

March 26, 2024

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

**Sub: Proceeding of the Extra Ordinary General Meeting No. 02/2023-24 of Unitholders of Data Infrastructure Trust held on March 26, 2024**

**Ref: Data Infrastructure Trust (Scrip Code: 543225)**

Dear Sir/Madam,

We, the Investment Manager of Data Infrastructure Trust ("Trust"), hereby submit the details regarding proceedings and voting results of the business transacted at the Extra Ordinary General Meeting No. 02/2023-24 of the Unitholders of the Trust held today i.e. March 26, 2024, 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 March 26, 2024 as *Annexure II*

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

The same is also available on the website of the Trust i.e. [www.datainfratrust.com](http://www.datainfratrust.com).

Please take the same on record.

Thanking you,

For **Data Infrastructure Trust**  
**BIP India Infra Projects Management Services Private Limited**  
(acting in its capacity as the Investment Manager of Data Infrastructure Trust)



**Farah Irani**  
**Compliance Officer**  
**CC:**

<b>Axis Trustee Services Limited</b> <b>("Trustee of the Trust")</b> Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, Maharashtra, India	<b>Catalyst Trusteeship Limited</b> <b>("Debenture Trustee")</b> Unit No. 901, 9 <sup>th</sup> Floor, Tower - B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai- 400013, Maharashtra, India
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## Annexure I

**Details of the proceedings of the Extra ordinary General Meeting No. 02/2023-24 of the Unitholders of Data Infrastructure Trust**

Date of the Extra-Ordinary General Meeting of the Unitholders	March 26, 2024
Total number of Unitholders on record date	48
No. of Unitholders present in the meeting through video conferencing:	5
Sponsor/ <del>Investment Manager/Project Manager and their associates/ related parties:</del>	1
Public:	4

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 ("SEBI InvIT Regulations")	Remarks
1.	To approve the induction of Project Holdings Nine (DIFC) Limited as an inducted sponsor of Data Infrastructure Trust	Resolution to be passed by way of approval from at least 75% of the unitholders by value ( <i>excluding the value of units held by parties related to the transaction</i> ) in terms of Regulation 22 of the SEBI InvIT Regulations	The resolution was unanimously passed by the Unitholders who have exercised their vote.
2.	To consider and approve amendments to the Trust Deed	Resolution to be passed by way of special majority ( <i>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 unitholders, so entitled and voting</i> ) in terms of Regulation 22 of the SEBI InvIT Regulations	The resolution was unanimously passed by the Unitholders who have exercised their vote.

**Voting Results of the resolution mentioned in the notice of the EGM****Item No. 1: To approve the induction of Project Holdings Nine (DIFC) Limited as an inducted sponsor of Data Infrastructure Trust**

Resolution to be passed by way of approval from at least 75% of the unitholders by value (excluding the value of units held by parties related to the transaction) in terms of Regulation 22 of the SEBI InvIT Regulations.

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	-	-	-	-	-	-	-
Public – Institutions	Remote e-voting	107,70,00,000	101,30,00,000	94.06	101,30,00,000	0	100	0
Public - Non Institutions	Remote e-voting	68,00,000	-	-	-	0	-	-
<b>Total</b>		<b>1,08,38,00,000</b>	<b>101,30,00,000</b>	<b>93.47</b>	<b>101,30,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

\* One of the Sponsors of the Trust, holding 151,92,00,000 units i.e. 58.36% of the total unit capital of the Trust, being interested in the resolution did not cast its vote

**Item No. 2: To consider and approve amendments to the Trust Deed**

Resolution to be 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 by unitholders, so entitled and voting) in terms of Regulation 22 of the SEBI InvIT Regulations.

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	Remote e-voting	151,92,00,000	151,92,00,000	100	151,92,00,000	0	100	0

Manager/ Project Manager and their associates related Parties								
Public – Institutions	Remote e- voting	107,70,00,000	101,30,00,000	94.06	101,30,00,000	0	100	0
Public - Non Institutions	Remote e- voting	68,00,000	--	--	--	0	--	--
<b>Total</b>		<b>2,60,30,00,000</b>	<b>2,53,22,00,000</b>	<b>97.28</b>	<b>2,53,22,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

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### Report of Scrutinizers

To,  
The Board of Directors  
**BIP India Infra Projects Management Services Private Limited**  
(acting in its capacity as the Investment Manager of Data Infrastructure Trust)

**Extra Ordinary General Meeting No. 02/2023-24 of the Unitholders of Data Infrastructure Trust held on Tuesday, March 26, 2024 at 11.00 a.m. through Video Conferencing.**

**Sub : Passing of Resolutions at the Extra Ordinary General Meeting ("EGM") No. 02/2023-24 of the Unitholders of Data Infrastructure Trust ("Data InvIT/Trust") held on Tuesday, March 26, 2024 through Video Conferencing ("VC"), which commenced at 11.00 a.m. and concluded at 11.11 a.m.**

