

**Date: April 27, 2026**

**BSE Limited**

Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai — 400 001.

**Scrip Code - 974630**

**ISIN - INE219X07363**

**Subject: Notice of the Postal Ballot of Debt Security Holders dated April 27, 2026**

Dear Sir/ Madam,

Pursuant to Regulation 50(2) and Regulation 51 read with Schedule III (Part-B) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) (the “**LODR Regulations**”) read with the SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 (“**SEBI InvIT Master Circular**”) and subject to other applicable laws and regulations, the Investment Manager on behalf of IndiGrid Infrastructure Trust (the “**IndiGrid**”) seek approval of the Debt Security Holders of IndiGrid on the following agenda item(s) listed in the Postal Ballot Notice (“**Notice**”) through remote e-voting only (“**remote e-voting**”):

S. No.	Particulars
1.	To grant approval for amendment and/or restatement of the debt security trust deed, debt security documents to increase the limit of investment from 25% to 35% in asset class (besides transmission) and matters related thereto
2.	To grant approval for amendment and/or restatement of the debt security trust deed, debt security documents to permit divestment, transfer or otherwise disposing of any infrastructure asset upto 2% of the asset under management and matters related thereto

We would like to inform you that IndiGrid Investment Managers Limited, the Investment Manager, on behalf of IndiGrid, on April 27, 2026, has completed electronic transmission of Notice to the Debt Security Holders of IndiGrid whose names appear in the records of Depository as on the cut-off date i.e. April 24, 2026.

Pursuant to applicable provisions of the LODR Regulations and any other applicable laws and regulations, please find enclosed herewith a copy of Notice dated April 27, 2026. The Notice is also available on the website of IndiGrid i.e. <https://www.indigrid.co.in/>

The remote e-voting shall commence on Tuesday, April 28, 2026, at 9:00 a.m. (IST) and ends on Thursday, June 11, 2026, at 5:00 p.m (IST).

**IndiGrid Investment Managers Limited**

**Registered & Corporate Office:** Unit No. 101, First Floor, Windsor, Village KoleKalyan, off CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra, India **CIN:** U28113MH2010PLC308857  
**Ph:** +91 72084 93885 | **Email:** [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com) | [www.indigrid.co.in](http://www.indigrid.co.in)

You are requested to take the same on record.

Thanking you,

For and on behalf of **IndiGrid Investment Managers Limited**

Representing IndiGrid Infrastructure Trust as its Investment Manager

**Urmil Shah**

Company Secretary & Compliance Officer

ACS-23423

**Copy to-**

**1. IDBI Trusteeship Services Limited**

Universal Insurance Building, Ground Floor,  
Sir P.M. Road, Fort, Mumbai – 400001

**2. Axis Trustee Services Limited**

The Ruby, 2nd Floor, SW 29 Senapati Bapat  
Marg, Dadar West, Mumbai- 400 028  
Maharashtra, India



**INDIGRID INFRASTRUCTURE TRUST (“IndiGrid”)  
(Formerly known as India Grid Trust)**

(An Infrastructure Investment Trust registered with Securities and Exchange Board of India vide registration no. IN/InvIT/16-17/0005)

**Principal Place of Business:** Unit No. 101, First Floor, Windsor, Village KoleKalyan, Off CST Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai – 400 098, Maharashtra, India | **Tel:** +91 72084 93885

**Compliance Officer:** Mr. Urmil Shah; **E-mail:** [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com); **Website:** [www.indigrid.co.in](http://www.indigrid.co.in)

**Notice of the Postal Ballot of Debt Security/Debenture Holders**

**ISIN - INE219X07363**

**NOTICE IS HEREBY GIVEN** that pursuant to applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) (the “**InvIT Regulations**”) read with SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 issued by the Securities and Exchange Board of India (the “**SEBI Master Circular**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) (the “**SEBI LODR**”) and subject to other applicable laws and regulations, the resolution(s) as set out in this Postal Ballot Notice are proposed to be passed by the debt security holders /debenture holders (“**Debt Security Holders**”) of following series of Non-Convertible Debentures/Debt Securities of IndiGrid Infrastructure Trust (the “**Debt Securities**”, and such trust, “**IndiGrid**” or “**Trust**” or “**Issuer**”) through Postal Ballot by remote e-voting process only (“**remote e-voting**”):

Series	ISIN	Description	Issue Size (in Cr)
NCD Series P	INE219X07363	Senior, Secured, Listed, Rated, Redeemable, Non-convertible Debt Securities or Debentures	500

The relevant explanatory statement, setting out the material facts concerning the resolution is annexed hereto.

