



INDIA GRID TRUST (“IndiGrid”)

(An Infrastructure Investment Trust registered with Securities & Exchange Board of India vide Registration No. IN/InvIT/16-17/0005)

Principal Place of Business: F-1, The Mira Corporate Suites, 1 & 2, Ishwar Nagar, Mathura Road, New Delhi 110065

Tel: +91 84509 96408

Compliance Officer: Swapnil Patil; **E-mail:** complianceofficer@indigrid.co.in; **Website:** www.indigrid.co.in

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING (“EGM”)** of the Unitholders of India Grid Trust (the “**Unitholders**”, and such trust, “**IndiGrid**”) will be 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, to transact the following business:

ITEM NO. 1: TO APPROVE THE PROPOSED ACQUISITION OF POWER TRANSMISSION ASSET AND MATTERS RELATED THERETO

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of simple majority (being, where the votes cast in favour 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**”):

“RESOLVED THAT pursuant to the provisions of Regulation 18, 19, 22 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“**InvIT Regulations**”), and the circulars and guidelines issued thereunder, and other applicable laws, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time (to the extent applicable), the requisite approvals (if any) of Securities and Exchange Board of India, the stock exchanges, any relevant governmental, statutory or regulatory authorities or third party approval, if any and subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, the consent of the Unitholders, be and is hereby granted to India Grid Trust or any entity controlled by India Grid Trust (“**IndiGrid**”) acting through its trustee, Axis Trustee Services Limited (the “**Trustee**”) and/or its Investment Manager, Sterlite Investment Managers Limited (the “**Investment Manager**”) to enter into material related party transaction, being the acquisition, in one or more tranches, of 100% (one hundred percent) of the subscribed, issued and paid-up share capital and convertible securities, if any, of East-North Interconnection Company Limited (“**ENICL**”) from Sterlite Power Grid Ventures Limited (“**Sponsor**” or “**SPGVL**”) and Sterlite Power Transmission Limited, holding company of Sponsor (“**SPTL**”) and Nominee Shareholders of SPTL for cash for an enterprise value not exceeding ₹ 10,200 million subject to all other adjustments on account of unrestricted

cash, realizable tariff receivables over and above the normalized net working capital, other assets net of debt and other liabilities outstanding as per the management certified (and subsequently audited) financial statements submitted, any change in cost of debt for the funds raised and as specified in the definitive documents to be entered into (“**Closing Adjustments**”), for such acquisition and to ensure compliance with the all contractual obligations, InvIT Regulations and other applicable laws.

“RESOLVED FURTHER THAT the consent of the Unitholders be and is hereby granted for the execution, modification, amendments of all documents, agreements, deeds in relation to the acquisition of the issued, subscribed and paid-up share capital and convertible securities, if any, of ENICL including, inter alia, Securities Purchase Agreement to be entered into between all relevant parties including but not limited to SPGVL, SPTL, ENICL, Investment Manager and the Trustee (acting on behalf of, and its capacity as, the Trustee to IndiGrid).”

“RESOLVED FURTHER THAT the Trustee and/or the Board of Directors of the Investment Manager be and are hereby severally authorised to negotiate the terms and conditions of the transaction documents including provisions on indemnities, representations and warranties and conditions precedents and to settle, finalise, execute, amend or modify and deliver, for and on behalf of the Trust, all definitive agreements and all amendments, addendums and supplemental agreements thereto, on behalf of IndiGrid, and any other ancillary agreements or forms, consent terms, certificates, undertakings or other documents as may be required to be executed in this regard and to do all such other acts, deeds and things as may be considered necessary and expedient in the interest of IndiGrid.”

“RESOLVED FURTHER THAT the Board of Directors of the Investment Manager and/or Trustee be and is hereby authorised to delegate all or any of the powers to any validly constituted Committee of the Board of Directors of the Investment Manager, the Chief Executive Officer, the Company Secretary & Compliance Officer or any other person authorized by Investment Manager and/or Trustee so as to give effect to the aforesaid resolutions.”

