

February 10, 2024

**The Listing Department,
National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip ID/Symbol: SEITINVIT

Subject: Postal Ballot Notice to the Unitholders of Sustainable Energy Infra Trust

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “SEBI InvIT Regulations”) and subject to other applicable laws and regulations, the Board of Directors of Sustainable Energy Infra Investment Managers Private Limited, acting as Investment Manager (“**Investment Manager**”) to Sustainable Energy Infra Trust (“**SEIT**” or “**Trust**”), has approved the Notice of Postal ballot (“**Notice**”) vide resolution by circulation dated Friday, February 9, 2024 passed on Saturday, February 10, 2024.

Accordingly, the Investment Manager seeks approval of the Unitholders of the Trust on the following matters listed in the Postal Ballot Notice through voting by electronic means.

Sr No.	Proposed Resolution
1.	To consider and approve amendment and restatement of the Investment Management Agreement
2.	To consider and approve amendment and restatement of the Trust Deed

We would like to inform you that the Investment Manager on behalf of the Trust has on February 10, 2024, completed the electronic transmission of the Postal Ballot Notice to the Unitholders of the Trust whose names appear in the records of the Depositories and/or KFin Technologies Limited (“KFinTech” or “RTA”) as on the cut-off date i.e., Friday, February 02, 2024.

Sustainable Energy Infra Investment Managers Private Limited

Investment Manager to Sustainable Energy Infra Trust:

Corporate Office: Ground Floor, Winchester, Cowrks, Hiranandani Gardens, Powai, Mumbai - 400 076

Registered Office : Mahindra Towers, Pandurang Budhkar Marg, Near Doordarshan Kendra, Worli, Mumbai - 400 018

E: seit@seit.co.in W: www.seit.co.in T: +91 2262886105 CIN: U66190MH2023FTC401685

The voting period commences at 09:00 hours (IST) on Sunday, February 11, 2024, and ends at 17:00 hours (IST) on Sunday, March 03, 2024 (both days inclusive). The result of which is proposed to be declared no later than Tuesday, March 05, 2024.

Pursuant to the applicable provisions of the SEBI InvIT Regulations and any other applicable laws and regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated February 10, 2024.

The Postal Ballot Notice is also available on the website of the Trust i.e. www.seit.co.in

We request you to kindly take this on record.

Thanking you,

Sincerely,

**For Sustainable Energy Infra Investment Managers Private Limited
(Acting as an Investment Manager to Sustainable Energy Infra Trust)**

Devjeet Ghosh
Compliance Officer

Encl: As above

Sustainable Energy Infra Trust

(An infrastructure investment trust registered with the Securities and Exchange Board of India)

Principal Place of Business: Mahindra Towers, Pandurang Budhkar Marg, Near Doordarshan Kendra, Worli, Mumbai 400 018

Compliance Officer: Devjeet Ghosh email: compliance@seit.co.in Tel: + 91 22 6209 7900

SEBI Registration Number: In/InvIT/23-24/0027 Website: www.seit.co.in

Ref: No: SEIT/LCS/NTC/PBN/001/10022024

POSTAL BALLOT NOTICE

NOTICE is hereby given that, pursuant to **Regulation 22(2)** of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended till date and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "**InvIT Regulations**"), the Trust Deed dated July 20, 2023 entered into among the 2726522 Ontario Limited, Mahindra Susten Private Limited (collectively the "**Sponsors**") and Axis Trustee Services Limited ("**Trustee**") (referred to as "**Trust Deed**") and pursuant to other applicable laws and regulations, if any, as may be applicable in this regard, the resolutions as set out in this Postal Ballot Notice is proposed to be passed by the unitholders (the "**Unitholders**") of the Sustainable Energy Infra Trust ("**SEIT**" or "**Trust**") by way of Postal Ballot through remote e-voting process ("**remote e-voting**").

An explanatory statement pertaining to the proposed resolution(s) setting out the material facts and reasons/rationale thereto is annexed to the Postal Ballot Notice for your consideration.

The Board of Directors of Sustainable Energy Infra Investment Managers Private Limited ("**Board**"), acting as the Investment Manager of the Trust ("**Investment Manager**"), has engaged the services of National Securities Depository Limited ("**NSDL**"), to provide a remote e-voting facility to Unitholders.