The Board of Directors of IndiGrid Investment Managers Limited (Investment Manager of IndiGrid) has appointed Mr. B Narasimhan (FCS-1303), failing him, Mr. K Venkataraman (ACS-8897), Practicing Company Secretaries, as the Scrutinizer to conduct the remote e-voting process in a fair and transparent manner.

The Investment Manager on behalf of IndiGrid has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating remote e-voting to enable Debt Security Holders to cast their votes electronically only. Debt Security Holders are requested to carefully read the instructions provided in **Annexure A** forming part of this Postal Ballot Notice.

The Scrutinizer will submit their report to the Chairman of Board of Directors of the Investment Manager of IndiGrid or any person authorized by him, after completion of scrutiny of total votes cast for Postal Ballot under each ISIN. The results of the resolution(s) proposed to be passed by Postal Ballot would be declared on or before Friday, June 12, 2026. The results declared along with the Scrutinizer’s report will be sent to the Stock Exchange(s). The same will be available on website of the IndiGrid at [www.indigrid.co.in](http://www.indigrid.co.in) and NSDL at <https://evoting.nsd.com>.

**Proposed Resolution(s):**

**ITEM NO. 1: TO GRANT APPROVAL FOR AMENDMENT AND/OR RESTATEMENT OF THE DEBT SECURITY TRUST DEED, DEBT SECURITY DOCUMENTS TO INCREASE THE LIMIT OF INVESTMENT FROM 25% TO 35% IN ASSET CLASS (BESIDES TRANSMISSION) AND MATTERS RELATED THERETO**

To consider and if thought fit, to pass the following resolutions by way of ordinary resolution (i.e. where the consent of Majority Debenture Holders / Debt Security Holders as defined in the Debt Security Trust Deed under each ISIN is

required) in terms of the offer document / placement memorandum / general information document and key information document, as applicable; (b) the debenture trust deed / debt security trust deed; and (c) all other debenture documents or debt security documents (together, the “**Debt Security Documents**”) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**SEBI LODR**”)

“**RESOLVED THAT** pursuant to applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “**SEBI LODR**”), all other applicable regulations of the Securities and Exchange Board of India, such other approvals as may be required and the terms of (a) the offer document / placement memorandum / general information document and key information document, as applicable; (b) the debenture trust deed / debt security trust deed; and (c) all other debenture documents or debt security documents (together, the “**Debt Security Documents**”), in each case in connection with the following series of senior, secured, listed, rated, redeemable, non-convertible debt securities or debentures (the “**Debt Securities**”) issued by IndiGrid Infrastructure Trust (the “**Issuer**”):

ISIN	Scrip Code	Series Description
INE219X07363	974630	Senior, Secured, Listed, Rated, Redeemable, Non-convertible Debt Securities or Debentures (“Series P”)

consent of the holders of the respective series of the Debt Securities (“**Holders**”) be and is hereby accorded to the Issuer for undertaking amendment and/or restatement and/or modification of the following clause of each applicable Debt Security Documents to increase the limit of investment from 25% to 35% in asset class (besides transmission) as shown below:

*In case Issuer ventures into other asset class (besides transmission) such other asset class shall not be more than 25%-35% of the total value of InvIT assets as defined by SEBI at that time. In the event value of such other assets class as percentage of value of InvIT assets exceeds 25% 35%, Issuer to take approvals from each Debenture Holder. If approvals are not provided, Issuer will have to prepay without any prepayment premium with 30 days’ notice by way of partial/full prepayment on the basis of the debentures held by the dissenting Debenture Holders.*

“**RESOLVED FURTHER THAT** consent of the Holders be and is hereby accorded to the respective debenture trustees to take all necessary actions and to co-operate with the Issuer to give effect to the aforesaid modifications.”

“**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Investment Manager be and are hereby authorized to 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 give effect to the above resolution(s).”

