

**Date:** August 17, 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 September 08, 2023**

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 22 and all other applicable Regulations of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, read with SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 06, 2023 (including any statutory modification(s), amendments or re-enactments thereof for the time being in force) (the “**InvIT Regulations**”) and subject to other applicable laws and regulations, we hereby inform that the Extra Ordinary General Meeting (“**EGM**”) of Unitholders of India Grid Trust (“**IndiGrid**”) is scheduled to be held on Friday, September 08, 2023 at 11.00 a.m. IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

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

The aforesaid documents are 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**

**(formerly known as Sterlite 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 the **EXTRA ORDINARY GENERAL MEETING (“EGM”)** of the unitholders (the “**Unitholders**”) of India Grid Trust (“**IndiGrid**”) will be held on Friday, September 08, 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-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 ISSUANCE OF UNITS ON A PREFERENTIAL BASIS FOR AN AGGREGATE CONSIDERATION OF UPTO ₹ 409 CRORES

To consider and if thought fit, to pass the following resolutions by way of special majority (i.e. where the votes cast in favour of the resolution that are more than the one and a half times the votes cast against the resolution) in terms of Regulation 22 and Regulation 14(2) 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 re-enactment thereof for the time being in force) (the “InvIT Regulations”)

“**RESOLVED THAT** subject to such approvals, permissions, consents and sanctions of the concerned statutory, regulatory and governmental authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions, consents and sanctions which may be agreed to by the unitholders of the India Grid Trust (“**IndiGrid**” or “**the Trust**”) (hereinafter referred to as the “**Unitholders**”), and subject to the applicable provisions of any laws, regulations, policies and guidelines in India or outside India, including, without limitation, 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**”), the master circular issued by the Securities and Exchange Board of India (“**SEBI**”) bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, as amended from time to time (“**SEBI Master Circular**”), Foreign Exchange Management Act, 1999, including the rules made thereunder and other applicable regulations and guidelines issued by SEBI, RBI or such other statutory, regulatory and governmental authorities and in accordance with the amended and restated trust deed of IndiGrid dated January 19, 2021 (such trust deed, “**Trust Deed**”) and the listing agreements entered into on behalf of the Trust with BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”), on which the units representing an undivided beneficial interest in the Trust (the “**Units**”) are listed, the consent, authority and approval of the Unitholders be and is hereby granted to undertake an issue of up to 3,11,83,170 Units of IndiGrid at an issue price of ₹ 131.00 per Unit for an aggregate amount of up to ₹ 4,08,49,95,270, on a preferential basis in accordance with the InvIT Regulations (“**Issue**”), on such terms and conditions, including at such price as may be determined in accordance with the InvIT Regulations, and as agreed to by the board of directors of IndiGrid Investment Managers Limited (“**Investment Manager**”) in consultation with its Trustee, Axis Trustee Services Limited and as determined by the Investment Manager, to the below mentioned proposed allottees (“**Proposed Allottees/ Investors**”) in accordance with the SEBI Master Circular or other provisions of law as may be prevailing at that time.”

Sr. No.	Name of the Proposed Allottees/ Investors	Category (Sponsor and Sponsor Group/ Non - Sponsor)	Maximum No. of Units to be allotted	Total price of Units (₹)
1	Pradeep Ramwilas Rathi	Non-Sponsor	3,81,679	4,99,99,949
2	Advik Tecnocommercial Pvt Ltd	Non-Sponsor	3,81,679	4,99,99,949
3	Balkrishna Industries Ltd	Non-Sponsor	3,81,679	4,99,99,949
4	Keki Minoo Mistry	Non-Sponsor	1,52,671	1,99,99,901
5	Sudhir Anil Hirani (HUF)	Non-Sponsor	1,90,839	2,49,99,909
6	Sunil Anil Hirani (HUF)	Non-Sponsor	1,90,839	2,49,99,909

