

**STERLITE INVESTMENT MANAGERS LIMITED**

Regd. Office: Maker Maxity, 5 North Avenue, Level 5, Bandra  
Kurla Complex, Bandra East, Mumbai. Maharashtra- 400051, India  
CIN: U28113MH2010PLC30885

**Date: September 29, 2020**

**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: Proceedings and the Voting Result of the Third Annual General Meeting of the Unitholders of India Grid Trust**

Dear Sir/ Madam,

We, the Investment Manager of India Grid Trust (“**IndiGrid**”), hereby submits details regarding the proceedings and voting results of the business transacted at the Third Annual General Meeting (“**AGM**”) of the Unitholders of IndiGrid (“**Unitholders**”) held on Monday, September 28, 2020, at 4:00 P.M., 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/CIR/P/2020/102 and SEBI/HO/DDHS/DDHS/CIR/P/2020/122 dated June 22, 2020 and July 17, 2020 respectively issued by the Securities and Exchange Board of India (the “**SEBI Circulars**”), in furtherance of the notice to the Unitholders dated September 3, 2020 read with Addendum to Notice dated September 8, 2020 (together referred to as “**AGM Notice**”).

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 AGM, attached and marked as **Annexure-B**.
- The scrutinizer’s report dated September 28, 2020, 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](http://www.indigrid.co.in) and the website of the Kfin Technologies Private Limited i.e. [evoting.karvy.com](http://evoting.karvy.com).

You are requested to please take the same on record.

Thanking you,

**For and on behalf of the Sterlite Investment Managers Limited**

Representing India Grid Trust as its Investment Manager

**Swapnil Patil**

Company Secretary & Compliance Officer  
ACS-24861

**Copy to-**

Axis Trustee Services Limited  
The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg,  
Dadar West, Mumbai - 400 028, Maharashtra, India

**Corporate Office :** 247 Embassy, Office No 107, 'B' Wing, Hindustan Co. Bus Stop, Gandhi Nagar, L.B.S. Road,  
Vikhroli West, Mumbai – 400 079. Ph : +91 84509 96408  
Email : [complianceofficer@indigrid.co.in](mailto:complianceofficer@indigrid.co.in), | [www.indigrid.co.in](http://www.indigrid.co.in)

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

The Third AGM of IndiGrid was held on Monday, September 28, 2020, at 4:00 P.M., 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/CIR/P/2020/102 and SEBI/HO/DDHS/DDHS/CIR/P/2020/122 dated June 22, 2020 and July 17, 2020 respectively issued by the Securities and Exchange Board of India (the “SEBI Circular”).

**Directors and KMP present:**

1. Mr. Tarun Kataria- Independent Director
2. Mr. Rahul Asthana- Independent Director
3. Mr. Sanjay Nayar – Non-Executive Director
4. Mr. Pratik Agarwal - Non-Executive Director
5. Mr. Harsh Shah- CEO & Whole-time Director
6. Mr. Swapnil Patil- Company Secretary & Compliance Officer
7. Mr. Jyoti Kumar Agarwal – Chief Financial Officer
8. Mr. Satish Talmale – Chief Operating Officer
9. Ms. Meghana Pandit – Head – M&A and Investor Relations

Mr. Harsh Shah, CEO & Whole-time Director welcomed all the Unitholders and was delighted to inform that the Third AGM of IndiGrid being held electronically for the first time through Video Conferencing mode.

Mr. Harsh Shah stated that in view of the prevailing lockdown situation across the country due to outbreak of the COVID-19 pandemic and resultant travel restrictions, as well as continuing Government guidelines to maintain social distancing, and in accordance with the SEBI guidelines/ circulars the AGM is being held through Video Conferencing and also the Annual Reports and the Notice convening the AGM is sent to the Unitholders electronically.

Thereafter, he introduced the other Board Members and Key Managerial Personnel present through Video Conferencing and expressed his sympathy for the sudden demise of Mr. Shashikant Bhojani, the Independent Director and offered condolences to his family.