The Investment Manager on behalf of the Trust has appointed Ms. Deepti Kulkarni, (Membership No.: A34733, COP: 22502), failing her, Mr. Omkar Dindorkar (Membership No.: A43029, COP: 24580), Partners, MMJB & Associates LLP, Practicing Company Secretaries, Mumbai (ICSI Unique Code: L2020MH006700), Practicing Company Secretaries, as the Scrutinizer (the "**Scrutinizer**") for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Unitholders identified as on the closure of business hours of Friday, February 2, 2024 ("**Cut-off date**"), shall be eligible to vote. The remote e-voting period commences on February 11, 2024 from 09:00 A.M. (IST) and ends on March 3, 2024 at 05:00 P.M. (IST). The Unitholder must vote only through electronic mode as per the instructions for e-voting provided in this Postal Ballot Notice.

The Unitholders may note that the facility to exercise their right to vote on the resolutions proposed to be considered in this Postal Ballot Notice by electronic means shall be transacted only through e-voting services. The facility of casting the votes by the Unitholders using an electronic voting system will be provided by the NSDL. The Unitholders are requested to carefully read the instructions specified in the email sent to them on the respective email IDs as may be registered/ updated/ available in the database of the Trust and/or KFin Technologies Limited ("**KFintech**" or "**RTA**") the

Registrar and Transfer Agent (“RTA”) along with the e-voting instructions for e-voting provided in this Postal Ballot Notice.

Unitholders are requested to carefully read the e-voting instructions mentioned in the notes under the section ‘**Voting through electronic means**’ in this Notice.

The Notice of the postal ballot is also available on the Trust’s website: <http://www.seit.co.in> and on the website of the National Stock Exchange of India Limited at www.nseindia.com.

The relevant documents referred to in the accompanying Notice are open for inspection by the Unitholders at the Place of Business of the Trust on all working days (i.e. except Saturdays, Sundays and Public Holidays) between 9.00 am to 6.00 pm up to the last day of the e-voting.

After scrutinizing the votes casted through remote e-voting, the Scrutinizer will submit its report to the Compliance Officer of the Investment Manager of the Trust. The last date of voting, i.e. Sunday, March 3, 2024, shall be the date on which the resolution would be deemed to have been passed if approved by the requisite majority. Votes received after the aforesaid last date of voting will be considered as abstinence from voting on the items indicated in the Postal Ballot Notice. The results of the Postal Ballot shall be announced within two working days from the last date of e-voting.

The results and the Scrutinizer’s report will be submitted to the National Stock Exchange of India Limited. Additionally, the results would also be placed on the website of Trust: <http://www.seit.co.in> and on the website of the remote e-voting agency, NSDL- <https://evoting.nsdl.com>.

PROPOSED RESOLUTION(S):

ITEM NO. 1: TO CONSIDER AND APPROVE THE AMENDMENT AND RESTATEMENT OF THE INVESTMENT MANAGEMENT AGREEMENT

To consider and if thought fit, to pass the following resolution, without modification(s), by way of requisite majority (i.e. where present and voting unitholders, cast votes in favour of the resolution shall not be less than one and half times the votes cast against the resolution) in terms of Regulation 22(5)(d) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

“**RESOLVED THAT** pursuant to the provisions of Regulation 4(2)(h) of SEBI (Infrastructure Investment Trusts) Regulations, 2014 (“**InvIT Regulations**”) read with SEBI Circular bearing reference number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023 (“**Nomination Circular**”) and other applicable laws, including any statutory modifications or amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time (to the extent applicable), the consent of the unitholders of Sustainable Energy Infra Trust (“**Trust**”) be and is hereby granted to amend and restate the amended and restated

investment management agreement dated September 15, 2023 (“IMA”) entered into between the Trust, Axis Trustee Services Limited (“Trustee to Sustainable Energy Infra Trust”) and Sustainable Energy Infra Investment Managers Private Limited (“Investment Manager” or “IM Company”), a draft of which has been placed before the Board and has been available for the inspection of the Unitholders of the Trust.

RESOLVED FURTHER THAT the Board of Directors (including any committee(s) thereof) or Key Managerial Personnel of the Investment Manager and such other person(s) as it may authorise be and are hereby severally authorised to execute the amended and restated Investment Management Agreement and take all such steps and give such directions to comply with all the formalities and do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, desirable or expedient, in connection with or incidental to the execution of the amended and restated Investment Management Agreement and to finalise and execute such agreements, letters and other writings in this regard, including delegation of all, or any of these powers and to do all acts, deeds, things, and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors of Investment Manager, to be in the best interest of InvIT, as it may deem fit, 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.”

