

Date: February 24, 2020

BSE 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- 400051

Scrip Code- 540565

Symbol- INDIGRID

Subject: Proceedings and the Voting Result of the Extra-ordinary General Meeting of the Unit holders of India Grid Trust

Dear Sir/ Madam,

We, the Investment Manager of India Grid Trust (the "IndiGrid"), hereby submits details regarding the proceeding and voting results of the business transacted at the Extra-ordinary General Meeting ("EGM") of the Unitholders of the IndiGrid ("Unitholders") held on Monday, February 24, 2020 at 03.00 p.m. at Sofitel Hotel, C-57, G Block, Bandra Kurla Complex, Bandra East, Bandra Kurla, Mumbai- 400 051, Maharashtra, India in furtherance of the Notice to the Unitholders dated January 28, 2020.

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 voting conducted at EGM venue, attached and marked as **Annexure-B**.
- The Scrutinizer's Report dated February 24, 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

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-400028, Maharashtra

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 | www.indigrid.co.in

Annexure-A

Summary of proceedings of the EGM

The EGM of IndiGrid was held on Monday, February 24, 2020 at 03.00 p.m. at Sofitel Hotel, C-57, G Block, Bandra Kurla Complex, Bandra East, Bandra Kurla, Mumbai- 400 051, Maharashtra.

Directors and KMP present:

1. Mr. S.H. Bhojani- Independent director
2. Mr. Sanjay Nayar-Non-Executive Director
3. Mr. Harsh Shah- CEO & Whole-time Director
4. Mr. Swapnil Patil- Company Secretary & Compliance Officer

Mr. Swapnil Patil, Company Secretary & Compliance Officer welcomed all the unitholders and people on dais and further requested Mr. Harsh Shah, CEO & Whole-time Director to make his opening remarks with respect to performance, achievements and financial position of IndiGrid during the last three quarters. Further, Mr. Sanjay Nayar shared his views on infrastructure requirements of the country and potential growth prospect of infrastructure investment trust who can provide liquidity to infrastructure developers.

Thereafter, Mr. S.H. Bhojani, 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 Notice convening the meeting was taken as read.

The Chairman informed the members that IndiGrid had provided a facility to the unitholders to exercise their votes on the resolution proposed in the Notice dated January 28, 2020 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 February 17, 2020. Further the e-voting period remained open from Friday, February 21, 2020 (10.00 a.m.) till Sunday, February 23, 2020 (5.00 p.m.).

The Chairman further informed that unitholder who has already casted their vote through the remote e-voting system can attend this EGM. However, the said unitholder would not be entitled to vote again at this EGM. The remote e-voting process has been completed for all the items of business mentioned in the notice.

The Chairman further informed that in order to have paperless mode of casting vote, we seek permission of Unitholders to have electronic voting i.e. through tab voting called Insta poll as provided by KFin Technologies Private Limited ("KFintech"), the Registrar & Transfer Agent of IndiGrid, although the Notice mentions of voting through physical ballot. The Unitholders present agreed to electronic voting and accordingly voting was done through tab voting called Insta poll as provided by KFintech.

Further, the unitholders were apprised that Mr. B. Narasimhan, Proprietor, BN & Associates, practicing Company Secretary, has been appointed as the Scrutinizer for scrutinizing the e-voting process as well as voting by Insta poll at this EGM.

The Chairman then invited the members to express their views, ask questions and seek clarifications on operations or any other matter of IndiGrid.

The Chairman and Mr. Harsh Shah answered the queries of all the unitholders one by one.

Post the Q&A session, the following resolution was transacted by the unitholders:

S. No	Resolution
1	To approve the proposed acquisition of Power Transmission Asset and matters related thereto.

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 and the website of the Kfintech i.e. <https://evoting.kfintech.com> within 48 hours of the conclusion of the meeting.

The meeting concluded at 04:00 pm with a vote of thanks to the Chairman and all the unitholders.

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

	INDIA GRID TRUST
Date of the EGM	February 24, 2020
Total number of unitholders on record date	4,861 (February 17, 2020)
No. of unitholders present in the meeting either in person or through proxy:	
Sponsor/ Project Manager and its associates	2 (representing 2 demat accounts of Sponsor)
Public:	21
No. of unitholders attended the meeting through Video Conferencing	
Sponsor/ Project Manager and its associates	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Simple Majority/ Special Majority)	SIMPLE MAJORITY - TO APPROVE THE PROPOSED ACQUISITION OF POWER TRANSMISSION ASSET AND MATTERS RELATED THERETO							
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	87,548,026	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
	Total (A)		0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	338,550,030	316,544,193	93.50	316,544,193	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)		316,544,193	93.50	316,544,193	0	100.00	0.00
Public- Non Institutions	E-Voting	157,385,025	19,923,529	12.66	19,923,529	0	100.00	0.00
	Poll		505,359	0.32	505,359	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (C)		20,428,888	12.98	20,428,888	0	100.00	0.00
	Total (A+B+C)	583,483,081	336,973,081	57.75	336,973,081	0	100.00	0.00

Note: No postal ballot applicable

Combined Scrutinizer's Report on Remote E-voting & Voting by Physical Ballot Conducted at the Extra-ordinary General Meeting (EGM) of India Grid Trust held on 24th February 2020 at Sofitel Hotel, C-57, G Block, Bandra Kurla Complex, Bandra East, Mumbai -400 051

