

## 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 11 4996 2200; Fax: +91 11 4996 2288;

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

### Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 1st ANNUAL GENERAL MEETING (“AGM”) of the unitholders (the “Unitholders”) of India Grid Trust (“IndiGrid”) will be held on Thursday, July 26, 2018 at 10.30 a.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:

#### ORDINARY BUSINESS:

##### ITEM NO. 1: TO ADOPT FINANCIAL STATEMENTS AS ON MARCH 31, 2018

To consider and adopt annual audited standalone and consolidated financial statements of IndiGrid for the period ended March 31, 2018 and the report of the auditors thereon, by way of simple majority (i.e. 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”).

##### ITEM NO. 2: TO ADOPT VALUATION REPORTS AS ON MARCH 31, 2018

To consider and adopt the Valuation Report of the assets of IndiGrid for the financial year ended on March 31, 2018 by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the InvIT Regulations.

“RESOLVED THAT pursuant to Regulation 13, 21, 22 and Schedule V of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circular issued thereunder and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), the valuation report of all power transmission assets under IndiGrid as prepared by Haribhakti & Co. LLP, Valuer and approved by the Board of Directors of Sterlite Investment Managers Limited and placed in the IndiGrid annual report for the period ended on March 31, 2018, be and is hereby considered and approved.”

##### ITEM NO. 3: TO APPOINT THE STATUTORY AUDITOR

To approve the appointment of M/s. SRBC & Co LLP, Chartered Accountants (Firm Registration No. - 324982E/ E300003) as the Statutory Auditors’ of IndiGrid, from the conclusion of this Annual General Meeting till the next Annual General Meeting by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the InvIT Regulations.

“RESOLVED THAT pursuant to the applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), IndiGrid hereby approves the appointment of M/s. S R B C & Co LLP, Chartered Accountants (Firm Registration No. - 324982E/ E300003), C - 401, 4th Floor, Panchshil Tech Park, Yerwada (Near Don Bosco School), Pune, Maharashtra - 411006, as the Statutory Auditors’ of the IndiGrid from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the IndiGrid at such remuneration as may be mutually agreed by and between Board of directors of the Investment Manager and the Auditors’ of IndiGrid.”

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of Investment Manager be and are hereby authorized on behalf of IndiGrid to inform all concerned in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings as required in this regard and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of IndiGrid, as it may deem fit.”

##### ITEM NO. 4: TO APPOINT THE VALUER

To consider and appoint M/s Haribhakti & Co. LLP as a valuer for the financial year 2018-2019 by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast

against the resolution) in terms of Regulation 22 of the InvIT Regulations.

**“RESOLVED THAT** pursuant to Regulations 10(6) and 22 of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circular issued thereunder and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), M/s Haribhakti & Co. LLP, Chartered Accountants, bearing firm registration number 103523W / W100048be and are hereby appointed as the valuer of IndiGrid and all its power transmission assets for the financial year 2018-2019 on such terms and conditions, including fees, as decided by the Board of directors of Sterlite Investment Managers Limited (“Investment Manager”).

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of Investment Manager be and are hereby authorized on behalf of IndiGrid to inform all concerned in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings as required in this regard and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of IndiGrid, as it may deem fit.”

#### **ITEM NO. 5: TO FIX REMUNERATION PAYABLE TO DIRECTORS**

To consider and approve the overall limit for payment of performance remuneration to the Independent Directors by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the InvIT Regulations.

**“RESOLVED THAT** pursuant to the applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and Companies Act, 2013 as amended from time to time and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the investment management agreement dated November 10, 2016, as amended through amendment agreement dated December 1, 2016 and February 14, 2018 (the “IMA”) and the final offer document dated May 31, 2017, the consent of the Unitholders, be and is hereby accorded for the payment of performance remuneration of upto 0.4% of the difference between revenue from operations and operating expenses (other than fees of the Investment Manager) of each power transmission asset of IndiGrid to the Independent Directors of the Investment Manager based on evaluation of the

Independent Directors by the Board of Directors of the Investment Manager in accordance with the Investment Management Agreement.