He, then made his opening remarks with respect to the performance, achievements and financial position of IndiGrid during the previous financial year and the acquisition of Jhajjar KT Transco Private Limited, a third-party Power Transmission Asset.

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

The Chairman informed the Unitholders that IndiGrid had provided a facility to the Unitholders to exercise their votes on the resolutions proposed in the AGM Notice through the electronic voting system (remote e-

voting). The record date for determining voting rights of Unitholders entitled to participate in the voting process was September 23, 2020. Further the e-voting period remained open from Thursday, September 24, 2020 (12.00 noon) till Monday, September 28, 2020 (12.00 noon).

The Chairman further informed that IndiGrid is providing the facility for voting through e-voting system (Insta Poll) during the Meeting for Unitholders who had not cast their vote prior to the Meeting.

Further, the Unitholders were apprised that Mr. B. Narasimhan, Proprietor, B N & Associates, 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.

On invitation of the Chairman, Unitholders who have registered themselves as speakers, addressed the Meeting through VC / OAVM and sought clarifications on operations and other matters of IndiGrid.

Mr. Harsh Shah answered the queries of all the speakers raised during the meeting. He also addressed queries of other unitholders raised through email and other communication mode during the meeting one by one.

Post the Question and Answer session, the following resolutions were transacted by the Unitholders:

Sr. No.	Resolutions
1	To adopt Financial Statements as on March 31, 2020
2	To adopt Valuation Reports as on March 31, 2020
3	To appoint the Statutory Auditor
4	To appoint the Valuer
5	To fix remuneration payable to Directors
6	To approve the amendment to Project Implementation and Management Agreement
7	To approve the induction of Esoteric II Pte. Ltd. as an Inducted Sponsor of IndiGrid

Post the voting process, the Chairman thanked the Unitholders for attending and participating in the meeting. Further, he informed the Unitholders that the consolidated voting results would be made available on the website of IndiGrid i.e. [www.indigrid.co.in](http://www.indigrid.co.in) and the website of the Kfin Technologies Private Limited i.e. [evoting.karvy.com](http://evoting.karvy.com) within 48 hours of the conclusion of the meeting.

The meeting concluded at 5:13 pm after being opened for 30 minutes for e-voting (Insta Poll) 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.

**STERLITE INVESTMENT MANAGERS LIMITED**

Regd. Office: Maker Maxity, 5 North Avenue, Level 5, Bandra  
Kurla Complex, Bandra East, Mumbai. Maharashtra- 400051, India  
CIN: U28113MH2010PLC30885

**Annexure-B****Combined Voting Result of AGM**

	<b>INDIA GRID TRUST</b>
<b>Date of the AGM</b>	September 28, 2020
<b>Total number of unitholders on record date</b>	6,273 (September 23, 2020)
<b>No. of unitholders present in the meeting either in person or through proxy:</b>	
Sponsor/ Project Manager and its associates	Not Applicable
Public:	Not Applicable
<b>No. of unitholders attended the meeting through Video Conferencing</b>	
Sponsor/ Project Manager and its associates	0
Public:	48

Resolution No.	1							
Resolution required: (Simple Majority/ Special Majority)	<b>SIMPLE MAJORITY - TO ADOPT FINANCIAL STATEMENTS AS ON MARCH 31, 2020</b>							
Whether promoter/ promoter group 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
Sponsor/ Promoter and Promoter Group	E-Voting	2040457	2040457	100.00	2040457	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
	<b>Total A</b>		<b>2040457</b>	<b>2040457</b>	<b>100.00</b>	<b>2040457</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	392913990	365362893	92.99	365362893	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
	<b>Total B</b>		<b>392913990</b>	<b>365362893</b>	<b>92.99</b>	<b>365362893</b>	<b>0</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	188528634	57446912	30.47	57387377	5953 5	99.90	0.10
	Poll		3403701	1.81	3403701	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	<b>Total C</b>		<b>188528634</b>	<b>60850613</b>	<b>32.28</b>	<b>60791078</b>	<b>5953 5</b>	<b>99.90</b>
<b>Total D(B+C)</b>	<b>581442624</b>	<b>426213506</b>	<b>73.30</b>	<b>426153971</b>	<b>5953 5</b>	<b>99.99</b>	<b>0.01</b>	
<b>Total (A+D)</b>	<b>583483081</b>	<b>428253963</b>	<b>73.40</b>	<b>428194428</b>	<b>5953 5</b>	<b>99.99</b>	<b>0.01</b>	