Sr. No.	Name of the Proposed Allottees/ Investors	Category (Sponsor and Sponsor Group/ Non - Sponsor)	Maximum No. of Units to be allotted	Total price of Units (₹)
7	Sharadha Terry Products Pvt Ltd	Non-Sponsor	3,81,679	4,99,99,949
8	Hindustan Composites Limited	Non-Sponsor	3,81,679	4,99,99,949
9	Crystal Quinone Private Limited	Non-Sponsor	3,81,679	4,99,99,949
10	Samit Enterprises Pvt Ltd	Non-Sponsor	2,29,007	2,99,99,917
11	Eudora Ventures LLP	Non-Sponsor	3,81,679	4,99,99,949
12	RS Global Infotech LLP	Non-Sponsor	3,81,679	4,99,99,949
13	Aamir Khan Productions Private Limited	Non-Sponsor	3,81,679	4,99,99,949
14	Anita Atul Gupta	Non-Sponsor	1,52,671	1,99,99,901
15	Vinati Organics Limited	Non-Sponsor	3,81,679	4,99,99,949
16	JV Enterprises	Non-Sponsor	76,335	99,99,885
17	Vandana Luthra	Non-Sponsor	3,81,679	4,99,99,949
18	Dhruv Harshadbhai Patel	Non-Sponsor	76,335	99,99,885
19	Amar H Patel HUF	Non-Sponsor	76,335	99,99,885
20	Viraj Amar Patel	Non-Sponsor	76,335	99,99,885
21	Mrudulaben Harshadbhai Patel	Non-Sponsor	76,335	99,99,885
22	Ameet Pratapsinh Hariani	Non-Sponsor	3,81,679	4,99,99,949
23	Merit Credit Corporation Limited	Non-Sponsor	76,335	99,99,885
24	Serum Institute Life Sciences Private Ltd	Non-Sponsor	38,16,793	49,99,99,883
25	Serum Institute of India Private Ltd	Non-Sponsor	38,16,793	49,99,99,883
26	QRG Investments and Holdings Limited	Non-Sponsor	15,26,717	19,99,99,927
27	Sargam Retails Pvt Ltd.	Non-Sponsor	30,53,435	39,99,99,985
28	Duro Shox Pvt. Ltd.	Non-Sponsor	22,90,076	29,99,99,956
29	Indra Singh and Sons Pvt. Ltd.	Non-Sponsor	15,26,717	19,99,99,927
30	Agarwal Marketing Pvt. Ltd.	Non-Sponsor	11,45,038	14,99,99,978
31	Anu Aga Family Discretionary Trust	Non-Sponsor	7,63,358	9,99,99,898
32	Meher & Pheroz Pudumjee Family Discretionary Trust	Non-Sponsor	7,63,358	9,99,99,898
33	Myron Realtors Private Limited	Non-Sponsor	7,63,358	9,99,99,898
34	Jaspreet Kaur	Non-Sponsor	3,81,679	4,99,99,949
35	Bhilangana Hydro Power Limited	Non-Sponsor	3,81,679	4,99,99,949
36	Sanjiv Sarita Consulting Private Limited	Non-Sponsor	3,81,679	4,99,99,949
37	Cosmo First Ltd	Non-Sponsor	3,81,679	4,99,99,949
38	Om Logistics Limited	Non-Sponsor	3,81,679	4,99,99,949
39	Graviss Food Solutions Private Ltd	Non-Sponsor	2,29,007	2,99,99,917
40	Vidur Bharatram	Non-Sponsor	2,29,007	2,99,99,917
41	Adventz Finance Pvt Ltd	Non-Sponsor	2,29,007	2,99,99,917
42	Famy Care Private Limited	Non-Sponsor	15,26,717	19,99,99,927
43	Yodhan Sachdev	Non-Sponsor	2,29,007	2,99,99,917
44	Graviss Holdings Private Limited	Non-Sponsor	1,52,671	1,99,99,901
45	Purvansh Holdings Private Limited	Non-Sponsor	1,52,671	1,99,99,901
46	Aditya Bhartia	Non-Sponsor	76,335	99,99,885
47	Payal Aditya Bhartia	Non-Sponsor	76,335	99,99,885
48	Ubika Ventures & Management Consultants LLP	Non-Sponsor	76,335	99,99,885
49	Sree Ram Raavi	Non-Sponsor	76,335	99,99,885
50	Kruti Parth Sanghvi	Non-Sponsor	76,335	99,99,885

Sr. No.	Name of the Proposed Allottees/ Investors	Category (Sponsor and Sponsor Group/ Non - Sponsor)	Maximum No. of Units to be allotted	Total price of Units (₹)
51	Eureka Global Healthcare Private Limited	Non-Sponsor	38,167	49,99,877
52	Saswad Finance Pvt Ltd	Non-Sponsor	38,167	49,99,877
53	Phoenix Progressive Certifications Enterprise Private Limited	Non-Sponsor	38,167	49,99,877
54	Merino Industries Limited	Non-Sponsor	76,335	99,99,885
55	Sunil J. Kamdar HUF	Non-Sponsor	76,335	99,99,885
56	Futuregrow Spectrum Radiation Private Limited	Non-Sponsor	76,335	99,99,885
57	Sarla Performance Fibers Limited	Non-Sponsor	3,81,679	4,99,99,949
	<b>Total</b>		<b>3,11,83,170</b>	<b>4,08,49,95,270</b>

**“RESOLVED FURTHER THAT** the Board of Directors of the Investment Manager be and is hereby authorized to decide and approve other terms and conditions of the Issue, as specified above and shall also be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may deem expedient, subject to applicable law.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Investment Manager be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Units in the Issue, as applicable and the utilization of the Issue proceeds in accordance with the investment strategy of the Trust, or in any other manner as the Board may deem fit subject to the provisions of the InvIT Regulations and the SEBI Master Circular, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Issue, appoint banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board of Directors of the Investment Manager may *suo moto* decide in its sole discretion in the best interests of the Trust without being required to seek any further consent or approval, including for settling any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorized herein, and that all or any of the powers conferred on the Board *vide* this resolution may be exercised by the Board of Directors of the Investment Manager.”