**RESOLVED FURTHER THAT** the Board of Directors of Investment Manager be and are hereby authorized on behalf of IndiGrid to inform all concerned of the aforesaid remuneration, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities, if required, in such form and manner as may be required or necessary and also to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of IndiGrid, as it may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors of Investment Manager be and are hereby authorized to delegate its power to any of the committees or officials to for exercising any of the deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors and to provide certified true copy of the foregoing resolution to any of the partie(s).”

#### **SPECIAL BUSINESS**

##### **Item No. 6: TO GRANT OMNIBUS APPROVAL FOR CAPITAL RAISING**

To consider and grant omnibus approval for capital raising by way of special majority (i.e. where the votes cast in favour of the resolution are not less than one and a half times than the votes cast against the resolution) in terms of Regulation 22 of the InvIT Regulations.

**“RESOLVED THAT** pursuant to the provisions of Regulation 14(2), Regulation 22 and other applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder (including, but not limited to, the Guidelines for issuance of debt securities by Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs) dated April 13, 2018 and the Guidelines for Preferential Issue of Units by Infrastructure Investment Trusts (InvITs) dated June 5, 2018), including any amendments thereto, for the time being in force (the “InvIT Regulations”), the Foreign Exchange Management Act, 2000 (the “FEMA”), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended (“Debt Listing Regulations”), the current

Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India ("GoI"), the Reserve Bank of India (the "RBI"), the Securities and Exchange Board of India (the "SEBI"), the stock exchanges on which the units of India Grid Trust ("IndiGrid") are listed, namely, BSE Limited and the National Stock Exchange of India Limited (the "Stock Exchanges"), and/or any other competent authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the enabling provisions of the Trust Deed of India Grid Trust ("IndiGrid") and the Investment Management Agreement dated November 10, 2016 as amended, the listing agreements entered into by IndiGrid with the Stock Exchanges (the "Listing Agreements") and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GoI or of concerned statutory and any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Investment Manager (hereinafter referred to as the "Board" and shall mean and include any duly authorized committee of the Board), the consent, authority and approval of the unitholders of IndiGrid be and is hereby accorded to the Investment Manager to create, offer, issue and allot, with or without a green shoe option, such number of units of IndiGrid ("Units"), debt securities or such other securities as may be permitted under applicable law (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, qualified institutions placement and/or on preferential issue and allotment basis or any combination thereof, through issue of prospectus and /or placement document/memorandum or other permissible/requisite offer document to such class of investors as may be permitted under the InvIT Regulations and in accordance with the InvIT Regulations, whether they be holders of unitholders of IndiGrid or not (the "Unitholders") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount of Securities not exceeding Rs. 3,000 Crores (Rupees Three Thousand Crores only) or equivalent thereof, in one or more

tranches, at such price or prices, at a discount or premium to market price or prices as may be permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Unitholders to whom the offer, issue and allotment shall be made to the exclusion of other categories of Unitholders at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s), in foreign currency and/ or equivalent Indian Rupees as may be determined by the Board, as the Board at its absolute discretion may deem fit and appropriate (the "Issue").

**"RESOLVED FURTHER THAT** in accordance with the InvIT Regulations, the Units shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the InvIT Regulations and other applicable laws."

**"RESOLVED FURTHER THAT** if any issue of Securities is made by way of a preferential issue in terms of InvIT Regulations, the allotment of such Securities, or any combination of Securities as may be decided by the Board, shall be completed within twelve months from the date of this resolution, or such other time as may be required or allowed under the InvIT Regulations from time to time."

**"RESOLVED FURTHER THAT** any issue of Units are proposed to be issued to Institutional Investors by way of a preferential issue in terms of the InvIT Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under the InvIT Regulations (the "Floor Price")."

**"RESOLVED FURTHER THAT** in the event the Units proposed to be issued to Institutional Investors by way of a preferential issue in terms of the InvIT Regulations, the relevant date for the purpose of pricing of the Units shall be the date of the meeting in which the Board decides to open the proposed issue of such Units."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Units and/ or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of IndiGrid to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India."