ITEM NO. 2: TO CONSIDER AND APPROVE THE AMENDMENT AND/OR RESTATEMENT OF THE TRUST DEED

To consider and if thought fit, to pass the following resolution, without modification(s), by way of a requisite majority (i.e. where present and voting unitholders, cast votes in favour of the resolution shall not be less than one and half times the votes cast against the resolution) in terms of Regulation 22(5)(d) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

“RESOLVED THAT pursuant to the provisions of Regulation 4(2)(h) of SEBI (Infrastructure Investment Trusts) Regulations, 2014 (“**InvIT Regulations**”) read with SEBI Circular bearing reference number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023 (“**Nomination Circular**”), the consent of the unitholders of Sustainable Energy Infra Trust (“**InvIT or Trust**”) be and is hereby granted to amend and restate the Trust Deed dated July 20, 2023 executed between Mahindra Susten Private Limited (“**Settlor/ MSPL sponsor of Trust**”), 2726522 Ontario Limited (“**OTPP Sponsor**”) and Axis Trustee Services Limited (“**Trustee to Trust**”), a draft of which has been placed before the Board and has been available for the inspection of the Unitholders of the Trust.

RESOLVED FURTHER THAT the Board of Directors (including any committee(s) thereof) or Key Managerial Personnel of the Investment Manager and such other person(s) as it may authorise be and are hereby severally authorised to execute the amended and restated trust deed and take all such steps and give such directions to comply with all the formalities and do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, desirable or expedient, in connection with or incidental to the execution of the amended and

restated trust deed and for giving effect to the above resolution, including appearing before the relevant sub-registrar for the purposes of registration of the trust deed and to settle any question that may arise in this regard, 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.”

By Order of the Board
Sustainable Energy Infra Investment Managers Private Limited
(Acting as the Investment Manager to Sustainable Energy Infra Trust)

Devjeet Ghosh
General Counsel & Chief Compliance Officer

Date: February 10, 2024
Place: Mumbai

Principal Place of Business and Contact Details of the Trust

Mahindra Towers, Pandurang Budhkar Marg, Near Doordarshan Kendra, Worli, Mumbai 400 018

Email: compliance@seit.co.in

Compliance Officer: Devjeet Ghosh

Registered office and Contact details of Sustainable Energy Infra Investment Managers Private Limited

CIN: U66190MH2023FTC401685

Registered office: Mahindra Towers, Pandurang Budhkar Marg, Near Doordarshan Kendra, Worli, Mumbai – 400 018.

Corporate Office: CoWrks, Ground Floor, Winchester, South Avenue Road, Downtown Powai, Mumbai – 400 076.

Tel: +91 22 6209 7900 **Email:** compliance@seit.co.in

NOTES:

1. As per the Regulation 22(2)(b) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, for any matter requiring approval of the Unitholders, voting be done by electronic mode. Pursuant to this, InvIT is seeking the approval of the Unitholders on the proposed resolution by way of Postal Ballot through remote e-voting.
2. An explanatory statement stating all material facts and the reason for the proposed resolutions is annexed herewith and forms part of the Postal Ballot Notice.
3. The Investment Manager on behalf of Sustainable Energy Infra Trust (“SEIT” or the “Trust”) has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to the Unitholders. Kindly refer to Notes to this Notice for detailed instructions for remote E-voting.
4. Postal Ballot Notice is being sent to those Unitholders whose names appear in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. February 2, 2024, Eligible Unitholders as on the cut-off date would be entitled to vote and a person who is not a Unitholder as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
5. The e-voting period commences on **February 11, 2024** at 09:00 a.m. (IST) and ends on **March 3, 2024** at 5:00 p.m. (IST). The e-voting module shall be disabled for voting thereafter. Once the vote on the resolution(s) is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently.
6. The Board of Directors of Sustainable Energy Infra Investment Managers Private Limited (“Board”), the Investment Manager of the Trust (“Investment Manager”), has appointed Ms. Deepti Kulkarni, (Membership No.: A34733, COP: 22502), failing her, Mr. Omkar Dindorkar (Membership No.: A43029, COP: 24580), Partners, MMJB & Associates LLP, Practicing Company Secretaries, Mumbai (ICSI Unique Code: L2020MH006700), Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
7. Unitholder cannot exercise his/her vote by proxy on Postal Ballot.
8. Resolution(s) passed by the Unitholders through Postal ballot shall be deemed to have been passed as if they have been passed at a General Meeting of the Unitholders.
9. In terms of Regulation 22(2)(d) of the InvIT Regulations, voting by any person on a transaction who is a related party in such transaction as well as associates of such person(s) shall not be considered on the specific issue.
10. The resolution(s), if approved, shall be deemed to have been passed on the last date of the e-voting i.e. **Sunday, March 3, 2024**.
11. The voting rights of Unitholders shall be in proportion to their Units of the Unit capital of Trust as on the cut-off date i.e. **February 2, 2024**.

