

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 SECOND ANNUAL GENERAL MEETING

Notice is hereby given that Second Annual General Meeting of the Unitholders of India Infrastructure Trust (“Trust”) will be held on Friday, September 25, 2020, at 11:00 a.m., through Video Conferencing, 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, 2020 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, 2020 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 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, 2020 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, 2020 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, 2020

To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended on March 31, 2020 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 Regulations 13, 21, 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with circulars issued thereunder (including any statutory modification or re-enactment thereof, for the time being

in force), the Valuation Report dated June 27, 2020 for the assets of India Infrastructure Trust ("Trust") for the financial year ended March 31, 2020, 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 2020-21 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 2020-21 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 13, 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations read with circulars 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 2020-21.

Resolved further that 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 2020-21 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 2020-21 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 SEBI InvIT Regulations:

"Resolved that pursuant to the provisions Regulations 10(6), 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with circular 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 2020-21.

Resolved further that 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.”

For India Infrastructure Trust

By order of **WIP (India) Private Limited**

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

Neha Jalan

Neha Jalan

Compliance Officer of the Trust

Date: August 28, 2020

Principle Place of Business and Contact Details of the Trust:

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

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

Tel: +91 22 6600 0700

Fax: +91 22 6600 0777

Website: www.indinfratrust.com

Registered Office and Contact Details of Investment Manager:

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

NOTES

1. In view of the outbreak of COVID-19, SEBI had, vide its General Circular bearing reference no. SEBI/HO/DDHS/CIR/P/2020/102 dated June 22, 2020 (“SEBI Circular”), permitted the holding of annual meeting of unitholders through Video Conferencing (“VC”)/Other Audio-visual means (“OAVM”) during the calendar year 2020. In compliance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“SEBI InvIT Regulations”) and the said SEBI Circular, WIP (India) Private Limited in the capacity of the Investment Manger to India Infrastructure Trust (“Trust”) has decided to convene the 2nd Annual General Meeting (“AGM/Meeting”) of the Trust 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 on a poll instead of itself. Since this Meeting is being held through VC pursuant to the SEBI Circulars, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for this Meeting and hence the Proxy Form is not annexed to this Notice.
3. The Unitholders (such as Companies or Body Corporates) are entitled to appoint authorized representatives to attend the Meeting through VC, participate thereat, and cast their votes. Accordingly, such unitholders 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 before the commencement of the Meeting at compliance@pipelineinfra.com.
4. Relevant documents referred to in the accompanying notice, will be available for inspection by the Unitholders of the Trust during the Meeting by writing an email to the Compliance Officer at compliance@pipelineinfra.com.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the unitholders from the date of circulation of this Notice up to the date of the Meeting. Unitholders seeking to inspect such documents can send an email to compliance@pipelineinfra.com.

5. 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.
6. 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.
7. Remote e-voting and Voting at the Meeting:
 - (a) Remote e-voting through Ballot Form:
 - Ballot Form forms part of this Notice.
 - A Unitholder desiring to exercise vote by Ballot Form shall carefully read the instructions printed in the Ballot Form and return the Ballot Form duly completed and signed to the Scrutinizer on jatin@csmayekar.com with assent (for) or dissent (against).

- The aforesaid Ballot Form shall reach the Scrutinizer on or before Tuesday, September 22, 2020 by 18:00 hours IST.
- If any Ballot Form is received after 18:00 hours IST on Tuesday, September 22, 2020, it will be considered that no reply from the unitholder has been received.

(b) E-voting at the meeting through other electronic means:

- The facility for e-voting through other electronic means shall be made available at the Meeting.
- Unitholders attending the Meeting who have not already cast their vote earlier through remote e-voting (i.e. Ballot Form) shall be able to exercise their voting at the AGM, as under:
 - (i) Chairperson will brief the unitholders on the matter proposed to be considered at the Meeting;
 - (ii) Thereafter, Chairperson will announce the commencement of e-voting at the Meeting;
 - (iii) E-voting at the AGM shall be open for 30 minutes;
 - (iv) Unitholders may exercise their vote through e-voting means provided by Investment Manager at the Meeting.

(c) General Instructions for remote e-voting or e-voting at the Meeting:

- The unitholders shall cast their vote by sending the duly filled Ballot Forms from their registered email id, if any.
- In case the unitholders have not registered their email id so far:
 - (i) Such unitholders are requested to register their email id with the Trust or the Depository either by sending an email to the Trust at compliance@pipelineinfra.com or adding the same to their demat account, for receiving all communication including annual report, notices, circulars etc., on behalf of the Trust, electronically;
 - (ii) Such unitholders are requested to designate an email id for this purpose in their corporate authorization and may cast their vote by sending the duly filled Ballot Form from the email id as mentioned in the corporate authorization.

8. 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 entire voting process i.e. remote e-voting and e-voting at the Meeting, in a fair and transparent manner.
9. The Scrutinizer will, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter count the votes cast through remote e-voting (Ballot Forms) by the Unitholders till Tuesday, September 22, 2020 and submit his report to the Investment Manager.
10. The result of the voting will be announced by the Investment Manager and will also be displayed on the website of the Trust i.e. www.indinfratrust.com, besides being communicated to the stock exchange.
11. Unitholders who would like to express their views/ask questions are requested to email their queries/ views/questions, if any, to the Compliance Officer 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.

