

Combined Scrutinizer's Report on Remote E-voting & Voting by Physical Ballot
Conducted at the 2nd Annual General Meeting (AGM) of India Grid Trust held on 26th July
2019, at Sofitel Hotel, C-57, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400051

To,

The Board of Directors,
(Sterlite Investment Managers Limited)
(Investment Manager to "India Grid Trust")
F-1, The Mira Corporate Suites,
1&2, Ishwar Nagar,
Mathura Road,
New Delhi 110065

2nd Annual General Meeting of the Unit holders of India Grid Trust held on Friday, July
26, 2019 at 10.30 AM, at Sofitel Hotel, C-57, G Block, Bandra Kurla Complex, Bandra East,
Mumbai- 400051

Sub: Passing of Resolution(s) through Remote E-voting process as well as voting through
Physical Ballot process conducted at the venue of the 2nd AGM pursuant to Section 108
of the Companies Act 2013 read with Rule 20 of the Companies (Management and
Administration) Rules, 2014, to the extent as made applicable on voluntary basis by
the Investment Manager to India Grid Trust

Sterlite Investment Managers Limited referred to as 'Sterlite' is the Investment Manager of
"India Grid Trust" (hereinafter referred to as the 'IndiGrid'). The Sterlite through its Board
Resolution passed on June 26, 2019 had appointed me as the Scrutinizer for the Remote E-
voting process as well as to scrutinize the Physical Ballot voting conducted at the venue of
the 2nd AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 to the extent as made applicable
on voluntary basis by the Investment Manager to IndiGrid. I say, I am familiar and well
versed with the concept of Remote E-voting and Physical Ballot voting system as prescribed
under the said Rules.

Report on Scrutiny:

- Sterlite had appointed Karvy Fintech Private Limited (KFPL) as the service provider,
for the purpose of extending the facility of Remote E-voting to the Unit Holders of
"IndiGrid". KFPL are also the Registrars and Transfer Agents 'RTA' for the Unit
holders of the IndiGrid.



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.bs@gmail.com // bn@karvy.com

Page 1 of 7

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

- 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 2nd AGM of the Unit holders of the IndiGrid, which was held on Friday, July 26, 2019.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.karvy.com>. Sterlite had also uploaded all the items of the business to be transacted at the AGM on the website of the IndiGrid and also that of the Service Provider to facilitate their Unit holders to cast their vote through Remote E-voting.
- As on the internal cut-off date (June 21, 2019) for the dispatch of the Notice of the AGM, there were 3771 Unit holders of the IndiGrid. The service provider had sent the Notices of the AGM along with E-voting details to all the Unit holders.
- 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 19, 2019**
- The Remote E-voting facility was kept open for three days from **Tuesday, July 23, 2019 at 10:00 A.M., till Thursday, July 25, 2019 at 5:00 P.M.**
- The RTA completed the dispatch of the notices to the Unit holders whose mail Ids are registered by June 27, 2019 and Progressive courier completed the physical dispatch to 641 unitholders by June 29, 2019

At the end of the voting period on July 25, 2019 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. At the venue of the 2nd AGM of the Company held on July 26, 2019, the facility to vote through Physical Ballot was provided to facilitate those Unit holders present in the meeting but could not participate in the Remote E-voting to record their votes. After the voting at the AGM was concluded, one ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned below, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the RTA of the IndiGrid and the authorizations / proxies lodged with them.

- On July 26, 2019, after tabulating the votes conducted at the venue of the AGM through Physical Ballot, the votes cast through Remote E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Rishi Jaiswal . and Ms. Alka Shuklawho acted as the witnesses, as prescribed in sub rule 4(xii) of the said Rule 20.
- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the Unit holders together and the voting done by Physical Ballot at the venue of the AGM, the details of which are as follows:





Details	Remote E-voting	Voting through Physical Ballot at AGM	Total voting
Number of Unit holders who cast their votes	138	19	157
Total number of Units held by them	44,80,25,363	13,57,398	44,93,82,761
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution(s)		

Note:

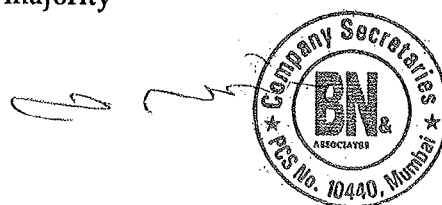
1. Percentage of votes cast in favour, or against the resolutions, are calculated based on the Valid Votes cast through remote e-voting and e-voting at the venue of the meeting.
2. Break up votes cast through remote e-voting and through e-voting at the AGM by the shareholders attending the meeting is given in a separate sheet attached.

