

DATA INFRASTRUCTURE TRUST

Transcript of the Extra Ordinary General Meeting No. 02/2023-24

Day & Date of meeting	Tuesday, March 26, 2024
Time	11.00 a.m.
Venue	Through Video Conferencing

Attendees:

Directors of BIP India Infra Projects Management Services Private Limited [Investment Manager of the Trust w.e.f. December 12, 2023] (“BIP India”)

- Ms. Pooja Aggarwal - Non-executive Director - Chairperson appointed at the meeting
- Ms. Radhika Haribhakti - Independent Director
- Mr. Sunil Srivastav - Independent Director
- Mr. Jagdish Kini - Independent Director
- Mr. Dhananjay Joshi - Managing Director
- Mr. Prateek Shroff - Non-executive Director

Invitees:

- Ms. Farah Irani - Company Secretary and Compliance Officer
- Mr. Inder Mehta - Chief Financial Officer
- Representative of Axis Trustee Services Limited (acting in its capacity as Trustee of Data Infrastructure Trust (Trust’))
- Scrutinizer appointed by BIP India
- Representatives of Auditors of the Trust
- Representatives of Summit Digital Infrastructure Limited (“Summit/SDIL”), Special Purpose Vehicle of the Trust
- Representatives of the 5 Unitholders representing 72.64% of the unit capital of the Trust

Ms. Farah Irani: I, Farah Irani, Compliance Officer of the Trust, welcome all the unitholders, Directors of BIP India, Investment Manager of the Trust and Invitees to the Extra Ordinary General Meeting (“EGM”) No. 02/2023-24 of the Unitholders of the Trust.

Request all the members to be on VC and I request all the attendees to keep themselves on mute during the proceedings of the meeting. The Unitholders will have the opportunity to speak once we open for Q&A.

Please be informed that the meeting is being conducted through video conferencing in compliance with the SEBI InvIT Regulations and circulars issued by SEBI thereunder and is being recorded.

The Notice of this meeting was served electronically to all the Unitholders within the prescribed timelines and is also available on Trust’s website i.e. www.datainfratrust.com.

The documents referred to in the Notice are available for inspection by the Unitholders during the Meeting by writing an email to the Compliance Officer at secretarial@summitdigitel.com.

Investment Manager of the Trust has appointed Mr. Jatin Prabhakar Patil 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. The Scrutinizer is present at the meeting and he will submit his report to BIP India within the prescribed time as mentioned in the EGM Notice.

On basis of Scrutinizer's Report, the result of the voting will be announced by the Trust on or before Thursday, March 28, 2024 which will then be submitted to BSE Limited and will also be uploaded on the Trust's website.

Representatives of Deloitte Haskins & Sells, Auditors of the Trust and Representative of Axis Trustee Services Limited, Trustee of the Trust are also attending the meeting.

Further, Mr. Inder Mehta, Chief Financial Officer of BIP India and representatives of SDIL, Special Purpose Vehicle of the Trust are also present at the meeting.

The meeting is being attended by 5 Unitholders representing approximately 72.64% of the unit capital and the Trust has received the necessary authorizations from the Unitholders.

I now propose to the Unitholders to appoint Ms. Pooja Aggarwal, Chairperson of the Board of the Investment Manager, as the Chairperson, for the meeting and request the Unitholders to convey their vote in the chat box by writing "Yes" or "No".

Can I request all the Unitholders to post their votes for Ms. Aggarwal to be the Chairperson, in the chat box.

(Unitholders present at the meeting consented to appoint Ms. Aggarwal as the Chairperson of the meeting.)

With that, I would request Ms. Pooja Aggarwal to chair the Meeting and commence the proceedings.

Ms. Pooja Aggarwal: Thank you Farah.

Good Morning everyone. I welcome each one of you to the EGM of the Unitholders of the Trust.

I would like to introduce Ms. Radhika Haribhakti, Chairperson of Audit Committee and Stakeholder's Relationship Committee; Mr. Sunil Srivastav, Chairperson of Risk Management Committee; Mr. Jagdish Kini, Chairperson of Nomination and Remuneration Committee; Mr. Dhananjay Joshi and Mr. Prateek Shroff, Directors of the Investment Manager, who are also present at this meeting.