For **India Grid Trust**

By Order of the Board

Sterlite Investment Managers Limited

(as the Investment Manager to India Grid Trust)

Swapnil Patil

Company Secretary & Compliance Officer

Mumbai, January 28, 2020

NOTES

- A UNITHOLDER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING OF INDIGRID (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.**
- The instrument appointing the proxy must be deposited at the Registered Office or Corporate Office of Investment Manager not less than 48 hours before the commencement of the EGM.
- An Explanatory Statement setting out material facts and reasons for the proposed resolution as mentioned above, is appended herein below for perusal.
- Route map of the venue of the EGM is annexed hereto.
- Relevant documents referred to in the accompanying Notice, if any, are open for inspection by the Unitholders at the Corporate Office of IndiGrid on all working days (i.e. all days except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 5.00 p.m. up to the date of the EGM. The aforesaid documents will also be available for inspection by Unitholders at the EGM.
- The Investment Manager, on behalf of the Trust, is providing a facility to the Unitholders as on the cut-off date, being February 17, 2020, (the “**Cut-Off Date**”) to exercise their right to vote by electronic voting systems from a place other than venue of the EGM (“**Remote e-Voting**”) on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of Remote e-Voting along with the user ID and password is provided under **Annexure C**. Any person who acquires Units of IndiGrid and becomes a Unitholder of IndiGrid after the dispatch of the Notice, and holds Units as on the Cut-Off Date, may obtain the user ID and password by sending a request at evoting@kfintech.com, complianceofficer@indigrid.co.in or contact M/s. KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) (“**KFin**”) at 040 33215204. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the Unitholders’ participation in the decision-making process. It may be noted that the Remote e-Voting facility is optional. The Investment Manager, on behalf of IndiGrid, has signed an agreement with, and engaged the services of KFin for the purpose of providing Remote e-Voting facility to the Unitholders.
- Unitholders (such as companies or body corporates) intending to send their authorized representative(s) to attend the EGM are requested to send to the Corporate Office of IndiGrid, a certified true copy of the relevant Board Resolution/Power of Attorney, together with the specimen signature(s) of the representatives authorized under the said Board Resolution/Power of Attorney to attend and vote on their behalf at the EGM.
- In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote at the EGM.
- Unitholders are requested to address all correspondence, including distribution matters, to the Registrar, KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) (Unit: India Grid Trust), Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India.
- Unitholders are requested to send their queries, if any, to the Investment Manager at least 10 days prior to the EGM to enable the Investment Manager to provide the required information.
- IndiGrid is also making arrangement for voting by the Unitholders by physical ballot at the venue of the EGM. However, Unitholders who have cast their vote by Remote e-Voting prior to the EGM shall not be entitled to cast their vote again but may attend the EGM. Unitholders can opt for only one mode of voting, i.e. physical ballot or Remote e-Voting. If a Unitholder opts for Remote e-Voting, then he/she shall not vote by physical ballot and vice versa. In case a Unitholder casts his/her vote, both by physical ballot and Remote e-Voting mode, then the voting done by Remote e-Voting shall prevail and the voting by physical ballot shall be treated as invalid.
- The Results declared along with Scrutinizer’s Report(s) will be available on the website of IndiGrid (www.indigrid.co.in), and on KFin’s website (<https://evoting.kfintech.com>) within two days of passing of the resolution and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
- 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

F-1, The Mira Corporate Suites, 1&2, Ishwar Nagar, Mathura Road, New Delhi-110065, India

SEBI Registration Number: IN/InvIT/16-17/0005

Tel: +91 84509 96408

E-mail: complianceofficer@indigrid.co.in

Website: www.indigrid.co.in

Compliance Officer: Mr. Swapnil Patil

Registered Office and Contact Details of the Investment Manager:

Sterlite Investment Managers Limited

Maker Maxity, 5 North Avenue, Level 5, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra, India

CIN: U28113MH2010PLC308857

Tel: +91 84509 96408

Email: complianceofficer@indigrid.co.in

Contact Person: Mr. Swapnil Patil

Corporate Office and Contact Details of the Investment Manager:

Sterlite Investment Managers Limited

247 Embassy, Office No.107, ‘B’ Wing, Hindustan Co. Bus Stop, Gandhi Nagar, L.B.S. Road, Vikhroli West, Mumbai - 400 079, Maharashtra, India