Note: No postal ballot applicable

Resolution No.	2							
Resolution required: (Simple Majority/ Special Majority)	<b>SIMPLE MAJORITY - TO ADOPT VALUATION REPORTS AS ON MARCH 31, 2020</b>							
Whether promoter/ promoter group 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
Promoter and Promoter Group	E-Voting	2040457	2040457	100.00	2040457	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
	<b>Total A</b>	<b>2040457</b>	<b>2040457</b>	<b>100.00</b>	<b>2040457</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	392913990	365362893	92.99	365362893	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
	<b>Total B</b>	<b>392913990</b>	<b>365362893</b>	<b>92.99</b>	<b>365362893</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	188528634	57329543	30.41	57266606	62937	99.89	0.11
	Poll		3403701	1.81	3403701	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total C</b>	<b>188528634</b>	<b>60733244</b>	<b>32.21</b>	<b>60670307</b>	<b>62937</b>	<b>99.90</b>	<b>0.10</b>
	<b>Total D (B+C)</b>	<b>581442624</b>	<b>426096137</b>	<b>73.28</b>	<b>426033200</b>	<b>62937</b>	<b>99.99</b>	<b>0.01</b>
	<b>Total (A+D)</b>	<b>583483081</b>	<b>428136594</b>	<b>73.38</b>	<b>428073657</b>	<b>62937</b>	<b>99.99</b>	<b>0.01</b>

Note: No postal ballot applicable

Resolution No.	3							
Resolution required: (Simple Majority/ Special Majority)	<b>SIMPLE MAJORITY - TO APPOINT THE STATUTORY AUDITOR</b>							
Whether promoter/ promoter group 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
Promoter and Promoter Group	E-Voting	2040457	2040457	100.00	2040457	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
	<b>Total A</b>		<b>2040457</b>	<b>2040457</b>	<b>100.00</b>	<b>2040457</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	392913990	367138737	93.44	367138737	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
	<b>Total B</b>		<b>392913990</b>	<b>367138737</b>	<b>93.44</b>	<b>367138737</b>	<b>0</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	188528634	57264906	30.37	57201969	62937	99.89	0.11
	Poll		3403701	1.81	3403701	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total C</b>		<b>188528634</b>	<b>60668607</b>	<b>32.18</b>	<b>60605670</b>	<b>62937</b>	<b>99.90</b>
	<b>Total D (B+C)</b>	<b>581442624</b>	<b>427807344</b>	<b>73.58</b>	<b>427744407</b>	<b>62937</b>	<b>99.99</b>	<b>0.01</b>
	<b>Total (A+D)</b>	<b>583483081</b>	<b>429847801</b>	<b>73.67</b>	<b>429784864</b>	<b>62937</b>	<b>99.99</b>	<b>0.01</b>

Note: No postal ballot applicable

Resolution No.	4							
Resolution required: (Simple Majority/ Special Majority)	<b>SIMPLE MAJORITY - TO APPOINT THE VALUER</b>							
Whether promoter/ promoter group 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
Promoter and Promoter Group	E-Voting	2040457	2040457	100.00	2040457	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
	<b>Total A</b>	<b>2040457</b>	<b>2040457</b>	<b>100.00</b>	<b>2040457</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	392913990	367138737	93.44	367138737	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
	<b>Total B</b>	<b>392913990</b>	<b>367138737</b>	<b>93.44</b>	<b>367138737</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	188528634	57436707	30.46	57394182	42525	99.93	0.07
	Poll		3403701	1.81	3403701	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total C</b>	<b>188528634</b>	<b>60840408</b>	<b>32.27</b>	<b>60797883</b>	<b>42525</b>	<b>99.93</b>	<b>0.07</b>
	<b>Total D (B+C)</b>	<b>581442624</b>	<b>427979145</b>	<b>73.61</b>	<b>427936620</b>	<b>42525</b>	<b>99.99</b>	<b>0.01</b>
	<b>Total (A+D)</b>	<b>583483081</b>	<b>430019602</b>	<b>73.70</b>	<b>429977077</b>	<b>42525</b>	<b>99.99</b>	<b>0.01</b>