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory or supervisory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of IndiGrid to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft as well as final offer document(s) or placement memoranda or documents and any amendments, addenda or corrigenda thereof, determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the Securities are to be offered, determining the issue price at such price or prices, at a discount or premium to market price or prices as may be permitted under applicable laws, rate of interest, execution of various transaction documents, signing of declarations, creation of mortgage/ charge or any security interest, utilization of the issue proceeds, without being required to seek any further consent or approval of the Unitholders or otherwise to the end and intent that the unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Units or

other Securities as may be required to be issued and allotted as may be necessary in accordance with the terms of the offering, all such Units ranking paripassu with the existing Units of IndiGrid in all respects and being subject to the provisions of the Trust Deed and the Investment Management Agreement.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / Chief Financial Officer or other persons authorized or to be authorized by the Board for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of IndiGrid and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

**“RESOLVED FURTHER THAT** the Trustee or any of its directors or officers be and is hereby authorized for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of IndiGrid and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

For **India Grid Trust**  
By Order of the Board  
**Sterlite Investment Managers Limited**  
(Formerly Sterlite Infraventures Limited)  
(as the Investment Manager to India Grid Trust)

**Swapnil Patil**  
Company Secretary & Compliance Officer  
Mumbai, June 22, 2018

## NOTES

- A UNIT HOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE AGM, AND SUCH PROXY NEED NOT BE A UNIT HOLDER OF INDIGRID.**
- The instrument appointing the proxy must be deposited at the principal place of business of IndiGrid not less than 48 hours before the commencement of the AGM.
- An Explanatory Statement setting out material facts and reasons for the proposed resolutions as mentioned above, is appended herein below for perusal.
- Route map of the venue of the AGM is annexed hereto.
- Relevant documents referred to in the accompanying Notice, if any, are open for inspection by the Unitholders at the principal place of business 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 AGM. The aforesaid documents will also be available for inspection by Unitholders at the AGM.
- The Investment Manager, on behalf of the Trust, is providing a facility to the Unitholders as on the cut-off date, being Friday, July 13, 2018, (“the Cut-Off Date”) to exercise their right to vote by electronic voting systems from a place other than venue of the AGM (“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 A. 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@karvy.com](mailto:evoting@karvy.com) or contact M/s. Karvy Computershare Private Limited (“Karvy”) at toll free number 1800 345 4001. 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 Karvy 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 AGM are requested to send to the principal place of business 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 AGM.
- In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- Unitholders are requested to address all correspondence, including distribution matters, to the Registrar, Karvy Computershare 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 AGM to enable the Investment Manager to provide the required information.
- The Securities and Exchange Board of India (the “SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
- Unitholders who have cast their vote by Remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. 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 invalid.
- The Results declared along with Scrutinizer’s Report(s) will be available on the website of IndiGrid ([www.indigrid.co.in](http://www.indigrid.co.in)), and on Karvy’s website (<https://evoting.karvy.com>) within two days of passing of the resolutions 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.

## EXPLANATORY STATEMENT

### ITEM NO.5:

Pursuant to the investment management agreement dated November 10, 2016 (as amended from time to time) amongst Axis Trustee Services Limited (acting in its capacity as trustee of IndiGrid), Sterlite Investment Managers Limited and IndiGrid subsidiaries (the "IMA"), the IndiGrid would pay performance linked remuneration (the "Performance Remuneration") to the independent directors of the investment manager of IndiGrid (being, Sterlite Investment Managers Limited), subject to annual approval of the board of directors of Sterlite Investment Managers Limited ("SIML") and Unitholders of IndiGrid. In accordance with the IMA, the aggregate amount of Performance Remuneration payable to all independent directors for a particular financial year shall not exceed 0.4% of, difference between revenue from operations and operating expenses (other than fees of the investment manager) of each SPV of IndiGrid, per annum, for that particular financial year (the "Overall Limit"). For this purpose, operating expenses would not include depreciation, interest on borrowings and income tax expense. The evaluation of performance of the independent directors for the purposes of the Performance Remuneration shall be undertaken by the board of directors of the investment manager in accordance with the parameters set out in the IMA, with the relevant independent director being recused from such evaluation. Upon completion of the evaluation exercise the board of directors (excluding independent directors) shall approve the Performance Remuneration payable to each independent director through a unanimous resolution and make a recommendation to the Trustee for the payment of Performance Remuneration, including the amount payable to each independent director within the Overall Limit approved by the Unitholders of IndiGrid. Further, amount of fee payable to the investment manager in accordance with the IMA (being 1.75% of the difference between revenue from operations and operating expenses of each SPV of IndiGrid) shall stand reduced to the extent of Performance Remuneration paid to the independent directors.

