

Date: July 24, 2024

To,

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: Outcome of 7th Annual General Meeting of India Grid Trust held on July 24, 2024

Dear Sir/ Madam,

We, IndiGrid Investment Managers Limited, the Investment Manager of India Grid Trust (“**IndiGrid**”), hereby submit the proceedings and voting results of the business transacted at the 7th Annual General Meeting (“**AGM**”) of the Unitholders of IndiGrid (“**Unitholders**”) held on Wednesday, July 24, 2024, at 11.00 A.M. IST, through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) without the physical presence of the Unitholders at a common venue, in compliance with Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 issued by the Securities and Exchange Board of India (the “**SEBI Master Circular**”), and in furtherance of the Notice to the Unitholders dated June 27, 2024. The webcast recording of the AGM will be made available on the website of IndiGrid i.e. www.indigrid.co.in.

In connection with the same, please find the following:

- Summary of proceedings of the AGM, attached and marked as **Annexure-A**.
- Combined voting results of the remote e-voting together with the e-voting conducted at the AGM, attached and marked as **Annexure-B**.
- The scrutinizer’s report dated July 24, 2024, 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 and the website of the NSDL i.e. www.evoting.nsdl.com.

You are requested to please take the same on record.

For and on behalf of

IndiGrid Investment Managers Limited
Representing India Grid Trust as its Investment Manager

Urmil Shah
Company Secretary & Compliance Officer
ACS-23423

Copy to-
Axis Trustee Services Limited
The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg,
Dadar West, Mumbai - 400 028, Maharashtra, India

Annexure-A**Summary of proceedings of the AGM**

The AGM of IndiGrid was held on Wednesday, July 24, 2024, at 11.00 A.M. IST, through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) without the physical presence of the Unitholders at a common venue, in compliance with Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 issued by the Securities and Exchange Board of India (the “SEBI Master Circular”).

Directors and KMPs present:

1. Mr. Tarun Kataria - Independent Director and Chairman of the Board
2. Mr. Ashok Sethi - Independent Director
3. Ms. Jayashree Vaidhyanathan- Independent Director
4. Mr. Hardik Shah - Non-Executive Director
5. Mr. Harsh Shah - CEO & Whole-time Director
6. Mr. Urmil Shah- Company Secretary & Compliance Officer

Mr. Urmil Shah, Company Secretary & Compliance Officer welcomed all the Unitholders and stated that in accordance with the SEBI Master Circular, the AGM of IndiGrid is being held through Video Conferencing to avoid the physical gathering of Unitholders at a common venue. He further added that the digital copy of the Notice, has been sent to all the Unitholders whose e-mail addresses are registered with the Depositories for communication purposes and for Unitholders whose e-mail addresses are not registered, SMSs have been sent by KFin Technologies Limited wherever Mobile Numbers are available. Further, advertisements in regional and national newspapers were also published on June 29, 2024, for the benefit of our Unitholders. He further informed that IndiGrid has tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

Mr. Urmil Shah informed the Unitholders that the IndiGrid, in accordance with Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (the “InvIT Regulations”), had provided a facility to the Unitholders to exercise their votes on the resolutions proposed in the Notice dated June 27, 2024, through the remote e-voting facility. The Cut-off date for determining voting rights of Unitholders entitled to participate in the voting process was July 16, 2024. Further, the e-voting period remained open from 9.00 a.m. on July 21, 2024, till 05.00 p.m. on July 23, 2024. He added that the facility for voting through e-voting system is available during the Meeting and been activated for Unitholders who had not cast their vote prior to the Meeting.

Further, the Unitholders were apprised that Mr. B Narasimhan, Practicing Company Secretary, has been appointed as the scrutinizer (“Scrutinizer”) for scrutinizing the process of remote e-voting held prior and e-voting during the AGM.

Mr. Urmil Shah informed the Unitholders that the consolidated voting results along with Scrutinizer’s Report would be made available on the website of IndiGrid i.e. www.indigrid.co.in and the website of the NSDL i.e. www.evoting.nsdl.com not later than 48 hours of the conclusion of the meeting.

IndiGrid Investment Managers Limited

Registered & Corporate Office: Unit No. 101, First Floor, Windsor, Village KoleKalyan, off CST Road, Vidyannagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra, India | **CIN:** U28113MH2010PLC308857

Ph: +91 72084 93885 | **Email:** complianceofficer@indigrid.com | www.indigrid.co.in

Thereafter, he introduced the Board Members present through Video Conferencing from their respective locations and informed that the Authorised Representatives of the Trustee and Statutory Auditors have also joined the meeting and then handed over to Mr. Harsh Shah.

