

TOWER INFRASTRUCTURE TRUST

Notice is hereby given that an Extra-ordinary General Meeting of the Unitholders of Tower Infrastructure Trust will be held on Wednesday, September 23, 2020 at 11.00 a.m. through Video Conferencing ("VC") to transact the following business:

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

To consider and if thought fit, to pass 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) by the Unitholders in terms of the provisions of Regulation 22(5)(a) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"Resolved that pursuant to the provisions of Regulation 2(1)(zf), 4(2)(e), 9(15), 10, 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (as amended from time to time) ("InvIT Regulations") and subject to the approval of the Securities and Exchange Board of India ("SEBI"), consent of the Unitholders be and is hereby accorded for the appointment of WIP (India) Private Limited ("WIP") as the Investment Manager of Tower Infrastructure Trust ("Trust"), in place of Infinite India Investment Management Limited ("Infinite India").

Resolved further that pursuant to the provisions of Regulation 9(15) of the InvIT Regulations, Axis Trustee Services Limited, in the capacity of Trustee to the Trust ("Trustee"), be and is hereby authorized to file necessary application(s) with SEBI for obtaining their approval to the above change and undertake all necessary acts, deeds and things including executing documents, forms and agreements (including amendments thereto), submitting application forms, providing any additional documents, information or clarifications to any governmental authority, as may be necessary to give effect to the foregoing resolution, including but not limited to:

- (1) the execution of an investment management agreement for the purpose of appointment of WIP as the Investment Manager to the Trust;
- (2) entering into arrangements for the purpose of terminating all existing agreements entered into between the investment manager and the Trustee in relation to the Trust; and
- (3) ensuring that the new investment manager shall stand substituted as a party in all the documents to which the earlier investment manager was a party.

Resolved further that the Trustee be and is hereby authorized to provide a certified true copy of this resolution to any person, including any governmental authorities, in furtherance of the actions contemplated hereunder."

For **Tower Infrastructure Trust**

Axis Trustee Services Limited

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



Authorised Signatory

Date: September 1, 2020

Place: Mumbai

Principal Place of Business and Contact Details of the Trust:

9th Floor, Maker Chamber IV,

222, Nariman Point,

Mumbai - 400 021

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

Tel: +91 22 3555 5000

Fax: +91 22 3555 5560

Website: www.towerinfratrust.com

Email id: tower.infratel@zmail.ril.com

Corporate Office and Contact Details of Axis Trustee Services Limited:

The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg,
Dadar West, Mumbai - 400028

Tel: +91-22-62300451

Fax: +91-22-62300700

Registered Office of Axis Trustee Services Limited:

Axis House, Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg, Worli,
Mumbai – 400025, Maharashtra

NOTES

1. In view of the outbreak of the COVID-19, SEBI had, vide its General Circular bearing reference no. SEBI/HO/DDHS/CIR/P/2020/102 dated June 22, 2020 ("SEBI Circular"), has permitted the holding of meeting of unitholders through Video Conferencing ("VC")/Other Audio-visual means ("OAVM") upto September 30, 2020. In compliance with the provisions of the InvIT Regulations and the said SEBI Circular, this Extra-ordinary General Meeting ("EOGM") of the Unitholders of Tower Infrastructure Trust will be convened through VC/OAVM.

