

Date: July 28, 2023

To,

B S E Limited

Phiroze Jeejeebhoy
Towers Dalal Street,
Mumbai — 400 001

Scrip Code- 540565

National Stock Exchange of India Ltd

Exchange Plaza, C/1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai — 400 051

Symbol- INDIGRID

Subject: Outcome of 6th Annual General Meeting of India Grid Trust held on July 28, 2023

Dear Sir/ Madam,

We, IndiGrid Investment Managers Limited, the Investment Manager of India Grid Trust ("**IndiGrid**"), hereby submit the proceedings and voting results of the business transacted at the 6th Annual General Meeting ("**AGM**") of the Unitholders of IndiGrid ("**Unitholders**") held on Friday, July 28, 2023, at 11.00 A.M. IST, through Video Conference ("**VC**") / Other Audio Visual Means ("**OAVM**") without the physical presence of the Unitholders at a common venue, in compliance with Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated January 12, 2023 issued by the Securities and Exchange Board of India (the "**SEBI Circular**"), and in furtherance of the Notice to the Unitholders dated June 28, 2023.

In connection with the same, please find the following:

- Summary of proceedings of the AGM attached and marked as **Annexure-A**.
- Combined voting results of the remote e-voting together with the e-voting conducted at the AGM, attached and marked as **Annexure-B**.
- The scrutinizer's report dated July 28, 2023, is attached and marked as **Annexure-C**.

The voting result and the scrutinizer's report are also available on the website of IndiGrid i.e. www.indigrid.co.in and the website of the NSDL i.e. www.evoting.nsdl.com.

You are requested to please take the same on record.

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, 2nd Floor, SW, 29, Senapati Bapat Marg,
Dadar West, Mumbai - 400 028, Maharashtra, India

IndiGrid Investment Managers Limited

Registered & Corporate Office: Unit No. 101, First Floor, Windsor, Village Kolkalyan, off CST Road, Vidyannagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra, India **CIN:** U28113MH2010PLC308857

Ph: +91 72084 93885 | **Email:** complianceofficer@indigrid.com | www.indigrid.co.in

Annexure-A**Summary of proceedings of the AGM**

The AGM of IndiGrid was held on Friday, July 28, 2023, at 11.00 A.M. IST, through Video Conference (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) without the physical presence of the Unitholders at a common venue, in compliance with Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated January 12, 2023 issued by the Securities and Exchange Board of India (the “**SEBI Circular**”).

Directors and KMP present:

1. Mr. Tarun Kataria - Independent Director and Chairman of the Board
2. Mr. Ashok Sethi - Independent Director
3. Ms. Jayashree Vaidhyanathan- Independent Director
4. Mr. Hardik Shah - Non-Executive Director
5. Mr. Harsh Shah - CEO & Whole-time Director
6. Mr. Urmil Shah- Company Secretary & Compliance Officer

Mr. Urmil Shah, Company Secretary & Compliance Officer welcomed all the Unitholders and stated that in accordance with the SEBI Circular, the 6th AGM of IndiGrid is being held through Video Conferencing to enable wide participation of the Unitholders. He further added that the digital copy of the Notice and Annual Report along with annexure, has been sent to all the Unitholders whose e-mail addresses are registered with the Depositories for communication purposes and for Unitholders whose e-mail addresses are not registered, SMSs have been sent by KFin Technologies Limited wherever Mobile Numbers are available. Further, advertisements in regional and national newspapers have also been published dated June 30, 2023, for the benefit of our Unitholders. He further informed that IndiGrid has tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

Mr. Urmil Shah informed the Unitholders that IndiGrid, in accordance with Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (the “InvIT Regulations”), had provided a facility to the Unitholders to exercise their votes on the resolutions proposed in the notice dated June 28, 2023, through the remote e-voting facility. The Cut-off date for determining voting rights of Unitholders entitled to participate in the voting process was July 21, 2023. Further, the e-voting period remained open from 9.00 a.m. on July 25, 2023 till 05.00 p.m. on July 27, 2023. He added that the facility for voting through e-voting system is available during the Meeting and been activated for Unitholders who had not cast their vote prior to the Meeting.

Further, the Unitholders were apprised that Mr. B Narasimhan, Practicing Company Secretary, has been appointed as the scrutinizer (“**Scrutinizer**”) for scrutinizing the process of remote e-voting held prior and e-voting during the AGM.

Ms. Urmil Shah informed the Unitholders that the consolidated voting results along with Scrutinizer’s Report would be communicated to the Stock Exchanges and the same would be available on the website of IndiGrid i.e. www.indigrid.co.in and the website of the NSDL i.e. www.evoting.nsdl.com not later than 48 hours of the conclusion of the meeting.

