

**Date:** December 13, 2023

**B S E Limited**

Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400 001,  
Maharashtra, India  
Security Code- 540565

**National Stock Exchange of India Ltd**

Listing Department  
Exchange Plaza, Plot No. C/1, Block G,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai — 400 051, Maharashtra, India  
Symbol- INDIGRID

**Subject: Notice of Extra-ordinary General Meeting of India Grid Trust scheduled to be held on Thursday, January 04, 2024**

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 22 and all other applicable Regulation of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, read with circulars and guidelines issued thereunder from time to time (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) (the “**InvIT Regulations**”) and subject to other applicable laws and regulations, we hereby inform that an Extra-ordinary General Meeting (“**EGM**”) of Unitholders of India Grid Trust (“**IndiGrid**”) is scheduled to be held on Thursday, January 04, 2024 at 11.00 a.m. IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility.

In accordance with the InvIT Regulations, please find attached the Notice convening EGM of IndiGrid.

The aforesaid Notice is also available on the website of IndiGrid i.e., <https://www.indigrid.co.in/>.

You are requested to take the same on record.

Thanking you,

For and on behalf of the **IndiGrid Investment Managers Limited**  
(Representing India Grid Trust as its Investment Manager)

**Urmil Shah**

Company Secretary & Compliance Officer  
ACS-23423

Copy to-

**Axis Trustee Services Limited**

The Ruby, 2<sup>nd</sup> Floor, SW, 29  
Senapati Bapat Marg, Dadar West,  
Mumbai- 400 028, Maharashtra, India

**Encl:** As above

**IndiGrid Investment Managers Limited**

**Registered & Corporate Office:** Unit No. 101, First Floor, Windsor, Village KoleKalyan, off CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra, India **CIN:** U28113MH2010PLC308857  
**Ph:** +91 72084 93885 | **Email:** [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com) | [www.indigrid.co.in](http://www.indigrid.co.in)



**INDIA GRID TRUST ("IndiGrid")**

(An Infrastructure Investment Trust registered with Securities and Exchange Board of India vide registration no. IN/InvIT/16-17/0005)

**Principal Place of Business:** Unit No. 101, First Floor, Windsor, Village KoleKalyan, Off CST Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai – 400 098, Maharashtra, India | **Tel:** 022 6924 1311

**Compliance Officer:** Mr. Urmil Shah; **E-mail:** [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com); **Website:** [www.indigrid.co.in](http://www.indigrid.co.in)

### **Notice of Extra-ordinary General Meeting**

**NOTICE IS HEREBY GIVEN** that an **EXTRA-ORDINARY GENERAL MEETING ("EGM")** of the unitholders (the "**Unitholders**") of India Grid Trust ("**IndiGrid**") will be held on Thursday, January 4, 2024 at 11.00 a.m. IST through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") facility, without physical presence of the Unitholders at a common venue, in compliance with Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 06, 2023 issued by the Securities and Exchange Board of India (the "**SEBI Master Circular**"), to transact the businesses mentioned below.

#### **ITEM NO. 1: TO APPROVE RESTRUCTURING OF PORTFOLIO ASSETS**

To consider and if thought fit, to pass the following resolutions by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than 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 and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) (the "**InvIT Regulations**")

**"RESOLVED THAT** pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars and guidelines issued thereunder ("**InvIT Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI LODR**") and other applicable laws, including any statutory modification(s) or amendment(s) or re-enactment(s) 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), the requisite approvals (if any) of Securities and Exchange Board of India, the stock exchanges, the National Company Law Tribunal, any relevant governmental, statutory or regulatory authorities and subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary and as recommended by the Audit Committee, Investment Committee and the board of directors of the Investment Manager and subject to the completion of necessary conditions precedent and finalisation of other terms, the unitholders of India Grid Trust ("**IndiGrid**") do hereby accord their approval to (A) the restructuring of the special purpose vehicles ("**SPVs**") and holding companies ("**HoldCos**" and collectively with SPVs, "**Portfolio Assets**") held by IndiGrid in a manner as set out in the explanatory statement ("**Restructuring**"); and (B) the finalisation of all the matters incidental thereto as the board of directors of the Investment Manager ("**IM Board**") may in its absolute discretion think fit.