**ITEM NO. 2: TO GRANT APPROVAL FOR AMENDMENT AND/OR RESTATEMENT OF THE DEBT SECURITY TRUST DEED, DEBT SECURITY DOCUMENTS TO PERMIT DIVESTMENT, TRANSFER OR OTHERWISE DISPOSING OF ANY INFRASTRUCTURE ASSET UPTO 2% OF THE ASSET UNDER MANAGEMENT AND MATTERS RELATED THERETO**

To consider and if thought fit, to pass the following resolutions by way of special resolution ((i.e. where the consent of debt security holders / debenture holders representing not less than three-fourths in value under each ISIN as required) in terms of Regulation 59 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**SEBI LODR**”)

“**RESOLVED THAT** pursuant to Regulation 59 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “**SEBI**”

LODR”), all other applicable regulations of the Securities and Exchange Board of India and the terms of (a) the offer document / placement memorandum / general information document and key information document, as applicable; (b) the debenture trust deed / debt security trust deed; and (c) all other debenture documents or debt security documents (together, the “**Debt Security Documents**”), in each case in connection with the following series of senior, secured, listed, rated, redeemable, non-convertible debt securities or debentures (the “**Debt Securities**”) issued by IndiGrid Infrastructure Trust (the “**Issuer**”):

ISIN	Scrip Code	Series Description
INE219X07363	974630	Senior, Secured, Listed, Rated, Redeemable, Non-convertible Debt Securities or Debentures (“Series P”)

consent of the holders of the respective series of the Debt Securities (“**Holders**”) be and is hereby accorded to the Issuer for undertaking amendment and/or restatement and/or modification of each applicable Debt Security Documents for the insertion of the following non-obstante clause, *mutatis mutandis*, in each Debt Security Document:

***Notwithstanding anything contained in any of the financing agreements, (a) any of the Issuer, the HoldCo(s) and/or the SPV(s) shall be permitted to divest, transfer or otherwise dispose of any infrastructure asset(s) and/or divest, transfer or otherwise dispose of equity shares or direct/ indirect interest in the HoldCo(s)/SPV(s) by the Issuer, in one or more transactions, the aggregate value of which shall not exceed 2% of the total assets under management (on a cumulative basis) in a particular financial year as per the latest valuation report of all InvIT Assets, and (b) take all necessary actions in connection with such divestments and disposals.***

***Net proceeds from such divestment(s)/transfer(s)/disposal(s) shall be utilized only towards repayment of outstanding debt and/or to re-invest the sale proceeds into another infrastructure asset and/or any other purposes, in each case, in compliance with the financing agreements and the SEBI InvIT Regulations. Post completion of such divestment(s)/transfer(s)/disposal(s), the stipulated security cover (if any as required under the financing agreements or applicable regulations) shall continue to be maintained at all times. The security trustee/debenture trustee shall be authorized to issue consent(s) and no-objection certificate(s), release security(ies) and/or pledge(s), execute all necessary documents and take all required actions in connection therewith (if applicable, upon receipt of such security cover confirmation).***

“**RESOLVED FURTHER THAT** consent of the Holders be and is hereby accorded to the respective debenture trustees to take all necessary actions and to co-operate with the Issuer to give effect to the aforesaid modifications.”

“**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Investment Manager be and are hereby authorized to 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 give effect to the above resolution(s).”

