

Date: September 08, 2023

To,

B S E Limited

Phiroze Jeejeebhoy
Towers Dalal Street,
Mumbai — 400 001

National Stock Exchange of India Ltd

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

Scrip Code- 540565

Symbol- INDIGRID

Subject: Outcome of the Extra-Ordinary General Meeting of the Unitholders of India Grid Trust held on September 08, 2023

Dear Sir/ Madam,

We, IndiGrid Investment Managers Limited, the Investment Manager of India Grid Trust (“**IndiGrid**”), hereby submit the proceedings and voting results of the business transacted at the Extra-Ordinary General Meeting (“**EGM**”) of the Unitholders of IndiGrid (“**Unitholders**”) 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 the SEBI Master 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**”), and in furtherance of the Notice to the Unitholders dated August 17, 2023.

In connection with the same, please find the following:

- Summary of proceedings of the EGM attached and marked as **Annexure-A**.
- Combined voting results of the remote e-voting together with the e-voting conducted at the EGM, attached and marked as **Annexure-B**.
- The scrutinizer’s report dated September 08, 2023, is attached and marked as **Annexure-C**.

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

You are requested to please take the same on record.

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

Urmil Shah

Company Secretary & Compliance Officer
ACS-23423

Copy to-

Axis Trustee Services Limited

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

IndiGrid Investment Managers Limited

(formerly known as Sterlite Investment Managers Limited)

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

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

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

The EGM of IndiGrid was 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 the SEBI Master 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**”).

Directors and KMP present:

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

Mr. Urmil Shah, Company Secretary & Compliance Officer welcomed all the Unitholders and stated that in accordance with the SEBI Master Circular, the EGM of IndiGrid is being held through Video Conferencing to avoid the physical gathering of Unitholders at a common venue. He further added that the digital copy of the Notice, has been sent to all the Unitholders whose e-mail addresses are registered with the Depositories for communication purposes and for Unitholders whose e-mail addresses are not registered, SMSs have been sent by KFin Technologies Limited wherever Mobile Numbers are available. Further, advertisements in regional and national newspapers have also been published dated August 18, 2023, for the benefit of our Unitholders. He further informed that IndiGrid has tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the EGM and participation in the EGM through VC / OAVM facility.

Mr. Urmil Shah informed the Unitholders that the IndiGrid, in accordance with Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (the “InvIT Regulations”), had provided a facility to the Unitholders to exercise their votes on the resolutions proposed in the notice dated August 17, 2023, through the remote e-voting facility. The Cut-off date for determining voting rights of Unitholders entitled to participate in the voting process was September 01, 2023. Further, the e-voting period remained open from 9.00 a.m. on September 05, 2023, till 05.00 p.m. on September 07, 2023. He added that the facility for voting through e-voting system is available during the Meeting and been activated for Unitholders who had not cast their vote prior to the Meeting.

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

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

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

Mr. Harsh Shah welcomed all the Unitholders and then made his opening remarks with respect to the performance, achievements and the background of the proposed resolutions.

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

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

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

Following resolutions were transacted by the Unitholders:

Sr. No.	Resolutions
1	To approve issuance of units on a preferential basis for an aggregate consideration of upto ₹ 409 crores

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

The meeting concluded at 11.25 a.m. after being open for 15 minutes for e-voting to be completed.

Post completion of the EGM 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 EGM, all resolutions embodied in the Notice of EGM were passed with requisite majority as required under the SEBI InvIT Regulations.

Annexure-B
Combined Voting Result of EGM

	INDIA GRID TRUST
Date of the EGM	September 08, 2023
Total number of unitholders on record date	23,256 (September 01, 2023)
No. of unitholders present in the meeting either in person or through proxy:	
Sponsor/ Project Manager and its associates	Not Applicable
Public	Not Applicable
No. of unitholders attended the meeting through Video Conferencing	
Sponsor/ Project Manager and its associates	0
Public	8

Resolution No.	1							
Resolution required: (Simple Majority/ Special Majority)	SPECIAL MAJORITY - TO APPROVE ISSUANCE OF UNITS ON A PREFERENTIAL BASIS FOR AN AGGREGATE CONSIDERATION OF UPTO ₹ 409 CRORES							
Whether Sponsors are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Sponsors	E-Voting	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
Public- Institutions	E-Voting	25,28,09,993	23,27,02,171	92.05	23,27,02,171	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)	25,28,09,993	23,27,02,171	92.05	23,27,02,171	0	100.00	0.00
Public- Non Institutions	E-Voting	28,14,66,560	4,88,733	0.17	4,82,607	6,126	98.75	1.25
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (C)	28,14,66,560	4,88,733	0.17	4,82,607	6,126	98.75	1.25
	Total (B+C)	53,42,76,553	23,31,90,904	43.65	23,31,84,778	6,126	99.99	0.003
	Total (A+B+C)	70,01,78,485	39,90,92,836	56.99	39,90,86,710	6,126	99.99	0.001

