

BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

(formerly known as WIP (India) Private Limited)

CIN: U67190MH2010PTC202800

Registered Office: Unit No. 804, 8th Floor, A Wing, One BKC, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051,
Maharashtra, India Tel No.: +91 22 6600 0700 Fax No.: +91 22 6600 0777 Email: puja.tandon@brookfield.com

April 20, 2021

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

Ref.: Tower Infrastructure Trust (Scrip Code 543225)

Sub.: Notice of Extra Ordinary General Meeting of Unitholders of Tower Infrastructure Trust

Dear Sir/Madam,

In terms of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, this is to inform you that an Extra Ordinary General Meeting ("EGM") of the Unitholders of Tower Infrastructure Trust ("Trust") is scheduled to be held on Wednesday, May 12, 2021. Notice of the EGM dated April 14, 2021 has been sent to all the Unitholders of the Trust through electronic mode on April 20, 2021 by Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited), acting in its capacity as the Investment Manager of the Trust.

The said EGM notice is also uploaded on the website of the Trust at www.towerinfratrust.com.

The Unitholders can approve the resolutions through remote e-Voting, the details of which are provided in the EGM notice.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Tower Infrastructure Trust**

Brookfield India Infrastructure Manager Private Limited

(formerly known as WIP (India) Private Limited),

(acting in its capacity as the Investment Manager of Tower Infrastructure Trust)



Inder Mehta

Compliance Officer of Tower Infrastructure Trust

CC: Axis Trustee Services Limited ("Trustee of the Trust")

Axis House, Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg, Worli,
Mumbai - 400 025, Maharashtra, India

TOWER INFRASTRUCTURE TRUST

SEBI Registration number: IN/InvIT/18-19/0009

Principal Place of Business: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021,
Maharashtra, India; **Tel:** +91 22 3555 5000

Email: secretarial@summitdigitel.com; **Website:** www.towerinfratrust.com

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of the Unitholders (the "Unitholders") of Tower Infrastructure Trust (the "Tower InvIT/Trust") will be held on Wednesday, May 12, 2021 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ITEM NO 1:

APPROVAL TO CHANGE THE NAME OF THE TOWER INVIT FROM "TOWER INFRASTRUCTURE TRUST" TO "DATA INFRASTRUCTURE TRUST"

To consider and, if thought fit, to pass with or without modification(s), 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*) in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"Resolved that pursuant to the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("SEBI InvIT Regulations") and the circulars and guidelines issued thereunder and other applicable laws and such other consents, permissions and approvals as may be required from various authorities and third parties, approval of the Unitholders of the units comprising an undivided beneficial interest of Tower Infrastructure Trust ("Tower InvIT/Trust") be and is hereby accorded to change the name of the Tower InvIT from "Tower Infrastructure Trust" to "Data Infrastructure Trust" as required for its business purpose.

Resolved further that Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited), the Investment Manager of the Tower InvIT, and such other person(s) as it may authorize, be and is hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to changing the name of the Tower InvIT and for giving effect to the above resolution and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO 2:

APPROVAL OF THE PROPOSED AMENDMENTS TO THE INDENTURE OF TRUST OF TOWER INFRASTRUCTURE TRUST DATED JANUARY 31, 2019

To consider and, if thought fit, to pass with or without modification(s), 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*) in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"Resolved that pursuant to the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("SEBI InvIT Regulations") and the circulars and guidelines issued thereunder and other applicable laws, approval of the Unitholders

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of the units comprising an undivided beneficial interest of Tower Infrastructure Trust ("Tower InvIT/Trust") be and is hereby accorded for the execution, delivery and performance of the amendments proposed to be made to the Indenture of Trust dated January 31, 2019 executed between the settlor of the Tower InvIT, Reliance Industrial Investments and Holdings Limited (the "Sponsor") and Axis Trustee Services Limited ("Trustee") in respect of the establishment of the Tower InvIT ("the Amendment Agreement to the Indenture of Trust"), as disclosed in the explanatory statement for Item No. 2 to this Notice and as presented at the Meeting.