On behalf of IndiGrid Infrastructure Trust

**IndiGrid Investment Managers Limited**  
(as the Investment Manager of IndiGrid Infrastructure Trust)

Sd/-

Urmil Shah

Company Secretary & Compliance Officer  
Mumbai, April 27, 2026

**NOTES:**

1. An Explanatory Statement setting out material facts and reasons for the proposed resolution(s) as mentioned above, is appended herein below for perusal.
2. The Postal Ballot Notice is being sent to the Debt Security Holders whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited as at the close of business hours on Friday, April 24, 2026 (**'cut-off date'**). Debt Security Holders as on the cut-off date would be entitled to vote for the purpose of Postal Ballot and a person who is not a Debt Security Holders as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is being sent only through electronic mode to all Debt Security Holders whose e-mail addresses are registered with the Depositories. For Debt Security Holders whose e-mail addresses are not registered. Debt Security Holders who have not registered their e- mail addresses or have not received any communication regarding this postal ballot for any reason whatsoever, may obtain the user ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com) or contact NSDL at 1800 1020 990/ 1800 22 44 30 (between 9.00 a.m. to 6.00 p.m.).
3. Resolution(s) passed by the requisite majority by the Debt Security Holders through Postal Ballot shall be deemed to have been duly passed at a Debt Security Holders Meeting convened on that behalf.
4. The resolution(s), if approved, shall be deemed to have been passed on the last date of voting, i.e. Thursday, June 11, 2026.
5. The remote e-voting period commences on Tuesday, April 28, 2026, at 9:00 a.m. (IST) and ends on Thursday, June 11, 2026, at 5:00 p.m. (IST). During this period, the Debt Security Holders holding Debt Securities in dematerialized form, as on the cut-off date i.e. Friday, April 24, 2026, may cast their vote by electronic means. Details of the process and manner of remote e-voting are provided in **Annexure A**. The remote e-voting module shall be disabled for voting thereafter. Once the votes on resolution(s) are cast by the Debt Security Holders, the Debt Security Holders shall not be allowed to change it subsequently.
6. The voting rights of Debt Security Holders shall be in proportion to their Debt Securities of the Debt capital of the IndiGrid under each ISIN as on the cut-off date i.e. Friday, April 24, 2026.
7. The documents referred to in this Postal Ballot Notice and Explanatory Statement are uploaded on website of IndiGrid at [www.indigrid.co.in](http://www.indigrid.co.in).
8. Wherever required or possible, the Debt Security Holders are requested to address all correspondence, including distribution matters, to the Registrar & Transfer Agent (R&TA), KFin Technologies Limited (Unit: IndiGrid Infrastructure Trust), Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India or email at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
9. Debt Security Holders are requested to send their queries, if any, to the Investment Manager to enable the Investment Manager to provide the required information on [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com).
10. Debt Security Holders 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.
11. Voting by any person who is a related party in such transaction as well as associates of such person(s) shall not be considered.

Principal Place of Business and Contact Details of the Trust:

**IndiGrid Infrastructure Trust**

Unit No. 101, First Floor, Windsor, Village KoleKalyan,

Off CST Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai- 400 098, Maharashtra, India

**Tel:** +91 72084 93885

**E-mail:** [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com) **Website:** [www.indigrid.co.in](http://www.indigrid.co.in)

**Compliance Officer:** Mr. Urmil Shah

**Registered & Corporate Office and Contact Details of the Investment Manager:****IndiGrid Investment Managers Limited**

Unit No. 101, First Floor, Windsor, Village KoleKalyan,

Off CST Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai- 400 098, Maharashtra, India

**CIN:** U28113MH2010PLC308857

**Tel:** +91 72084 93885

**E-mail:** [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com)

**Contact Person:** Mr. Urmil Shah

## EXPLANATORY STATEMENT

### ITEM NO. 1:

The ordinary resolution contained in the Notice under Item No. 1 relates to resolutions proposed by the Investment Manager of IndiGrid enabling the Board of Investment Manager amendment and/or restatement of the debt security trust deed, debt security documents and matters related thereto.

IndiGrid Infrastructure Trust (the “**Issuer**”) has issued the following series of senior, secured, listed, rated, redeemable, non-convertible debt securities or debentures (the “**Debt Securities**”):

ISIN	Scrip Code	Series Description
INE219X07363	974630	Senior, Secured, Listed, Rated, Redeemable, Non-convertible Debt Securities or Debentures (“Series P”)

Now, the Issuer is proposing to make the following modifications to the terms of the Debt Securities by way of amendment in (a) the offer document / placement memorandum / general information document and key information document, as applicable; (b) the debenture trust deed / debt security trust deed; and (c) all other debenture documents or debt security documents (together, the “**Debt Security Documents**”):

Proposed Modification in Debt Security Documents	Rationale
<p>The following clause of each applicable debt security document / debenture document for the Debt Securities will be modified <u>as shown</u>:</p> <p><i>In case Issuer ventures into other asset class (besides transmission) such other asset class shall not be more than <del>25%</del> 35% of the total value of InvIT assets as defined by SEBI at that time. In the event value of such other assets class as percentage of value of InvIT assets exceeds <del>25%</del> 35%, Issuer to take approvals from each Debenture Holder. If approvals are not provided, Issuer will have to prepay without any prepayment premium with 30 days’ notice by way of partial/full prepayment on the basis of the debentures held by the dissenting Debenture Holders.</i></p>	<p>Considering the opportunities available in the power sector and to pursue such opportunities, we intend to modify the existing covenant to enable growth of InvIT in other asset class (Besides transmission) from 25% to 35% of total value of InvIT assets as defined by SEBI. We believe that this will enable growth of the InvIT and further diversification while maintaining overall credit quality.</p>

Accordingly, this notice is for soliciting and obtaining the consent of the holders of each applicable series of the Debt Securities (“**Debt Security Holders**”) to modify the terms thereof in the manner set out above.

