

CC/PUTL\_COS/Stock Exchanges/147

June 28, 2024

To

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400051  
Symbol: PGINVIT

Listing Department  
BSE Limited  
20<sup>th</sup> Floor, P. J. Towers  
Dalal Street, Mumbai – 400 001  
Scrip Code:543290 (PGINVIT)  
Company Code:12436

**Subject: Voting results of Third Annual Meeting of the Unitholders of POWERGRID Infrastructure Investment Trust held on Wednesday, June 26, 2024**

Dear Sir/Madam,

In continuation to letter No. CC/PUTL\_COS/Stock Exchanges/145 dated June 27, 2024, regarding summary of proceedings of the Third Annual Meeting ("Annual Meeting") of Unitholders of POWERGRID Infrastructure Investment Trust ("PGInvIT") held on Wednesday, June 26, 2024, at 2:30 P.M. (IST) through Video Conferencing, we wish to inform that the resolutions for the items as set out in the Notice of the Annual Meeting have been duly approved by the Unitholders of PGInvIT with requisite majority. In this regard, enclosed please find the detail of voting results and Scrutinizer's report dated June 28, 2024 at Annexure I and Annexure II, respectively. The voting results along with the Scrutinizer's report will also made available on the website of PGInvIT ([www.pginvit.in](http://www.pginvit.in)).

Kindly take the above information on record.

Thanking You,

Yours faithfully,

**For POWERGRID Unchahar Transmission Limited  
(as Investment Manager of POWERGRID Infrastructure Investment Trust)**

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**Anjana Luthra**  
**Company Secretary & Compliance Officer**  
**Encl: As above.**

CC:  
IDBI Trusteeship Services Limited  
Ground Floor, Universal Insurance Building,  
Sir P.M. Road, Fort,  
Mumbai- 400 001.

**Annexure-I****Voting Results of the Third Annual Meeting (“Annual Meeting”) of the Unitholders of POWERGRID Infrastructure Investment Trust held on June 26, 2024**

|  |   |
|--|---|
| <b>Date of Annual Meeting</b>  | June 26, 2024   |
| <b>Total number of unitholders on record date</b>  | As on cut-off date i.e. June 19, 2024, the total number of Unitholders were 1,66,035. |
| <b>Total no. of Unitholders present in the meeting either in person or through proxy :</b> | Not Applicable  |
| <b>Sponsor &amp; Sponsor Group</b>   |   |
| <b>Public</b>  |   |
| <b>No. of Unitholders attended the meeting through Video Conferencing:</b>                 |   |
| <b>Sponsor &amp; Sponsor Group</b>   | 1   |
| <b>Public</b>  | 31  |

**ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST (“PGInvIT”) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON AND THE ANNUAL REPORT ON ACTIVITIES AND PERFORMANCE OF PGInvIT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

| Resolution required:  |                               |                       | Simple Majority         |  |                            |                            |  |  |
|---|-------------------------------|-----------------------|-------------------------|--|----------------------------|----------------------------|--|--|
| Whether Sponsor & Sponsor Group are interested in the agenda/resolution |                               |                       | No                      |  |                            |                            |  |  |
| Category  | Mode of Voting                | No. of Units held (1) | No. of votes polled (2) | % of Votes Polled on outstanding units (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Sponsor & Sponsor Group   | E-Voting                      | 13,65,00,100          | 13,65,00,100            | 100.0000   | 13,65,00,100               | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |                       | <b>13,65,00,100</b>     | <b>13,65,00,100</b>                                      | <b>100.0000</b>            | <b>13,65,00,100</b>        | <b>0</b>   | <b>100.0000</b>                                      |
| Public- Institutions  | E-Voting                      | 35,95,59,700          | 28,64,18,699            | 79.6582  | 28,64,18,699               | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |                       | <b>35,95,59,700</b>     | <b>28,64,18,699</b>                                      | <b>79.6582</b>             | <b>28,64,18,699</b>        | <b>0</b>   | <b>100.0000</b>                                      |
| Public- Non Institutions  | E-Voting                      | 41,39,39,400          | 5,16,766                | 0.1248   | 5,11,014                   | 5,752                      | 98.8869  | 1.1131   |
|   | Poll                          |                       | 717                     | 0.0002   | 717                        | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |                       | <b>41,39,39,400</b>     | <b>5,17,483</b>  | <b>0.1250</b>              | <b>5,11,731</b>            | <b>5,752</b>   | <b>98.8885</b>                                       |
| <b>TOTAL</b>  | <b>Total</b>                  | <b>90,99,99,200</b>   | <b>42,34,36,282</b>     | <b>46.5315</b>   | <b>42,34,30,530</b>        | <b>5,752</b>               | <b>99.9986</b>   | <b>0.0014</b>  |