Resolved further that Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited), the Investment Manager of Tower InvIT, and such other person(s) as it may authorize, be and is hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to the execution of the Amendment Agreement to the Indenture of Trust and for giving effect to the above resolution and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO 3:

APPROVAL FOR PROPOSED CONVERSION OF SUMMIT DIGITEL INFRASTRUCTURE PRIVATE LIMITED (FORMERLY KNOWN AS RELIANCE JIO INFRATEL PRIVATE LIMITED) OWNED BY TOWER INVIT FROM PRIVATE COMPANY TO A PUBLIC LIMITED COMPANY

To consider and, if thought fit, to pass with or without modification(s), 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*) in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"Resolved that in accordance with the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, ("SEBI InvIT Regulations") and the circulars and guidelines issued thereunder, and other applicable rules, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable and such other permissions and consents as may be required from various authorities and third parties, approval of the Unitholders of the units comprising an undivided beneficial interest of Tower Infrastructure Trust ("Tower InvIT/Trust") is granted for the conversion of Summit Digital Infrastructure Private Limited ("SDIPL") from a private limited company (as determined under the Companies Act, 2013) to a public limited company (as determined under the Companies Act, 2013) ("Proposed Conversion"), in accordance with the provisions of Section 14 and any other applicable provisions, if any, of the Companies Act, 2013 and in consequence thereof increasing the number of members of SDIPL from 2 (Two) to 7 (Seven).

Resolved further that Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited), the Investment Manager of Tower InvIT, and such other person(s) as it may authorize, be and is hereby authorised to do all such acts, deeds, matters and things as may be

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necessary from time to time for giving effect to the above resolution and take all such actions and execute all such documents or instruments as may be necessary to give effect to the terms of this resolution and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

For **Tower Infrastructure Trust**

Brookfield India Infrastructure Manager Private Limited

(formerly known as WIP (India) Private Limited)

(acting in its capacity as the Investment Manager of Tower Infrastructure Trust)

Sd/-

Inder Mehta

Compliance Officer of Tower Infrastructure Trust

Date: April 14, 2021

Place: Mumbai

Principle Place of Business and Contact Details of the Trust:

9th Floor, Maker Chambers IV

222, Nariman Point

Mumbai 400 021, Maharashtra, India

SEBI Registration Number: IN/InvIT/18-19/0009

Tel: +91 22 3555 5000

Fax: +91 223355 5560

Website: www.towerinfratrust.com

Email id: secretarial@summitdigitel.com

Registered Office and Contact Details of Investment Manager:

Unit No. 804, 8th Floor

A Wing, One BKC,

Bandra Kurla Complex, Bandra (E),

Mumbai - 400 051, Maharashtra, India

Tel: +91 22 6600 0700

Fax: +91 22 6600 0777

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NOTES

1. In view of the continuing COVID-19 pandemic, Securities and Exchange Board of India ("SEBI") vide circular dated February 26, 2021, has permitted to hold Extra-Ordinary General Meeting ("EGM/Meeting") through Video Conferencing ("VC")/Other Audio Visual Mode ("OAVM") till June 30, 2021. In compliance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") and SEBI Circular, the EGM of the Unitholders of Tower Infrastructure Trust ("Tower InvIT/Trust") will be convened through VC/OAVM. The deemed venue for the EGM 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 unitholders' meeting is entitled to appoint a proxy to attend and vote in the meeting, and such proxy need not be a unitholder of the Trust.** Since the EGM is being held through VC/OAVM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. The Unitholders will receive a web-link on their registered e-mail ids, for attending the EGM. The said link will also be available at National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. The Unitholders are requested to click on the said link to attend live proceedings of the EGM.
4. 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 secretarial@summitdigitel.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.
5. Unitholders (such as companies or body corporates) intending to attend the meeting through VC and participate thereat, are requested to send their authorized representative(s) to the Trust at email id secretarial@summitdigitel.com, a certified true copy of the relevant board resolution/power of attorney, authorizing their representatives to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
6. 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.
7. 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.