The proposed amendments **do not adversely affect the interest of the Debt Security Holders**, including but not limited to:

- reduction in security cover,
- change in repayment terms,
- change in coupon/ yield, or
- dilution of covenants protecting Debt Security Holders.

It is further informed that the proposed amendments do not have any material impact on the operations of IndiGrid.

The Board of Directors of the Investment Manager, at its meeting held on April 13, 2026, had, inter alia, subject to such approvals as may be required, approved amendment and/or restatement of the debt security trust deed, debt security documents and matters related thereto.

None of the Director(s) or Key Managerial Personnel of Investment Manager or their respective relatives are concerned or interested, financial or otherwise in the resolution mentioned at Item No. 1 of this Notice.

The Board of Directors of Investment Manager recommends the resolution set forth in Item No. 1 for the approval of the

Debt Security Holders by way of ordinary resolution (i.e. where the consent of Majority Security Holders / Debenture Holders as defined in the Debt Security Trust Deed under each ISIN is required).

**ITEM NO. 2:**

The special resolution contained in the Notice under Item No. 2 relates to resolution proposed by the Investment Manager of IndiGrid enabling the Board of Investment Manager amendment and/or restatement of the debt security trust deed, debt security documents and matters related thereto.

IndiGrid Infrastructure Trust (the “**Issuer**”) has issued the following series of senior, secured, listed, rated, redeemable, non-convertible debt securities or debentures (the “**Debt Securities**”):

ISIN	Scrip Code	Series Description
INE219X07363	974630	Senior, Secured, Listed, Rated, Redeemable, Non-convertible Debt Securities or Debentures (“Series P”)

In terms of Regulation 59(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the approval of the stock exchange will be provided for any material modification to the structure of the Debt Securities only after obtaining consent in writing of the holders of not less than three-fourths, by value of holders of that class of securities. Further, such consent is required to be obtained through remote e-voting facility.

Now, the Issuer is proposing to make the following modifications to the terms of the Debt Securities by way of amendment in (a) the offer document / placement memorandum / general information document and key information document, as applicable; (b) the debenture trust deed / debt security trust deed; and (c) all other debenture documents or debt security documents (together, the “**Debt Security Documents**”):

Proposed Modification in Debt Security Documents	Rationale
<p>The following non-obstante clause, <i>mutatis mutandis</i>, will be included in each applicable debt security document for the Debt Securities:</p> <p><i>Notwithstanding anything contained in any of the financing agreements, (a) any of the Issuer, the HoldCo(s) and/or the SPV(s) shall be permitted to divest, transfer or otherwise dispose of any infrastructure asset(s) and/or divest, transfer or otherwise dispose of equity shares or interest in the HoldCo(s)/SPV(s) by the Issuer, in one or more transactions, the aggregate value of which shall not exceed 2% of the total assets under management (on a cumulative basis) in a particular financial year as per the latest valuation report of all InvIT Assets, and (b) take all necessary actions in connection with such divestments and disposals. Net proceeds from such divestment(s)/transfer(s)/disposal(s) shall be utilized only towards repayment of outstanding debt and/or to re-invest the sale proceeds into another infrastructure asset and/or any other purposes, in each case, in compliance with the SEBI InvIT Regulations. Post completion of such divestment(s)/transfer(s)/disposal(s), the stipulated security cover (if any as required under the financing agreements or applicable regulations) shall continue to be maintained at all times. The security trustee/debenture trustee shall be authorized to issue consent(s) and no-objection certificate(s), release security(ies) and/or pledge(s), execute all necessary documents and take all required actions in connection therewith (if applicable, upon receipt of such security cover confirmation)</i></p>	<p>IndiGrid since its inception, has acquired multiple assets within power sector, resulting in a diversified and growing portfolio of infrastructure assets.</p> <p>As on date, IndiGrid portfolio consists of 45 assets within Transmission &amp; Battery Energy Storage Systems (BESS) and solar across 20 States and 2 Union Territories. With expansion in portfolio, it has also increased operational and geographical intricacies. Considering the disproportionate operational, and administrative efforts required to manage smaller assets, IndiGrid is exploring the divestment of SPVs which are relatively smaller in terms of operational capacity and/or revenue contribution to the overall portfolio. Such calibrated divestment of assets which have been part of the InvIT for a longer time period will enable IndiGrid to ensure better allocation of resources.</p>



