

POWERGRID UNCHAHAR TRANSMISSION LIMITED

CC/PUTL_COS/Stock Exchanges/57

July 29, 2022

То

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Symbol: PGINVIT

Listing Department
BSE Limited
20th Floor, P. J. Towers
Dalal Street, Mumbai – 400 001
Scrip Code:543290 (PGINVIT)
Company Code:12436

Subject: <u>Voting results of First Annual Meeting of the unitholders of POWERGRID Infrastructure Investment Trust held on Wednesday, July 27, 2022</u>

Dear Sir/Madam,

In continuation to letter No. CC/PUTL_COS/Stock Exchanges/55 dated July 28, 2022, regarding summary of proceedings of the First Annual Meeting ("Annual Meeting") of Unitholders of POWERGRID Infrastructure Investment Trust ("PGInvIT") held on Wednesday, July 27, 2022, at 2:30 P.M. (IST) through Video Conferencing, we wish to inform that the resolutions for all the items as set out in the Notice of the Annual Meeting have been duly approved by the Unitholders of PGInvIT with requisite majority. In this regard, enclosed please find the detail of voting results and Scrutinizer's report dated July 29, 2022 at Annexure I and Annexure II, respectively. The voting results along with the Scrutinizer's report will also made available on the website of PGInvIT (www.pginvit.in).

Kindly take the above information on record please.

Thanking You,

Yours faithfully,

For POWERGRID Unchahar Transmission Limited (as Investment Manager of POWERGRID Infrastructure Investment Trust)

Anjana Luthra

Company Secretary & Compliance Officer

Encl: As above.

CC:

IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001.



POWERGRID UNCHAHAR TRANSMISSION LIMITED

Annexure-I

Voting Results of the First Annual Meeting ("Annual Meeting") of the Unitholders of POWERGRID Infrastructure Investment Trust held on July 27, 2022

Date of Annual Meeting	July 27, 2022		
Total number of unitholders on record date	As on cut-off date i.e. July 20, 2022, the total number of Unitholders were 39,962		
Total no. of Unitholders present in the meeting either in person or through proxy :	Not Ameliochlo		
Sponsor & Sponsor Group	Not Applicable		
Public			
No. of Unitholders attended the meeting through Video Conferencing:			
Sponsor & Sponsor Group	1		
Public	32		



POWERGRID UNCHAHAR TRANSMISSION LIMITED

ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST ("PGInvIT") FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 AND THE ANNUAL REPORT ON ACTIVITIES AND PERFORMANCE OF PGInvIT

Resolution required:			Simple Majority					
Whether Sponsor interested in the a		are	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	on votes
Sponsor &	E-Voting		13,65,00,100	100.0000	13,65,00,100	0	100.0000	0.0000
Sponsor Group	Poll	12 65 00 100	0	0.0000		0	0.0000	0.0000
	Postal Ballot (if applicable)	13,65,00,100	0	0.0000	0	0	0.0000	0.0000
	Total	13,65,00,100	13,65,00,100	100.0000		0	100.0000	
Public- Institutions	E-Voting		36,46,60,215	82.2888			100.0000	0.0000
	Poll	44,31,46,938	0	0.0000	0	C	0.0000	0.0000
	Postal Ballot (if applicable)	,61,10,200	0	0.0000	0	0	0.0000	0.0000
	Total	44,31,46,938	36,46,60,215	82.2888	36,46,60,215	0	100.0000	
Public- Non	E-Voting		2,30,432	0.0698	3 2,30,432	0	100.0000	0.0000
Institutions	Poll	33,03,52,162	43,718	0.0132	43,718	O	100.0000	0.0000
	Postal Ballot (if applicable)	33,03,32,102	0	0.0000	0	0	0.0000	0.0000
	Total	33,03,52,162	2,74,150	0.0830	2,74,150	0	100.0000	0.0000
TOTAL		90,99,99,200	50,14,34,465	55.1027	50,14,34,465	0	100.0000	0.0000



POWERGRID UNCHAHAR TRANSMISSION LIMITED

ITEM NO. 2: TO RATIFY THE APPOINTMENT AND REMUNERATION OF THE STATUTORY AUDITORS OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST FOR THE FINANCIAL YEAR 2021-22