**"RESOLVED FURTHER THAT** the IM Board or any directors thereof, be and are hereby severally authorized to do and delegate all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for the purpose of the Restructuring including the execution, modification, amendments of all documents, agreements, deeds in relation to the Restructuring."

#### **ITEM NO. 2: TO CONSIDER AND APPROVE AMENDMENT AND RESTATEMENT IN THE DEED OF TRUST**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of approval of special majority of Unitholders (where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution) in terms of provisions of Regulation 22(5)(b) of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended from time to time ("**InvIT Regulations**") and the notifications, guidelines and circulars issued thereunder:

**"RESOLVED THAT** pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time ("**InvIT Regulations**") and the rules, regulations, guidelines notifications as well as circulars issued by Securities and Exchange Board of India ("**SEBI**") dated September 11, 2023 bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 ("**SEBI Circular**") and such laws as may be applicable, the consent of the Unitholders of India Grid Trust ("**IndiGrid**"), be and is hereby granted to amend and restate the deed of Trust of India Grid Trust ("**IndiGrid**") for the purposes of (i) reflecting the de-classification of Sterlite Power Transmission Limited as a sponsor of IndiGrid as approved by the Unitholders on June 6, 2023; (ii) amending the investment objectives of IndiGrid, specifically to include, amongst other things, smart metering,

storage within energy and (iii) comply with the provisions of the InvIT Regulations and the SEBI Circular and permit eligible unitholders to nominate such number of directors on the board of directors of the Investment Manager ("**IM Board**"), in the manner and to the extent specified under the InvIT Regulations and consequent amendment and restatement of Deed of Trust, proposed to be entered into amongst Esoteric II Pte. Ltd. (acting as the sponsor of IndiGrid), Sterlite Power Transmission Limited (acting as settlor of IndiGrid), Axis Trustee Services Limited (acting as the trustee of IndiGrid) and IndiGrid Investment Managers Limited (acting as the investment manager of IndiGrid) ("**Amended Deed of Trust**")."

**"RESOLVED FURTHER THAT** the Board of the Investment Manager and/or Trustee, be and are hereby authorized to execute the Amended Deed of Trust, on behalf of IndiGrid, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, desirable or expedient, to implement the new investment strategy, to amend the Deed of Trust and all other actions which are necessary to give effect to the above resolutions."

**"RESOLVED FURTHER THAT** the Board of the Investment Manager and/or Trustee be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of the board of directors of the Investment Manager or any of director(s) or officer(s) of the Investment Manager and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions."

### **ITEM NO. 3: TO CONSIDER AND APPROVE AMENDMENT AND/OR RESTATEMENT IN THE INVESTMENT MANAGEMENT AGREEMENT**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of approval of special majority of Unitholders (where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution) in terms of provisions of Regulation 22(5)(b) of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended from time to time ("**InvIT Regulations**") and the notifications, guidelines and circulars issued thereunder:

**"RESOLVED THAT** pursuant to the InvIT Regulations, as amended from time to time, and the rules, regulations, guidelines notifications as well as circulars issued by Securities and Exchange Board of India ("**SEBI**") dated September 11, 2023 bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 ("**SEBI Circular**") and such laws as may be applicable, the consent of the Unitholders of India Grid Trust ("IndiGrid"), be and is hereby granted to amend the Investment Management Agreement to comply with the provisions of the InvIT Regulations, as amended from time to time and the SEBI Circular and to permit eligible unitholders to nominate such number of directors on the IM Board, in the manner and to the extent specified under the InvIT Regulations, and consequent amendment to or restatement of Investment Management Agreement, proposed to be entered into amongst Axis Trustee Services Limited (acting as the trustee to IndiGrid), IndiGrid Investment Managers Limited (acting as the investment manager to IndiGrid) and Special Purpose Vehicles (SPVs) owned directly or indirectly by IndiGrid."

**"RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Investment Manager of IndiGrid be and are hereby severally authorised on behalf of IndiGrid to inform all concerned, in such form and manner as may be required or is necessary and also to finalise and execute such agreements, letters and other writings in this regard, including delegation of all, or any of these powers and to do all acts, deeds, things, and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors of Investment Manager, to be in the best interest of IndiGrid, as it may deem fit."

