



**STERLITE INVESTMENT MANAGERS LIMITED  
(Formerly Sterlite Infraventures Limited)**

Regd. Office: SIPCOT Industrial Complex, Madurai Bye Pass Road,  
Tuticorin- 628002, Tamil Nadu  
CIN: U28113TN2010PLC083718  
Phone: +91-11- 49962200 Fax: +91-11-49962288

**Date: November 20, 2017**

**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: 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 Extraordinary General Meeting (“EGM”) of the Unitholders of the IndiGrid (“Unitholders”) held on Monday, November 20, 2017, at 10.30 A.M., at Trident, Bandra Kurla, C-56, G Block, Bandra Kurla Complex, Mumbai- 400 098, Maharashtra, in furtherance of the notice to the Unitholders dated October 25, 2017.

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 November 20, 2017, 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).

You are requested to please take the same on record.

Thanking you,

**For and on behalf of the Sterlite Investment Managers Limited**  
(Formerly known as Sterlite Infraventures Limited)  
Representing India Grid Trust as its Investment Manager

**Swapnil Patil**  
Company Secretary & Compliance Officer



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**Annexure-A**

**Summary of proceedings of the EGM**

The EGM of IndiGrid was held on Monday, November 20, 2017, at 10.30 A.M., at Trident, Bandra Kurla, C-56, G Block, Bandra Kurla Complex, Mumbai- 400 098, Maharashtra.

Mr. Harsh Shah, Chief Financial Officer (“CFO”) welcomed all the members and people on dais and made his opening remarks with respect to vision, strategy, growth, operations and financial position of IndiGrid.

Thereafter Mr. Tarun Kataria, was elected as the Chairman of the meeting with the consent of all the members present. The chairman called the meeting to the order and with the consent of the members 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 resolutions proposed in the notice dated October 25, 2017 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 November 10, 2017. Further the e-voting period remained open from Tuesday, November 14, 2017 (10.00 a.m.) till Thursday, November 16, 2017 (5.00 p.m.).

The Chairman further informed that IndiGrid is providing the facility of voting by ballot papers at this EGM and unitholders who have already cast their vote through the remote e-voting system is allowed to attend this EGM but would not be entitled to vote again at this EGM.

Further, the unitholders were apprised that Mr. B. Narasimhan, Proprietor, B N & Associates, practicing Company Secretary, has been appointed as the Scrutinizer for scrutinizing the e-voting process as well as voting by ballot papers 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.

Post the Q&A session, the following resolutions set out in the Notice convening the EGM were proposed and seconded by the members:

<b>S. No.</b>	<b>Business</b>
1	Approval of the proposed acquisition of Power Transmission Assets from Sponsor and matters related thereto
2	Authority to borrow and create charge on Assets and matters related thereto

Post the voting process, the Chairman thanked the members for attending and participating at the meeting. Further he informed the members 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 KARVY i.e. [www.evoting.karvy.com](http://www.evoting.karvy.com) within 48 hours of the conclusion of the meeting.

The meeting concluded with a vote of thanks to the Chairman and all the members.

**Corporate Office:** F-1, The Mira Corporate Suites, 1 & 2, Ishwar Nagar, Mathura Road, New Delhi – 110 065



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**Annexure-B**

**Combined Voting Result of EGM**

	INDIA GRID TRUST
<b>Date of the EGM</b>	20-11-2017
<b>Total number of unitholders on record date</b>	3175
<b>No. of unitholders present in the meeting either in person or through proxy:</b>	
<b>Sponsor/ Project Manager and its associates</b>	1
<b>Public:</b>	25
<b>No. of unitholders attended the meeting through Video Conferencing</b>	
<b>Sponsor/ Project Manager and its associates</b>	Not Applicable
<b>Public:</b>	Not Applicable