**“RESOLVED FURTHER THAT** the Board of Directors of the of Investment Manager be and is hereby authorized to offer, issue and allot any and all of the Units, as applicable, and as specified above, subject to the InvIT Regulations and the SEBI Master Circular.”

**“RESOLVED FURTHER THAT** the Units to be allotted shall be subject to the provisions of Trust Deed and the InvIT Regulations.”

**“RESOLVED FURTHER THAT** in terms of the provisions of the SEBI Master Circular, the ‘relevant date’ for the Preferential Issue is August 09, 2023.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Investment Manager be and is hereby further authorized to delegate all or any of the powers herein conferred to a committee of directors to be constituted or any other officer or officers of the Investment Manager to give effect to the aforesaid resolutions.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Investment Manager be and is hereby authorized to decide and approve other terms and conditions of the Issue, as specified above and shall also be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may deem expedient, subject to applicable law.”

**“RESOLVED FURTHER THAT** the members of the Board of Directors of the Investment Manager and such other persons as may be authorised by the Board, on behalf of the Investment Manager, be and are hereby severally authorised to execute and deliver any and all other documents, papers, instruments, including any amendments, changes, variations, alterations, modifications thereto, and to do or cause to be done any and all acts or things that may be necessary, appropriate and advisable in order to carry out the purposes and intent of the foregoing resolution to the Issue; and any such other documents so executed and delivered or acts and things done or caused to be done shall be conclusive authority of the Investment Manager in doing so and any document so executed and delivered or acts and things done or caused to be done by any of the directors, key managerial personnel or authorized signatories of the Investment Manager prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Investment Manager, as the case may be.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above resolutions, the issue of the Units under the Issue

shall be subject to the following terms and conditions apart from others as prescribed under applicable law:

- (i) The Units to be allotted shall rank pari passu with the existing Units of the Trust in all respects (including with respect to distributions and voting powers) from the date of allotment thereof, be subject to the requirements of applicable law and shall be subject to the provisions of the Trust Deed;
- (ii) the Units to be allotted shall be subject to lock-in for such period as specified in the provisions of the SEBI Master Circular and will be listed on the Stock Exchanges subject to receipt of necessary permissions and approvals; and
- (iii) the Units shall be allotted in dematerialized form within a period of 15 days from the date of passing of the relevant Unitholders' resolution, provided that where the allotment of the Units is pending on account of the requirement of any approval of any regulatory, governmental or statutory body / agency, the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals.

**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, August 17, 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.nsd.com](http://www.evoting.nsd.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 Friday, September 01, 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.nsd.com](http://www.evoting.nsd.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.co.in](mailto:evoting@nsdl.co.in), [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 Monday, September 04, 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 Tuesday, September 05, 2023 (9.00 a.m. IST) to Thursday, September 07, 2023 (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.co.in](mailto:evoting@nsdl.co.in)/ 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**



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.co.in">evoting@nsdl.co.in</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.co.in](mailto:evoting@nsdl.co.in) 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. [125168](#) 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.co.in](mailto:evoting@nsdl.co.in)
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: Tuesday, September 05, 2023 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: Thursday, September 07, 2023 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 Friday, September 01, 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, August 11, 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, August 11, 2023, being the date reckoned for the dispatch of the EGM Notice and who holds Units as on the Cut-off Date i.e. Friday, September 01, 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.co.in](mailto:evoting@nsdl.co.in). 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:**

The Board of Directors of the Investment Manager, at its meeting held on May 12, 2023, and the Unitholders through their resolution dated June 6, 2023, had, *inter alia*, subject to such approvals as may be required, approved the issue of units up to INR 1,500 crores, in accordance with applicable law. Accordingly, it is proposed to issue 3,11,83,170 Units on a preferential basis to the below mentioned proposed allottees (“**Proposed Allottees/ Investors**”) in accordance with the SEBI Master Circular or other provisions of law as may be prevailing at that time. The Proposed Allottees listed below have been included on the basis of the commitment letters received by IndiGrid and its Investment Manager. There is no assurance, however, that the Proposed Allottees’ decision to invest in the Units pursuant to this Issue shall remain unchanged. Should such an event occur wherein any of the Proposed Allottees decide to not invest in the Units pursuant to this Issue, we may complete the allotments to the remaining allottees.