CIN: U28113MH2010PLC308857

Tel: +91 84509 96408

Email: complianceofficer@indigrid.co.in

Contact Person: Mr. Swapnil Patil

EXPLANATORY STATEMENT

ITEM NO.1: TO APPROVE THE PROPOSED ACQUISITION OF POWER TRANSMISSION ASSET AND MATTERS RELATED THERETO

Attention of the Unitholders is drawn to the fact that pursuant to the Deed of Right of First Offer among Sterlite Power Grid Ventures Limited (“SPGVL” or “Sponsor” or “Project Manager”), Sterlite Investment Managers Limited (“SIML” or “Investment Manager”) and Axis Trustee Services Limited (“Trustee”) dated May 5, 2017 read with Amendment to the Deed of Right of First Offer dated April 30, 2019 (the “ROFO Deed”), SPGVL had provided India Grid Trust (“IndiGrid”) with rights of first offer with respect to eight power transmission assets located in India, which are owned or developed by the Sponsor or its existing subsidiaries. SPGVL made an Invitation of Offer (as defined under the ROFO Deed) on November 05, 2019 and IndiGrid has, after conducting due diligence and completing other actions as set out in the ROFO Deed, made an irrevocable offer to purchase East-North Interconnection Company Limited (the “Target Asset”) from the SPGVL and Sterlite Power Transmission Limited, Holding Company of the SPGVL (“SPTL”), subject to approval of the Unitholders of IndiGrid, approval of regulatory authorities and completion of customary condition precedents by SPGVL and SPTL prior to acquisition.

The Target Asset was awarded to bidder company under the ‘tariff based competitive bidding’ mechanism (“TBCB”) on a ‘build-own-operate-maintain’ (“BOOM”) basis. The Target Asset earns revenue pursuant to long-term Transmission Service Agreements (“TSA”) and the regulations and tariff orders passed by Central Electricity Regulatory Commission (“CERC”) in accordance with the Electricity Act, 2003 (“Tariff Orders”). The Target Asset received availability-based tariffs under the TSA irrespective of the quantum of power transmitted through the line. The tariff for inter-state power transmission projects in India, including the Target Asset is contracted for the period of the TSA, which is up to 25 years from the grant of transmission license to the Target Asset, which may be renewed in accordance with the TSA and the Electricity Act, 2003.

Tariffs under these TSA are billed and collected pursuant to the ‘point of connection’ (“PoC”) mechanism, a regulatory payment pooling system offered to Inter State Transmission Systems (“ISTS”) such as the systems operated by the Target Asset. Under the PoC mechanism, payments are made to a central tariff pool maintained by the Central Transmission Utility (“CTU”) and the proceeds are distributed proportionately to all transmission services providers, such as the Target Asset. The availability-based tariffs and PoC payment mechanism enable a stable and certain cash flow stream to the ISTS projects.

Brief particulars of the aforesaid Target Asset is provided in **Annexure A** hereto. The Board of Directors of the Investment Manager considered the aforesaid acquisition and appointed various reputed independent valuers and consultants (including for technical, legal, financial and tax diligence) to carry out the necessary diligence and valuation of Target Asset.

The independent valuer of IndiGrid, Mr. S. Sundararaman (the “Valuer”), has undertaken a full valuation of the

Target Asset, in accordance with the InvIT Regulations, and prepared a valuation report as of January 27, 2020 (the “Valuation Report”). The Enterprise Valuation of the Target Asset as per the Valuation Report and based on the assumptions mentioned therein is appearing in **Annexure B**. The Valuation Report is available on the website of IndiGrid and has also been made available to the BSE Limited and the National Stock Exchange of India Limited for the purposes of uploading on their respective websites. A summary of the full Valuation Report is provided as **Annexure B** hereto.

The aforesaid acquisition has been finalized with a view to grow the Assets Under Management of IndiGrid and increase DPU yield from the underlying IndiGrid portfolio in the long term.