Note: No postal ballot applicable



Resolution No.	5							
Resolution required: (Simple Majority/ Special Majority)	<b>SIMPLE MAJORITY - TO FIX REMUNERATION PAYABLE TO DIRECTORS</b>							
Whether promoter/ promoter group are interested in the agenda/resolu tion?	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
Promoter and Promoter Group	E-Voting	2040457	2040457	100.00	2040457	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
	<b>Total A</b>	<b>2040457</b>	<b>2040457</b>	<b>100.00</b>	<b>2040457</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	392913990	367138737	93.44	326432106	4070	88.91	11.09
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total B</b>	<b>392913990</b>	<b>367138737</b>	<b>93.44</b>	<b>326432106</b>	<b>4070</b> <b>6631</b>	<b>88.91</b>	<b>11.09</b>
Public- Non Institutions	E-Voting	188528634	57063842	30.26	57012317	5152	99.91	0.09
	Poll		3403701	1.81	3403701	5	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total C</b>	<b>188528634</b>	<b>60467543</b>	<b>32.07</b>	<b>60416018</b>	<b>5152</b> <b>5</b>	<b>99.91</b>	<b>0.09</b>
	<b>Total D (B+C)</b>	<b>581442624</b>	<b>427606280</b>	<b>73.54</b>	<b>386848124</b>	<b>4075</b> <b>8156</b>	<b>90.47</b>	<b>9.53</b>
	<b>Total (A+D)</b>	<b>583483081</b>	<b>429646737</b>	<b>73.63</b>	<b>388888581</b>	<b>4075</b> <b>8156</b>	<b>90.51</b>	<b>9.49</b>

Note: No postal ballot applicable

Resolution No.	6							
Resolution required: (Simple Majority/ Special Majority)	<b>SIMPLE MAJORITY - TO APPROVE THE AMENDMENT TO PROJECT IMPLEMENTATION AND MANAGEMENT AGREEMENT</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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
Promoter and Promoter Group	E-Voting	2040457	0	0.00	0	0	0.00	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
	<b>Total A</b>		<b>2040457</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Institutions	E-Voting	392913990	367138737	93.44	367138737	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
	<b>Total B</b>		<b>392913990</b>	<b>367138737</b>	<b>93.44</b>	<b>367138737</b>	<b>0</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	188528634	57367620	30.42	54412983	2954637	94.85	5.15
	Poll		3403701	1.81	3403701	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total C</b>		<b>188528634</b>	<b>60771321</b>	<b>32.23</b>	<b>57816684</b>	<b>2954637</b>	<b>95.14</b>
	<b>Total D (B+C)</b>	<b>581442624</b>	<b>427910058</b>	<b>73.59</b>	<b>424955421</b>	<b>2954637</b>	<b>99.31</b>	<b>0.69</b>
	<b>Total (A+D)</b>	<b>583483081</b>	<b>427910058</b>	<b>73.34</b>	<b>424955421</b>	<b>2954637</b>	<b>99.31</b>	<b>0.69</b>