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 ADOPT FINANCIAL STATEMENTS AS ON 31ST MARCH 2019

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	44,89,54,109	100.00	NIL	NIL	4,28,652

Item 1 of Notice stands passed with the requisite majority



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 ADOPT VALUATION REPORTS AS ON MARCH 31, 2019

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	44,43,46,100	100.00	NIL	NIL	50,36,661

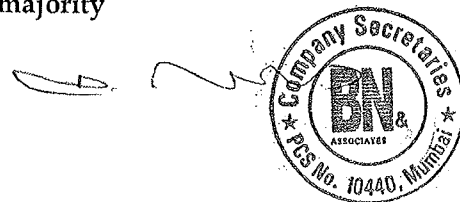
Item 2 of Notice stands passed with the requisite majority

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 APPOINT THE STATUTORY AUDITOR

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	41,38,81,190	92.10	3,55,01,571	7.90	NIL

Item 3 of Notice stands passed with the requisite majority



Item No.4 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 APPOINT THE VALUERS

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	44,93,82,761	100.00	NIL	NIL	NIL

Item 4 of Notice stands passed with the requisite majority

Item No.5 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 FIX REMUNERATION PAYABLE TO DIRECTORS

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	44,93,82,761	100.00	NIL	NIL	NIL

Item 5 of Notice stands passed with the requisite majority




Item No.6 of the Notice (To be passed by a special majority) (i.e. where the votes cast in favour of the resolution are required to be Seventy five percent of the unit holders in value) in terms of Regulation 22 of the InvIT Regulations read with SEBI InvIT (Amendment) Regulations 2019.

AUTHORITY TO BORROW AND CREATE CHARGE ON ASSETS AND MATTERS RELATED THERETO

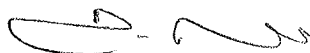
Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	44,93,82,761	100.00	NIL	NIL	NIL

Item 6 of Notice stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated June 26, 2019 as per the details above stand passed under Remote E-voting and voting conducted at AGM through Physical Ballot paper with the requisite majority and hence deemed to be passed as on the date of the AGM.

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 Company Secretary 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 conduct at AGM by way of Physical Ballot means by the Unit holders of the IndiGrid. All other relevant records relating to Remote E-voting and Physical Ballot voting 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 B.N. & Associates
COMPANY SECRETARIES



CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)

Place: Mumbai
Date: July 26, 2019

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

1.

Ms. Rishi Jaiswal

2.

Ms. Alka Shukla

I have received the report:

Signature _____

Signed by Mr.
Authorised by the Chairman/ Board

Place: Mumbai
Date: July 26, 2019

Break up of voting done by the Unit Holders of Indigrd Trust on the matters placed for their approval at the 2nd AGM held on 26th July 2019

Details	Ordinary/ Special	Res No	Mode of voting		Favour			Against			Total Valid votes Cast		Abstained/Less/not-voted	
			No of Share holders	Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	Shares	No of Share holders	Shares	
To adopt Financial Statements as on 31st March 2019	Simple Majority	1	Remote voting	138	448025363	137	447596711	100.000	0	0	0.000	447596711	1	428652
			Voting at AGM	19	1357398	19	1357398	100.000	0	0	0.000	1357398	0	0
			TOTAL	157	449382761	156	448954109	100.000	0	0	0.000	448954109	1	428652
To adopt valuation report	Simple Majority	2	Remote voting	138	448025363	136	442988702	100.000	0	0	0.000	442988702	2	5036661
			Voting at AGM	19	1357398	19	1357398	100.000	0	0	0.000	1357398	0	0
			TOTAL	157	449382761	155	444346100	100.000	0	0	0.000	444346100	2	5036661
To appoint Statutory Auditors	Simple Majority	3	Remote voting	138	448025363	136	412523792	92.076	2	35501571	7.924	448025363	0	0
			Voting at AGM	19	1357398	19	1357398	100.000	0	0	0.000	1357398	0	0
			TOTAL	157	449382761	155	413881190	92.100	2	35501571	7.900	449382761	0	0
To appoint Valuers	Simple Majority	4	Remote voting	138	448025363	138	448025363	100.000	0	0	0.000	448025363	0	0
			Voting at AGM	19	1357398	19	1357398	100.000	0	0	0.000	1357398	0	0
			TOTAL	157	449382761	157	449382761	100.000	0	0	0.000	449382761	0	0
To fix remuneration payable to Directors	Simple Majority	5	Remote voting	138	448025363	138	448025363	100.000	0	0	0.000	448025363	0	0
			Voting at AGM	19	1357398	19	1357398	100.000	0	0	0.000	1357398	0	0
			TOTAL	157	449382761	157	449382761	100.000	0	0	0.000	449382761	0	0
To grant authority to borrow and create charge on assets and matters related thereto	Special Majority	6	Remote voting	138	448025363	138	448025363	100.000	0	0	0.000	448025363	0	0
			Voting at AGM	19	1357398	19	1357398	100.000	0	0	0.000	1357398	0	0
			TOTAL	157	449382761	157	449382761	100.000	0	0	0.000	449382761	0	0