Dear Sir,

I, Mr. Jatin Prabhakar Patil, Partner of M/s. Mayekar & Associates, Practicing Company Secretaries, Mumbai (Firm U.I.N - P2005MH007400), have been appointed as the Scrutinizer by **BIP India Infra Projects Management Services Private Limited** (acting in its capacity as the Investment Manager to Data Infrastructure Trust) to scrutinize the entire voting process i.e. remote e-voting and e-voting at the EGM 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 Unitholders in respect of resolutions contained in the Notice of EGM. My report is based on verification of the votes received through remote e-voting by 5:00 p.m. IST on Monday, March 25, 2024. No e-voting was exercised at the EGM.

#### I submit my report as under:

- (1) BIP India Infra Projects Management Services Private Limited had appointed National Securities Depository Limited ("NSDL") as the service provider, for the purpose of extending the facility of remote e-voting to the Unitholders to exercise their vote in respect of the resolutions as set out in the Notice of EGM from 09:00 a.m. IST on Friday, March 22, 2024 till 5:00 p.m. IST on Monday, March 25, 2024.
- (2) NSDL had set up electronic voting facility on their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to facilitate the Unitholders to cast their vote electronically.
- (3) The facility for e-voting was also made available to the Unitholders present at the EGM who had not casted their vote earlier.
- (4) Unitholders holding units either in physical form or in dematerialised form as on Wednesday, March 20, 2024 i.e. cut-off date, were entitled to cast their vote.
- (5) At the end of the remote e-voting period on 5:00 p.m. IST on Monday, March 25, 2024, the voting portal of NSDL was blocked forthwith.

- (6) 12 (Twelve) Unitholders had availed the facility of remote e-voting provided by NSDL and no e-voting was exercised at the EGM.
- (7) After conclusion of the EGM, the votes received till 5:00 p.m. IST on Monday, March 25, 2024 through remote e-voting facility were duly unblocked by me and 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.
- (8) No invalid votes were received through remote e-voting.
- (9) I now submit my consolidated report as under on the Voting Results of the resolutions mentioned in the notice of EGM of the Trust:

**Item No 1: TO APPROVE THE INDUCTION OF PROJECT HOLDINGS NINE (DIFC) LIMITED AS AN INDUCED SPONSOR OF DATA INFRASTRUCTURE TRUST.**

Resolution by way of approval from at least 75% of the unitholders by value (excluding the value of units held by parties related to the transaction) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("SEBI InvIT Regulations").

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	--	--	--	--	--	--	--
Public – Institutions	Remote e-voting & e-voting at EGM	107,70,00,000	101,30,00,000	94.06	101,30,00,000	0	100	0
Public — Non Institutions	Remote e-voting	68,00,000	--	--	--	0	--	--
<b>Total</b>		<b>1,08,38,00,000</b>	101,30,00,000	<b>93.47</b>	101,30,00,000	<b>0</b>	<b>100</b>	<b>0</b>

\* One of the Sponsors of the Trust, holding 151,92,00,000 units i.e. 58.36% of the total unit capital of the Trust, being interested in the resolution did not cast its vote.

**Item No 2: TO CONSIDER AND APPROVE AMENDMENTS TO THE TRUST DEED.**

Resolution by way of special majority (i.e. where the votes cast in favour of a resolution are required to be not less than one-and-half-times the votes casted against the resolution by the Unitholders) in terms of Regulation 22 of the SEBI InvIT Regulations.

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	151,92,00,000	151,92,00,000	100	151,92,00,000	0	100	0
Public – Institutions	Remote e-voting	107,70,00,000	101,30,00,000	94.06	101,30,00,000	0	100	0
Public — Non Institutions	Remote e-voting	68,00,000	--	--	--	0	--	--
<b>Total</b>		<b>2,60,30,00,000</b>	<b>2,53,22,00,000</b>	<b>97.28</b>	<b>2,53,22,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>

Both the Resolutions mentioned in the Notice of EGM as per the details above stands unanimously approved by Unitholders who have exercised their vote as per voting conducted through remote e-voting (No votes were received through e-voting at the EGM) and hence deemed to be passed as on the date of the EGM.

The aforesaid result of voting by Unitholders through remote e-voting in respect of the above-mentioned resolutions may accordingly be declared by the Investment Manager of the Data InvIT.

Thanking You,  
Yours faithfully,  
**For Mayekar & Associates**  
**Practising Company Secretaries**  
**Firm U.I.N - P2005MH007400**  
**U.D.I.N - F007282E003608211**



**Signature of Scrutinizer**  
**Name : Mr. Jatin Prabhakar Patil**  
**Partner**  
**Mem. No. FCS 7282**  
**C.O.P No. 7954**



**Date: March 26, 2024**  
**Place: Mumbai**