

Date: March 05, 2021

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

Security Code- 540565

Symbol- INDIGRID

Subject: Execution of binding agreement with Sterlite Power for acquisition of shares in NER II Transmission Limited

Dear Sir/ Madam,

Pursuant to Regulation 23(6)(a) of SEBI (Infrastructure Investment Trusts) Regulations, 2014 and other applicable laws and regulations, this is to inform you that India Grid Trust has signed share purchase agreement on March 5, 2021 for acquisition of 100% shareholding and economic interest, in one or more tranches, in NER II Transmission Limited from Sterlite Grid 4 Limited (wholly owned subsidiary of Sterlite Power Transmission Limited, one of the Sponsor of IndiGrid). The completion of acquisition would depend upon receipt of unitholders consent, regulatory and other relevant approvals as well as completion of conditions precedents.

The disclosure of the investment is enclosed hereto as Annexure A.

You are requested to take the same on record.

Thanking you,

For and on behalf of the IndiGrid Investment Managers Limited

(formerly, 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

Annexure-A

Details of Asset proposed to be acquired

Sr. No.	Particulars	Details
a)	Name of the target entity, details in brief such as size, turnover etc.	Name: NER II Transmission Limited (“NER”) Paid up capital: ~Rs. 2.32 Crore
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”	<p>In accordance with Regulation 2(1)(zv) of the InvIT Regulations, the Sellers of the NER 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% of the value of the InvIT’s Assets. 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.</p> <p>In view of the above, the approval of IndiGrid’s Unitholders has been sought at the ensuing Extra ordinary General Meeting of Unitholders scheduled on March 19, 2021. The Sellers being interested parties will not participate in voting process. The transaction is executed on arms length basis.</p>
c)	Industry to which the entity being acquired belongs	Power Transmission
d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	The acquisition of aforesaid power transmission asset is in line with the IndiGrid investment strategy as provided in the Trust Deed with a focus to ensure stable distribution to unitholders by owning assets with long term contracts.
e)	Brief details of any governmental or regulatory approvals required for the acquisition.	The governmental, regulatory, unitholders or any other approvals, as may be required, to be obtained for the aforesaid acquisition.
f)	Indicative time period for completion of the acquisition	The completion of acquisition would depend upon receipt of unitholders consent, regulatory and other relevant approvals as well as completion of conditions precedents.

Sr. No.	Particulars	Details
g)	Nature of consideration – whether cash consideration or share swap and details of the same;	Cash consideration
h)	Cost of acquisition or the price at which the shares are acquired;	Enterprise value not exceeding Rs. 46,250 million subject to all other adjustments on account of movement in 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, and as specified in the definitive documents to be entered into (“Closing Adjustments”)
i)	Percentage of shareholding / control acquired and / or number of shares acquired;	IndiGrid to acquire in one or more tranches 100% shareholding and management control in NER subject to the terms of share purchase and other definitive agreements and requisite regulatory and other relevant approvals.
j)	Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);*	NER was incorporated on April 21, 2015. NER entered into a TSA (the “NER TSA”) on December 27, 2016. The project was awarded by the Ministry of Power on February 22, 2017 for a 35-year period from the scheduled commercial operation date of the NER project, on a BOOM basis. The project has 11 elements. The project has two substation elements, four transmission line elements, one LILo element and four line bays. The project is located in the state of Tripura, Assam and Arunachal Pradesh. NER project would strengthen the interconnection between the states of Assam and Arunachal Pradesh and provide an additional source of power to the capital city of Itanagar. The project would also provide a strong interconnection between northern and southern part of North Eastern Region.

*To know more details about NER please refer press release on the subject matter published on the IndiGrid website viz. www.indigrid.co.in