### **ITEM NO. 4: TO APPROVE THE BORROWINGS FROM AXIS BANK LIMITED**

To consider and if thought fit, to pass the following resolutions by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22(4) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) (the "**InvIT Regulations**")

**"RESOLVED THAT** pursuant to Regulations 19, 20 and 22 and any the other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars and guidelines issued thereunder ("**InvIT Regulations**"), and other applicable laws, including any statutory modification(s) or amendment(s) or re-enactment(s) 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), the requisite approvals (if any) of Securities and Exchange Board of India, the stock exchanges, any relevant governmental, statutory or regulatory authorities and subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, the unitholders of India Grid Trust ("**IndiGrid**") do hereby ratify and accord their approval for the loans availed by IndiGrid from Axis Bank Limited and for any future loans not exceeding 30% of the total value of the consolidated borrowings of IndiGrid from time to time, in a financial year from

Axis Bank Limited, being a related party of IndiGrid by virtue of being the promoter of Axis Trustee Services Limited in whatever form including but not limited to debentures, term loans, external commercial borrowings, foreign currency bonds and such instruments, facilities and arrangements as permitted under applicable law, whether secured or unsecured, and secure such borrowing(s), as the board of directors of the investment manager ("**IM Board**") to IndiGrid (which shall be deemed to include any duly constituted committee of the IM Board to exercise its power including the powers conferred by this resolution).

**"RESOLVED FURTHER THAT** the IM Board or any directors thereof, be and are hereby severally authorized to do and delegate all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for the purpose of giving effect to this resolution and including the execution, modification, amendments of all documents, agreements, deeds in relation to this resolution."

**On behalf of India Grid Trust**  
**IndiGrid Investment Managers Limited**  
(as the Investment Manager of India Grid Trust)

**Urmil Shah**  
Company Secretary & Compliance Officer  
Mumbai, December 12, 2023

## NOTES

1. Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023 (the “SEBI Master Circular”) has permitted holding of the Extra Ordinary General Meeting of InvITs through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), without physical presence of the Unitholders at a common venue.
2. In compliance with applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“InvIT Regulations”) read with SEBI Master Circular, the Extra Ordinary General Meeting of IndiGrid is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “EGM” or “e-EGM”). The proceedings of the EGM shall be deemed to be conducted at the registered office of the Investment Manager of IndiGrid which shall be the deemed venue of the e-EGM.
3. **e-EGM:** Investment Manager on behalf of IndiGrid has appointed National Securities Depository Limited to provide Video Conferencing facility for the e-EGM and the attendant enablers for conducting of the e-EGM.
4. GENERALLY, A UNITHOLDER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE “EGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE EGM, AND SUCH PROXY NEED NOT BE A UNITHOLDER OF INDIGRID. Since this EGM is being held pursuant to the SEBI Master Circular through VC, physical attendance of Unitholders has been dispensed with. **Further, the facility for appointment of proxies by the Unitholders will not be available for the e-EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. Institutional / Corporate Unitholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-EGM on its behalf and to vote either through remote e-voting or during the e-EGM. The said Resolution/ Authorization should be sent electronically through the concerned unitholder’s registered email address to the Scrutinizer at [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) with a copy marked to [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com), not less than 48 hours before the commencement of the e-EGM.
6. IndiGrid’s Registrar and Transfer Agent for its Unit Registry work is KFin Technologies Limited having office at Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032.
7. The recorded transcript of the meeting shall be maintained in the safe custody of the Investment Manager and shall be uploaded on the website of IndiGrid shortly, after the conclusion of the meeting.
8. The Unitholders will be able to view the live proceedings on the National Securities Depository Limited’s (‘NSDL’) e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The detailed instructions for joining the EGM through VC/ OAVM form part of the Notes to this Notice. A Unitholder’s log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such Unitholder for the e-EGM.
9. **Remote e-Voting:** Pursuant to the SEBI Master Circular, the Investment Manager is providing the facility of remote e-voting to Unitholders of IndiGrid through NSDL. Kindly refer Notes to this Notice for detailed instructions for remote e-voting.
10. **Voting during the E-EGM:** Unitholders who are present at the e-EGM through VC and have not cast their vote on resolutions through remote e-voting prior to the e-EGM and are otherwise not barred from doing so, may cast their vote during the e-EGM through the e-voting system provided by NSDL through the Video Conferencing platform during the e-EGM. Kindly refer Notes to this Notice for instructions for e-voting during the e-EGM. The Investment Manager of IndiGrid has fixed Tuesday, December 26, 2023, as the cut-off date (hereinafter referred to as “Cut-off Date”) for identifying the Unitholders who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-EGM. A person whose name is recorded in the Register of Unitholder or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the e-EGM.
11. In compliance with the SEBI Master Circular, the Notice of the EGM is being sent only through electronic mode to those Unitholders whose email addresses are registered with the Depositories. The Notice calling the EGM has been uploaded on the website of the IndiGrid at [www.indigrid.co.in](http://www.indigrid.co.in), the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at the website address [www.evoting.nsdl.com](http://www.evoting.nsdl.com). For Unitholders whose e-mail addresses are not registered, SMSs, wherever Mobile Numbers are available, are being sent by KFin Technologies Limited. Further, advertisements in regional and national newspapers are published which will cover all the states to which respective Unitholders belong whose e-mail addresses are not available in the records.
12. Procedure for registering the email addresses and obtaining the EGM Notice and e-voting instructions by the Unitholders whose email addresses are not registered with the Depositories.
  - i. Those Unitholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
    - a. Unitholders holding units in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
  - ii. Those Unitholders who have not registered their e-mail addresses or have not received any communication regarding this EGM for any reason whatsoever, may obtain the user ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com), [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com).
  - iii. Those Unitholders who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/ update their registered details by contacting the Depository Participant.