Sr. No.	Name of the Proposed Allottees/ Investors	Category (Sponsor and Sponsor Group/ Non - Sponsor)	Maximum No. of Units to be allotted	Total price of Units (₹)
1	Pradeep Ramwilas Rathi	Non-Sponsor	3,81,679	4,99,99,949
2	Advik Tecnocommercial Pvt Ltd	Non-Sponsor	3,81,679	4,99,99,949
3	Balkrishna Industries Ltd	Non-Sponsor	3,81,679	4,99,99,949
4	Keki Minoos Mistry	Non-Sponsor	1,52,671	1,99,99,901
5	Sudhir Anil Hirani (HUF)	Non-Sponsor	1,90,839	2,49,99,909
6	Sunil Anil Hirani (HUF)	Non-Sponsor	1,90,839	2,49,99,909
7	Sharadha Terry Products Pvt Ltd	Non-Sponsor	3,81,679	4,99,99,949
8	Hindustan Composites Limited	Non-Sponsor	3,81,679	4,99,99,949
9	Crystal Quinone Private Limited	Non-Sponsor	3,81,679	4,99,99,949
10	Samit Enterprises Pvt Ltd	Non-Sponsor	2,29,007	2,99,99,917
11	Eudora Ventures LLP	Non-Sponsor	3,81,679	4,99,99,949
12	RS Global Infotech LLP	Non-Sponsor	3,81,679	4,99,99,949
13	Aamir Khan Productions Private Limited	Non-Sponsor	3,81,679	4,99,99,949
14	Anita Atul Gupta	Non-Sponsor	1,52,671	1,99,99,901
15	Vinati Organics Limited	Non-Sponsor	3,81,679	4,99,99,949
16	JV Enterprises	Non-Sponsor	76,335	99,99,885
17	Vandana Luthra	Non-Sponsor	3,81,679	4,99,99,949
18	Dhruv Harshadbhai Patel	Non-Sponsor	76,335	99,99,885
19	Amar H Patel HUF	Non-Sponsor	76,335	99,99,885

Sr. No.	Name of the Proposed Allottees/ Investors	Category (Sponsor and Sponsor Group/ Non - Sponsor)	Maximum No. of Units to be allotted	Total price of Units (₹)
20	Viraj Amar Patel	Non-Sponsor	76,335	99,99,885
21	Mrudulaben Harshadbhai Patel	Non-Sponsor	76,335	99,99,885
22	Ameet Pratapsinh Hariani	Non-Sponsor	3,81,679	4,99,99,949
23	Merit Credit Corporation Limited	Non-Sponsor	76,335	99,99,885
24	Serum Institute Life Sciences Private Ltd	Non-Sponsor	38,16,793	49,99,99,883
25	Serum Institute of India Private Ltd	Non-Sponsor	38,16,793	49,99,99,883
26	QRG Investments and Holdings Limited	Non-Sponsor	15,26,717	19,99,99,927
27	Sargam Retails Pvt Ltd.	Non-Sponsor	30,53,435	39,99,99,985
28	Duro Shox Pvt. Ltd.	Non-Sponsor	22,90,076	29,99,99,956
29	Indra Singh and Sons Pvt. Ltd.	Non-Sponsor	15,26,717	19,99,99,927
30	Agarwal Marketing Pvt. Ltd.	Non-Sponsor	11,45,038	14,99,99,978
31	Anu Aga Family Discretionary Trust	Non-Sponsor	7,63,358	9,99,99,898
32	Meher & Pheroze Pudumjee Family Discretionary Trust	Non-Sponsor	7,63,358	9,99,99,898
33	Myron Realtors Private Limited	Non-Sponsor	7,63,358	9,99,99,898
34	Jaspreet Kaur	Non-Sponsor	3,81,679	4,99,99,949
35	Bhilingana Hydro Power Limited	Non-Sponsor	3,81,679	4,99,99,949
36	Sanjiv Sarita Consulting Private Limited	Non-Sponsor	3,81,679	4,99,99,949
37	Cosmo First Ltd	Non-Sponsor	3,81,679	4,99,99,949
38	Om Logistics Limited	Non-Sponsor	3,81,679	4,99,99,949
39	Graviss Food Solutions Private Ltd	Non-Sponsor	2,29,007	2,99,99,917
40	Vidur Bharatram	Non-Sponsor	2,29,007	2,99,99,917
41	Adventz Finance Pvt Ltd	Non-Sponsor	2,29,007	2,99,99,917
42	Famy Care Private Limited	Non-Sponsor	15,26,717	19,99,99,927
43	Yodhan Sachdev	Non-Sponsor	2,29,007	2,99,99,917
44	Graviss Holdings Private Limited	Non-Sponsor	1,52,671	1,99,99,901
45	Purvansh Holdings Private Limited	Non-Sponsor	1,52,671	1,99,99,901
46	Aditya Bhartia	Non-Sponsor	76,335	99,99,885
47	Payal Aditya Bhartia	Non-Sponsor	76,335	99,99,885
48	Ubika Ventures & Management Consultants LLP	Non-Sponsor	76,335	99,99,885
49	Sree Ram Raavi	Non-Sponsor	76,335	99,99,885
50	Kruti Parth Sanghvi	Non-Sponsor	76,335	99,99,885
51	Eureka Global Healthcare Private Limited	Non-Sponsor	38,167	49,99,877
52	Saswad Finance Pvt Ltd	Non-Sponsor	38,167	49,99,877
53	Phoenix Progressive Certifications Enterprise Private Limited	Non-Sponsor	38,167	49,99,877
54	Merino Industries Limited	Non-Sponsor	76,335	99,99,885
55	Sunil J. Kamdar HUF	Non-Sponsor	76,335	99,99,885
56	Futuregrow Spectrum Radiation Private Limited	Non-Sponsor	76,335	99,99,885
57	Sarla Performance Fibers Limited	Non-Sponsor	3,81,679	4,99,99,949
	<b>Total</b>		<b>3,11,83,170</b>	<b>4,08,49,95,270</b>