**Note: Votes mentioned against Poll are the votes casted electronically through e-voting during the Annual Meeting.**

**ITEM NO. 2: TO CONSIDER AND ADOPT THE VALUATION REPORT ISSUED BY M/S. INMACS VALUERS PRIVATE LIMITED, INDEPENDENT VALUER FOR THE VALUATION OF SPECIAL PURPOSE VEHICLES OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST AS AT MARCH 31, 2024**

| Resolution required:  |                               |                       | Simple Majority         |  |                            |                            |  |  |
|---|-------------------------------|-----------------------|-------------------------|--|----------------------------|----------------------------|--|--|
| Whether Sponsor & Sponsor Group are interested in the agenda/resolution |                               |                       | No                      |  |                            |                            |  |  |
| Category  | Mode of Voting                | No. of Units held (1) | No. of votes polled (2) | % of Votes Polled on outstanding units (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Sponsor & Sponsor Group   | E-Voting                      | 13,65,00,100          | 13,65,00,100            | 100.0000   | 13,65,00,100               | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  | <b>13,65,00,100</b>   | <b>13,65,00,100</b>     | <b>100.0000</b>  | <b>13,65,00,100</b>        | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  |
| Public-Institutions   | E-Voting                      | 35,95,59,700          | 28,64,18,699            | 79.6582  | 28,64,18,699               | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  | <b>35,95,59,700</b>   | <b>28,64,18,699</b>     | <b>79.6582</b>   | <b>28,64,18,699</b>        | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  |
| Public-Non Institutions   | E-Voting                      | 41,39,39,400          | 5,16,766                | 0.1248   | 5,11,484                   | 5,282                      | 98.9779  | 1.0221   |
|   | Poll                          |                       | 717                     | 0.0002   | 717                        | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  | <b>41,39,39,400</b>   | <b>5,17,483</b>         | <b>0.1250</b>  | <b>5,12,201</b>            | <b>5,282</b>               | <b>98.9793</b>   | <b>1.0207</b>  |
| <b>TOTAL</b>  | <b>Total</b>                  | <b>90,99,99,200</b>   | <b>42,34,36,282</b>     | <b>46.5315</b>   | <b>42,34,31,000</b>        | <b>5,282</b>               | <b>99.9988</b>   | <b>0.0012</b>  |

**Note: Votes mentioned against Poll are the votes casted electronically through e-voting during the Annual Meeting.**

**ITEM NO. 3: TO CONSIDER AND APPROVE THE APPOINTMENT OF THE VALUER OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST FROM FY 2024-25 TO FY 2025-26**