13. Instructions for attending the EGM through VC/ OAVM and remote e-Voting (before and during the EGM) are given below:

**A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/ OAVM ARE AS UNDER:**

- i. Unitholders will be provided with a facility to attend the EGM through VC/ OAVM through the NSDL e-Voting system. Unitholders may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/ OAVM link” placed under “**Join meeting**” menu against entity name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN of IndiGrid 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 the notice to avoid last minute rush.
- ii. Unitholders may join the EGM through laptops, smartphones, tablets and iPads for a better experience. Further, Unitholders will be required to use the Internet with a good speed to avoid any disturbance during the EGM. Unitholders will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot might experience audio/ video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Unitholders are encouraged to submit their questions with regard to the matters to be placed at the EGM, from their registered e-mail address, mentioning their name, DP ID and Client ID/ Folio number and mobile number, in advance at [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com) before 5.00 p.m. (IST) on Friday, December 29, 2023. Such questions by the Unitholders shall be suitably replied to by IndiGrid.
- iv. Unitholders who would like to express their views/ ask questions as a speaker at the EGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ Folio number, PAN and mobile number at [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com) between Monday, January 1, 2024 (9.00 a.m. IST) to Wednesday, January 3, 2024 (5.00 p.m. IST). IndiGrid reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- v. Unitholders who need technical assistance before or during the EGM to access and participate in the Meeting may contact NSDL – Ms. Pallavi Mhatre, Senior Manager on [evoting@nsdl.com](mailto:evoting@nsdl.com)/ 022 - 4886 7000 and 022 - 2499 7000.

**B. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE EGM**

**Step 1: Access to NSDL e-Voting system**

- i) **Login method for e-Voting and joining virtual meeting for Individual Unitholders holding securities in demat mode**  
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Unitholders holding securities in demat mode is given below:



Type of Unitholders	Login Method
Individual Unitholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e- Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After</li> </ol>





successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

 **App Store**       **Google Play**

Individual Unitholders holding securities in demat mode with CDSL

Existing users who have opted for Easi / Easiest, can login through their user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.

1. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
2. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
3. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Unitholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**i) Login Method for e-Voting and joining virtual meeting for Unitholders other than Individual Unitholders holding securities in demat mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Details of User ID are given below:

Manner of holding Units i.e. Demat (NSDL or CDSL)	Your User ID is:
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*****
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**Important note:** Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Unitholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Unitholders holding securities in demat mode with NSDL	Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Unitholders holding securities in demat mode with CDSL	Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

5. Details of Password are given below:
  - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii) 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 your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
  - iii) How to retrieve your 'initial password'?  
If your e-mail ID is registered in your demat account, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of your beneficiary ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'. If your email ID is not registered, please follow the process mentioned in the notice for those Unitholders whose e-mail IDs are not registered.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - 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](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Unitholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on the 'Login' button.
9. After you click on the 'Login' button, the home page of e-Voting will open.

**Step 2: Cast your vote electronically and join EGM on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

- i) After successful login at Step 1, you will be able to see EVEN of all the companies in which you are holding shares / Units and whose voting cycle and General Meeting is in active status.
- ii) Select "EVEN" of IndiGrid i.e. 127321 for which you wish to cast your vote during the remote e-Voting period and during the EGM. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".
- iii) Now you are ready for e-Voting as the Voting page opens.
- iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of Units for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- v) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for e-Voting during the EGM are as under:

- i. The procedure for remote e-Voting during the EGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/ OAVM.
- ii. Only those Members/Unitholders who will be present in the EGM through VC/OAVM facility and have not cast their vote on



the Resolutions through remote e-Voting and are otherwise not barred from doing so shall be eligible to vote through remote e-Voting system in the EGM.

#### General Guidelines for Unitholders:

- i. 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](http://www.evoting.nsdl.com) to reset the password.
- ii. In case of any queries/grievances pertaining to remote e-Voting (before the EGM and during the EGM), you may refer to the Frequently Asked Questions (FAQs) for Unitholders and e-Voting user manual for Unitholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).
14. All documents referred to in the accompanying explanatory statement are available for inspection upto the date of the e-EGM on the website of the IndiGrid at the following weblink: <https://www.indigrid.co.in/investors/>.
15. In terms of Regulation 22(2)(d) of the InvIT Regulations, voting by any person on a transaction who is a related party in such transaction as well as associates of such person(s) shall not be considered on the specific issue.
16. **Details for Unitholders for remote e-Voting:**

The Unitholders are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by NSDL ('remote e-voting').

Unitholders attending the e-EGM who have not already cast their vote by remote e-Voting and are otherwise not barred from doing so shall be able to cast their vote electronically during the meeting (**e-voting**) when window for e-voting is activated upon instructions of the Chairman.

  - i. The remote e-voting facility will be available during the following period:
    - a. Day, date and time of commencement of remote e-voting: Monday, January 1, 2024 at 9:00 a.m.
    - b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: Wednesday, January 3, 2024 at 5:00 p.m.
  - ii. The voting rights of the Unitholders holding Units, in respect of e-voting shall be reckoned in proportion to their Units in the paid-up Unit capital as on the Cut-off Date being Tuesday, December 26, 2023. A person who is not a Unitholder as on the cut-off date should treat Notice of this Meeting for information purposes only.
  - iii. IndiGrid is sending through email, the EGM Notice to the Unitholders whose name is recorded as on Friday, December 8, 2023, in the Register of Unitholders or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Units of the IndiGrid and becomes Unitholder of the IndiGrid after Friday, December 8, 2023, being the date reckoned for the dispatch of the EGM Notice and who holds Units as on the Cut-off Date i.e. Tuesday, December 26, 2023, may obtain the User Id and password in the manner provided in Notes in the Notice. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
  - iv. Details of Scrutinizer: Mr. B Narasimhan, failing him, Mr. K Venkataraman, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - v. Corporate/Institutional Unitholders (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) with a copy to [evoting@nsdl.com](mailto:evoting@nsdl.com). The scanned image of the above-mentioned documents should be in the naming format "IndiGrid\_ EVEN NO."
  - vi. The Scrutinizer's decision on the validity of the vote shall be final.
  - vii. Once the vote on a resolution stated in this notice is cast by Unitholder through remote e-voting, the Unitholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Unitholders who have cast their vote by remote e-voting may also attend the e-EGM, however such Unitholder shall not be allowed to vote again during the e-EGM.
  - viii. The Scrutinizer after scrutinising the votes cast by remote e-voting and e-voting during the e-EGM will make a consolidated Scrutinizer's Report and submit the same forthwith not later than 48 hours of conclusion of the e-EGM to the Chairman of the Investment Manager or a person authorised by him in writing, who shall countersign the same.
  - ix. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the IndiGrid i.e. <https://www.indigrid.co.in/investors/> and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.
  - x. The Resolutions shall be deemed to be passed at the registered office of the Investment Manager on the date of the e-EGM, subject to receipt of the requisite number of votes in favour of the Resolutions.
17. Unitholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual reports, notices, circulars etc. from the Investment Manager, on behalf of IndiGrid, electronically.