India Grid Trust ("IndiGrid") is in the process of (i) acquiring 100% (one hundred percent) of the units of Virescent Renewable Energy Trust, in one or more tranches; and (ii) indirectly acquiring 100% (one hundred percent) of the issued and paid up equity shareholding and beneficial ownership of Virescent Infrastructure Investment Manager Private Limited, as well as 100% (one hundred percent) of the beneficial ownership of its subsidiary, Virescent Renewable Energy Project Manager Private Limited, subject to receipt of requisite approvals (if any) including from SEBI, the stock exchanges, any relevant governmental, statutory or regulatory authorities and the unitholders of the Virescent Renewable Energy Trust ("Proposed Acquisition"). The Proposed

Acquisition will be funded through a mix of debt, internal accruals, and equity.

**Eligibility:**

In terms of Paragraph 7.2.A of Chapter 7 of the SEBI Master Circular, the Investment Manager on behalf of the Trust confirms that:

- Units of the same class, which are proposed to be allotted in the Issue have been listed on the Stock Exchanges for a period of at least 6 (six) months prior to the date of issuance of the present notice;
- The Trust is in compliance with the conditions for continuous listing and disclosure obligations under the InvIT Regulations and circulars issued thereunder; and
- None of the respective promoters or partners or directors of the Sponsor(s) or Investment Manager, or the Trustee, of the Trust is a fugitive economic offender declared under section 12 of the Fugitive Economic Offenders Act, 2018.

The Investment Manager shall apply for obtaining in-principle approvals of the Stock Exchanges for the listing of Units proposed to be issued under the Issue as soon as reasonably practicable after the passing of the Unitholders' resolution, and the subscription by the proposed allottees shall be subject to the obtainment of such in-principle approvals of the Stock Exchanges.

The Investor has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of SEBI Master Circular.

The Proposed Allottees have confirmed that they have not sold or transferred any Units during 90 trading days preceding the 'relevant date' (i.e. August 09, 2023).

**Relevant Date:**

In terms of the provisions of the SEBI Master Circular, the 'relevant date' for the Issue is August 09, 2023, being the date 30 days prior to the date on which this resolution, if approved by the requisite majority at the General Meeting or through postal ballot, will be deemed to have been passed (i.e., last date for voting through remote e-voting/postal ballot, which is September 08, 2023).

**Basis of Issue Price:**

The Units of the Trust are listed on Stock Exchanges. However, since the traded turnover of the Units on any Stock Exchange during the 240 trading days preceding the 'relevant date' is less than 10% of the total number of issued and outstanding Units, the Units are not considered to be 'frequently traded units' in accordance with the meaning of said term under Paragraph 7.5.2.A of Chapter 7 of the SEBI Master Circular.

In accordance with Paragraph B sub-paragraph 7.5.3 of Chapter 7 of the SEBI Master Circular, where the units of an InvIT are not frequently traded, the price determined by the InvIT shall take into account the Net Asset Value (NAV) of the InvIT based on a full valuation of all existing InvIT assets conducted in terms of InvIT Regulations.