| Resolution required:  |                               |                       | Simple Majority         |  |                            |                            |  |  |
|---|-------------------------------|-----------------------|-------------------------|--|----------------------------|----------------------------|--|--|
| Whether Sponsor & Sponsor Group are interested in the agenda/resolution |                               |                       | No                      |  |                            |                            |  |  |
| Category  | Mode of Voting                | No. of Units held (1) | No. of votes polled (2) | % of Votes Polled on outstanding units (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes – against (5) | % of Votes in favour of votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Sponsor & Sponsor Group   | E-Voting                      | 13,65,00,100          | 13,65,00,100            | 100.0000   | 13,65,00,100               | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |                       | <b>13,65,00,100</b>     | <b>13,65,00,100</b>                                      | <b>100.0000</b>            | <b>13,65,00,100</b>        | <b>0</b>   | <b>100.0000</b>                                      |
| Public-Institutions   | E-Voting                      | 35,95,59,700          | 28,64,18,699            | 79.6582  | 28,64,18,699               | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |                       | <b>35,95,59,700</b>     | <b>28,64,18,699</b>                                      | <b>79.6582</b>             | <b>28,64,18,699</b>        | <b>0</b>   | <b>100.0000</b>                                      |
| Public-Non Institutions   | E-Voting                      | 41,39,39,400          | 5,16,761                | 0.1248   | 5,10,449                   | 6,312                      | 98.7785  | 1.2215   |
|   | Poll                          |                       | 717                     | 0.0002   | 717                        | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                       | 0                       | 0.0000   | 0                          | 0                          | 0.0000   | 0.0000   |
|   | <b>Total</b>                  |                       | <b>41,39,39,400</b>     | <b>5,17,478</b>  | <b>0.1250</b>              | <b>5,11,166</b>            | <b>6,312</b>   | <b>98.7802</b>                                       |
| <b>TOTAL</b>  | <b>Total</b>                  | <b>90,99,99,200</b>   | <b>42,34,36,277</b>     | <b>46.5315</b>   | <b>42,34,29,965</b>        | <b>6,312</b>               | <b>99.9985</b>   | <b>0.0015</b>  |

Note: Votes mentioned against Poll are the votes casted electronically through e-voting during the Annual Meeting.

**For POWERGRID Unchahar Transmission Limited  
(as Investment Manager of POWERGRID Infrastructure Investment Trust)**

**Anjana Luthra  
Company Secretary & Compliance Officer**

CS. SAVITA JYOTI, B.Com., F.C.S.

**Combined Scrutinizer's Report on remote e-voting & voting by electronic means conducted at the Third Annual Meeting of POWERGRID Infrastructure Investment Trust held on Wednesday, June 26, 2024 at 2:30 P.M. (IST) through Video Conferencing ("VC")**

To  
POWERGRID Unchahar Transmission Limited  
Investment Manager to POWERGRID Infrastructure Investment Trust (PGInvIT)  
(Registration Number of PGInvIT: IN/InvIT/20-21/0016)  
Plot No. 2, Sector 29, Gurgaon-122001, Haryana

**Sub: Passing of resolution(s) through remote e-voting as well as voting by electronic means conducted at Third Annual Meeting of POWERGRID Infrastructure Investment Trust ("PGInvIT")**

Dear Sir/Madam,

I, Savita Jyoti, (Membership No. F3738 and C.P. No.1796), M/s. Savita Jyoti Associates, Company Secretaries, was appointed as Scrutinizer by POWERGRID Unchahar Transmission Limited (the "Investment Manager"), the Investment Manager of POWERGRID Infrastructure Investment Trust ("PGInvIT") to scrutinize the remote e-voting process and voting by electronic means conducted at Third Annual Meeting ("Annual Meeting") of PGInvIT in a fair and transparent manner.

Pursuant to the relevant provisions of Master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 issued by the Securities and Exchange Board of India ("SEBI"), the Infrastructure Investment Trusts set up under the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented ("InvIT Regulations") have been permitted to hold the Annual Meeting through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). Pursuant to the applicable provisions of the InvIT Regulations read with above-mentioned circular, the Annual Meeting of PGInvIT was conducted on Wednesday, June 26, 2024, at 2:30 P.M. (IST) through VC.

The notice convening the Annual Meeting of PGInvIT dated May 31, 2024 ("Notice of the Annual Meeting") alongwith Annual Report for the Financial Year 2023-24 was sent through electronic means to those Unitholders whose e-mail addresses were registered with the depositories / depository participants.

The Investment Manager on behalf of PGInvIT had engaged the services of M/s. KFin Technologies Limited ("KFinTech"), the Registrar and Transfer Agent ("RTA") of PGInvIT for the purpose of providing facility for voting through remote e-voting, for participation in the Annual Meeting through VC facility and e-voting during the Annual Meeting.