In accordance with Regulation 2(1)(zv) of the InvIT Regulations, the Seller of the Target Asset, being SPGVL and SPTL (the “Sellers”), are related parties of IndiGrid. Regulation 19(3) of the InvIT Regulations states that an approval from the Unitholders is required to be obtained (in terms of Regulation 22 of the InvIT Regulations) prior to entering into a transaction with any related party if the total value of all the related party transactions, in a financial year, pertaining to acquisition or sale of assets exceeds 5% (five per cent) of the value of the InvIT assets, and voting by any person who is a related party in such transaction as well as associates of such person(s) shall not be considered on the specific issue.

The Investment Committee followed by Audit Committee and Board of Directors of the Investment Manager has approved the aforesaid acquisition and material related party transaction on January 28, 2020 and has noted that this transaction is at arm’s length.

Information in respect of the proposed related party transaction is as under:

Name of the Related Parties	<ol style="list-style-type: none"> 1. Sterlite Power Grid Ventures Limited (“SPGVL”)*; 2. Sterlite Power Transmission Limited (“SPTL”)*; 3. East-North Interconnection Company Limited (“ENICL”)* <p style="text-align: right; margin-right: 20px;"><i>*Including nominee shareholders</i></p>
Relationship with IndiGrid	<ol style="list-style-type: none"> 1. Sterlite Power Grid Ventures Limited is the Sponsor and the Project Manager of IndiGrid. 2. Sterlite Power Transmission Limited is the holding company of the Sponsor and ENICL is the subsidiary of the Sponsor.
Monetary Value	An enterprise value not exceeding ₹ 10,200 million subject to Closing Adjustments as consideration to be paid to the Sellers & outgoing lenders of Target Asset in the form of cash and/or for a consideration otherwise than cash.

ANNEXURE A

Brief particulars of the Target Asset are as under:

East-North Interconnection Company Limited (ENICL)

ENICL was incorporated on February 1, 2007. ENICL entered into a TSA dated August 6, 2009 and a transmission services agreement dated January 28, 2013 with PGCIL (the "ENICL TSA"). The ENICL project was awarded by the Ministry of Power on January 7, 2010 for a 25-year period from the date of issue of the license by CERC, on a BOOM basis.

ENICL operates two EHV overhead transmission lines of approximately 909 ckms in the states of Assam, Bihar and West Bengal, comprising one 400 kV D/C line of approximately 443 ckms from Bongaigaon (Assam) to Siliguri (West Bengal) and one 400 kV D/C line of approximately 466 ckms from Purnia (Bihar) to Biharsharif (Bihar). The project was fully commissioned in November 2014 at a total cost of ₹ 11,760 million.

This transmission project has been proposed for strengthening of NER-ER (North Eastern Region - Eastern Region) transmission corridor. Though the scheme is physically located in north eastern and eastern region it has been conceived as an extension of NR (North Region) network as this will be utilized mainly by NR for meeting its power import requirement from projects located in NER and Sikkim in ER.

Details of ENICL's transmission lines and substations are provided below :

Transmission Line / Substation	Route Length (ckms)	Specifications	Commissioned Date	Expiry of TSA term
Bongaigaon-Siliguri	443	400 kV D/C	November 12, 2014	25 years from the date of issuance of license i.e. October 28, 2010
Purnia-Biharsharif	466	400 kV D/C	September 16, 2013	

ANNEXURE B

Summary of the Full Valuation Report

(a) Background and scope

- Sterlite Power Grid Ventures Limited ("**Sponsor**") is primarily engaged into installation and operation of electricity transmission projects.
- The India Grid Trust (the "**Trust**" or "**IndiGrid**") is an infrastructure investment trust under the InvIT Regulations. Sterlite Investment Managers Limited ("**Investment Manager**") has been appointed as the Investment Manager to the Trust by Axis Trustee Services Limited ("**the Trustee**") and will be responsible to carry out the duties of such person as mentioned under the