Resolution required:			Simple Majority					
_	or & Sponsor Grou	•	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
Sponsor & Sponsor Group	E-Voting		13,65,00,100		/ / /	C	100.000	
Sponsor Group	Poll Postal Ballot (if applicable)	- 13,65,00,100	0	0.0000		0	0.0000	
	Total	13,65,00,100	13,65,00,100	100.0000	13,65,00,100	0	100.0000	
Public-	E-Voting		36,46,60,215	82.2888	36,46,60,215	C	100.0000	0.0000
Institutions	Poll	44,31,46,938	C	0.0000	0	C	0.0000	0.0000
	Postal Ballot (if applicable)		C	0.0000	0	C	0.0000	0.0000
	Total	44,31,46,938	36,46,60,215	82.2888	36,46,60,215	0	100.0000	0.0000
Public-	E-Voting		2,29,992	0.0696	2,29,979	13	99.9943	0.0057
Non Institutions	Poll	33,03,52,162	43,718	0.0132	43,718	C	100.0000	0.0000
	Postal Ballot (if applicable)	33,03,32,102	C	0.0000	0	C	0.0000	0.0000
	Total	33,03,52,162	2,73,710			13		
TOTAL		90,99,99,200	50,14,34,025	55.1027	50,14,34,012	13	100.0000	0.0000



POWERGRID UNCHAHAR TRANSMISSION LIMITED

ITEM NO. 3: TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITORS OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST FROM FY 2022-23 TO FY 2024-25 AND THEIR REMUNERATION

Resolution re	equired:		Simple Majori	ty				
Whether Spo are interested	onsor & Sponsor G	Froup	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
Sponsor & Sponsor Group	E-Voting Poll Postal Ballot (if	13,65,00,100	13,65,00,100	100.0000	0	0	0.0000	0.0000
	applicable) Total	13,65,00,100	13,65,00,100	0.0000		0 0		
Public- Institutions	E-Voting Poll Postal Ballot (if	44,31,46,938	36,46,60,215		36,46,60,215	0	100.0000	0.0000
	applicable) Total	44,31,46,938	0 36,46,60,215	0.0000 82.2888		0		
Public- Non	E-Voting	44,31,40,938	2,30,431	0.0698				
Instituti ons	Poll Postal Ballot (if applicable)	33,03,52,162	43,718	0.0132		0		
	Total	33,03,52,162	2,74,149	0.0830	2,74,136	13	99.9953	0.0047
TOTAL		90,99,99,200	50,14,34,464	55.1027	50,14,34,451	13	100.0000	0.0000



POWERGRID UNCHAHAR TRANSMISSION LIMITED

ITEM NO. 4: TO CONSIDER AND ADOPT THE VALUATION REPORT ISSUED BY M/S. RBSA VALUATION ADVISORS LLP, INDEPENDENT VALUER, FOR THE VALUATION OF SPECIAL PURPOSE VEHICLES OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST AS AT MARCH 31, 2022

Resolution requ	ired:		Simple Majority					
_	or & Sponsor Grou	-	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
Sponsor & Sponsor Group	E-Voting		13,65,00,100	100.0000	13,65,00,100	C	100.0000	0.0000
Spoilsor Group	Poll	13,65,00,100	0	0.0000	0	C	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	C	0.0000	0.0000
	Total	13,65,00,100	13,65,00,100	100.0000	13,65,00,100	0	100.0000	0.0000
Public- Institutions	E-Voting		36,46,60,215			C		
Institutions	Poll	44,31,46,938	0	0.0000	0	C	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000		C		
	Total	44,31,46,938	36,46,60,215	82.2888	36,46,60,215	0	100.0000	0.0000
Public-	E-Voting		2,30,491	0.0698	2,30,461	30	99.9870	0.0130
Non Institutions	Poll	33,03,52,162	43,718	0.0132	43,718	C	100.0000	0.0000
	Postal Ballot (if applicable)	33,03,32,102	0	0.0000		(0.0000	0.0000
	Total	33,03,52,162	2,74,209			30		
TOTAL		90,99,99,200				30		