12. Unitholders holding units as on Friday, August 28, 2020 are entitled to receive this Notice and cast their vote.
13. The procedure for attending the meeting through Video Conferencing in accordance with the SEBI Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 dated June 22, 2020 is as under:
- (A) Meeting will be held by way of VC through Microsoft Teams application.
- (B) For unitholders/authorised representatives who have Microsoft Teams application installed on their device:
- (i) Click on the web-link (*being sent separately in the email*).
- (ii) Select 'Join the meeting as guest'.
- (C) For unitholders/authorised representatives who do not have the Microsoft Teams application installed on their device:
- (i) In case you wish to join through Mobile you will need to mandatorily install the Microsoft Teams application and then proceed with the next steps. In any other case, installation of Microsoft Teams application is not mandatory.
- (ii) Click on the web-link (*being sent separately in the email*).
- (iii) Select 'Join the meeting as guest'.
- (D) General Instructions:
- The facility of joining the Meeting will commence 15 minutes before the time scheduled for the meeting and will be available all throughout the Meeting.
 - Each unitholder shall submit their corporate authorizations along with the duly filled in attendance slip annexed to this Notice 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 September 25, 2020.
 - Unitholders are requested to write their Client ID and DP ID in the attendance slip for attending the Meeting.
 - Each unitholder shall identify themselves at the commencement of the Meeting.
 - For any assistance (including with technology) before or during the Meeting, unitholders may contact the Compliance Officer of the Trust at +91 75067 34732 / +91 98670 88529.
 - Designated email id of the Company for correspondences/ voting and all other purposes related to the Meeting shall be compliance@pipelineinfra.com.
14. 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), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 , India or send it through email to the RTA at indiainfrainvit.pp@kfintech.com or write to the Trust at compliance@pipelineinfra.com.

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ATTENDANCE SLIP FOR THE SECOND ANNUAL GENERAL MEETING

Second Annual General Meeting of the Unitholders of India Infrastructure Trust (“Trust”) to be held on Friday, September 25, 2020, at 11:00 a.m., through Video Conferencing.

Name of the unitholder :

Registered Address :

DP ID :

Client ID :

Registered Folio No. :

No. of Units held :

I, _____, certify that I am a registered Unitholder/representative for the registered Unitholder of the Trust.

I, hereby record my presence at the Second Annual General Meeting of the Unitholders of India Infrastructure Trust, to be held on Friday, September 25, 2020, at 11:00 a.m., through Video Conferencing.

Name of the Unitholder/Representative

Signature of the Unitholder/Representative

Note: Please fill the Attendance slip and submit the same along with the corporate authorizations at compliance@pipelineinfra.com at least 1 hour before commencement of the meeting i.e. by 10:00 a.m. on Friday, September 25, 2020.

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BALLOT FORM

Second Annual General Meeting of the Unitholders of India Infrastructure Trust ("Trust") to be held on Friday, September 25, 2020, at 11:00 a.m., through Video Conferencing.

Sr. No.	Particulars	Details
1.	Name of the unitholder	
2.	Registered Address	
3.	DP ID	
4.	Client ID	
5.	Email ID	
6.	Number of Units held	

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

Sr. No.	Item Name	I assent to the resolution	I dissent from the resolution
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		
2	To consider and adopt the Valuation Report for the Trust for the financial ended March 31, 2020		
3	To consider and appoint Auditors the Trust for the financial year 2020-21 and fix their remuneration		
4	To consider and appoint Valuer for the Trust for the financial year 2020-21 and fix their remuneration		

Place:

(Signature of the unitholder)

Date

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 September 22, 2020 at 18:00 Hours IST in case of remote e-voting.

INSTRUCTIONS

1. A unitholder desiring to exercise its vote through remote e-voting i.e. by ballot form, may complete this Ballot Form and send a signed scanned copy to the Scrutinizer on jatin@csmayekar.com .
2. This form should be completed and signed by the Unitholder. In case of joint holding, this form should be completed and signed 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 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;
 - c. if the Ballot Form is received incomplete/incorrect 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;
 - d. if the form other than the one issued by India Infrastructure Trust is used.
5. Duly completed Ballot Forms should reach the Scrutinizer or the Investment Manager on or before Tuesday, September 22, 2020, at 18:00 Hours IST in case of Remote e-voting. If any Ballot Form is received after this date, it will be considered that no reply from such Unitholder has been received through remote e-voting. However, the Unitholder would still be eligible to attend and vote at the meeting.
6. 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 by sending an email to Scrutinizer at jatin@csmayekar.com or to the Investment Manager at compliance@pipelineinfra.com
7. The facility for e-voting shall also be made available at the AGM and Unitholders attending the meeting who have not already cast their vote earlier through remote e-voting (i.e through Ballot Form) shall be able to exercise their voting right at the AGM. The Unitholders who have cast their votes through remote e-voting, may also attend the meeting but shall not be entitled to cast their vote again.
8. 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, August 28, 2020.
9. The Scrutinizer's decision on the validity of the ballot shall be final.
10. 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.