Nature, Material Terms, Value, Particulars of the Arrangement and any other Relevant/ Important Information	SECURITIES PURCHASE AGREEMENT
	<p>The Trustee, on behalf of IndiGrid, propose to enter into Securities Purchase Agreement for the purpose of acquiring 100% (one hundred percent) of the issued, subscribed and paid-up share capital & convertible securities, if any, of East-North Interconnection Company Limited. from SPGVL and SPTL.</p> <p>Additionally, IndiGrid proposes to refinance the entire debt in the Target Asset as on the Closing Date (as defined below).</p> <p style="text-align: center;">CONSIDERATION</p> <p>Upon satisfaction or waiver of all the conditions precedent to the transaction, IndiGrid and the Sellers will undertake the closure of the transaction in line with the provisions of the Securities Purchase Agreement (such date referred to as "Closing Date"). On Closing Date, IndiGrid proposes to pay a consideration amounting to the equity value of ENICL as calculated based on the management certified financial statements (to be audited subsequently post-Closing Date) submitted on or immediately prior to the Closing Date ("Closing Equity Value"), as adjusted by the difference between such Closing Equity Value and the final equity value as certified and upon audit of such management certified financial statements by the auditors of ENICL. Pursuant to the proposed Securities Purchase Agreement, the Closing Equity Value will be the sum of an amount agreed in writing by the parties not exceeding ₹ 10,200 million (the "Enterprise Value") subject to Closing Adjustments.</p> <p>Further, the Sellers have agreed to provide certain customary representations, warranties and indemnities to the Trustee (acting in its capacity as the Trustee of IndiGrid) and the Investment Manager in relation to itself and ENICL.</p>

InvIT Regulations.

- The Trust intends to acquire ENICL from the Sponsor. For this purpose, the Investment Manager appointed Mr. S. Sundararaman (the “Valuer”) to undertake an independent valuation of Target Asset at the enterprise level (including debt) as per the extant provisions of the InvIT Regulations.

(b) Valuation Approach & Assumptions

The Valuer has estimated the enterprise value of Target Asset using Discounted Cash flow Approach (“DCF”) basis projected financial statement of the Target Asset as provided by the Investment Manager.

Key Assumptions

- Transmission Revenue: The transmission revenue comprises of non escalable transmission revenue and escalable transmission revenue as provided in the Transmission Service Agreement (“TSA”) for the life of the project.
- Non Escalable Transmission Revenue: The non escalable transmission revenue contracted for the entire life of the project.
- Escalable Transmission Revenue: Escalable transmission revenue is the revenue component where the revenue is duly escalated based on the rationale as provided in the respective TSA and documents provided to the valuer by the Investment Manager. The escalation is to mainly compensate with the inflation factor.
- Incentive: As provided in the respective TSA, if the annual availability exceeds 98% (ninety eight percent), the Target Assets shall be entitled to an annual incentive as provided in TSA.
- Extension of contractual life beyond TSA period and value computed on the basis of Gordon growth model with 0% terminal growth rate.

(c) Conclusion of Value

Based on the methodology and assumptions discussed above, the Valuer has arrived at the Fair Enterprise Value (“EV”) of Target Asset as on the valuation date:

Fair Enterprise Value as on the Valuation Date

(in ₹ million)

Name	Fair Enterprise Value
East-North Interconnection Company Limited	11,355

The Corporate Presentation and Press Release with respect to proposed acquisition are available on the website of IndiGrid and has also been made available to the BSE Limited and the National Stock Exchange of India Limited for the purposes of uploading on their respective websites.

The Investment Manager recommends the resolution as set out in the Notice for your approval by way of ordinary majority (i.e. where the votes cast in favor of the resolution are required to be more than the votes cast against the resolution).