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8. NSDL will be providing facility for voting through remote e-Voting and for e-Voting during the EGM.
9. Only those Unitholders, who will be present at the EGM through VC/OAVM 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 EGM.
10. The Unitholders who have casted their vote by remote e-Voting prior to the EGM may also participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again. Detailed instructions for e-Voting are attached as “Annexure I” to this Notice.
11. 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.
12. The Scrutinizer will, immediately after the conclusion of voting at the Meeting, first count the votes casted at the Meeting, thereafter count the votes casted through remote e-voting by the Unitholders till Tuesday, May 11, 2021 and submit his report to the Investment Manager.
13. 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.towerinfratrust.com, besides being communicated to the stock exchange on or before Friday, May 14, 2021.
14. 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 secretarial@summitdigitel.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.
15. Unitholders holding units as on Friday, April 9, 2021 are entitled to receive this Notice and cast their vote.
16. 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: Tower Infrastructure Trust), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, India or write to the Trust at secretarial@summitdigitel.com.
17. The Unitholders can join the EGM through VC/OAVM 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 EGM through VC/OAVM will be made available for all Unitholders. Detailed instructions to attend, participate and vote at the Meeting through VC/OAVM is attached as “Annexure II” to this Notice.

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EXPLANATORY STATEMENT

The following statement set out the material facts and reasons for the proposed resolutions stated in the accompanying Notice above:

ITEM NO 1:

APPROVAL TO CHANGE THE NAME OF THE TOWER INVIT FROM “TOWER INFRASTRUCTURE TRUST” TO “DATA INFRASTRUCTURE TRUST”

It is proposed to change the name of the Tower InvIT from “Tower Infrastructure Trust” to “Data Infrastructure Trust” to increase the future business possibilities of the Trust. Further, the Trust would have a broader scope under the name “Data” which would be more reflective of the overall business profile of the Trust assets in the future.

The Investment Manager seeks the approval of the Unitholders on the resolution contained in Item no. 1 of the accompanying Notice so as to enable the Trust, the Trustee and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid resolution.

The Investment Manager recommends the resolution as set out in Item No. 1 of this Notice for approval of the Unitholders.

ITEM NO 2:

APPROVAL OF THE PROPOSED AMENDMENTS TO THE INDENTURE OF TRUST OF TOWER INFRASTRUCTURE TRUST DATED JANUARY 31, 2019

Attention of Unitholders is drawn to the Indenture of Trust dated January 31, 2019 executed between the settlor, Reliance Industrial Investments and Holdings Limited (the "Reliance Sponsor") and Axis Trustee Services Limited (the "Trustee") in respect of the establishment of the Tower Infrastructure Trust (the "Trust Deed"). The Trust Deed is proposed to be amended so as to provide for the inclusion of the new sponsor BIF IV Jarvis India Pte. Ltd (the “Brookfield Sponsor”) pursuant to the Deed of Accession dated August 26, 2020 and any consequent changes and to change the name of the Trust from “Tower Infrastructure Trust” to “Data Infrastructure Trust” for its business purpose.

Specifically, the changes proposed to be made to the Trust Deed are as follows:

1. Amendment to Article 1.1 (Definitions) of the Trust Deed

Addition of below definition under Article 1.1:

*“**Brookfield Sponsor**” shall mean BIF IV Jarvis India Pte. Ltd., which has acceded to the Indenture as a sponsor, pursuant to the deed of accession dated August 26, 2020 executed amongst it, Reliance Industrial Investments and Holdings Limited and the Trustee;”*

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Deletion of below definition under Article 1.1:

The definition of '**Majority Unitholders**' shall be deleted without any modification or substitution.

Modification of below definition under Article 1.1:

Current Clause: "**Sponsor**" shall have the meaning ascribed to such term in the parties clause.

Replaced Clause: "**Sponsor**" shall have the meaning ascribed to such term in the parties clause and any entity executing the Deed of Accession pursuant to Article 5.4 of this Indenture".

2. Amendment in name of the Trust in Recital A and Article 3.3 of the Trust Deed:

Current Clause:

*"Recital A - The Settlor has decided to establish a contributory irrevocable infrastructure investment trust, which shall be known as the **"Tower Infrastructure Trust"** ("**Trust**") under the provisions of the Trust Act by way of this Indenture."*

Replaced Clause:

*"Recital A - The Settlor had decided to establish a contributory irrevocable infrastructure investment trust, which was known as **"Tower Infrastructure Trust"** under the Trust Act by way of the Deed of Indenture which was registered under the Registration Act, 1908.*

*The Parties have now decided to change the name of the established contributory irrevocable infrastructure investment trust, which shall be known as **"Data Infrastructure Trust"** [formerly known as Tower Infrastructure Trust] ("**Trust**") under the provisions of the Trust Act by way of this Agreement."*

*Article 3.3 of the Trust Deed, **"Tower Infrastructure Trust (Trust)"** shall be deleted as the name of contributory irrevocable infrastructure investment trust and shall be replaced with **"Data Infrastructure Trust"**.*

3. Amendment in office address of the Trust in Recital F and Article 3.3 of the Trust Deed:

Current Clause:

"9th Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400 021"

Replaced Clause:

"Unit 1, 4th Floor, Godrej BKC, Plot No C-68, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051"

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4. Amendment in Article 3.5.2 of the Trust Deed

Current Clause:

“3.5.2. The Project Manager may undertake the operations and management by itself or through (i) a contractor or (ii) an Associate or (iii) a Body Corporate, owned and controlled jointly by any of the parties to the InvIT Documents.”