**Principal Place of Business and Contact Details of the Trust:**

**India Grid Trust**

Unit No. 101, First Floor, Windsor, Village KoleKalyan,

Off CST Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai- 400 098, Maharashtra, India

**Tel:** 022 6924 1311

**E-mail:** [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com) **Website:** [www.indigrid.co.in](http://www.indigrid.co.in)

**Compliance Officer:** Mr. Urmil Shah

**Registered & Corporate Office and Contact Details of the Investment Manager: IndiGrid Investment Managers Limited**

Unit No. 101, First Floor, Windsor, Village KoleKalyan,

Off CST Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai- 400 098, Maharashtra, India

**CIN:** U28113MH2010PLC308857

**Tel:** 022 6924 1311

**E-mail:** [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com)

**Contact Person:** Mr. Urmil Shah

**EXPLANATORY STATEMENT**

**ITEM NO. 1:**

India Grid Trust (“**IndiGrid**”), currently holds, directly or indirectly, 36 HoldCos / SPVs and 2 other legal entities (the “**Portfolio Assets**”) in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (the “**InvIT Regulations**”), and other regulations, circulars, guidelines issued by the Securities and Exchange Board of India (“**SEBI**”) and such other law as may be applicable (“**Applicable Law**”). IndiGrid proposes to undertake internal restructuring (merger, acquisition etc.) within the group of various Portfolio Assets (“**Restructuring**”) for reducing number of legal entities, simplification of corporate structure, and efficient operations for the benefit of unitholders in accordance with InvIT Regulations and other applicable laws.

Accordingly, subject to receipt of all requisite approvals that may be required for the purposes of the Restructuring, including approval of the unitholders and approval of any governmental or regulatory authorities, we propose to undertake the Restructuring in phases. A gist of the phases has been provided in the following steps:

- (i) Acquisition of SPVs, for cash consideration, by IndiGrid from HoldCos held by IndiGrid, including the following:
  - a. Terralight Solar Energy Sitamauss Private Limited (“**TL Sitamauss**”)
  - b. RAPP Transmission Company Limited (“**RTCL**”)
  - c. Terralight Solar Energy Tinwari Private Limited (“**TSETPL**”)
- (ii) Acquisition of certain SPVs, for consideration other than cash, by IndiGrid 2 Limited (“**IGL2**”) and/or other HoldCos from IndiGrid, including the following:
  - a. IndiGrid Solar – I (AP) Private Limited (“**IGS1**”)
  - b. IndiGrid Solar – II (AP) Private Limited (“**IGS2**”)
  - c. Solar Edge Power and Energy Private Limited (“**Solar Edge**”)
  - d. Terralight Rajapalyam Solar Private Limited (“**TRSPL**”)
  - e. Terralight Kanji Solar Private Limited (“**TKSPL**”)
  - f. TN Solar Power Energy Private Limited (“**TNSEPL**”)
  - g. Terralight Solar Energy Gadna Private Limited (“**TL Gadna**”)
  - h. Terralight Solar Energy Nangla Private Limited (“**TL Nangla**”)
  - i. Universal Mine Developers & Service Providers Private Limited (“**UMD**”)
  - j. Godawari Green Energy Limited (“**GGEL**”)
  - k. Globus Steel & Power Private Limited (“**Globus**”)
  - l. Terralight Solar Energy Charanka Private Limited (“**TSEC**”)
- (iii) Transfer of 70% (seventy percent) shareholding and beneficial ownership of Kallam Transmission Limited from IGL1 to IGL2.
- (iv) Merger of certain Portfolio Assets held by IndiGrid (directly or indirectly), including, (i) merger of Globus, IGS1, IGS2 and GGEL; (ii) merger of TRSPL, TKSPL, TNSEPL, UMD, TL Gadna, TL Nangla, TSEC and Solar Edge; and (iii) merger of

USUPL, TSETPL, Terralight Solar Energy Patlasi Private Limited (“**TL Patlasi**”) and IndiGrid Limited (“**IGL**”); and (iv) merger of IGL1 and NRSS XXIX Transmission Ltd (“**NRSS**”) or such other mergers in combinations as may be determined by the IM Board.”