Except Independent Directors, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Unitholders by way of simple majority.

### ITEM NO.6:

The special resolution contained in the Notice under Item No. 6 relates to a resolution by the Company

enabling the Board to create, issue, offer and allot such number of units of IndiGrid ("Units"), debt securities or any other security as may be permitted under applicable law (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, including by way of a preferential issue of Units in accordance with the InvIT Regulations, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities of IndiGrid for an aggregate amount not exceeding Rs. 3,000 Crores (Rupees Three Thousand Crores only) or its equivalent in any foreign currency.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds to finance (wholly or in part) one or more, or any combination, of the following: (a) acquisition of assets or (b) repayment of debt, and (c) general corporate purposes.

The special resolution also seeks to empower the Board to issue Securities by way of preferential issue to Institutional Investors in accordance with the InvIT Regulations. The pricing of the Securities that may be issued pursuant to a preferential issue shall be freely determined subject to such price not being less than the floor price calculated in accordance with the pricing formula provided under the InvIT Regulations ("Floor Price"). The "Relevant Date" for this purpose will be the date as determined in accordance with the InvIT Regulations, being the date of the meeting in which the Board decides to open the proposed issue of such Units.

As the Issue may result in the issue of Securities of IndiGrid to investors who may or may not be Unitholders of IndiGrid, consent of the Unitholders is being sought pursuant to Regulation 14(2), Regulation 22 and other applicable provisions, if any, of the InvIT Regulations.

The Investment Manager recommend the resolution set out at Item no. 6 to be passed as a special resolution by the Unitholders.

None of the Sponsor, Investment Manager or Trustee are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of Securities that may be subscribed to by them or by companies, firms or institutions in which they are interested.