Replaced Clause:

“The Project Manager may undertake the operations and management by itself or through (i) a contractor or (ii) an Associate or (iii) a Body Corporate.”

5. Amendment in Article 5.1 of the Trust Deed

Current Clause:

“5.1. The Sponsor shall hold at least such percentage of Units of the Trust for such period as may be specified under InvIT Regulations.”

Replaced Clause:

“The Brookfield Sponsor shall hold at least such percentage of Units of the Trust for such period as may be specified under InvIT Regulations and the circulars, notifications and guidelines issued thereunder and as amended from time to time.”

6. Amendment in Article 7.1 of the Trust Deed

Current Clause:

“7.1. The Trustee shall appoint the Investment Manager to provide investment management services to the Trust in accordance with the InvIT Documents and InvIT Regulations. The Investment Manager shall, inter alia, be responsible for managing and administering the Trust and the Trust Assets and shall for this purpose execute the Investment Management Agreement. The Investment Manager, in consultation with the Trustee, shall appoint the majority of the board of directors or the governing boards of the Holdco and/or the SPVs.”

Replaced Clause:

“The Trustee shall appoint the Investment Manager to provide investment management services to the Trust in accordance with the InvIT Documents and InvIT Regulations. The Investment Manager shall, inter alia, be responsible for managing and administering the Trust and the Trust Assets and shall for this purpose execute the Investment Management Agreement. The Investment Manager, in consultation with the Trustee, shall appoint the directors on the board of directors or the governing boards of the Holdco and/or the SPVs.”

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7. Deletion of Article 7.3 of the Trust Deed

Deleted Clause:

“7.3. The Trustee shall, if so advised by the Investment Manager, or the Investment Manager may, if so empowered by the Trustee under the Investment Management Agreement, appoint committees including, investment committees or any such committees or boards, inter alia, for investment and divestment approvals and for providing advice and counsel to the Investment Manager generally on matters relating to the investments and divestments and such other matters as may be requested by the Investment Manager. The constitution, role and scope of these committees and/or boards shall be such as is determined by the Trustee, on the advice of the Investment Manager, or by the Investment Manager if so empowered by the Trustee as aforesaid.”

8. Amendment in Article 8.1 of the Trust Deed

Current Clause:

“8.1. The HoldCo/SPV and the Trustee shall, in consultation with the Investment Manager, appoint the Project Manager by execution of Project Management Agreement. The Project Manager shall, inter alia, be responsible, for undertaking operations and management of the Trust Assets, including making arrangements for appropriate maintenance, as may be applicable, in accordance with the provisions of the InvIT Documents, the InvIT Regulations. The Trustee and/or the Investment Manager shall oversee the activities of the Project Manager with respect to compliance with the InvIT Regulations and the Project Management Agreement, and shall obtain a compliance certificate from the Project Manager on a quarterly basis, in the form prescribed by SEBI, if any.”

Replaced Clause:

“8.1 The HoldCo/SPV and the Trustee shall, in consultation with the Investment Manager, appoint the Project Manager by execution of Project Management Agreement. The Project Manager shall, inter alia, be responsible, for undertaking operations and management of the Trust Assets, including making arrangements for the appropriate maintenance, as may be applicable, undertaken by itself or through such contractor or operator identified by the Project Manager, in accordance with the provisions of the InvIT Documents and the InvIT Regulations. The Trustee and/or the Investment Manager shall oversee the activities of the Project Manager with respect to compliance with the InvIT Regulations and the Project Management Agreement, and shall obtain a compliance certificate from the Project Manager on a quarterly basis, in the form prescribed by SEBI, if any.”