Since the EOGM 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 himself. Since this Meeting is being held through VC/OAVM pursuant to the SEBI Circulars, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this Meeting and hence the Proxy Form is not annexed to this Notice
3. The Unitholders will receive a web-link on their registered e-mail ids, for attending the EOGM, at least 2 (two) days before the date of EOGM. The Unitholders are requested to click on the said link to attend live proceedings of EOGM.
4. Relevant documents referred to in this Notice and explanatory statement will be available for inspection by the unitholders by writing an e-mail to the Trustee at compliance@axistrustee.com and MGB.Team@axistrustee.com mentioning their name, demat account number, e-mail id and mobile number, 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 EOGM and for the duration of the EOGM.
5. Unitholders (such as companies or body corporates) are entitled to appoint authorized representative(s) to attend the EOGM through VC and participate thereat and cast their votes. Accordingly, such unitholders are requested to send to Axis Trustee Services Limited ("Trustee"), a certified true copy of the relevant board resolution/power of attorney, together with the specimen signature(s) of the representatives authorized under the said board resolution/power of attorney to attend and cast vote on their behalf at the EOGM on compliance@axistrustee.com and MGB.Team@axistrustee.com.
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. In line with the aforesaid SEBI Circular, the Notice calling the EOGM will be placed on the website of the Trust and will also be filed with BSE Limited.
8. Remote e-voting and Voting at the EOGM:
 - (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 or to the Trustee on compliance@axistrustee.com and MGB.Team@axistrustee.com, with assent (for) or dissent (against).
 - The aforesaid Ballot Forms shall reach the scrutinizer or the Trustee, on or before Monday, September 21, 2020 by 18:00 hours IST.
 - If any Ballot Form is received after 18:00 hours IST on Monday, September 21, 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 EOGM.
- Unitholders attending the EOGM who have not already cast their vote earlier through Ballot Form shall be able to exercise their voting at the EOGM, as under:
 - (i) Chairperson will brief the unitholders on the matter proposed to be considered at the EOGM;
 - (ii) Thereafter, Chairperson to announce the commencement of e-voting at the EOGM;
 - (iii) E-voting at the EOGM shall be open for 30 minutes;
 - (iv) Unitholders may exercise their vote through e-voting means provided by the Trustee at the EOGM.

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

- The unitholders shall cast their vote by sending the scanned copy of duly filled Ballot Forms from their registered e-mail address, if any.
 - In case the unitholders have not registered their e-mail address so far:
 - (i) Such unitholders are requested to register their e-mail address with the Trust or the Depository by sending an e-mail to the Trust at compliance@axistrustee.com and MGB.Team@axistrustee.com or adding the same to their demat account;
 - (ii) Such unitholders are requested to designate an e-mail address for this purpose in their corporate authorization and may cast their vote by sending the duly filled Ballot Forms from the email address as mentioned in the corporate authorisation.
9. The Trustee 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 EOGM, in a fair and transparent manner.
 10. The Scrutinizer will, immediately after the conclusion of voting at the EOGM, first count the votes cast at the EOGM, thereafter count the votes cast through remote e-voting (Ballot Forms) by the Unitholders till Monday, September 21, 2020 and submit his report to the Trustee.
 11. The result of the voting will be announced by the Trustee and will also be displayed on the website of the Trust www.towerfratrust.com, besides being communicated to the stock exchange.
 12. Unitholders are requested to send their queries, if any, to the Trustee on compliance@axistrustee.com and MGB.Team@axistrustee.com at least 10 days prior to the EOGM to enable the Trustee to provide the required information.
 13. Unitholders holding units as on Monday, August 31, 2020 are entitled to receive this Notice and cast their vote.
 14. Detailed procedure for attending the meeting through VC shall be in accordance with the SEBI Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 dated June 22, 2020 and will be communicated separately to the Unitholders in their registered email-ids before the meeting along with the web-link for joining the meeting.
 15. 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.
 16. Each unitholder shall submit their corporate authorizations along with the duly filled in attendance slip annexed to this Notice with the Trustee at compliance@axistrustee.com and MGB.Team@axistrustee.com at least 1 hour before commencement of the meeting i.e. by 10:00 a.m. on September 23, 2020.
 17. Each unitholder shall identify themselves at the commencement of the meeting.
 18. Attendance of unitholders through VC shall be counted for the purpose of quorum.
 19. Help-line number for assistance: +91 98198 38852 / +91 8000362404.

EXPLANATORY STATEMENT

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

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

Infinite India Investment Management Limited (“Infinite India”) was appointed as the Investment Manager of Tower Infrastructure Trust (“Trust”) in terms of the provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (as amended from time to time) (“InvIT Regulations”) and pursuant to the Investment Management Agreement dated January 31, 2019 (“IMA”) executed between Axis Trustee Services Limited, in the capacity of Trustee to the Trust (“Trustee”) and Infinite India, to manage the assets and investments of the Trust and to undertake activities of the Trust as specified under Regulation 10 of the InvIT Regulations.