ANNEXURE C

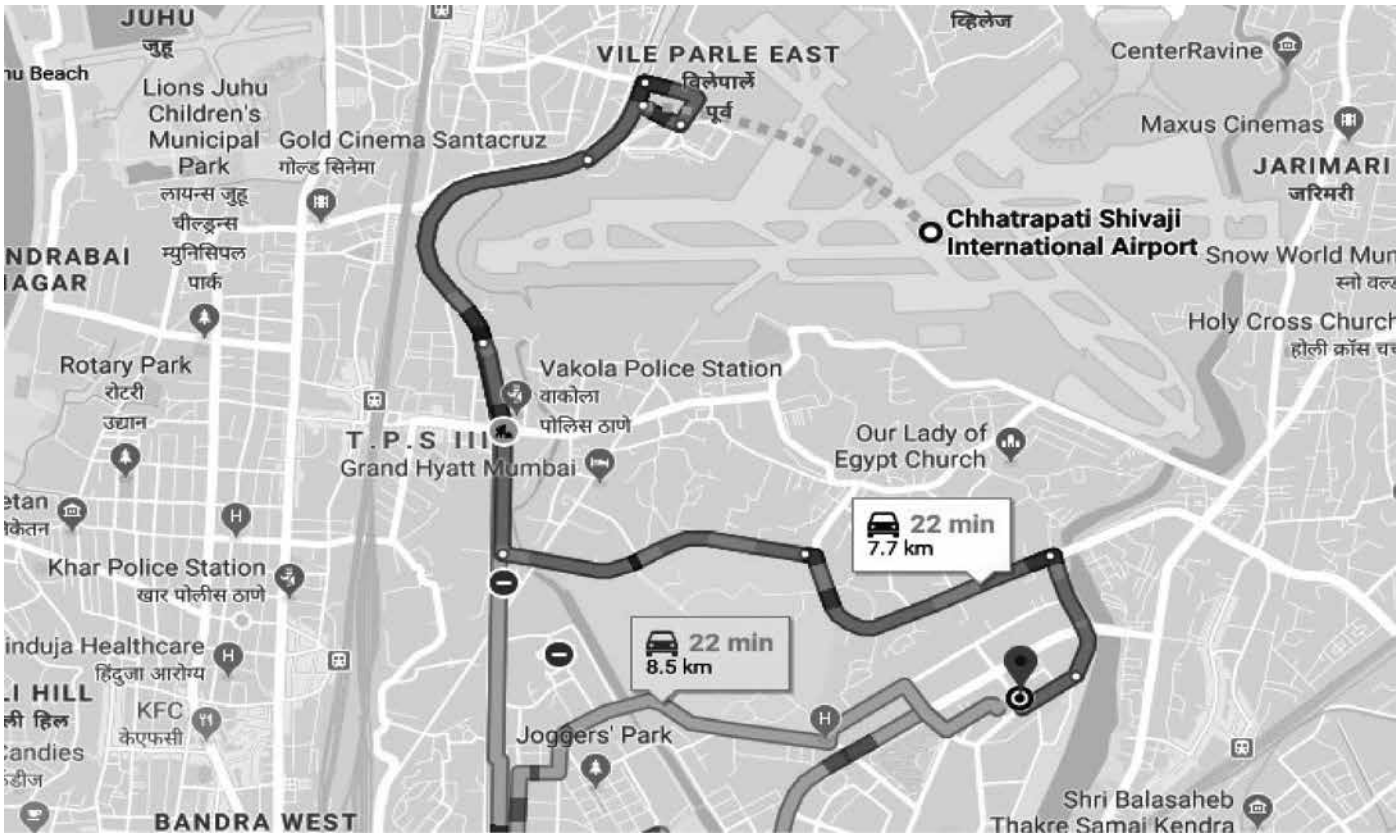
The instruction for e-voting are as under:

- A. In case a Unitholder receives an email from KFin [for Unitholders whose email IDs are registered with the Trust/ Depository Participants (s)]:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii. Enter the login credentials (i.e., EVENT No., User ID and password mentioned on Attendance Slip). EVENT No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with KFin for remote e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommend that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. After changing password, you need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVENT” i.e., [IndiGrid].
 - vii. On the voting page, enter the number of Units (which represents the number of votes) as on the Cut off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together not

exceed your total Unitholding as mentioned herein above. You may also choose the option ABSTAIN. If the Unitholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the Units held will not be counted under either head.