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Thereafter, he introduced the Board Members present through Video Conferencing from their respective locations and informed that the Authorised Representatives of the Trustee, Statutory Auditor and Valuer have also joined the meeting and then handed over to Mr. Harsh Shah.

Mr. Harsh Shah welcomed all the Unitholders and then made his opening remarks with respect to the performance, achievements and ESG practices.

Thereafter, Mr. Tarun Kataria, was elected as the Chairman of the meeting. The Chairman called the meeting to the order and the AGM Notice convening the meeting was taken as read.

The unitholders were provided an opportunity to register themselves as speakers prior to the AGM. The unitholders were also given the facility to raise questions through email and other communication mode during the meeting.

Mr. Kataria confirmed that there were no speaker registration or questions to be answered during the meeting.

Following resolutions were transacted by the Unitholders:

Sr. No.	Resolutions
1	To consider and adopt audited standalone financial statements and audited consolidated financial statements of IndiGrid as at and for the financial year ended on March 31, 2023 together with the reports of the auditors thereon for the financial year ended on March 31, 2023 and the report on performance of IndiGrid
2	To consider, approve and adopt valuation report issued by Mr. Pradhan Dass, Valuer for the valuation of the InvIT Assets as on March 31, 2023
3	To consider and appoint Mr. Manish Gadia, Chartered Accountant, bearing IBBI registration number IBBI/RV/06/2019/11646 as the valuer of India Grid Trust

Post completion of the proceedings, the Chairman thanked the Unitholders for attending and participating in the meeting.

The meeting concluded at 11.35 a.m. after being open for 15 minutes for e-voting to be completed.

Post completion of the AGM and after scrutiny of votes, the Scrutinizer submitted his report. As per the report submitted by the Scrutinizer considering the consolidated results of the remote e-voting held prior and e-voting during the AGM, all resolutions embodied in the Notice of AGM were passed with requisite majority as required under the SEBI InvIT Regulations.

Annexure-B
Combined Voting Result of AGM

	INDIA GRID TRUST
Date of the AGM	July 28, 2023
Total number of unitholders on record date	22,329 (July 21, 2023)
No. of unitholders present in the meeting either in person or through proxy:	
Sponsor/ Project Manager and its associates	Not Applicable
Public	Not Applicable
No. of unitholders attended the meeting through Video Conferencing	
Sponsor/ Project Manager and its associates	0
Public	12

Resolution No.	1							
Resolution required: (Simple Majority/ Special Majority)	SIMPLE MAJORITY - TO CONSIDER AND ADOPT AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF INDIGRID AS AT AND FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023 TOGETHER WITH THE REPORTS OF THE AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023 AND THE REPORT ON PERFORMANCE OF INDIGRID							
Whether Sponsors are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (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
Sponsors	E-Voting	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
Public- Institutions	E-Voting	25,42,32,970	22,03,56,782	86.67	22,03,56,782	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)	25,42,32,970	22,03,56,782	86.67	22,03,56,782	0	100.00	0.00
Public- Non Institutions	E-Voting	28,00,43,583	5,62,338	0.20	5,57,203	5,135	99.09	0.91
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (C)	28,00,43,583	5,62,338	0.20	5,57,203	5,135	99.09	0.91
	Total D(B+C)	53,42,76,553	22,09,19,120	41.35	22,09,13,985	5,135	99.998	0.002
	Total (A+B+C)	70,01,78,485	38,68,21,052	55.25	38,68,15,917	5,135	99.99	0.001

Notes:

- Postal ballot not applicable
- E-voting includes the remote e-voting and voting made through electronic mode during the AGM

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Ph: +91 72084 93885 | **Email:** complianceofficer@indigrid.com | www.indigrid.co.in

Resolution No.	2							
Resolution required: (Simple Majority/ Special Majority)	SIMPLE MAJORITY - TO CONSIDER, APPROVE AND ADOPT VALUATION REPORT ISSUED BY MR. PRADHAN DASS, VALUER FOR THE VALUATION OF THE INVIT ASSETS AS ON MARCH 31, 2023							
Whether Sponsors are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (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
Sponsors	E-Voting	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
Public- Institutions	E-Voting	25,42,32,970	22,03,56,782	86.67	22,03,56,782	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)	25,42,32,970	22,03,56,782	86.67	22,03,56,782	0	100.00	0.00
Public- Non Institutions	E-Voting	28,00,43,583	5,62,339	0.20	5,57,235	5,104	99.09	0.91
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (C)	28,00,43,583	5,62,339	0.20	5,57,235	5,104	99.09	0.91
	Total D(B+C)	53,42,76,553	22,09,19,121	41.35	22,09,14,017	5,104	99.998	0.002
	Total (A+B+C)	70,01,78,485	38,68,21,053	55.25	38,68,15,949	5,104	99.99	0.001