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9. Amendment of Article 17.1 of the Trust Deed

Current Clause:

*“17.1. **Subject to 17.2**, no amendment shall be made to this Indenture, without the prior written consent of the required Majority Unitholders that would:*

17.1.1. increase the liabilities or responsibilities of or diminish the rights or protections of Unitholders under this Indenture;

17.1.2. affect the interest of Unitholders with respect to income, gains or losses or amend or modify any portion of this Indenture which would adversely affect the Unitholders; provided, however that the admission of an additional Unitholder in accordance with the provisions of the InvIT Documents, shall not constitute an alteration, amendment or modification of this Indenture, as herein contemplated;

17.1.3. amend or modify any provision that would restrict the Transferability of the Unit of Unitholders; and

*17.1.4. amend this **Article 17.1**.”*

Replaced Clause:

“Subject to 17.2, no amendment shall be made to this Indenture, unless in accordance with the InvIT Regulations and the circulars, notifications and guidelines issued thereunder.”

10. Deletion of Article 17.3 of the Trust Deed

Deleted Clause:

*“17.3. Within 3 (Three) days after any change or amendment or waiver in accordance with the **Article 17.1**, the Trustee shall cause the Investment Manager to send a written notice to each Unitholder describing such change or amendment or waiver with all details in case the amendment is after Units have been issued.”*

11. Amendment in Article 18.2.3 of the Trust Deed

Current Clause:

“18.2.3. in the event that the Majority Unitholders elect to terminate the services of the Trustee and appoint a new trustee in accordance with the InvIT Regulations and the InvIT Documents;”

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Replaced Clause:

“18.2.3. in the event the unitholders elect to terminate the services of the Trustee, in accordance with the InvIT Regulations, and appoint a new trustee in accordance with the InvIT Regulations and the InvIT Documents; or”

12. Amendment in Article 19 of the Trust Deed

Modification of Article 19.1:

Current Clause: *“19.1. The Trust may be terminated and dissolved automatically without any further action on the part of the Unitholders:”*

Replaced Clause: *“The Trust may be terminated and dissolved automatically without any further action on the part of the Unitholders, except in case of delisting pursuant to conversion of the privately placed and listed Trust to a privately placed unlisted Trust in accordance with the InvIT Regulations:*

Modification in Article 19.2(ii):

Current Clause: *“19.2. Winding up of the Trust (i) otherwise than in accordance with the Term, and (ii) in circumstances other than those stated in Article 19.1 above shall require the consent of the Majority Unitholders.”*

Replaced Clause: *“Winding up of the Trust (i) otherwise than in accordance with the Term, and (ii) in circumstances other than those stated in Article 19.1 above, shall be in accordance with the InvIT Regulations;”*

Modification in Article 19.3:

Current Clause: *“19.3. Immediately upon (i) completion of the Term, or (ii) the occurrence of any of the events referred to in Article 19.1 the Trustee shall:*

19.3.1. ensure that no further Investments are made by the Trust;

19.3.2. redeem all outstanding Units and distribute any non-cash assets of the Trust and the cash proceeds (net of liquidation and distribution cost) from the sales to the Unitholders;

19.3.3. within a reasonable period of time thereafter, take such other actions as may be necessary to ensure that the Trust is wound up by executing such documents and taking such steps as may be necessary; and

19.3.4. surrender the certificate of registration of the Trust to SEBI.”

Replaced Clause: *“Immediately upon (i) completion of the Term, or (ii) the occurrence of any of the events referred to in Article 19.1 the Trustee shall:*

19.3.1. ensure that no further Investments are made by the Trust;

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19.3.2. redeem all outstanding Units and distribute any non-cash assets of the Trust and the cash proceeds (net of liquidation and distribution cost) from the sales to the Unitholders;

19.3.3. within a reasonable period of time thereafter, take such other actions as may be necessary to ensure that the Trust is wound up by executing such documents and taking such steps as may be necessary; and

19.3.4. surrender the certificate of registration of the Trust to SEBI.

Provided however that, in case of delisting pursuant to conversion of the privately placed and listed Trust to a privately placed unlisted Trust, this Article 19.3 shall not apply and the Trustee shall do such acts, deeds and things as may be necessary or required under Applicable Law”

Subject to approval of the Unitholders, the amendments set out above herein shall be effective on and from the date on which this Amendment Agreement is executed by all the Parties. Draft of the Amendment Agreement to the Indenture of Trust of Tower InvIT is available electronically for inspection by the Unitholders. Unitholders seeking to inspect such documents can send an email to secretarial@summitdigitel.com. The aforesaid documents will also be available electronically for inspection by the Unitholders at the meeting.