Subject to receipt of all requisite approvals, the IM Board may decide to undertake such internal restructuring, including mergers, within the group of various Portfolio Assets, in any combination as it may deem fit in the interest of the IndiGrid and its Unitholders and in accordance with the investment objects of the IndiGrid. Such combinations as determined by the IM Board shall yield the same objectives set out in paragraph I above, being, reducing the number of legal entities, simplification of corporate structure, and efficient operations, and shall be in the benefit of unitholders in accordance with InvIT Regulations and other applicable laws.

On October 11, 2023 and November 3, 2023, the Investment Committee, Audit Committee and the Board of Directors of the Investment Manager respectively have approved and recommended for approval the aforesaid Restructuring.

None of the directors or key personnel and / or their relatives of the Investment Manager, are in any way, financially or otherwise, interested or concerned in the aforesaid resolutions.

The Board of Directors of Investment Manager recommend the resolution set forth in Item No. 1 for the approval of the Unitholders by way of simple majority.

#### **ITEM NO. 2:**

The Amended and Restated Deed of Trust dated January 19, 2021 of India Grid Trust (“IndiGrid” and such deed of trust, the “Deed of Trust”), was executed between Esoteric II Pte. Ltd. (acting as sponsor to IndiGrid), Sterlite Power Transmission Limited (acting as settlor to IndiGrid), Axis Trustee Services Limited (acting as trustee to IndiGrid) and IndiGrid Investment Managers Limited (acting as investment manager to IndiGrid), in respect of the establishment and functioning of India Grid Trust.

The Deed of Trust is proposed to be amended to, amongst other things, (i) reflect the de-classification of Sterlite Power Transmission Limited as a sponsor of IndiGrid as approved by unitholders on June 6, 2023; (ii) reflect amendment to the investment objectives of IndiGrid, specifically to include smart metering, storage within energy; and (iii) comply with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended from time to time (“InvIT Regulations”) and the circular issued by Securities and Exchange Board of India (“SEBI”) dated September 11, 2023, bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 and permit eligible unitholders to nominate such number of directors on the board of directors of the Investment Manager (“IM Board”), in the manner and to the extent specified under the InvIT Regulations. The draft of the Deed of Trust is available for the inspection of the unitholders of IndiGrid at the principal place of business of IndiGrid.

On November 3, 2023, the IM Board has approved and recommended for approval the aforesaid proposed amendments to the Trust Deed.

Accordingly, consent of the unitholders is being sought pursuant to Regulation 22 and other applicable provisions of the InvIT Regulations.

None of the Director(s) or Key Managerial Personnel of Investment Manager or their respective relatives are concerned or interested, financial or otherwise in the resolution mentioned at Item No. 2 of this Notice.

The Board of Directors of Investment Manager recommend the resolution set forth in Item No. 2 for the approval of the Unitholders by way of special majority.

#### **ITEM NO. 3:**

The Amended and Restated Investment Manager Agreement dated August 25, 2023 of IndiGrid (such Investment Management Agreement, the “Investment Management Agreement”), was executed between Axis Trustee Services Limited (acting as trustee to IndiGrid) and IndiGrid Investment Managers Limited (acting as investment manager to IndiGrid) to manage the assets and investments of the IndiGrid and to undertake activities of the IndiGrid as specified under Regulation 10 of the InvIT Regulations.

The Investment Management Agreement is proposed to be amended and/or restated to comply with the provisions of the InvIT Regulations, as amended from time to time and the circulars issued by SEBI dated September 11, 2023, bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 and permit eligible unitholders to nominate such number of directors on the IM Board, in the manner and to the extent specified under the InvIT Regulations.

On November 3, 2023, the IM Board has approved and recommended for approval the aforesaid proposed amendments and/or

restatement of the Investment Management Agreement.