POWERGRID UNCHAHAR TRANSMISSION LIMITED

ITEM NO. 5: TO CONSIDER AND APPROVE THE APPOINTMENT OF THE VALUER OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST FROM FY 2022-23 TO FY 2023-24

Resolution required:			Simple Majority						
Whether Sponsor & Sponsor Group are interested in the			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 – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Sponsor &	E-Voting		13,65,00,100	100.0000	13,65,00,100	0	100.0000	0.0000	
Sponsor Group	Poll	13,65,00,100	0	0.0000	0	0	0.0000	0.0000	
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000			
	Total	13,65,00,100	13,65,00,100	100.0000	13,65,00,100	0	100.0000	0.0000	
Public- Institutions	E-Voting		36,46,60,215	82.2888	36,46,60,215	0	100.0000	0.0000	
Institutions	Poll	44,31,46,938	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	44,31,46,938	36,46,60,215	82.2888	36,46,60,215	0	100.0000	0.0000	
Public-	E-Voting		2,30,492	0.0698	2,30,478	14	99.9939	0.0061	
Non Instituti	Poll	33,03,52,162	43,718	0.0132	43,718	0	100.0000	0.0000	
ons	Postal Ballot (if applicable)	20,00,02,102	0	0.0000	0	0	0.0000	0.0000	
	Total	33,03,52,162	2,74,210	0.0830	2,74,196	14	99.9949	0.0051	
TOTAL		90,99,99,200	50,14,34,525	55.1027	50,14,34,511	14	100.0000	0.0000	

For POWERGRID Unchahar Transmission Limited (as Investment Manager of POWERGRID Infrastructure Investment Trust)

Anjana Luthra

Company Secretary & Compliance Officer

Combined Scrutinizer's Report on remote e-voting and voting by electronic means conducted at the First Annual Meeting of POWERGRID Infrastructure Investment Trust held on Wednesday, July 27, 2022 at 2:30 P.M. (IST) through Video Conferencing ("VC")

To

POWERGRID Unchahar Transmission Limited
Investment Manager to POWERGRID Infrastructure Investment Trust (PGInvIT)
(Registration Number of PGInvIT: IN/InvIT/20-21/0016)
Plot No. 2, Sector 29, Gurgaon-122001, Haryana

Sub: Passing of resolution(s) through remote e-voting as well as voting by electronic means conducted at First Annual Meeting of POWERGRID Infrastructure Investment Trust ("PGInvIT")

Dear Sir/Madam,

I, Savita Jyoti, Savita Jyoti Associates, Practicing Company Secretary (CP No.: 1796) (M. No: F3738), was appointed as Scrutinizer by POWERGRID Unchahar Transmission Limited (the "Investment Manager"), the Investment Manager of POWERGRID Infrastructure Investment Trust ("PGInvIT") to scrutinize the remote evoting and voting by electronic means conducted at First Annual Meeting ("Annual Meeting") of PGInvIT in a fair and transparent manner.

Pursuant to the circular no. SEBI/HO/DDHS/DDHS_Div2/P/ CIR/2022/079 dated June 03, 2022 read with circular no. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 dated June 22, 2020 issued by the Securities and Exchange Board of India ("SEBI"), the Infrastructure Investment Trusts set up under the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented ("InvIT Regulations") have been permitted to hold the Annual Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). In compliance with the applicable provisions of the InvIT Regulations read with above-mentioned circulars, the Annual Meeting of PGInvIT was conducted on Wednesday, July 27, 2022 at 2.30 P.M. (IST) through VC.

The notice convening the Annual Meeting of PGInvIT dated June 28, 2022 ("Notice of the Annual Meeting") alongwith Annual Report for the Financial Year 2021-22 was sent through electronic means to those Unitholders whose e-mail addresses were registered with the depositories / depository participants.

The Investment Manager on behalf of PGInvIT had engaged the services of M/s. KFin Technologies Limited ("KFintech"), the Registrar and Transfer Agent ("RTA") of PGInvIT for the purpose of providing facility for voting through remote e-voting, for participation in the Annual Meeting through VC facility and e-voting during the Annual Meeting.