- viii. Unitholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Unitholders can login any numbers of times till they have voted on the Resolution(s).
 - xii. Corporate/ Institutional Unitholders (i.e. other than Individuals, HUF, NRI 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 arasimhan.b8@gmail.com with a copy marked to evoting@kfintech.com. Please note that, the mail id of Scrutinizer will be used only for e-voting related matters. For any other queries, investors are requested to contact KFin on the contact details mentioned in this notice. The scanned image of the above mentioned documents should be in the naming format "IndiGrid, Extraordinary General Meeting".
 - xiii. In case a person has become the Unitholder of the Trust after dispatch of EGM Notice but on or before the cut-off date i.e. February 17, 2020, may write to KFin on the email Id: evoting@kfintech.com or 040 33215204 or to KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) [Unit: India Grid Trust], Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case a Unitholder receives physical copy of the Notice of EGM for Unitholders whose email IDs are not registered with the Trust/Depository Participants (s) or requesting physical copy.
- i. User ID and initial Password as provided on the enclosed slip.
 - ii. Please follow necessary steps mentioned above, to cast vote.
- C. In case of any queries relating to e-voting please visit Help & FAQ section of <https://evoting.kfintech.com> (KFin Website).
- D. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- E. The e-voting period commences on Friday, February 21, 2020 (10.00 AM) and ends on Sunday, February 23, 2020 (5.00 PM). During this period Unitholders of the Trust, holding Units in dematerialized form, as on the cut-off date being Monday, February 17, 2020, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently. Further, the Unitholders who have casted their vote electronically shall not vote by way of poll, if held at the meeting.
- F. The voting rights of Unitholders shall be in proportion to their Units of the Unit capital of the Trust as on the cut-off date i.e. Monday, February 17, 2020.
- G. The Board of Directors of Investment Manager has appointed Mr. B Narasimhan failing him, Mr. C Venkataraman, Practicing Company Secretaries, as the Scrutinizer(s) to scrutinize the e-voting process in a fair and transparent manner.
- H. The Scrutinizer shall immediately after the conclusion of the voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two (2) witnesses not in the employment of the Trust and make a Scrutinizer's Report of the votes cast in favour or against, if any, forth with to the Chairman of the Investment Manager.
- I. The Results shall be declared on or after the EGM of the Trust and the resolution will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- J. The results declared along with the Scrutinizer's report shall be placed on the Trust's website www.indigrid.co.in and on the website of the service provider (<https://evoting.kfintech.com>) within two (2) days of passing of the resolution at the EGM of the Trust and communicated to BSE Limited and National Stock Exchange of India Limited.

ROUTE MAP



NOTES

A series of horizontal dotted lines for writing notes.

Attendance Slip



INDIA GRID TRUST

Principal Place of Business: F-1, The Mira Corporate Suites, 1&2, Ishwar Nagar,
Mathura Road, New Delhi-110065 India.

SEBI Registration Number: IN/InvIT/16-17/0005

Extra-ordinary General Meeting, February 24, 2020

Registered Folio No./ DP ID No. / Client ID No.

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Number of units held

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I certify that I am a Unitholder / proxy for the Unitholder of the Trust.

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of IndiGrid 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.

.....
Name of the Unitholder / proxy
(in BLOCK letters)

.....
Signature of the Unitholder / proxy

NOTE: PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

PROXY FORM



INDIA GRID TRUST

(An irrevocable trust set up under the Indian Trusts Act, 1882, and

registered as an infrastructure investment trust with the Securities and Exchange Board of India)

Principal Place of Business: F-1, The Mira Corporate Suites, 1&2, Ishwar Nagar, Mathura Road, New Delhi-110065 India

SEBI Registration Number: IN/InvIT/16-17/0005

Name of the Unitholder (s) :
Registered address :
E-mail Id :
Folio No./Client Id : DP ID :

I/We, being the Unitholder(s) holding Units of India Grid Trust, hereby appoint

1. of having e-mail Id :, or failing him
2. of having e-mail Id :, or failing him
3. ofhaving e-mail Id :

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Trust, to be 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 and at any adjournment thereof in respect of such resolution as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution	For	Against
1. TO APPROVE THE PROPOSED ACQUISITION OF POWER TRANSMISSION ASSET AND MATTERS RELATED THERETO		

Signed this day of 2020

Affix
Revenue
Stamp

Signature of Unitholder

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office or Corporate Office of the Investment Manager not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a Unitholder of the Trust.**
- ** (3) This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Appointing a proxy does not prevent a Unitholder from attending the meeting in person if he so wishes.
- (5) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.