The remote e-voting period commenced on Sunday, June 23 2024 at 9:00 A.M. (IST) and ended on Tuesday, June 25, 2024 at 5:00 P.M. (IST) and remote e-voting platform was disabled thereafter.

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The Investment Manager on behalf of PGIInvIT had also provided e-voting facility to the Unitholders present at the Annual Meeting through VC and who had not cast their vote earlier.

The Unitholders of PGIInvIT holding units as on the cut-off date of Wednesday, June 19, 2024, were entitled to vote on the resolutions as contained in the Notice of the Annual Meeting.

After the closure of e-voting at the Annual Meeting, the report on e-voting done at the meeting and the votes cast under remote e-voting facility prior to the Annual Meeting were unblocked and were counted. I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the KFinTech's e-voting system.

I hereby provide the Combined Report as under:

**ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST ("PGIInvIT") FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON AND THE ANNUAL REPORT ON ACTIVITIES AND PERFORMANCE OF PGIInvIT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

(i) Voted in *favour* of the resolution:

| <b>Mode</b>   | <b>No. of unitholders voted</b> | <b>No. of votes cast in favor of resolution</b> | <b>% of total no. of valid votes cast*</b> |
|---|---------------------------------|---|--|
| Remote e-voting                                       | 390                             | 42,34,29,813                                    | 100  |
| Voting through electronic means at the Annual Meeting | 4                               | 717   | 0  |
| <b>Total</b>  | <b>394</b>                      | <b>42,34,30,530</b>                             | <b>100</b>                                 |

\*% mentioned in the table has been rounded off to the nearest number.

(ii) Voted *against* the resolution:

| <b>Mode</b>   | <b>No. of unitholders voted</b> | <b>No. of votes cast against the resolution</b> | <b>% of total no. of valid votes cast*</b> |
|---|---------------------------------|---|--|
| Remote e-voting                                       | 8                               | 5,752   | 0  |
| Voting through electronic means at the Annual Meeting | 0                               | 0   | 0  |
| <b>Total</b>  | <b>8</b>                        | <b>5,752</b>                                    | <b>0</b>                                   |

\*% mentioned in the table has been rounded off to the nearest number.

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(iii) Invalid/Abstained votes:

| Mode  | Total numbers of unitholders whose votes were declared invalid /Abstained | Total number of votes cast by them |
|---|---|------------------------------------|
| Remote e-voting                                       | 10  | 38,552                             |
| Voting through electronic means at the Annual Meeting | 0   | 0                                  |
| <b>Total</b>  | <b>10</b>   | <b>38,552</b>                      |

Based on the above, I report that the Resolution as set forth in Item No. 1 of the Notice of the Annual Meeting has been passed by the Unitholders with requisite majority.

**ITEM NO. 2: TO CONSIDER AND ADOPT THE VALUATION REPORT ISSUED BY M/S. INMACS VALUERS PRIVATE LIMITED, INDEPENDENT VALUER FOR THE VALUATION OF SPECIAL PURPOSE VEHICLES OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST AS AT MARCH 31, 2024**

(i) Voted in *favour* of the resolution:

| Mode  | No. of unitholders of voted | No. of votes cast in favor of resolution | % of total no. of valid votes cast* |
|---|-----------------------------|--|-------------------------------------|
| Remote e-voting                                       | 391                         | 42,34,30,283                             | 100                                 |
| Voting through electronic means at the Annual Meeting | 4                           | 717                                      | 0                                   |
| <b>Total</b>  | <b>395</b>                  | <b>42,34,31,000</b>                      | <b>100</b>                          |

\*% mentioned in the table has been rounded off to the nearest number.