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Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - APPROVAL OF THE PROPOSED ACQUISITION OF POWER TRANSMISSION ASSETS FROM SPONSOR AND MATTERS RELATED THERETO								
Whether Sponsor/ Project manager and its associates are interested in the agenda /resolution?	Yes								
Category	Mode of Voting	No. of units held (1)	No. of votes polled (2)	% of Votes Polled on outstanding units (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	Votes Abstained
Sponsor/ Project manager and its associates (A)	E-Voting	45203627	0	0	0	0	0	0	45203627
	Poll		0	0	0	0	0	0	0
<b>Total (A)</b>		<b>45203627</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>45203627</b>
Public- Institutions (B)	E-Voting	110888190	70651035	63.71	70651035	0	100	0	0
	Poll		0	0	0	0	0	0	0
<b>Total (B)</b>			<b>70651035</b>	<b>63.71</b>	<b>70651035</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Non Institutions (C)	E-Voting	114108183	54338161	47.61	54338161	0	100	0	0
	Poll		2270835	1.99	2270835	0	100	0	0
<b>Total (C)</b>			<b>56608996</b>	<b>49.61</b>	<b>56608996</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
<b>Total (B)+(C)</b>		<b>224996373</b>	<b>127260031</b>	<b>56.56</b>	<b>127260031</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
<b>Total (A)+(B)+(C)</b>		<b>270200000</b>	<b>127260031</b>	<b>47.09</b>	<b>127260031</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>45203627</b>

Note: No postal ballot applicable



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Resolution No.	2								
Resolution required: (Ordinary/Special)	ORDINARY - AUTHORITY TO BORROW AND CREATE CHARGE ON ASSETS AND MATTERS RELATED THERETO								
Whether Sponsor/Project manager and its associates are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of units held (1)	No. of votes polled (2)	% of Votes Polled on outstanding units (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	Votes Abstained
Sponsor/Project manager and their associates	E-Voting	45203627	45203627	100	45203627	0	100	0	0
	Poll		0	0	0	0	0	0	0
<b>Total (A) Sponsor</b>		<b>45203627</b>	<b>45203627</b>	<b>100</b>	<b>45203627</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public-Institutions	E-Voting	110888190	70651035	63.71	70651035	0	100	0	0
	Poll		0	0	00	0	0	0	0
<b>Total (B)</b>		<b>110888190</b>	<b>70651035</b>	<b>63.71</b>	<b>70651035</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	114108183	54338161	47.61	54338161	0	100	0	0
	Poll		2270835	1.99	2270835	0	100	0	0
<b>Total (C)</b>		<b>114108183</b>	<b>56608996</b>	<b>49.61</b>	<b>56608996</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
<b>Total (B)+(C) Non-Sponsor</b>		<b>224996373</b>	<b>127260031</b>	<b>56.56</b>	<b>127260031</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
<b>Total (A)+(B)+(C)</b>		<b>270200000</b>	<b>172463658</b>	<b>63.82</b>	<b>172463658</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>

Note: No postal ballot applicable

**Combined Scrutinizer's Report on Remote E-voting & Voting by Physical Ballot  
Conducted at the EOGM of INDIA GRID TRUST held at Trident, Bandra Kurla,  
C-56, GBlock, Bandra Kurla Complex, Mumbai- 400098**

To,

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

Extraordinary General Meeting of the Unit holders of India Grid Trust held on Monday  
November 20, 2017 at 10.30 AM. at Trident, Bandra Kurla, C-56, G Block, Bandra Kurla  
Complex, Mumbai- 400098

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

Sterlite Investment Managers Limited Referred to as 'STERLITE' is the Investment Manager  
of "India Grid Trust" (Hereinafter referred to as the 'IndiGrid'). The STERLITE on October 25,  
2017 had appointed me as the Scrutinizer for the Remote E-voting process as well as to  
scrutinize the Physical Ballot voting conducted at the venue of the EOGM pursuant to  
Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management  
and Administration) Rules, 2014 to the extent as made applicable on voluntary basis by the  
Investment Manager to IndiGrid. I say, I am familiar and well versed with the concept of  
Remote E-voting and Physical Ballot voting system as prescribed under the said Rules.

**Report on Scrutiny:**

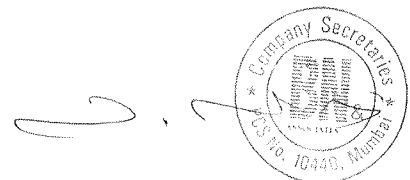
- STERLITE had appointed Karvy Computershare Private Limited (KCPL) as the  
service provider, for the purpose of extending the facility of Remote E-voting to the  
Unit Holders of "IndiGrid". KCPL are also the Registrars and Share Transfer Agents  
'RTA' for the Unit holders of the IndiGrid.