The remote e-voting period commenced on Sunday, July 24, 2022 at 9:00 A.M. (IST) and ended on Tuesday, July 26, 2022 at 5:00 P.M. (IST) and remote e-voting platform was disabled thereafter.

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The Investment Manager on behalf of PGInvIT had also provided e-voting facility to the Unitholders present at the Annual Meeting through VC and who had not cast their vote earlier.

The Unitholders of the PGInvIT holding units as on the cut-off date of Wednesday, July 20, 2022 were entitled to vote on the resolutions as contained in the Notice of the Annual Meeting.

After the closure of e-voting at the Annual Meeting, the report on e-voting done at the meeting and the votes cast under remote e-voting facility prior to the Annual Meeting were unblocked and were counted. I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the Kfintech's e-voting system.

I hereby provide the Combined Report as under:

ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST ("PGInvIT") FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 AND THE ANNUAL REPORT ON ACTIVITIES AND PERFORMANCE OF PGInvIT

(i) Voted in *favour* of the resolution:

Mode	No. of voted	Unitholders	No. of votes cast in favor of resolution	% of total no. of valid votes cast*
Remote e-voting		209	501390747	100
Voting through electronic means at the Annual Meeting		7	43718	0
Total		216	501434465	100

^{* %} mentioned in the table has been rounded off to the nearest decimal.

(ii) Voted *against* the resolution:

Mode	No. of Unitholders voted	No. of votes cast against the resolution	% of total no. of valid votes cast
Remote e-voting	0	0	0
Voting through electronic means at the Annual Meeting	0	0	0
Total	0	0	0

(iii) Invalid/Abstained votes:

Mode	Total numbers of Unitholders whose votes were declared invalid / Abstained	Total number of votes cast by them
Remote e-voting	2	95
Voting through electronic means at the Annual Meeting	1	1100
Total	3	1195

Based on the above, I report that the Resolution as set forth in Item No. 1 of the Notice of the Annual Meeting has been passed by the Unitholders with requisite majority.

ITEM NO.2: TO RATIFY THE APPOINTMENT AND REMUNERATION OF THE STATUTORY AUDITORS OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST FOR THE FINANCIAL YEAR 2021-22

(i) Voted in *favour* of the resolution:

Mode	No. of Unitholders voted	No. of votes cast in favor of resolution	% of total no. of valid votes cast *
Remote e-voting	209	501390294	100
Voting through electronic means at the Annual Meeting	7	43718	0
Total	216	501434012	100

^{* %} mentioned in the table has been rounded off to the nearest decimal.

(ii) Voted *against* the resolution:

Mode	No. of Unitholders voted	No. of votes cast against the resolution	% of total no. of valid votes cast *
Remote e-voting	1	13	0
Voting through electronic means at the Annual Meeting	0	0	0
Total	1	13	0

^{* %} mentioned in the table has been rounded off to the nearest decimal.

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(iii) Invalid/Abstained votes:

Mode	Total numbers of Unitholders whose votes were declared invalid /Abstained	Total number of votes cast by them
Remote e-voting	1	35
Voting through electronic means at the Annual Meeting	1	1100
Total	2	1135

Based on the above, I report that the Resolution as set forth in Item No. 2 of the Notice of the Annual Meeting has been passed by the Unitholders with requisite majority.

ITEM NO. 3: TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITORS OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST FROM FY 2022-23 TO FY 2024-25 AND THEIR REMUNERATION

(i) Voted in *favour* of the resolution:

Mode	No. of Unitholders voted	No. of votes cast in favor of resolution	% of total no. of valid votes cast *
Remote e-voting	207	501390733	100
Voting through electronic means at the Annual Meeting	7	43718	0
Total	214	501434451	100

^{* %} mentioned in the table has been rounded off to the nearest decimal.

(ii) Voted *against* the resolution:

Mode	No. of Unitholders voted	No. of votes cast against the resolution	% of total no. of valid votes cast *
Remote e-voting	1	13	0
Voting through electronic means at the Annual	0	0	0
Meeting Total	1	13	0

^{* %} mentioned in the table has been rounded off to the nearest decimal.