(ii) Voted *against* the resolution:

| Mode  | No. of unitholders of voted | No. of votes cast against the resolution | % of total no. of valid votes cast* |
|---|-----------------------------|--|-------------------------------------|
| Remote e-voting                                       | 8                           | 5,282                                    | 0                                   |
| Voting through electronic means at the Annual Meeting | 0                           | 0  | 0                                   |
| <b>Total</b>  | <b>8</b>                    | <b>5,282</b>                             | <b>0</b>                            |

\*% mentioned in the table has been rounded off to the nearest number.

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(iii) Invalid/Abstained votes:

| <b>Mode</b>   | <b>Total numbers of unitholders whose votes were declared invalid-/Abstained</b> | <b>Total number of votes cast by them</b> |
|---|--|---|
| Remote e-voting                                       | 10   | 38,552                                    |
| Voting through electronic means at the Annual Meeting | 0  | 0   |
| <b>Total</b>  | <b>10</b>  | <b>38,552</b>                             |

Based on the above, I report that the Resolution as set forth in Item No. 2 of the Notice of the Annual Meeting has been passed by the Unitholders with requisite majority.

**ITEM NO. 3: TO CONSIDER AND APPROVE THE APPOINTMENT OF THE VALUER OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST FROM FY 2024-25 TO FY 2025-26**

(i) Voted in *favour* of the resolution:

| <b>Mode</b>   | <b>No. of unitholders voted</b> | <b>No. of votes cast in favor of resolution</b> | <b>% of total no. of valid votes cast *</b> |
|---|---------------------------------|---|---|
| Remote e-voting                                       | 386                             | 42,34,29,248                                    | 100   |
| Voting through electronic means at the Annual Meeting | 4                               | 717   | 0   |
| <b>Total</b>  | <b>390</b>                      | <b>42,34,29,965</b>                             | <b>100</b>                                  |

\*% mentioned in the table has been rounded off to the nearest number.

(ii) Voted *against* the resolution:

| <b>Mode</b>   | <b>No. of unitholders voted</b> | <b>No. of votes cast against the resolution</b> | <b>% of total no. of valid votes cast *</b> |
|---|---------------------------------|---|---|
| Remote e-voting                                       | 12                              | 6,312   | 0   |
| Voting through electronic means at the Annual Meeting | 0                               | 0   | 0   |
| <b>Total</b>  | <b>12</b>                       | <b>6,312</b>                                    | <b>0</b>                                    |

\*% mentioned in the table has been rounded off to the nearest number.

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(iii) Invalid/Abstained votes:

| Mode  | Total numbers of unitholders whose votes were declared invalid /Abstained | Total number of votes cast by them |
|---|---|------------------------------------|
| Remote e-voting                                       | 11  | 38,557                             |
| Voting through electronic means at the Annual Meeting | 0   | 0                                  |
| <b>Total</b>  | <b>11</b>   | <b>38,557</b>                      |

Based on the above, I report that the Resolution as set forth in Item No. 3 of the Notice of the Annual Meeting has been passed by the Unitholders with requisite majority.

All relevant records relating to remote e-voting and voting by electronic means at the Annual Meeting shall remain in the safe custody of Scrutinizer until the Chairman of Investment Manager considers, approves and signs the minutes of the Annual Meeting and thereafter the Scrutinizer shall hand over the same to the Company Secretary and Compliance Officer of the Investment Manager.

Thanking You,  
Yours faithfully,  
**for Savita Jyoti Associates**  
**Company Secretaries**

*Savita Jyoti*


**Scrutinizer**  
**CS Savita Jyoti**  
**Practicing Company Secretary**  
**FCS No.: 3738, CP No.: 1796**  
**UDIN: F003738F000625337**

SAVITA JYOTI, FCS 3738  
Practicing Company Secretary  
Certificate of Practice No. 1796

Place: Hyderabad  
Date: June 28, 2024

Witness 1: *Devan*

Witness 2: *Murugesan*

Received by: *Anjana*  
Signature: 

Name: Anjana Luthra  
Designation: Company Secretary & Compliance Officer  
POWERGRID Unchahar Transmission Limited  
(as Investment Manager to PGInvIT)

Place: Gurgaon  
Date: June 28, 2024