Note: No postal ballot applicable

Resolution No.	7							
Resolution required: (Simple Majority/ Special Majority)	<b>SPECIAL MAJORITY - TO APPROVE THE INDUCTION OF ESOTERIC II PTE. LTD. AS AN INDUCTED SPONSOR OF INDIGRID</b>							
Whether promoter/ promoter group 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
Promoter and Promoter Group	E-Voting	2040457	2040457	100.00	2040457	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
	<b>Total A</b>	<b>2040457</b>	<b>2040457</b>	<b>100.00</b>	<b>2040457</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	392913990	237643308	60.48	237643308	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total B</b>	<b>392913990</b>	<b>237643308</b>	<b>60.48</b>	<b>237643308</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	188528634	99618105	52.84	99572178	45927	99.95	0.05
	Poll		3403701	1.81	3398598	5103	99.85	0.15
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total C</b>	<b>188528634</b>	<b>103021806</b>	<b>54.65</b>	<b>102970776</b>	<b>51030</b>	<b>99.95</b>	<b>0.05</b>
	<b>Total D (B+C)</b>	<b>581442624</b>	<b>340665114</b>	<b>58.59</b>	<b>340614084</b>	<b>51030</b>	<b>99.99</b>	<b>0.01</b>
	<b>Total (A+D)</b>	<b>583483081</b>	<b>342705571</b>	<b>58.73</b>	<b>342654541</b>	<b>51030</b>	<b>99.99</b>	<b>0.01</b>

Note: No postal ballot applicable

Combined Scrutinizer's Report on Remote E-voting & Voting by electronic means Conducted at the 3<sup>rd</sup> Annual General Meeting (AGM) of India Grid Trust held on 28th September 2020, by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM)

To,

<p><b>The Board of Directors,</b> <b>Sterlite Investment Managers Limited</b> (Investment Manager to "India Grid Trust") F-1, The Mira Corporate Suites, 1&amp;2, Ishwar Nagar, Mathura Road, New Delhi 110065</p>	<p><b>Corporate Office</b> 247 Embassy, Office No.107, 'B' Wing, Hindustan Co. Bus Stop, Gandhi Nagar, L.B.S. Road, Vikhroli West, Mumbai – 400 079, Maharashtra, India</p>
--	---

**3<sup>rd</sup> Annual General Meeting of the Unit holders of India Grid Trust held on Monday, September 28, 2020 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commencing from 04.00 p.m. (IST)**

**Sub: Passing of Resolution(s) through Electronic Voting pursuant to Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 and SEBI/HO/DDHS/DDHS/CIR/P/2020/122 dated June 22, 2020 and July 17, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "SEBI Circulars")**

Sterlite 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 September 3, 2020 had appointed me as the Scrutinizer for the Remote E-voting process as well as the voting done electronically at the AGM pursuant to SEBI Circular. In view of the Covid-19 pandemic, the Securities and Exchange Board of India ("SEBI") has vide its Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 dated June 22, 2020 (the "SEBI Circular") has permitted holding of the Annual General Meeting 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 Circulars, the Annual General Meeting of IndiGrid is being conducted through "VC / OAVM (hereinafter referred to as "AGM" or "e-AGM"). 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.

Investment Manager on behalf of IndiGrid has appointed KFin Technologies Private Limited, Registrars and Transfer Agents, to provide VC/OAVM facility for the e-AGM and the attendant enablers for conducting of 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 Rules and the relaxations as provided in the **SEBI Circulars**.

**Report on Scrutiny:**

- Investment Manager on behalf of IndiGrid has appointed KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.