The Investment Manager seeks the approval of the Unitholders on the resolution contained in Item no. 2 of the accompanying Notice so as to enable the Trust, the Trustee and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid resolution.

The Investment Manager recommends the resolution as set out in Item No. 2 of this Notice for approval of the Unitholders.

ITEM NO 3:

APPROVAL FOR PROPOSED CONVERSION OF SUMMIT DIGITEL INFRASTRUCTURE PRIVATE LIMITED (FORMERLY KNOWN AS RELIANCE JIO INFRATEL PRIVATE LIMITED) OWNED BY TOWER INVIT FROM PRIVATE COMPANY TO A PUBLIC LIMITED COMPANY

Tower Infrastructure Trust (“Tower InvIT/Trust”) owns 100% of the equity shares of Summit Digital Infrastructure Private Limited [formerly known as Reliance Jio Infratel Private Limited] (“SDIPL”). SDIPL has been incorporated as a private limited company under the relevant provisions of the Companies Act, 1956.

It is proposed that SDIPL be converted from a private company to a public limited company (as determined in terms of the Companies Act, 2013) in accordance with the relevant provisions of applicable law.

As the aforesaid change is in the nature of a change in the corporate status of SDIPL, which is the asset of the Trust, the Investment Manager is seeking the consent of the Unitholders for the proposed conversion. It is pertinent to note that such proposed conversion, would not affect or impact the ownership structure/control / voting power available with the Trust with respect to SDIPL, and the Trust would continue to remain the sole equity shareholder of SDIPL with all voting powers.

TOWER INFRASTRUCTURE TRUST

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Email: secretarial@summitdigitel.com; **Website:** www.towerinfratrust.com

The Investment Manager seeks the approval of the Unitholders on the resolution contained in Item no. 3 of the accompanying Notice so as to enable the Trust and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid resolution.

The Investment Manager recommends the resolution as set out in Item No. 3 of this Notice for approval of the Unitholders.

For **Tower Infrastructure Trust**

Brookfield India Infrastructure Manager Private Limited

(formerly known as WIP (India) Private Limited)

(acting in its capacity as the Investment Manager of Tower Infrastructure Trust)

Sd/-

Inder Mehta

Compliance Officer of Tower Infrastructure Trust

Date: April 14, 2021

Place: Mumbai

Principle Place of Business and Contact Details of the Trust:

9th Floor, Maker Chambers IV

222, Nariman Point

Mumbai 400 021, Maharashtra, India

SEBI Registration Number: IN/InvIT/18-19/0009

Tel: +91 22 3555 5000

Fax: +91 22 3555 5560

Website: www.towerinfratrust.com

Registered Office and Contact Details of Investment Manager:

Unit No. 804, 8th Floor

A Wing, One BKC,

Bandra Kurla Complex, Bandra (E),

Mumbai - 400 051, Maharashtra, India

Tel: +91 22 6600 0700

Fax: +91 22 6600 0777

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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 Sunday, May 9, 2021 and ends on 17:00 Hours IST on Tuesday, May 11, 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 - 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) or Physical	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.

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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 Tower 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 secretarial@summitdigitel.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

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www.evoting.nsdl.com or call on toll free no.: 1800-222-990 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:

1. 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 secretarial@summitdigitel.com.

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

- a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Unitholders, who will be present at the EGM through VC/OAVM 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 EGM.
- c) Unitholders who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- 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 EGM shall be the same person mentioned for remote e-voting.

Annexure II

I. 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 EGM through VC/OAVM 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/OAVM 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.

II. The procedure for attending the meeting through Video Conferencing via Microsoft Teams (through a link being sent separately in the email) is as under:

- (A) Meeting will be held by way of VC through Microsoft Teams application.
- (B) For Unitholders/authorized 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/authorized representatives who do not have the Microsoft Teams application installed on their device:

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- 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
- 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 secretarial@summitdigitel.com at least 1 hour before commencement of the Meeting i.e. by 10:00 a.m. on May 12, 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 98674 27545
 - vi. Designated email id of the Company for correspondences/ voting and all other purposes related to the Meeting shall be secretarial@summitdigitel.com.