider and approve change of Principal Place of Business of the Trust

Principal Place of Business of the Trust is currently situated at Unit No. 804, 8th Floor A Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra, India.

It is proposed to change the Principal Place of Business of the Trust from the aforesaid location to a new location i.e. Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex, Mumbai, Maharashtra - 400051, India. The aforesaid change in the principal place of business is subject to such regulatory and statutory approvals as may be required in this regard.

The Investment Manager recommends the resolution contained in Item No. 5 of the accompanying Notice and seeks the approval of the Unitholders so as to enable the Investment Manager to complete all procedural and other formalities in connection with the aforesaid resolution.

For India Infrastructure Trust

Brookfield India Infrastructure Manager Private Limited

(formerly known as WIP (India) Private Limited)

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

Pratik Desai

Compliance Officer of the Trust

Date: May 26, 2021

Place: Mumbai

Principle Place of Business & Contact Details of the Trust:

Unit No. 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

Email: compliance@pipelineinfra.com

Website: www.indinfratrust.com

Registered Office & Contact Details of Investment Manager:

Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex, Mumbai, Maharashtra - 400051, India

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Annexure I

The instructions for the Unitholders voting electronically are as under:

The voting period begins on 09:00 Hours IST on Monday, August 23, 2021 and ends on 17:00 Hours IST on Wednesday, August 25, 2021. The e-Voting module shall be disabled by NSDL for voting thereafter.

1. The Unitholders should log on to the e-Voting website of NSDL at www.evoting.nsdl.com.
2. Click on "Shareholders/Member - Login".
3. Enter User ID, password (refer point 5 and 6 below) and the verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at www.eservices.nsdl.com with your existing IDEAS login. Once log-in to NSDL e-services is done, click on e-Voting and you can proceed to cast your vote electronically.
5. Your User ID details are given below:

Unitholders holding units in Demat (NSDL or CDSL)	User ID
a) For Unitholders who hold units in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID [For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****]
b) For Unitholders who hold units in demat account with CDSL.	16 Digit Beneficiary ID [For example: if your Beneficiary ID is 12***** then your user ID is 12*****]
c) For Unitholders holding units in Physical Form	EVEN Number followed by Folio Number registered with the Trust [For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001***]

6. Your password details are given below:
 - a) If you are already registered for e-Voting, then the existing password can be used to login and cast vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve the 'initial password', enter the 'initial password' and the system will ask you to change your password.
 - c) Instruction to retrieve the 'initial password':
 - (i) In case of registered email id, you will receive an email from NSDL for login credentials. The password to open the pdf file will be the 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for units held in physical form. The pdf file contains the 'User ID' and the 'initial password'.
 - (ii) In case the email ID is not registered, please follow steps mentioned in point 7 below.

7. In case of non-receipt of the 'initial password' or in case you have forgotten the password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding units in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding units in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Unitholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. Once the password has been entered, tick on Agree to "Terms and Conditions" by selecting on the check box and click on the "Login" button.
9. On successful login, click on e-Voting on the Home page. Then, click on Active Voting Cycles.
10. On the Active Voting Cycles page, select "EVEN" of India Infrastructure Trust on which you wish to cast vote.
11. On the voting page, cast your vote by selecting Assent/Dissent and verify/modify the number of units for which you wish to cast your vote, then click on "Submit" and also "Confirm" when prompted.
12. Upon confirmation, the message "Vote cast successfully" will be displayed.
13. You can also take the printout of the votes cast by you, by clicking on the print option on the confirmation page.
14. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Unitholders

- a. Unitholders (such as companies or body corporates) 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 with a copy marked to evoting@nsdl.co.in and compliance@pipelineinfra.com.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free nos.: 1800 1020 990 /1800 224 430 or send a request to Mr. Sagar Gudhate at evoting@nsdl.co.in.

Process for Unitholder whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this Notice:

In case of units held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@pipelineinfra.com.

THE INSTRUCTIONS FOR UNITHOLDERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Unitholders, who will be present at the AGM through VC and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Unitholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

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Annexure II

The procedure for attending the meeting through Video Conferencing via NSDL e-Voting system is as under:

- (A) Unitholders/authorized representatives will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Unitholders may access the same at www.evoting.nsdl.com under shareholders/members login by using the remote e-Voting credentials. The link for VC will be available in shareholder/members login where the EVEN of the Trust will be displayed. Please note that the Unitholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice to avoid last minute rush. Further Unitholders can also use the OTP based login for logging into the e-Voting system of NSDL.
- (B) Unitholders are encouraged to join the Meeting through laptops for better experience.
- (C) Further, Unitholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting.
- (D) Please note that the Participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. Therefore, it is recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (E) General Instructions
 - i. The facility of joining the Meeting will commence 15 minutes before the time scheduled for the Meeting and will close 15 minutes after such scheduled time.
 - ii. Each Unitholder shall submit their corporate authorizations with the Investment Manager at compliance@pipelineinfra.com at least 1 hour before commencement of the Meeting i.e. by 10:00 a.m. on August 26, 2021.
 - iii. Each Unitholder shall identify themselves at the commencement of the Meeting for the purpose of quorum.
 - iv. Attendance of Unitholder through VC shall be counted for the purpose of quorum.
 - v. For any assistance (including with technology) before or during the Meeting, Unitholder may contact the Compliance Officer of the Trust at +91 75067 34732/ +91 98670 88529.
 - vi. Designated email id of the Company for correspondences/ voting and all other purposes related to the Meeting shall be compliance@pipelineinfra.com.