The NAV of the Trust as of June 30, 2023, based on a full valuation of all existing InvIT assets (as defined in the InvIT Regulations) conducted in terms of InvIT Regulations, is INR 130.49 per Unit. Considering the foregoing, the price determined by the Trust for the purposes of the Issue is INR 131.00 per Unit.

**Lock-in Period:**

The Units allotted to each of the Proposed Allottee in the Issue shall be locked in for such period as prescribed under Paragraph 7.6 of Chapter 7 of the SEBI Master Circular. Further, the entire pre-Issue unitholding of each of the Proposed Allottee, shall be locked-in from the relevant date up to a period of 6 months from the date of the trading approval as specified under Paragraph 7.6 of Chapter 7 of the SEBI Master Circular.

**Prescribed Disclosures:**

1.	Objects of the preferential issue	Repayment of debt to be taken for Proposed Acquisition and/or repayment of existing debt facility upto INR 250 crore of Series A Debt Securities and/or upto INR 409 crores of term loan availed from Axis Bank Limited
2.	NAV of the Trust	₹ 130.49 per unit (as on June 30, 2023)
3.	Maximum number of units to be issued	Up to 3,11,83,170 Units
4.	Pricing of the Units	₹ 131.00 per unit
5.	Intent of the parties to the InvIT, their directors or key managerial personnel to subscribe to the issue.	Parties to the InvIT, their directors or key managerial personnel do not intend to participate by subscribing in the

		present offer. The preferential issue is being made to the Non-Sponsor or Public Category of the Trust as mentioned hereunder.
6.	Unitholding pattern of the Trust before and after the preferential issue.	Please see <b>Exhibit A</b> for these details.
7.	Time frame within which the preferential issue shall be completed.	In accordance with the SEBI Master Circular, the Units shall be allotted in dematerialized form within a period of 15 days from the date of passing of this resolution.  Provided that where the allotment of the Units is pending on account of the requirement of any approval of any regulatory, governmental or statutory body / agency, the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals
8.	Identity of the natural persons who are the ultimate beneficial owners of the units proposed to be allotted and/or who ultimately control the proposed allottees.	Please see <b>Exhibit B</b> for these details.

#### Exhibit A

The unitholding pattern of the Trust pre and post the preferential allotment, is given below:

Category	Category of Unitholders	Unit Holding pre Pref Issue	Unit Holding Pattern pre Pref issue %	Unit holding pattern post Pref issue	Unit holding pattern post Pref issue %
<b>(A)</b>	<b>Sponsor(s)/ Investment Manager/ Project Manager(s) and their associates/related parties</b>				
<b>(1)</b>	<b>Indian</b>				
(a)	Individuals / HUF	0	0.00	0	0.00
(b)	Central/State Govt.	0	0.00	0	0.00
(c)	Financial Institutions/Banks	0	0.00	0	0.00
(d)	Any Other (specify)	0	0.00	0	0.00
	<b>Sub- Total (A) (1)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>(2)</b>	<b>Foreign</b>				
(a)	Individuals (Non-Resident Indians / Foreign Individuals)	0	0.00	0	0.00
(b)	Foreign government	0	0.00	0	0.00
(c)	Institutions	0	0.00	0	0.00
(d)	Foreign Portfolio Investors (Esoteric II Pte. Ltd.)	16,59,01,932	23.69	16,59,01,932	22.68
(e)	Any Other (specify)	0	0.00	0	0.00
	<b>Sub- Total (A) (2)</b>	<b>16,59,01,932</b>	<b>23.69</b>	<b>16,59,01,932</b>	<b>22.68</b>
	<b>Total unit holding of Sponsor and Sponsor Group (A) = (A)(1)+(A)(2)</b>	<b>16,59,01,932</b>	<b>23.69</b>	<b>16,59,01,932</b>	<b>22.68</b>
<b>(B)</b>	<b>Public Holding</b>				
<b>(1)</b>	<b>Institutions</b>				
(a)	Mutual Funds	9,30,912	0.13	9,30,912	0.13
(b)	Financial Institutions/Banks	5,39,477	0.08	5,39,477	0.07
(c)	Central/State Govt.	0	0.00	0	0.00
(d)	Venture Capital Funds	0	0.00	0	0.00
(e)	Insurance Companies	4,52,22,809	6.46	4,52,22,809	6.18
(f)	Provident/pension funds	18,86,974	0.27	18,86,974	0.26
(g)	Foreign Portfolio Investors	20,23,66,407	28.90	20,23,66,407	27.67
(h)	Foreign Venture Capital investors	0	0.00	0	0.00
(i)	Any Other (specify)				