I confirm that:

- the quorum is present and call the meeting to order.
- All reasonable efforts have been made by the Investment Manager, to enable Unitholders to participate and vote on the items being considered at the meeting.
- Facility for remote e-voting was open for Unitholders from 9:00 a.m. on Friday, March 22, 2024 till Monday, March 25, 2024 and the facility for e-voting at the meeting is also available for Unitholders.
- Only those Unitholders who have not casted their votes through remote e-voting are eligible to cast their vote at the meeting.
- Voting process will be verified and scrutinized by Scrutinizer who will submit his report to the Chairperson within prescribed time as mentioned in the EGM Notice.
- With the permission of the Unitholders present at the meeting, I take the Notice of the EGM as read.

I now take the following agenda items as per the Notice:

- **Agenda Item No. 1** relates to approval for the induction of Project Holdings Nine (DIFC) Limited as an inducted sponsor of Data Infrastructure Trust

I now request Mr. Shroff to provide an update on the agenda item 1.

Mr. Prateek Shroff: Unitholders are requested to note that pursuant to a letter dated March 5, 2024, Project Holdings Nine (DIFC) Limited (“Brookfield Sponsor II”) has indicated its intention to be inducted as a sponsor of the Trust as a co-sponsor and confirmed the eligibility requirements. Pursuant to the regulatory requirement, the said induction requires approval of 75% of the unitholders by value. Further, the Board of the Investment Manager, at its meeting held on March 5, 2024, has approved the said induction. Accordingly, it is now proposed to seek unitholders approval for the induction and all incidental matters thereto.

Ms. Pooja Aggarwal:

- **Agenda Item No. 2** relates to approval for amendments to the Trust Deed dated January 31, 2019 pursuant to induction of Project Holdings Nine (DIFC) Limited as a Sponsor of the Trust

Details on the items being proposed were included in the EGM Notice.

We are now opening up for the Q&A session.

The Unitholders who wish to speak or have any query or any comments on the agenda items, may post their question in the chat box or click on the “Raise Hand” tab available on the screen.

We seem to have no question. Thank you I shall now get on to the next item. We will now commence the e-voting process for voting at the meeting and I would request Ms. Irani to brief the unitholders on the voting process.

Ms. Farah Irani: Thank you Ms. Pooja Aggarwal.

- Link for e-voting will be shared in the chat box (please click on the message icon on your teams window to access the chat box). Detailed process for voting is mentioned in the Annexure I to the EGM Notice. The e-voting window will remain open for 15 minutes post conclusion of the EGM.
- E-voting shall be exercised by only those Unitholders who have not exercised their option of remote e-voting earlier.
- In case a Unitholder who has already exercised their vote through remote e-voting also votes at the meeting, his/her votes cast earlier through remote e-voting will be considered.
- You are requested to click on the link and login to your account and on the voting page, cast your vote by selecting “Assent/Dissent” on the resolutions and verify/modify the number of units for which you wish to cast your vote. (In case you require any assistance with the details, please use the chat box or call on the designated numbers mentioned in the Notice).
- You are requested to verify all the details before casting the vote and then Click on Submit.
- Multiple representatives attending on behalf of the Unitholder are requested to cast their vote only once.
- I request all the Unitholders to confirm if they are able to access the chat box. Please reach out to the designated numbers mentioned in the chat window, in case you require any assistance.

Ms. Pooja Aggarwal: Thank you Farah.

I request all the Unitholders who are present at the meeting and have not exercised their votes through the remote e-voting facility to cast their vote within 15 minutes from the conclusion of this meeting.

Please note that, on the basis of the Scrutinizer's Report, results of the voting will be announced by the Trust on or before Thursday, March 28, 2024 and will be submitted to BSE Limited and also uploaded on the website of the Trust.

I now conclude the meeting. Thank you everyone for your presence and co-operation during the conduct of the meeting.