Notes:

1. Postal ballot not applicable
2. E-voting includes the remote e-voting and voting made through electronic mode during the AGM

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Resolution No.	3							
Resolution required: (Simple Majority/ Special Majority)	SIMPLE MAJORITY - TO CONSIDER AND APPOINT MR. MANISH GADIA, CHARTERED ACCOUNTANT, BEARING IBBI REGISTRATION NUMBER IBBI/RV/06/2019/11646 AS THE VALUER OF INDIA GRID TRUST							
Whether Sponsors are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (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
Sponsors	E-Voting	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
Public- Institutions	E-Voting	25,42,32,970	22,03,56,782	86.67	22,03,56,782	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)	25,42,32,970	22,03,56,782	86.67	22,03,56,782	0	100.00	0.00
Public- Non Institutions	E-Voting	28,00,43,583	5,62,339	0.20	5,56,320	6,019	98.93	1.07
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (C)	28,00,43,583	5,62,339	0.20	5,56,320	6,019	98.93	1.07
	Total D(B+C)	53,42,76,553	22,09,19,121	41.35	22,09,13,102	6,019	99.998	0.002
	Total (A+B+C)	70,01,78,485	38,68,21,053	55.25	38,68,15,034	6,019	99.99	0.001

Notes:

1. Postal ballot not applicable
2. E-voting includes the remote e-voting and voting made through electronic mode during the AGM

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Combined Scrutinizer's Report on Remote E-voting & Voting by electronic means Conducted at the 6th Annual General Meeting (AGM) of India Grid Trust held on Friday, 28th July 2023, by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM)

To,
The Board of Directors
IndiGrid Investment Managers Limited
Unit No 101, First floor, Windsor,
Vidyanagari Marg, Kalina,
Santacruz (East),
Mumbai- 400098

6th Annual General Meeting (AGM) of the Unit holders of India Grid Trust held on Friday, July 28th, 2023 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commencing from 11.00 AM (IST)

Sub: Passing of Resolution(s) through Electronic Voting pursuant to Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated January 12, 2023 issued by the Securities and Exchange Board of India (SEBI) (referred to as "SEBI Circular")

IndiGrid Investment Managers Limited are the Investment Manager of "India Grid Trust" (hereinafter referred to as the 'IndiGrid'). The Investment Manager through its Board Resolution approved on June 28, 2023 had appointed me as the Scrutinizer for the Remote E-voting process as well as the voting done electronically at the virtual AGM (hereinafter referred to as "AGM" or "e-AGM") pursuant to SEBI Circulars. The Securities and Exchange Board of India ("SEBI") vide its Circular No. **SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated January 12, 2023** (referred to as "SEBI Circular") has permitted to hold meetings of Unit holders of InvITs through "VC / OAVM", without physical presence of the Unit holders at a common venue.

In compliance with applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("InvIT Regulations") read with SEBI Circular, the Annual General Meeting of IndiGrid is being conducted through "VC / OAVM. The proceedings of the e-AGM 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-AGM.

The Investment Manager on behalf of IndiGrid has appointed National Securities Depository Limited, to provide VC/OAVM facility for the e-AGM and the attendant enablers for conducting the e-AGM.

I say, I am familiar and well versed with the concept of Remote E-voting and voting through electronic means as prescribed under the said Regulations and the relaxations as provided in the SEBI circular.



Report on Scrutiny:

- National Securities Depository Limited (NSDL) as the service provider, had extended the facility of providing VC/OAVM and of Remote E-voting and voting electronically at the e-AGM to the Unit holders of IndiGrid.
- The Service Provider had provided a system for recording the votes of the Unit holders electronically through Remote E-voting on all the items of the business sought to be transacted at the 6th AGM of the Unit holders of IndiGrid, which was held on Friday, July 28, 2023 as per the Notice dated June 28, 2023 ("AGM Notice") for consideration of the Unit holders.
- In compliance with the SEBI Circular, the Notice calling the AGM and Annual Report 2022-23 was uploaded on the website of IndiGrid at 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 and www.nseindia.com respectively and on the website of NSDL at the website address www.evoting.nsd.com.
- As on the internal cut-off date was June 23, 2023 for the dispatch of the Notice of the AGM, there were 21,782 Unit holders of IndiGrid.
- The **Cut-off date** for the purposes of identifying the Unit holders who will be entitled to vote on the resolutions placed for approval of the Unit holders was July 21, 2023.
- The Remote E-voting facility was kept open for three days from **Tuesday, July 25, 2023 at 09.00 AM till 5.00 PM on Thursday, July 27, 2023**.
- At the **end of the voting period on Thursday, July 27, 2023, the voting portal of the NSDL, service provider** was blocked forthwith.
- An advertisement was published by IndiGrid in "Financial Express" English Newspaper and in "Loksatta" Marathi Newspaper, both dated 30th June, 2023 informing about the completion of dispatch of the Notice, and other information related to AGM. For Unit holders whose e-mail addresses are not registered, SMSs, wherever Mobile Numbers are available, were sent by KFin Technologies Limited. At the 6th AGM of IndiGrid held through VC/ OAVM, on Friday, July 28th, 2023, after considering all the items of businesses, the facility to vote electronically (E-voting) was provided to facilitate those Unit holders who are attending the 6th AGM through VC/ OAVM but could not participate in the Remote E-voting to record their votes.
- On Friday, July 28th, 2023, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility and E-voting during the 6th AGM were duly unblocked by me as a Scrutinizer in the presence of Mr Venkataraman Krishnan and Ms Amita Jadav who acted as the witnesses. After the voting by electronic means the votes cast through Remote E-voting process was tabulated for the purpose of considering the total votes cast by the Unit holders through both ways.
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Unit holders and the E-voting during the AGM, the details of which are as follows:



The combined results of the Remote E-voting together with the e-voting conducted during the 6th AGM are as under:

Details	Remote E-voting	E-Voting at AGM	Total voting
Number of Unit holders who cast their votes	100	3	103
Total number of Units held by them	38,67,91,563	29,490	38,68,21,053
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid Votes	NIL		

Note:

1. Percentage of votes cast in favour, or against the resolutions, are calculated based on the Valid Votes cast through remote e-voting and e-voting during the meeting.
2. The Cut-off date for the purposes of identifying the Unit holders who will be entitled to vote on the resolutions placed for approval of the Unit holders was Friday July 21, 2023

ITEM NO. 1 OF THE NOTICE (To be passed by a simple majority) (i.e. where the votes cast in favor of a 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 (the "InvIT Regulations").

TO CONSIDER AND ADOPT AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF INDIGRID AS AT AND FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023 AND THE REPORT ON PERFORMANCE OF INDIGRID .

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	38,68,15,917	99.999	5,135	0.001	1

Item 1 of Notice stands passed with the requisite majority.



[Handwritten signature]

ITEM NO. 2 OF THE NOTICE (To be passed by a 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 InvIT Regulations.

TO CONSIDER, APPROVE AND ADOPT VALUATION REPORTS ISSUED BY MR. PRADHAN DASS, VALUER FOR THE VALUATION OF THE INVIT ASSETS AS ON MARCH 31, 2023

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	38,68,15,949	99.999	5,104	0.001	NIL

Item 2 of Notice stands passed with the requisite majority.

ITEM NO. 3 OF THE NOTICE (To be passed by a 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 InvIT Regulations.

TO CONSIDER AND APPOINT MR. MANISH GADIA, CHARTERED ACCOUNTANT, BEARING IBBI REGISTRATION NUMBER IBBI/RV/06/2019/11646 AS THE VALUER OF INDIA GRID TRUST

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	38,68,15,034	99.998	6,019	0.002	NIL

Item 3 of Notice stands passed with the requisite majority.

All the Resolutions mentioned in the AGM Notice dated June 28, 2023 as per the details above stand passed under Remote E-voting and voting conducted at virtual AGM through electronic means with the requisite majority and hence deemed to be passed as on the date of the AGM.



[Handwritten signature]

A soft copy containing a list of Unit holders who voted "FOR", "AGAINST", those whose votes were declared "INVALID/ABSTAINED", for each resolution is being delivered to the Compliance Officer separately.

I hereby confirm that I am maintaining the Registers received from the Service Provider and the RTA both for votes cast through Remote E-voting and voting conducted at the AGM by electronic means by the Unit holders of IndiGrid. All other relevant records in soft form relating to Remote E-voting and E-voting at AGM is under my safe custody and will be handed over to the Compliance Officer for safe keeping, after the Chairman of AGM signs the minutes.

Thanking you,

Yours faithfully

For BN & Associates

COMPANY SECRETARIES

NARASIMHAN
BALASUBRAM
ANIAM

Digitally signed by
NARASIMHAN
BALASUBRAMANIAM
Date: 2023.07.28
14:55:50 +05'30'



CS B Narasimhan

(FCS no 1303 COP no 10440)

UDIN: F001303E000690794

Place: Mumbai

Date: July 28, 2023

The following were the witnesses to the unblocking the votes cast through Remote E-voting.

1. 
Mr Venkataraman Krishnan


2. Ms Amita Jadav

I have received the report:

Signature _____

Signed by Mr. Urmil Shah

Authorised by Board

Date July 28, 2023

Place: Mumbai