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(iii) Invalid/Abstained votes:

Mode	Total numbers of Unitholders whose votes were declared invalid / Abstained	Total number of votes cast by them
Remote e-voting	3	96
Voting through electronic means at the Annual Meeting	1	1100
Total	4	1196

Based on the above, I report that the Resolution as set forth in Item No. 3 of the Notice of the Annual Meeting dated has been passed by the Unitholders with requisite majority.

ITEM NO. 4: TO CONSIDER AND ADOPT THE VALUATION REPORT ISSUED BY M/S. RBSA VALUATION ADVISORS LLP, INDEPENDENT VALUER, FOR THE VALUATION OF SPECIAL PURPOSE VEHICLES OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST AS AT MARCH 31, 2022

(i) Voted in *favour* of the resolution:

Mode	No. of Unitholders voted	No. of votes cast in favor of resolution	% of total no. of valid votes cast *
Remote e-voting	209	501390776	100
Voting through			
electronic means at	7	43718	0
the Annual Meeting			
Total	216	501434494	100

^{* %} mentioned in the table has been rounded off to the nearest decimal.

(ii) Voted *against* the resolution:

Mode	No. of Unitholders voted	No. of votes cast against the resolution	% of total no. of valid votes cast*
Remote e-voting	1	30	0
Voting through electronic means at the Annual Meeting	0	0	0
Total	1	30	0

^{* %} mentioned in the table has been rounded off to the nearest decimal.

(iii) Invalid/Abstained votes:

Mode	Total numbers of Unitholders whose votes were declared invalid /Abstained	Total number of votes cast by them
Remote e-voting	2	36
Voting through electronic means at the Annual Meeting	1	1100
Total	3	1136

Based on the above, I report that the Resolution as set forth in Item No. 4 of the Notice of the Annual Meeting has been passed by the Unitholders with requisite majority.

<u>ITEM NO. 5</u>: TO CONSIDER AND APPROVE THE APPOINTMENT OF THE VALUER OF POWERGRID INFRASTRUCTURE INVESTMENT TRUST FROM FY 2022-23 TO FY 2023-24

(i) Voted in *favour* of the resolution:

Mode	No. of Unitholders voted	No. of votes cast in favor of resolution	% of total no. of valid votes cast *
Remote e-voting	209	501390793	100
Voting through electronic means at the Annual Meeting	7	43718	0
Total	216	501434511	100

^{* %} mentioned in the table has been rounded off to the nearest decimal.

(ii) Voted *against* the resolution:

Mode	No. of Unitholders voted	No. of votes cast against the resolution	% of total no. of valid votes cast *
Remote e-voting	2	14	0
Voting through electronic means at the Annual Meeting	0	0	0
Total	2	14	0

CS. SAYITA JYOTI B Com FC S mentioned in the table has been rounded off to the nearest decimal.

(iii) Invalid/Abstained votes:

Mode	Total numbers of Unitholders whose votes were declared	Total number of votes cast by them
Remote e-voting	invalid / Abstained 1	35
Voting through electronic		
means at the Annual	1	1100
Meeting		
Total	2	1135

Based on the above, I report that the Resolution as set forth in Item No. 5 of the Notice of the Annual Meeting has been passed by the Unitholders with requisite majority.

All relevant records relating to remote e-voting and voting by electronic means conducted at the Annual Meeting shall remain in the safe custody of Scrutinizer until the Chairman of Investment Manager considers, approves and signs the minutes of the Annual Meeting and thereafter the Scrutinizer shall hand over the same to the Company Secretary and Compliance Officer of the Investment Manager.

Thanking You, Yours faithfully,

For SAVITA JYOTI ASSOCIATES

Scrutinizer

CS SAVITA JYOTI

Practicing Company Secretaries

CP No.: 1796; M. No. F3738 UDIN: F003738D000708398

Place: Hyderabad Date: 29/07/2022

Received by: __\
Signature: ____

Name: Anjana Luthra

Designation: Company Secretary & Compliance Officer POWERGRID Unchahar Transmission Limited

(as Investment Manager to PGInvIT)

Place: Gurgaon Date: July 29, 2022 Practicing Company Secretary
Certificate of Practice No. 1796

SAVITA JYOTI, FCS 3738

Witness:

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