

AT/CO/20-21/2247
September 23, 2020

To,
Head - Listing Operations Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Maharashtra, India

Sub.: Proceedings of Extra-ordinary General Meeting of the unitholders of Tower Infrastructure Trust held on September 23, 2020

Ref.: Scrip Code: 543225

Dear Sir/Madam,

We, the Trustee to Tower Infrastructure Trust ("Trust"), hereby submit the details regarding proceedings and voting results of the business transacted at the Extra-ordinary General Meeting of the unitholders of the Trust held on Wednesday, September 23, 2020, through video conferencing, in furtherance of the notice to the unitholders dated September 1, 2020.

In this regard, we are enclosing the following:

Proceedings and Voting Results as *Annexure I*
Scrutinizer's Report dated September 23, 2020 as *Annexure II*

The meeting commenced at 11:00 a.m. and concluded at 11:18 a.m.

Please take the same on record.

Thanking you.

Yours faithfully,
For **Tower Infrastructure Trust**

Axis Trustee Services Limited
(acting in its capacity as the Trustee to Tower Infrastructure Trust)



Mangalagowri Bhat
Assistant General Manager

Annexure I

Details of proceedings of the Extra-ordinary General Meeting of the unitholders of Tower Infrastructure Trust

Date of the Extra-ordinary General Meeting of the unitholders	September 23, 2020
Total number of unitholders on record date	6
No. of Unitholders present in the meeting 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	Approval requirement as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("InvIT Regulations")	Remarks
1.	To consider and approve change in Investment Manager of Tower Infrastructure Trust	Resolution to be passed by 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</i>) in terms of Regulation 22 of the InvIT Regulations.	The resolution was unanimously passed by the unitholders eligible to vote.

Voting Results of the resolution mentioned in the notice of the EGM

Item No. 1: To consider and approve change in Investment Manager of Tower Infrastructure Trust

Resolution 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*) 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	-	2,26,41,00,000	-	-	-	-	-	-
Public - Institutions	Remote e-voting and e-voting at the EGM	25,74,00,000	25,74,00,000	100%	25,74,00,000	0	100%	0
Public - Non Institutions	-	-	-	-	-	-	-	-
Total		2,52,15,00,000	25,74,00,000	10.21%	25,74,00,000	0	100%	0

* One of the Sponsors of Tower Infrastructure Trust ("Trust"), holding 89.79% of the total unit capital of the Trust, being interested in the resolution, did not cast its vote.



MAYEKAR & ASSOCIATES

Company Secretaries

Partners
Anil V. Mayekar
Ketki M. Save
Jatin P. Patil

Mumbai : Nidhi Apartment No. 1, Flat No. 51/54, 5th Floor, Liberty Garden Rd No. 3, Malad (West), Mumbai - 400 064.
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Report of Scrutinizers

To,

Axis Trustee Services Limited

(acting in its capacity as the Trustee to Tower Infrastructure Trust)

Regd. Office - Axis House, Bombay Dyeing Mills Compound,
Pandhurang Budhkar Marg, Worli, Mumbai - 400 025

Extra-ordinary General Meeting of the Unit holders of Tower Infrastructure Trust held on Wednesday, September 23, 2020 at 11.00 a.m. through Video Conferencing.

Sub : Passing of Resolution at the Extra-ordinary General Meeting ("EGM") of the Unit holders of Tower Infrastructure Trust (the "Trust") held on Wednesday, September 23, 2020 through Video Conferencing ("VC"), which commenced at 11:00 a.m. and concluded at 11.18 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 **Axis Trustee Services Limited** *(acting in its capacity as the Trustee to Tower Infrastructure Trust)* to ensure that the process of remote e-voting and e-voting at the EGM of 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 resolution contained in the Notice of the EGM. My report is based on verification of the votes received through remote e-voting by 18:00 hours IST on Monday, September 21, 2020 and the e-voting conducted at the meeting.

I submit my report as under:

- (1) Remote e-voting facility was provided to the Unitholders to exercise their vote in respect of the resolution as set out in the Notice of EGM till 18:00 hours IST on Monday, September 21, 2020.
- (2) The facility for e-voting through other electronic means was also made available to the Unitholders present at the EGM 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. Monday, August 31, 2020.

- (4) After conclusion of the EGM, the votes received till 18:00 hours IST on Monday, September 21, 2020 through remote e-voting and through e-voting at the meeting were reconciled with the details of unitholders as on the cut-off date and the authorisations, if any, lodged with Axis Trustee Services Limited.
- (5) 1 invalid vote received from one of the Unitholder through remote e-voting was rejected. The said Unitholder subsequently availed e-voting facility at the EGM.
- (6) I now submit my consolidated report as under on the Voting Results of the resolution mentioned in the notice of EGM of the Trust :

Item No 1: To consider and approve change in Investment Manager of Tower Infrastructure Trust.

Resolution to be passed by 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 Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“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	-	2,26,41,00,000	-	-	-	-	-	-
Public Institutions	- Remote e-voting and e-voting at the meeting	25,74,00,000	25,74,00,000	100	25,74,00,000	0	100	0
Public Non Institutions	-	-	-	-	-	-	-	-
Total		25,215,00,000	25,74,00,000	10.21	25,74,00,000	0	100	0

* One of the Sponsors of the trust, holding 89.79% of the total unit capital of the trust, being interested in the resolution did not cast its vote.

The Resolution mentioned in the Notice of the EGM as per the details above stands unanimously approved as per voting conducted through remote e-voting and 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 and e-voting at the EGM in respect of the above mentioned resolution may accordingly be declared by the Trustee of the Trust.

Thanking You,
Yours faithfully,

**For Mayekar & Associates
Practising Company Secretaries
Firm U.I.N - P2005MH007400
U.D.I.N - F007282B000757460**



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 23, 2020

Place: Mumbai