Mr. Harsh Shah welcomed all the Unitholders and then made his opening remarks with respect to the performance and achievements.

Thereafter, Mr. Tarun Kataria, was elected as the Chairman of the meeting. The Chairman called the meeting to the order and the AGM Notice convening the meeting was taken as read.

On invitation of the Chairman, Unitholders who have registered themselves as speakers, addressed the Meeting through VC / OAVM and sought clarifications on operations and other matters of IndiGrid.

Mr. Harsh Shah answered the queries of speakers raised during the meeting. There were no other queries from other Unitholders raised through email or other communication mode during the meeting.

Post the Question-and-Answer session, the following resolutions were transacted by the Unitholders:

Sr. No.	Resolutions
1	To consider and adopt audited standalone financial statements and audited consolidated financial statements of IndiGrid as at and for the financial year ended on March 31, 2024 together with the report of the auditors thereon for the financial year ended on March 31, 2024 and the report on performance of IndiGrid
2	To consider, approve and adopt valuation report issued by Mr. Manish Gadia, independent valuer for the valuation of the InvIT Assets as on March 31, 2024
3	To consider and appoint Mr. Manish Gadia, chartered accountant, bearing IBBI registration number IBBI/RV/06/2019/11646 as the valuer of India Grid Trust

Post completion of the proceedings, the Chairman thanked the Unitholders for attending and participating in the meeting.

The meeting concluded at 11.38 a.m. after being open for 15 minutes for e-voting to be completed.

Post completion of the AGM and after scrutiny of votes, the Scrutinizer submitted his report. As per the report submitted by the Scrutinizer considering the consolidated results of the remote e-voting held prior and e-voting during the AGM, all resolutions embodied in the Notice of AGM were passed with requisite majority as required under the SEBI InvIT Regulations.

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

	INDIA GRID TRUST
Date of the AGM	July 24, 2024
Total number of unitholders on record date	32,273 (July 16, 2024)
No. of unitholders present in the meeting either in person or through proxy:	
Sponsor/ Project Manager and its associates	Not Applicable
Public	Not Applicable
No. of unitholders attended the meeting through Video Conferencing	
Sponsor/ Project Manager and its associates	0
Public	13

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Resolution No.	1							
Resolution required: (Simple Majority/ Special Majority)	SIMPLE MAJORITY - TO CONSIDER AND ADOPT AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF INDIGRID AS AT AND FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024 AND THE REPORT ON PERFORMANCE OF INDIGRID							
Whether Sponsors are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Sponsors	E-Voting	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)		16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00
Public- Institutions	E-Voting	26,92,14,961	22,90,24,616	85.07	22,90,24,616	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)		26,92,14,961	22,90,24,616	85.07	22,90,24,616	0	100.00
Public- Non Institutions	E-Voting	34,85,56,421	3,42,682	0.10	3,42,535	147	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (C)		34,85,56,421	3,42,682	0.10	3,42,535	147	99.96
	Total D(B+C)	6177,71,382	22,93,67,298	37.13	22,93,67,151	147	99.999	0.001
	Total (A+B+C)	78,36,73,314	39,52,69,230	50.43	39,52,69,083	147	99.999	0.001

Notes:

- Postal ballot not applicable
- E-voting includes the remote e-voting and voting made through electronic mode during the AGM

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Ph: +91 72084 93885 | **Email:** complianceofficer@indigrid.com | www.indigrid.co.in

Resolution No.	2							
Resolution required: (Simple Majority/ Special Majority)	SIMPLE MAJORITY - TO CONSIDER, APPROVE AND ADOPT VALUATION REPORT ISSUED BY MR. MANISH GADIA, INDEPENDENT VALUER FOR THE VALUATION OF THE INVIT ASSETS AS ON MARCH 31, 2024							
Whether Sponsors are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Sponsors	E-Voting	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
Public- Institutions	E-Voting	26,92,14,961	22,90,24,616	85.07	22,90,24,616	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)	26,92,14,961	22,90,24,616	85.07	22,90,24,616	0	100.00	0.00
Public- Non Institutions	E-Voting	34,85,56,421	3,42,682	0.10	3,42,536	146	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (C)	34,85,56,421	3,42,682	0.10	3,42,536	146	99.96	0.04
	Total D(B+C)	61,77,71,382	22,93,67,298	37.13	22,93,67,152	146	99.999	0.001
	Total (A+B+C)	78,36,73,314	39,52,69,230	50.43	39,52,69,084	146	99.999	0.001

Notes:

1. Postal ballot not applicable
2. E-voting includes the remote e-voting and voting made through electronic mode during the AGM

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Ph: +91 72084 93885 | **Email:** complianceofficer@indigrid.com | www.indigrid.co.in

Resolution No.	3							
Resolution required: (Simple Majority/ Special Majority)	SIMPLE MAJORITY - TO CONSIDER AND APPOINT MR. MANISH GADIA, CHARTERED ACCOUNTANT, BEARING IBBI REGISTRATION NUMBER IBBI/RV/06/2019/11646 AS THE VALUER OF INDIA GRID TRUST							
Whether Sponsors are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Sponsors	E-Voting	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)	16,59,01,932	16,59,01,932	100.00	16,59,01,932	0	100.00	0.00
Public- Institutions	E-Voting	26,92,14,961	22,90,24,616	85.07	22,90,24,616	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)	26,92,14,961	22,90,24,616	85.07	22,90,24,616	0	100.00	0.00
Public- Non Institutions	E-Voting	34,85,56,421	3,42,682	0.10	3,38,540	4,142	98.79	1.21
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (C)	34,85,56,421	3,42,682	0.10	3,38,540	4,142	98.79	1.21
	Total D(B+C)	61,77,71,382	22,93,67,298	37.13	22,93,63,156	4,142	99.999	0.001
	Total (A+B+C)	78,36,73,314	39,52,69,230	50.43	39,52,65,088	4,142	99.999	0.001

Notes:

1. Postal ballot not applicable
2. E-voting includes the remote e-voting and voting made through electronic mode during the AGM

IndiGrid Investment Managers Limited

Combined Scrutinizer's Report on Remote E-voting & Voting by electronic means conducted at the 7th Annual General Meeting (AGM) of India Grid Trust held on Wednesday, 24th July 2024, by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM)

To,

The Board of Directors
IndiGrid Investment Managers Limited
Unit No 101, First floor, Windsor,
Vidyanagari Marg, Kalina,
Santacruz (East),
Mumbai- 400098

7th Annual General Meeting (AGM) of the Unit holders of India Grid Trust held on Wednesday, July 24th, 2024 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commencing from 11.00 AM (IST)

Sub: Passing of Resolution(s) through Electronic Voting pursuant to Master Circular No. SEBI/HO/DDHS/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 issued by the Securities and Exchange Board of India (SEBI) (referred to as "SEBI Master Circular")

IndiGrid Investment Managers Limited is the Investment Manager of "India Grid Trust" (hereinafter referred to as the 'IndiGrid'). The Investment Manager through its Board Resolution approved on June 27, 2024 had appointed me as the Scrutinizer for the Remote E-voting process as well as the voting done electronically at the virtual AGM (hereinafter referred to as "AGM" or "e-AGM") pursuant to SEBI Master Circular. The Securities and Exchange Board of India ("SEBI") vide its Master Circular No. SEBI/HO/DDHS/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (referred to as "SEBI Master Circular") has permitted to hold meetings of Unit holders of InvITs through "VC / OAVM", without physical presence of the Unit holders at a common venue.

In compliance with applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("InvIT Regulations") read with SEBI Master Circular, the Annual General Meeting of IndiGrid is being conducted through "VC / OAVM". The proceedings of the e-AGM shall be deemed to be conducted at the registered office of the Investment Manager of IndiGrid which shall be the deemed venue of the e-AGM.

The Investment Manager on behalf of IndiGrid has appointed National Securities Depository Limited, to provide VC/OAVM facility for the e-AGM and the attendant enablers for conducting the e-AGM.



I say, I am familiar and well versed with the concept of Remote E-voting and voting through electronic means as prescribed under the said Regulations and the relaxations as provided in the SEBI Master Circular.

Report on Scrutiny:

- National Securities Depository Limited (NSDL) as the service provider, had extended the facility of providing VC/OAVM and of Remote E-voting and voting electronically at the e-AGM to the Unit holders of IndiGrid.
- The Service Provider had provided a system for recording the votes of the Unit holders electronically through Remote E-voting on all the items of the business sought to be transacted at the 7th AGM of the Unit holders of IndiGrid, which was held on Wednesday, July 24, 2024 as per the Notice dated June 27, 2024 ("AGM Notice") for consideration of the Unit holders.
- In compliance with the SEBI Master Circular, the Notice calling the AGM and Annual Report for 2023-24 was uploaded on the website of IndiGrid at www.indigrid.co.in, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at the website address www.evoting.nsd.com.
- As on the internal cut-off date was June 21, 2024 for the dispatch of the Notice of the AGM, there were 31,666 Unit holders of IndiGrid.
- 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 July 16, 2024.
- The Remote E-voting facility was kept open for three days from Sunday, July 21, 2024 at 09.00 AM till 5.00 PM on Tuesday, July 23, 2024.
- At the end of the voting period on Tuesday, July 23, 2024, the voting portal of the NSDL, service provider was blocked forthwith.
- An advertisement was published by IndiGrid in "Financial Express" English Newspaper and in "Loksatta" Marathi Newspaper, both dated 29th June, 2024 informing about the completion of dispatch of the Notice, and other information related to AGM. For Unit holders whose e-mail addresses are not registered, SMSs, wherever Mobile Numbers are available, were sent by KFin Technologies Limited. At the 7th AGM of IndiGrid held through VC/ OAVM, on Wednesday, July 24th, 2024, after considering all the items of businesses, the facility to vote electronically (E-voting) was provided to facilitate those Unit holders who are attending the 7th AGM through VC/ OAVM but could not participate in the Remote E-voting to record their votes.
- On Wednesday, July 24th, 2024, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility and E-voting during the 7th AGM were duly unblocked by me as a Scrutinizer in the presence of Ms Amita Parmar and Ms Kashish Tekchandani who acted as the witnesses. After the voting by electronic means the votes cast through Remote E-voting process was tabulated for the purpose of considering the total votes cast by the Unit holders through both ways.
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Unit holders and the E-voting during the AGM, the details of which are as follows:



The combined results of the Remote E-voting together with the e-voting conducted during the 7th AGM are as under:

Details	Remote E-voting	E-Voting at AGM	Total voting
Number of Unit holders who cast their votes	129	2	131
Total number of Units held by them	395262425	6805	395269230
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid Votes	NIL		

Note:

1. Percentage of votes cast in favour, or against the resolutions, are calculated based on the Valid Votes cast through remote e-voting and e-voting during the meeting.
2. 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 Tuesday July 16, 2024.

ITEM NO. 1 OF THE NOTICE (To be passed by a simple majority) (i.e. where the votes cast in favor 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").

TO CONSIDER AND ADOPT AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF INDIGRID AS AT AND FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024 AND THE REPORT ON PERFORMANCE OF INDIGRID

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	395269083	99.999	147	0.001	NIL



Item 1 of Notice stands passed with the requisite majority.

ITEM NO. 2 OF THE NOTICE (To be passed by a 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.

TO CONSIDER, APPROVE AND ADOPT VALUATION REPORT ISSUED BY MR. MANISH GADIA, INDEPENDENT VALUER FOR THE VALUATION OF THE INVIT ASSETS AS ON MARCH 31, 2024

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	395269084	99.999	146	0.001	NIL

Item 2 of Notice stands passed with the requisite majority.

ITEM NO. 3 OF THE NOTICE (To be passed by a 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.

TO CONSIDER AND APPOINT MR. MANISH GADIA, CHARTERED ACCOUNTANT, BEARING IBBI REGISTRATION NUMBER IBBI/RV/06/2019/11646 AS THE VALUER OF INDIA GRID TRUST

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and voting by electronic means at the meeting	395265088	99.999	4142	0.001	NIL

Item 3 of Notice stands passed with the requisite majority.

All the Resolutions mentioned in the AGM Notice dated June 27, 2024 as per the details above stand passed under Remote E-voting and voting conducted at virtual AGM through electronic means with the requisite majority and hence deemed to be passed as on the date of the AGM.



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 Compliance Officer separately.

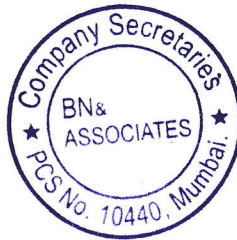
I hereby confirm that I am maintaining the Registers received from the Service Provider and the RTA both for votes cast through Remote E-voting and voting conducted at the AGM by electronic means by the Unit holders of IndiGrid. All other relevant records in soft form relating to Remote E-voting and E-voting at AGM is under my safe custody and will be handed over to the Compliance Officer for safe keeping, after the Chairman of AGM signs the minutes.

Thanking you,

Yours faithfully

For BN & Associates

COMPANY SECRETARIES



CS B Narasimhan
(FCS No 1303 COP No 10440)
UDIN: F001303F000779344

Place: Mumbai

Date: July 24, 2024

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

1.



Ms. Amita Parmar

2.



Ms. Kashish Tekchandani

I have received the report:

Signature



Signed by Mr. Urmil Shah

Authorised by Board

Date July 24, 2024

Place: Mumbai