Accordingly, this notice is for soliciting and obtaining the consent of the holders of each applicable series of the Debt Securities (“**Debt Security Holders**”) to modify the terms thereof in the manner set out above.

The proposed amendments **do not adversely affect the interest of the Debt Security Holders**, including but not limited to:

- reduction in security cover,
- change in repayment terms,
- change in coupon/ yield, or
- dilution of covenants protecting Debt Security Holders.

It is further informed that the proposed amendments do not have any material impact on the operations of IndiGrid.

The Board of Directors of the Investment Manager, at its meeting held on April 13, 2026, had, inter alia, subject to such approvals as may be required, approved amendment and/or restatement of the debt security trust deed, debt security documents and matters related thereto.

None of the Director(s) or Key Managerial Personnel of Investment Manager or their respective relatives are concerned or interested, financial or otherwise in the resolution mentioned at Item No. 2 of this Notice.

The Board of Directors of Investment Manager recommends the resolution set forth in Item No. 2 for the approval of the Debt Security Holders by way of special majority.

## ANNEXURE A





### Step 1: Access to NSDL e-Voting system

#### **A) Login method for e-Voting for Individual Debt Security Holders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual holders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Debt Security Holders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Debt Security Holders holding securities in demat mode is given below:

Type of Debt Security Holders	Login Method
Individual Debt Security Holders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>5. Debt Security Holders /Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Debt Security Holders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Debt Security Holders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Debt Security Holders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Debt Security Holders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000

Individual Debt Security Holders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800-21-09911

**ii) Login Method for Debt Security Holders other than Individual Debt Security Holders holding securities in demat mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Details of User ID are given below:

Manner of holding Units i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Debt Security Holders who hold Units in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Debt Security Holders who hold Units in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

5. Details of Password are given below:
  - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will prompt you to change your password.
  - iii) How to retrieve your ‘initial password’?
    - (a) If your e-mail ID is registered in your demat account, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of your beneficiary ID for CDSL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (b) If your email ID is not registered, please follow process mentioned in the notice for those Debt Security Holders whose e-mail IDs are not registered.
6. If you are unable to retrieve or have not received the ‘initial password’ or have forgotten your password:
  - Click on ‘Forgot User Details/Password?’ (If you are holding Units in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - If you are still unable to get the password by the aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Debt Security Holders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to ‘Terms and Conditions’ by selecting on the check box.
8. Now, you will have to click on ‘Login’ button.
9. After you click on the ‘Login’ button, home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

- i) After successful login at Step 1, you will be able to see EVEN of all the companies in which you are holding shares / Units and whose voting cycle is in active status.
- ii) Select “EVEN” of IndiGrid as specified in below table for respective ISIN for which you wish to cast your vote during the remote e-Voting period:

Series	ISIN	EVEN
NCD Series P	INE219X07363	139209

- iii) Now you are ready for e-Voting as the Voting page opens.
- iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of Units for which you wish to cast your vote and click on ‘Submit’ and also ‘Confirm’ when prompted.
- v) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for Debt Security Holders :

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password?’ or ‘Physical User Reset Password?’ option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- ii. In case of any queries/grievances pertaining to remote e-Voting, you may refer to the Frequently Asked Questions (FAQs) for Debt Security Holders and e-Voting user manual for Debt Security Holders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll-free number: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Debt Security Holders and e-Voting user manual for Debt Security Holders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400 051 at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) or at telephone no. 022- 48867000.

#### Process for those Debt Security Holders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [complianceofficer@indigrid.com](mailto:complianceofficer@indigrid.com). If you are an Individual Debt Security Holders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual Debt Security Holders holding securities in demat mode.
2. Alternatively, Debt Security Holders /members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual Debt Security Holders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Debt Security Holders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.