Category	Category of Unitholders	Unit Holding pre Pref Issue	Unit Holding Pattern pre Pref issue %	Unit holding pattern post Pref issue	Unit holding pattern post Pref issue %
	Alternative Investment Fund	8,33,948	0.12	8,33,948	0.11
	<b>Sub- Total (B) (1)</b>	<b>25,17,80,527</b>	<b>35.96</b>	<b>25,17,80,527</b>	<b>34.43</b>
<b>(2)</b>	<b>Non-Institutions</b>				
(a)	Central Government/State Governments(s)/President of India	0	0.00	0	0.00
(b)	Individuals	16,78,97,935	23.98	17,12,56,700	23.42
(c)	NBFCs registered with RBI	9,55,533	0.14	9,55,533	0.13
(d)	Any Other (specify)				
	Trusts	26,95,868	0.39	42,22,584	0.58
	Non-Resident Indians	80,27,396	1.15	80,27,396	1.10
	Clearing Members	0	0.00	0	0.00
	Bodies Corporates	10,29,19,294	14.70	12,92,16,983	17.67
	<b>Sub- Total (B) (2)</b>	<b>28,24,96,026</b>	<b>40.35</b>	<b>31,36,79,196</b>	<b>42.89</b>
	<b>Total Public Unit holding (B) = (B)(1)+(B)(2)</b>	<b>53,42,76,553</b>	<b>76.31</b>	<b>56,54,59,723</b>	<b>77.32</b>
	<b>Total Units Outstanding (C) = (A) + (B)</b>	<b>70,01,78,485</b>	<b>100.00</b>	<b>73,13,61,655</b>	<b>100.00</b>

**Notes:**

(1) The pre-issue unitholding pattern is as on the latest BENPOS date i.e. August 11, 2023.

(2) Post unitholding structure may change depending upon any other corporate action in between.

**Exhibit B**

Details of the ultimate beneficial owners who ultimately control the Proposed Allottees

Sr. No.	Name of the Proposed Allottees/ Investors	Ultimate Beneficial Owners and/or natural person who ultimately control
1	Pradeep Ramwilas Rathi	Not Applicable being individual
2	Advik Tecnocommercial Pvt Ltd	Aditya Bhartia
3	Balkrishna Industries Ltd	Not Applicable being listed company
4	Keki Minoo Mistry	Not Applicable being individual
5	Sudhir Anil Hirani (HUF)	Sudhir Anil Hirani
6	Sunil Anil Hirani (HUF)	Sunil Anil Hirani
7	Sharadha Terry Products Pvt Ltd.	1) G Kannappan; 2) V Geethalakshmi; 3) Sarita Vijayakumar; and 4) Sanjana Vijayakumar
8	Hindustan Composites Limited	Not Applicable being listed company
9	Crystal Quinone Private Limited	1) Anang Shah; 2) Aniket Shah; and 3) Nayana Anang Shah
10	Samit Enterprises Pvt Ltd	1) Sanjeev Mittal; 2) Satish Chander Mittal and 3) Sarika Mittal
11	Eudora Ventures LLP	1) Harish Shah; 2) Bina Shah; and 3) Amira Shah
12	RS Global Infotech LLP	1) Suresh Rukmanand Pareek; 2) Veena Suresh Pareek; 3) Saryu Pareek Gupta; and 4) Pulkit Gupta
13	Aamir Khan Productions Private Limited	Aamir Khan
14	Anita Atul Gupta	Not Applicable being individual
15	Vinati Organics Limited	Not Applicable being listed company
16	JV Enterprises	1) Jagdish Moorjani and 2) Vidya Moorjani
17	Vandana Luthra	Not Applicable being individual
18	Dhruv Harshadbhai Patel	Not Applicable being individual
19	Amar H Patel HUF	Amar Harshadbhai Patel
20	Viraj Amar Patel	Not Applicable being individual
21	Mrudulaben Harshadbhai Patel	Not Applicable being individual
22	Ameet Pratapsinh Hariani	Not Applicable being individual