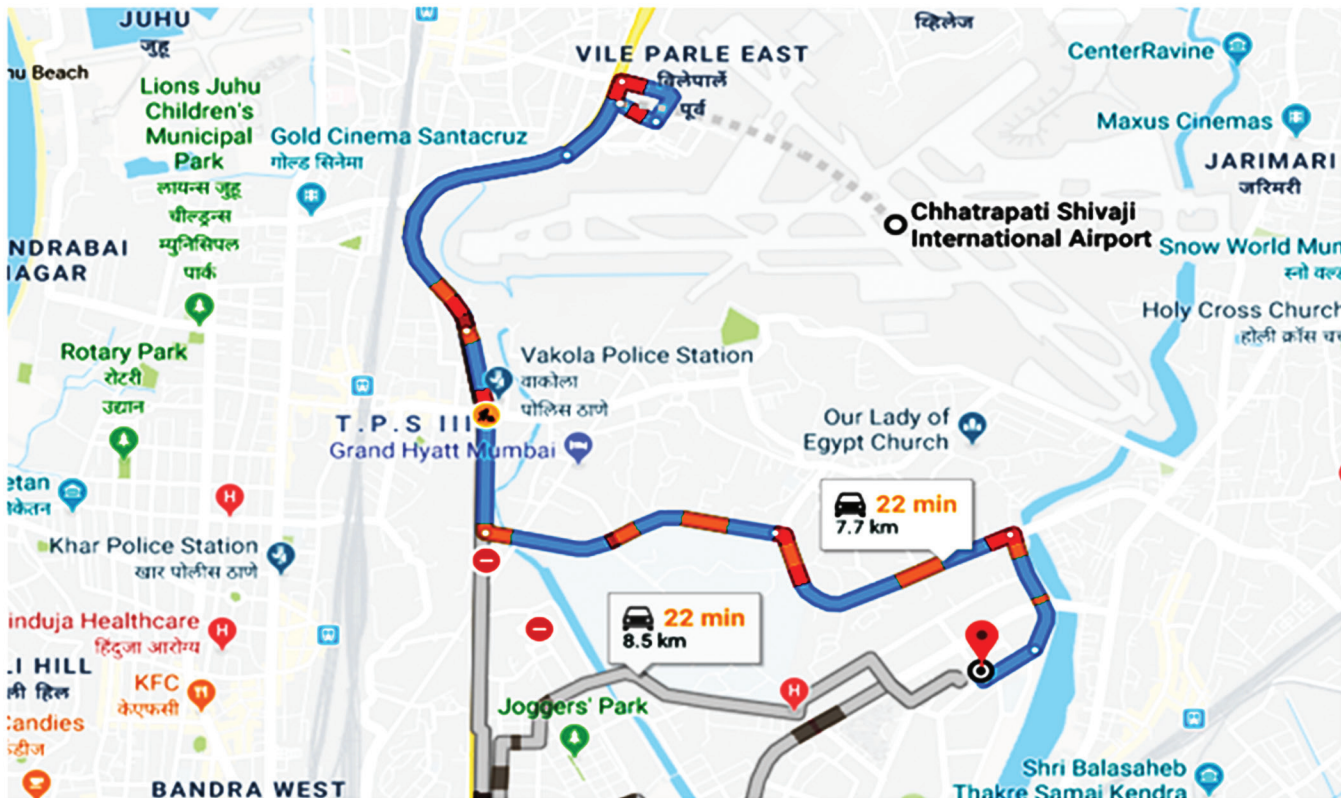
## ANNEXURE A

The instruction for e-voting are as under:

- A. In case a Unitholder receives an email from Karvy [for Unitholders whose email IDs are registered with the Trust/ Depository Participants (s)]:
- i. Launch internet browser by typing the URL: <http://evoting.karvy.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 Karvy 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 recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. 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 [bn@karvy.com](mailto:bn@karvy.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.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 Karvy on the contact details mentioned in this notice. The scanned image of the above mentioned documents should be in the naming format "IndiGrid, Annual General Meeting".
  - xiii. In case a person has become the Unitholder of the Trust after dispatch of AGM Notice but on or before the cut- off date i.e. July 13, 2018, may write to Karvy on the email Id: [evoting@karvy.com](mailto:evoting@karvy.com) or toll free No. 1800 345 4001 or to Karvy Computershare Private Limited [Unit: IndiGrid], 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 AGM [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.karvy.com> (Karvy 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 July 23, 2018 (10.00 AM) and ends on July 25, 2018 (5.00 PM). During this period Unitholders of the Trust, holding Units in dematerialized form, as on the cut-off date being July 13, 2018, 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 being July 13, 2018.
- G. The Board of Directors of Investment Manager has appointed Mr. B Narasimhan failing him, Mr. Avinash Bagul 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 AGM, 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 AGM of the Trust and the resolution will be deemed to be passed on the AGM 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.indigrd.co.in](http://www.indigrd.co.in) and on the website of the service provider (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions at the AGM of the Trust and communicated to BSE Limited and National Stock Exchange of India Limited.

## ROUTE MAP





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

Annual General Meeting July 26, 2018

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 ANNUAL GENERAL MEETING of IndiGrid on July 26, 2018 at 10.30 a.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) of ..... 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. .... of ..... having 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 Annual General Meeting of the Trust, to be held on Thursday, July 26, 2018 at 10.30 a.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 resolutions as are indicated below:

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

Resolutions	For	Against
TO ADOPT FINANCIAL STATEMENTS AS ON MARCH 31, 2018		
TO ADOPT VALUATION REPORTS AS ON MARCH 31, 2018		
TO APPOINT THE STATUTORY AUDITOR		
TO APPOINT THE VALUER		
TO FIX REMUNERATION PAYABLE TO DIRECTORS		
TO GRANT OMNIBUS APPROVAL FOR CAPITAL RAISING		

Signed this ..... day of ..... 2018

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 Principal Place of Business of the Trust 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 resolutions 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.