Accordingly, consent of the unitholders is being sought pursuant to Regulation 22 and other applicable provisions of the InvIT Regulations. A draft of the Investment Management Agreement post amendment and/ or re-statement is available for inspection to the Unitholders of the IndiGrid.

These resolutions seek to give the IM Board authority to complete the proposed execution of amendment and/or restatement of the Investment Management Agreement as the IM Board may deem fit.

None of the Director(s) or Key Managerial Personnel of Investment Manager or their respective relatives are concerned or interested, financial or otherwise in the resolution mentioned at Item No. 3 of this Notice.

The Board of Directors of Investment Manager recommend the resolution set forth in Item No. 3 for the approval of the Unitholders by way of special majority.

**ITEM NO. 4:**

IndiGrid has availed borrowing from Axis Bank Limited, which is classified as a related party of the InvIT pursuant to Regulation 2(1)(zv) of the InvIT Regulations, in its capacity as the promoter of the Trustee, Axis Trustee Services Limited. IndiGrid may also avail further funding upto 30% of the total consolidated borrowings of IndiGrid from Axis Bank Limited, in the future, whether secured or unsecured, on such terms and conditions as the Investment Manager may deem fit in the best interest of IndiGrid and its Unitholders. The total borrowings availed by IndiGrid from Axis Bank Limited, as of November 30, 2023 have been set out as below.

Sr. No.	Borrowings	Amount (in ₹ million)
		Principal Amount Outstanding as on November 30, 2023
1.	Axis Bank Limited	19,343.75
	<b>Total</b>	<b>19,343.75</b>

Accordingly, as Axis Bank Limited is classified to be a related party of the InvIT pursuant to Regulation 2(1)(zv) of the InvIT Regulations, in its capacity as the promoter of the Trustee, Axis Trustee Services Limited, unitholders of IndiGrid are required to ratify and approve the borrowings availed and to be availed from Axis Bank Limited in accordance with Regulation 19 of the InvIT Regulations. The information in relation to the existing related party transaction is provided below:

Name of the related parties	Axis Bank Limited		
Relationship with IndiGrid	Promoter of the Trustee of IndiGrid, Axis Trustee Services Limited		
Monetary Value	₹ 19,343.75 million		
Nature, Material, Terms, Value, Particulars of the Arrangement and any other relevant information	Loans availed in the ordinary course by IndiGrid to fund among other things refinancing of outstanding of amounts of existing loans, capital expenditure, towards overhead costs and operating expenses		
Amount of borrowing and rate of interest in case of borrowing from any related party	Sr No	Outstanding Borrowing (as on 30-Nov-2023) (₹ million)	Rate of Interest
	1	7,106.25	7.60%
	2	7,312.50	7.00%
	3	4,925.00	7.00%
Any other information that is required for the unitholder to take an informed decision	NA		

The resolution contained in this Notice seeks approval of the Unitholders to permit IndiGrid to borrow from time to time, any sum or sums of money from Axis Bank Limited, such that the value of such funds does not exceed 30% of the total value of the consolidated borrowings of IndiGrid from time to time, in a financial year and further enable the Investment Manager to complete all procedural and other formalities in connection with any borrowing that may be availed by IndiGrid (acting through the Investment Manager or the trustee, as applicable) and the creation of charge on the assets of the IndiGrid so to secure any such borrowings.

On December 12, 2023, the Audit Committee and the Board of Directors of the Investment Manager has approved and recommended for approval the aforesaid borrowing.

None of the directors or key managerial personnel of the Investment Manager (or their relatives) are interested in this resolution. The directors and key managerial personnel of the Trustee (i.e., Axis Trustee Services Limited) are interested in this resolution to the extent of Axis Bank Limited being the promoter of Axis Trustee Services Limited. However, since this matter pertains to the

Trustee to the extent of Axis Bank Limited being its promoter, the Trustee shall not be involved in any manner in the conduct or overseeing of this meeting. Axis Trustee Services Limited has not received any fees and commissions in relation to the related party transactions with Axis Bank Limited.

The Board of Directors of Investment Manager recommend the resolution set forth in Item No. 4 for the approval of the Unitholders by way of simple majority.