Infinite India has tendered its resignation from the role of the Investment Manager of the Trust. Therefore, it is now proposed that WIP (India) Private Limited (“WIP”) be appointed as the Investment Manager of the Trust, in place of Infinite India.

WIP is a private limited company incorporated on May 6, 2010, engaged in the business of rendering investment advisory services. WIP is an affiliate of Brookfield Asset Management Inc. and its entire equity share capital is held by BHAL Global Corporate Limited (“BHAL”) (with one share held by Brookfield Global Subinvestments Limited, in the beneficial interest of BHAL).

As stipulated under Regulation 9(15) of the InvIT Regulations, the Trustee is required to obtain the prior approval of the unitholders of the Trust and from the Securities and Exchange Board of India (“SEBI”), for change in the investment manager of the Trust and to do all such acts, deeds and things as may be necessary in terms of the provisions of InvIT Regulations.

In view of the above, approval of the unitholders is sought for appointment of WIP as the Investment Manager of the Trust, in place of Infinite India and to authorize Trustee to do all such acts, deeds and things and to take all necessary actions as may be required to give effect to the said change.

BIF IV Jarvis India Pte. Ltd. (an affiliate of Brookfield), one of the sponsors of the Trust, being a related party to this proposal is considered interested in the resolution and will accordingly not be eligible to vote on resolution as set out in Item No. 1.

Accordingly, the Trustee recommends this resolution for approval of the unitholders.

Principal Place of Business and Contact Details of the Trust:

9th Floor, Maker Chamber IV,
222, Nariman Point,
Mumbai - 400 021.

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

Tel: +91 22 3555 5000

Fax: +91 22 3555 5560

Website: www.towerinfratrust.com

Email id: tower.infratel@zmail.ril.com

Corporate Office and Contact Details of Axis Trustee Services Limited:

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Axis House, Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg, Worli,
Mumbai – 400025, Maharashtra

TOWER INFRASTRUCTURE TRUST

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

Principal Place of Business: 9th Floor, Maker Chamber IV, 222, Nariman Point, Mumbai - 400 021

ATTENDANCE SLIP

Extra-ordinary General Meeting (“EOGM”) of the Unitholders of Tower Infrastructure Trust (“Trust”) held on Wednesday, September 23, 2020 at 11:00 a.m. through Video Conferencing.

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 EOGM of the Unitholders of the Trust, scheduled on Wednesday, September 23, 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 with the Trustee at compliance@axitrustee.com and MGB.Team@axitrustee.com at least 1 hours before commencement of the meeting i.e. by 10:00 a.m. on Wednesday, September 23, 2020.

TOWER INFRASTRUCTURE TRUST

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

Principal Place of Business: 9th Floor, Maker Chamber IV, 222, Nariman Point, Mumbai - 400 021

BALLOT FORM

Extra Ordinary General Meeting: Wednesday, September 23, 2020 at 11:00 a.m. through Video Conferencing.

S No	Particulars	Details
1.	Name of the Unit Holder (In block letters)	
2.	Registered Address	
3.	Client ID	
4.	DP ID	
5.	E-mail Address	
6.	Number of Units	

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

Item No.	Particulars	No. of Units held by me	I assent to the resolution	I dissent from the resolution
1.	To approve change in Investment Manager of Tower Infrastructure Trust			

Place:

Date:

(Signature of the Unitholder/ representative)

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 Monday, September 21, 2020 at 18:00 Hours IST in case of remote e-voting.

Instructions:

1. A Unitholder desiring to exercise vote by ballot may complete this Ballot Form and send a signed scanned copy to the Scrutinizer on jatin@csmayekar.com or Trustee on compliance@axistrustee.com and MGB.Team@axistrustee.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 torn or defaced or mutilated 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 the Trust is used.
5. Duly completed Ballot Forms should reach the Scrutinizer or the Trustee on or before Monday, September 21, 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 e-mail to Scrutinizer at jatin@csmayekar.com or to the Trustee at compliance@axistrustee.com and MGB.Team@axistrustee.com.
7. The e-voting facility shall also be made available at the EOGM 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 EOGM. The Unitholders who have cast their votes by sending the duly filled and signed Ballot Form to the Scrutinizer prior to the meeting, 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. Monday, August 31, 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 or Trustee and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.