To,
The Board of Directors
Sterlite Investment Managers Limited
(Investment Manager to India Grid Trust)
Maker Maxity, 5 North Avenue, Level 5,
Bandra Kurla Complex, Bandra East,
Mumbai 400051, Maharashtra

Extraordinary General Meeting (EGM) of the Unit holders of India Grid Trust held on Monday February 24, 2020 at 03.00 P.M. at Sofitel Hotel, C-57, G Block, Bandra Kurla Complex, Bandra East, Mumbai-400 051



Sub: Passing of Resolution(s) through Remote E-voting process as well as through Physical Ballot / electronic voting process conducted at the venue of the EGM

Dear Sirs,

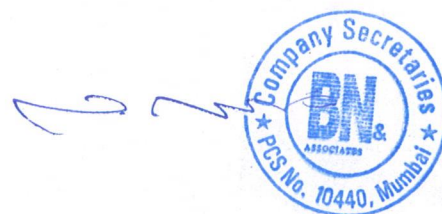
I was appointed as the Scrutinizer by Sterlite Investment Managers Limited (Sterlite) the Investment Manager of "India Grid Trust" (hereinafter referred to as the **IndiGrid**). I was appointed as Scrutinizer for the Remote E-voting process as well as to scrutinize the Physical Ballot / electronic voting conducted at the venue of the EGM 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 a 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 KFin Technologies Private Limited (KTPL) (formerly known as Karvy Fintech Pvt. Ltd.) as the service provider, for the purpose of extending the facility of Remote E-voting to the Unit Holders of "IndiGrid". KTPL are also the Registrars and Transfer Agents 'RTA' for the Unit holders of the IndiGrid.
- The Service Provider had provided a system for recording the votes of the Unit holders electronically through Remote E-voting on the only item of the business sought to be transacted at the EGM of the Unit holders of the IndiGrid, which was held on Monday, February 24, 2020.

- The Service Provider had set up electronic voting facility on their website, <https://evoting.kfintech.com>. Sterlite had also uploaded the item of the business to be transacted at the EGM 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.
- At the outset the Chairman in his address to the members informed them that although the Notice mentions of voting through physical ballot, it is proposed to have electronic voting as permitted under the Rules subject to the shareholders present approving the same. The shareholders present agreed to electronic voting and accordingly voting was done through tab voting called Insta poll as provided by KTPL
- As on the internal cut-off date for the dispatch of the Notice of the EGM, there were 4,697 Unit holders of the IndiGrid. The service provider had sent the Notices of the EGM which also specified the manner in which e-voting needs to be done, 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 **Monday, February 17, 2020**.
- The Remote E-voting facility was kept open for three days from **Friday, February 21, 2020 at 10:00 A.M. to Sunday, February 23, 2020 till 5:00 P.M.**
- The IndiGrid completed the dispatch of the notices to the Unit holders by January 29, 2020.
- At the end of the remote e-voting period on Sunday February 23, 2020 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the EGM of the IndiGrid held on Monday February 24, 2020, the facility to vote through Insta poll was provided to facilitate those Unit holders present in the meeting who had not participated in the Remote E-voting to record their votes. After the electronic voting through Insta poll at the EGM was concluded, the unit holders who had voted were reconciled with the records maintained by the RTA of the IndiGrid and the authorizations / proxies lodged with them.
- On February 24, 2020, after tabulating the votes conducted at the venue of the EGM through Physical Ballot, the votes cast through Remote E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. K. Venkataraman and Mr. Pravin Redkar who 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 EGM, the details of which are as follows:



Details	Remote E-voting	Voting through Insta poll at EGM	Total voting
Number of Unit holders who cast their votes	32	15	47
Total number of Units held by them	424015748	505359	424521107
Valid votes	As per details provided under the Resolution mentioned hereunder		
Abstained / Invalid Votes	As mentioned under the Resolution		

Note:

Percentage of votes cast in favour or against the resolution, is calculated based on the Valid Votes cast through Remote E-voting and voting through Physical Ballot at the venue of the EGM.

Item No. 1 of the Notice (To be passed by a simple majority)

APPROVE THE PROPOSED ACQUISITION OF POWER TRANSMISSION ASSET AND MATTERS RELATED THERETO.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid Votes
	Nos.	%age	Nos.	%age	
Remote E-voting	336467722	100.00	0	0	87548026
Voting at the Venue	505359	100.00	0	0	
TOTAL	336973081	100.00	0	0	87548026

Out of the 32 Unit holders holding 424015748 Units, who participated in the remote e-voting, one of the Unit holder namely, Sterlite Power Grid Ventures Ltd., holding 8,75,48,026 units, being an interested party had abstained from voting on this Item. all the rest of the unit holders holding 336467722 voted in favour of the resolution.

At the EGM , 15. unit holders holding 505359 Units had voted at the meeting and all of them had voted in favour of the resolution.



The votes cast in favour of the Resolution was more than the votes case against the Resolution and hence stands passed with the requisite majority
Accordingly, Item 1 of Notice stands passed with the requisite majority.

A copy of the ballot control report is attached

Thanking you,

Yours faithfully

For B.N. & Associates

COMPANY SECRETARIES



CS B Narasimhan

(Proprietor)

(FCS no 1303 COP no 10440)

Place: Mumbai

Date: February 24, 2020

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

1.

Name: K. Venkataraman

2.

Name: Pravin Redkar

I have received the report:

Signature

Signed by Mr. Swapnil Patil

Authorised by the Chairman/ Board

Place: Mumbai

Date-February 24, 2020