Notes:

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

Combined Scrutinizer's Report on Remote E-voting & Voting by electronic means Conducted at the Extra Ordinary General Meeting (EGM) of India Grid Trust held on 8th September 2023, by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM)

To,

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

Extra Ordinary General Meeting of the Unit holders of India Grid Trust held on Friday, September 8, 2023, by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commencing from 11.00 AM (IST)

Sub: Passing of Resolution(s) through Electronic Voting pursuant to Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, issued by the Securities and Exchange Board of India (SEBI) (referred to as "SEBI Master Circular")

IndiGrid Investment Managers Limited are the Investment Manager of "India Grid Trust" (hereinafter referred to as the 'IndiGrid'). The Investment Manager through its Board Resolution approved on August 11, 2023 had appointed me as the Scrutinizer for the Remote E-voting process as well as the voting done electronically at the EGM pursuant to the SEBI Master Circular. In order to allow maximum participation in the general meetings, the SEBI vide its SEBI Master Circular has permitted holding of the 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 Master Circular, the Extra Ordinary General Meeting of IndiGrid is being conducted through "VC / OAVM (hereinafter referred to as "EGM" or "e-EGM"). The proceedings of the e-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.

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

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 Circular.

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A handwritten signature in blue ink, appearing to be "P. S. M.", located to the right of the stamp.

Report on Scrutiny:

- National Securities Depository Limited (NSDL) as the service provider, had extended the facility of providing VC/OAVM and of Remote E-voting and voting electronically at the e-EGM 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 EGM of the Unit holders of the IndiGrid, which was held on Friday, September 8, 2023, as per the Notice dated August 17, 2023 ("EGM Notice") for consideration of the Unit Holders.
- In compliance with the SEBI Master Circular, the Notice calling the EGM was uploaded on the website of the IndiGrid at www.indigrid.co.in, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at the website address www.evoting.nsdl.com
- As on the internal cut-off date August 11, 2023, for the dispatch of the Notice of the EGM, there were 22,866 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 **Friday, September 1, 2023**
- The Remote E-voting facility was kept open for three days from **09:00 AM, Tuesday, September 5, 2023, till 5.00 PM on Thursday September 7, 2023.**
- At the **end of the voting period on Thursday September 7, 2023, the voting portal of the NSDL, service provider was blocked forthwith.**
- An advertisement was published by IndiGrid in "Financial Express" English Newspaper and in "Loksatta" Marathi Newspaper, both dated August 18, 2023, informing about the completion of dispatch of the Notice, and other information related to EGM. For Unit holders whose e-mail addresses are not registered, SMSs, wherever Mobile Numbers are available, were sent by KFin Technologies Limited. At the EGM of IndiGrid held through VC and OAVM, on Friday, September 8, 2023, after considering all the items of businesses, the facility to vote electronically (E-voting) was provided to facilitate those Unit holders who are attending the EGM through VC/ OAVM but could not participate in the Remote E-voting to record their votes.
- On Friday, September 8, 2023, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility and E-voting during the EGM were duly unblocked by me as a Scrutinizer in the presence of Mr Venkataraman Krishnana and Ms Amita Jadav who acted as the witnesses. After the voting by electronic means the votes cast through Remote E-voting process was tabulated for the purpose of considering the total votes cast by the Unit holders through both ways.
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Unit holders and the E-voting during the EGM, the details of which are as follows:



[Handwritten signature]

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

Details	Remote E-voting	E-Voting at EGM	Total voting
Number of Unit holders who cast their votes	89	NIL	89
Total number of Units held by them	39,90,92,836	NIL	39,90,92,836
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid Votes	NIL		

Note:

- 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.
- 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, September 1, 2023.

1. ITEM NO. 1 OF THE NOTICE: TO APPROVE ISSUANCE OF UNITS ON A PREFERENTIAL BASIS FOR AN AGGREGATE CONSIDERATION OF UPTO ₹ 409 CRORES

(To be passed by a 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")

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted Nos.
	Nos.	%age	Nos.	%age	
Total votes through remote e-voting and voting by electronic means at the meeting	39,90,86,710	99.998	6,126	0.002	NIL



Item 1 of Notice stands passed with the requisite majority

The Resolution mentioned in the EGM Notice dated August 17, 2023 as per the details above stand passed under Remote E-voting and voting conducted at EGM through electronic means with the requisite majority and hence deemed to be passed as on the date of the EGM.

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

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

Thanking you,

Yours faithfully

For BN & Associates
COMPANY SECRETARIES



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



Place: Mumbai
Date: September 8, 2023
UDIN: F001303E000928781

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


1. Ms Amita Jadav


2. Mr Venkataraman Krishnan

I have received the report:

Signature U.K. Shah

Signed by Mr. Urmil Shah
Company Secretary & Compliance Officer

Date September 8, 2023

Place: Mumbai