- KFin Technologies Private Limited (KFin) 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 3<sup>rd</sup> AGM of the Unit holders of the IndiGrid, which was held on Monday, September 28, 2020 as per the Notice dated September 3, 2020 ("AGM Notice") and the Addendum to the said Notice dated September 8, 2020 ("Addendum to AGM Notice") by inclusion of additional items for consideration of the Unit Holders.
- All the voting arrangements for the purpose of item proposed in Addendum to AGM Notice like remote e-voting, e-voting at the meeting, cut-off date etc remained same which were mentioned in the AGM Notice.
- In compliance with the SEBI Circulars, the Notice calling the AGM and Annual Report 2019-20 was 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 KFin Technologies Private Limited at the website address <https://evoting.karvy.com>
- As on the internal cut-off date (August 28, 2020) for the dispatch of the Notice of the AGM, there were 5,883 Unit holders of the 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 **Wednesday, September 23, 2020**
- The Remote E-voting facility was kept open for five days from **Thursday, September 24, 2020 at 12:00 noon till Monday September 28, 2020 at 12 Noon.**
- At the **end of the voting period on Monday, September 28, 2020 the voting portal of the KFIN, service provider** was blocked forthwith.
- An advertisement was published by IndiGrid in "Financial Express" English Newspaper and in "Loksatta" Marathi Newspaper, both dated September 5, 2020 & September 9, 2020, informing about the completion of dispatch of the Notice, addendum to 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 Private Limited. At the 3<sup>rd</sup> AGM of IndiGrid held through VC and OAVM, on Monday, September 28, 2020, 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 3<sup>rd</sup> AGM through VC/ OAVM but could not participate in the Remote E-voting to record their votes.
- On Monday, September 28, 2020, after tabulating the votes cast electronically by the system provided by KFIN, the votes cast through Remote E-Voting facility and E-voting during the 3<sup>rd</sup> AGM were duly unblocked by me as a Scrutinizer in the presence of Mr. K Venkataraman. and Ms. Saroj Narasimhan 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 shareholders 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 3<sup>rd</sup> AGM are as under:**

Details	Remote E-voting	Voting through InstaPoll at AGM	Total voting
Number of Unit holders who cast their votes	964	15	979
Total number of Units held by them	47,54,31,198	34,03,701	47,88,34,899

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 Wednesday, September 23, 2020

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 31<sup>ST</sup> MARCH 2020**

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	42,81,94,428	99.986	59,535	0.014	5,05,80,936

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, 2020**

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	42,80,73,657	99.985	62,937	0.015	5,06,98,305

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		Abstained/ Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	42,97,84,864	99.985	62,937	0.015	4,89,87,098

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 VALUER**

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	42,99,77,077	99.990	42,525	0.010	4,88,15,297

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		Abstained/ Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	38,88,88,581	90.514	4,07,58,156	9.486	4,91,88,162

Item 5 of Notice stands passed with the requisite majority

ITEM NO. 6 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 APPROVE THE AMENDMENT TO PROJECT IMPLEMENTATION AND MANAGEMENT AGREEMENT**

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	42,49,55,421	99.310	29,54,637	0.690	5,09,24,841

One of the Unit holder namely, Sterlite Power Grid Ventures Ltd., holding 2,040,457 units, being an interested party had abstained from voting on this Item.

Item 6 of Notice stands passed with the requisite majority

ITEM NO. 7 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 75% of the value of unit holders in value in favour of the Resolution excluding the value of units held by parties related to the transaction) in terms of Regulation 22 of the InvIT Regulations.

**TO APPROVE THE INDUCTION OF ESOTERIC II PTE. LTD. AS AN INDUCTED SPONSOR 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	34,26,54,541	99.985	51,030	0.015	13,61,29,328

One of the Unit holder namely, Esoteric II Pte. Ltd., holding 136,035,774 units ("Esoteric Holding"), being an interested party had abstained from voting on this Item in terms of Regulation 22(7) of the InvIT Regulations. Hence we have excluded Esoteric Holding while calculating the total number of units which are entitled to cast vote for Item No. 7.

Accordingly, the voting of 75% of value is calculated on 44,74,47,307 Units (Total number of Units issued minus Esoteric Holding).

Item 7 of Notice stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated September 3, 2020 read with addendum of AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM through electronic means 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 conducted at the AGM by electronic means by the Unit holders of the IndiGrid. All other relevant records in soft form relating to Remote E-voting and InstaPoll 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: September 28, 2020

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

1.   
Mr. K Venkataraman

2.   
Ms. Saroj Narasimhan

I have received the report:



Signature \_\_\_\_\_

Date September 28 2020

Signed by Mr. Swapnil Patil Authorised by Board

Place: Mumbai