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.  
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490  
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

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

- The Service Provider had provided a system for recording the votes of the Unit holders electronically through Remote E-voting on the two items of the business sought to be transacted at the Extraordinary General Meeting ('EOGM') of the Unit holders of the Investment Trust, which was held on Monday, November 20, 2017
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.karvy.com>. STERLITE had also uploaded all the items of the business to be transacted at the EOGM on the website of the IndiGrid and also that of the Service Provider to facilitate their Unit holders to cast their vote through Remote E-voting.
- As on the internal cut-off date for the dispatch of the Notice of the EOGM, there were 3220 Unit holders of the IndiGrid. The service provider had sent the Notices of the EOGM along with E-voting details to all the Unit holders.
- The **Cut-off date** for the purposes of identifying the Unit holders who will be entitled to vote on the resolutions placed for approval of the Unit holders was **Friday November 10, 2017**
- The Remote E-voting facility was kept open for three days from **Tuesday, November 14, 2017 at 10:00 A.M. to Thursday November 16, 2017 at 5:00 P.M.**
- The RTA completed the dispatch of the notices to the Unit holders by October 27, 2017.
- At the end of the voting period on November 16, 2017 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the EOGM of the Company held on November 20, 2017, the facility to vote through Physical Ballot was provided to facilitate those Unit holders present in the meeting but could not participate in the Remote E-voting to record their votes. After the voting at the EOGM was concluded, one ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, as mentioned below, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the RTA of the IndiGrid and the authorizations / proxies lodged with them.



- On 20<sup>th</sup> November 2017, after tabulating the votes conducted at the venue of the EOGM through Physical Ballot, the votes cast through Remote E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. Pravin Redkar and Mr. Ravindra Sakpal 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 EOGM, the details of which are as follows:

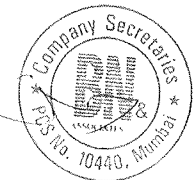
Details	Remote E-voting	Voting through Physical Ballot at EOGM	Total voting
Number of Unit holders who cast their votes	29	22	51
Total number of Units held by them	170192823	2270835	172463658
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution		

**Note:**

Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and voting through Physical Ballot at the venue of the EOGM.

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

**APPROVAL OF THE PROPOSED ACQUISITION OF POWER TRANSMISSION ASSETS FROM SPONSOR AND MATTERS RELATED THERETO.**





Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	124989196	100	-	-	45203627
Voting at the Venue	2270835	100	-	-	-
<b>TOTAL</b>	127260031	100	-	-	45203627

Item 1 of Notice stands passed with the requisite majority

Note: Sterlite Power Grid Ventures Ltd., abstained from voting on this Item.

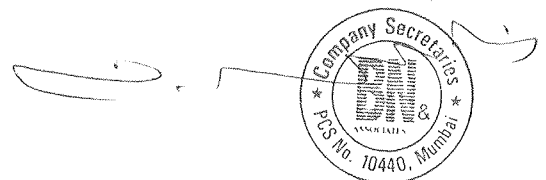
Item No. 2 of the Notice (To be passed by a simple majority):

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	170192823	100	-	-	-
Voting at the Venue	2270835	100	-	-	-
<b>TOTAL</b>	172463658	100	-	-	-

Item 2 of Notice stands passed with the requisite majority

All the Resolutions mentioned in the EOGM Notice dated October 25, 2017 as per the details above stand passed under Remote E-voting and voting conducted at EOGM through Physical Ballot paper with the requisite majority and hence deemed to be passed as on the date of the EOGM.



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


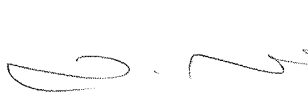
I hereby confirm that I am maintaining the Registers received from the Service Provider and the RTA both for votes cast through Remote E-voting and voting conduct at EOGM by way of Physical Ballot means by the Unit holders of the Company. All other relevant records relating to Remote E-voting and Physical Ballot voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman of EOGM signs the Minutes.

Thanking you,

Yours faithfully

For B.N. & Associates

COMPANY SECRETARIES



CS B Narasimhan

(Proprietor)

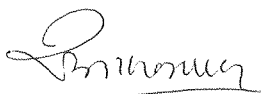
(FCS no 1303 COP no 10440)

Place: Mumbai


Date: 20<sup>th</sup> November 2017

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

1. Mr. Pravin Redkar 

2. Mr. Ravindra Sakpal 

I have received the report:

Signature 

Signed by Mr. TARUN KATARIA

authorised by the Chairman/ Board

Place: Mumbai

Date: 20<sup>th</sup> November 2017