Sr. No.	Name of the Proposed Allottees/ Investors	Ultimate Beneficial Owners and/or natural person who ultimately control
23	Merit Credit Corporation Limited	Amar Harshadbhai Patel
24	Serum Institute Life Sciences Private Ltd	1) Dr. Cyrus Soli Poonawalla and 2) Adar Cyrus Poonawalla
25	Serum Institute of India Private Ltd	Dr. Cyrus Soli Poonawalla
26	QRG Investments and Holdings Limited	1) Vinod Rai Gupta; 2) Anil Rai Gupta; 3) Sangeeta Rai Gupta; 4) Surjit Kumar Gupta; and 5) Ameet Kumar Gupta
27	Sargam Retails Pvt Ltd.	1) Rajesh Omkarnath Malpani (HUF); 2) Sangeeta Rajesh Malpani; 3) Sanjay Omkarnath Malpani (HUF); 4) Anuradha Sanjay Malpani; 5) Manish Madhav Malpani (HUF); 6) Rachana Manish Malpani; 7) Girish Madhav Malpani (HUF); 8) Sunita Girish Malpani; 9) Ashish Madhav Malpani (HUF); 10) Dipti Ashish Malpani; 11) Rajesh Omkarnath Malpani; 12) Sanjay Omkarnath Malpani; 13) Manish Madhav Malpani; 14) Girish Madhav Malpani; 15) Ashish Madhav Malpani; 16) Harshvardhan Rajesh Malpani; 17) Yashovardhan Sanjay Malpani; and 18) Jai Manish Malpani
28	Duro Shox Pvt. Ltd.	Anshul Anil Goel
29	Indra Singh and Sons Pvt. Ltd.	1) Ravi Inder Singh; 2) Raj Mohinder Kaur; 3) Tej Bal Singh; and 4) Dalip Singh Kang
30	Agarwal Marketing Pvt. Ltd.	1) Madhav Prasad Agarwal and 2) Sushama Madhavprasad Agarwal
31	Anu Aga Family Discretionary Trust	1) Meher Pheroz Pudumjee; 2) Pheroz Pudumjee; 3) Zahaan Pheroz Pudumjee; and 4) Lea Pheroz Pudumjee
32	Meher & Pheroz Pudumjee Family Discretionary Trust	1) Arnavez Aga; 2) Zahaan Pheroz Pudumjee; and 3) Lea Pheroz Pudumjee
33	Myron Realtors Private Limited	1) Niranjan Hiranandani and 2) Kamal Hiranandani
34	Jaspreet Kaur	Not Applicable being individual
35	Bhilangana Hydro Power Limited	Sanjiv Saraf
36	Sanjiv Sarita Consulting Private Limited	Pranay Kothari
37	Cosmo First Ltd	Ashok Jaipuria
38	Om Logistics Limited	1) Ajay Singhal; 2) Ranjana Singhal; 3) Raghav Singhal; and 4) Brij Bala Singhal
39	Graviss Food Solutions Private Ltd	Gaurav Ghai
40	Vidur Bharatram	Not Applicable being individual
41	Adventz Finance Pvt Ltd	1) Saroj Kumar Poddar; 2) Akshay Poddar; 3) Saroj Kumar Poddar (As a Trustee of Saroj & Jyoti Poddar Holdings Pvt. Ltd.); and 4) Adventz Securities Enterprises Ltd.
42	Famy Care Private Limited	1) Jyotiprasad Taparia; 2) Sanjeev Kumar Taparia; 3) Nidhi Agarwal; 4) Anjali Keshav Biyani; 5) Aruna Taparia; and 6) Ashutosh Taparia
43	Yodhan Sachdev	Not Applicable being individual
44	Graviss Holdings Private Limited	Gaurav Ghai
45	Purvansh Holdings Private Limited	1) Kaza Swarajya Lakshmi and 2) Talasila Rajeswari
46	Aditya Bhartia	Not Applicable being individual
47	Payal Aditya Bhartia	Not Applicable being individual
48	Ubika Ventures & Management Consultants LLP	1) Jayarami Reddy Vanga and 2) Sita Kumari Vanga
49	Sree Ram Raavi	Not Applicable being individual
50	Kruti Parth Sanghvi	Not Applicable being individual
51	Eureka Global Healthcare Private Limited	1) Firdaus Jal Dastoor and 2) Pervin Firdaus Dastoor
52	Saswad Finance Pvt Ltd	1) Firdaus Jal Dastoor; 2) Pervin Firdaus Dastoor; and 3) Khushnoor Firdaus Dastoor
53	Phoenix Progressive Certifications Enterprise Private Limited	1) Firdaus Jal Dastoor and 2) Khushnoor Firdaus Dastoor
54	Merino Industries Limited	Prasan Lohia
55	Sunil J. Kamdar HUF	Sunil J. Kamdar
56	Futuregrow Spectrum Radiation Private Limited	1) Pradip Kumar Sureka and 2) Anita Sureka

Sr. No.	Name of the Proposed Allottees/ Investors	Ultimate Beneficial Owners and/or natural person who ultimately control
57	Sarla Performance Fibers Limited	Not Applicable being listed company

The units allotted would be listed on the BSE Limited and National Stock Exchange of India Limited. The issue and allotment would be subject to the availability of regulatory approvals, if any.

The special resolution seeks to give the Board of the Investment Manager the power to issue Units as the Board may deem fit, in one or more tranche or tranches, at such time or times, at such price or prices in its absolute discretion, deems 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. 1 of this Notice.

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