12. Unitholders are requested to send their queries, if any, to the Investment Manager to enable the Investment Manager to provide the required information on Compliance@seit.co.in.
 13. The Scrutinizer will submit its report to the Compliance Officer of the Investment Manager after the completion of scrutiny and the result of the voting by Postal Ballot will be announced by the Compliance Officer within 48 working hours and will be displayed on the website of the Trust: <http://www.seit.co.in> besides being communicated to the Stock Exchange(s), RTA, NSDL on the said date.
 14. All the material documents referred to in the Explanatory Statement will be available for inspection at the place of business of the Trust during office hours on all working days from the date of dispatch until the last date of e-voting by Postal Ballot i.e. **Sunday, March 3, 2024** or all the documents referred to in the accompanying notice shall be available for inspection through electronic mode, on the basis of the request being sent to at <http://www.seit.co.in>.
 15. 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.
 16. Unitholders who have not registered their email address so far are requested to register their email address for receiving all communication including annual reports, notices, circulars etc. from the Investment Manager, on behalf of SEIT, electronically.
- 17. Voting through electronic means**

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Unitholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed entities, Individual Unitholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders 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 Unitholders holding securities in demat mode is given below:

Type of Unitholders	Login Method
<p>Individual Unitholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 Trust 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 ‘Unitholder/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 Trust 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. Unitholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="836 1440 1374 1749" style="border: 1px solid black; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Unitholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System

	<p>Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Trust. On clicking the evoting 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 is 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Unitholders (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 Trust 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 Unitholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Unitholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Unitholders 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 or contact at toll free no. 1800 22 55 33

B) Login Method for Unitholders other than Individual Unitholders holding securities in demat mode and Unitholders holding securities in physical 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.nsdl.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 'Unitholder/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.nsdl.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. Your User ID details are given below :

Manner of holding Units i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members 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 Members 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*****
c) For Members holding Units in Physical Form.	EVEN Number followed by Folio Number registered with the Trust For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Unitholders other than Individual Unitholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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 force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Trust, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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 client ID for CDSL account or folio number for Units held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Unitholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding Units in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding Units in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members 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?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding Units and whose voting cycle.
2. Select "EVEN" of Trust for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Unitholders

1. Institutional Unitholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to omkardindorkar@mmjc.in with a copy marked to evoting@nsdl.co.in. Institutional Unitholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Unitholders and e-voting user manual for Unitholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena, Deputy Manager at evoting@nsdl.co.in

Process for those Unitholders 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 Units are held in physical mode please provide Folio No., Name of Unitholder, scanned copy of the unit certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@seit.co.in.
2. In case Units 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 compliance@seit.co.in. If you are an Individual Unitholders 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 Unitholders holding securities in demat mode.**
3. Alternatively Unitholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Unitholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Sustainable Energy Infra Trust

Corporate Office: Ground Floor, Winchester, Cowrks, Hiranandani Gardens, Powai, Mumbai - 400 076

Registered Office: Mahindra Towers, Pandurang Budhkar Marg, Near Doordarshan Kendra, Worli, Mumbai - 400 018

E: seit@seit.co.in W: www.seit.co.in T: +91 2262886105 SEBI Reg. No. IN/InvIT/23-24/0027

EXPLANATORY STATEMENT:

ITEM NO. 1: TO CONSIDER AND APPROVE AMENDMENT AND RESTATEMENT OF THE INVESTMENT MANAGEMENT AGREEMENT

The Unitholders may kindly note that the Sustainable Energy Infra Trust (“SEIT” or the “Trust”), through its Trustee, Axis Trustee Services Private Limited, had entered into amended and restated Investment Management Agreement dated September 15, 2023 which was executed between Sustainable Energy Infra Investment Managers Private Limited (“Investment Manager”), Axis Trustee Services Limited (“Trustee”) to manage the assets and investments of the Trust and to undertake activities of the Trust as specified under Regulation 10 of the InvIT Regulations, as amended from time to time.

The Unitholders may further note that pursuant to the SEBI (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023 (“SEBI InvIT Amendment 2023”) dated August 18, 2023, a proviso has been inserted in Regulation 4(2)(h) of the InvIT Regulations, which, *inter-alia*, provides that Unitholder(s) holding not less than 10% of the total outstanding units of infrastructure investment trusts, either individually or collectively (“Eligible Unitholder(s)”), shall be entitled to nominate one director on the board of directors of the Investment Manager of the infrastructure investment trust (“Unitholder Nominee Director”), in the manner as may be specified by the SEBI.

Further, SEBI, by way of its circular dated September 11, 2023 (“Nomination Circular”) has specified the framework to exercise the board nomination rights by the eligible unitholders.

Pursuant to paragraph 10 of the Nomination Circular, the trust deed and investment management agreement of an infrastructure investment trust are required to be amended to incorporate the relevant provisions in relation to board nomination rights to Eligible Unitholder(s)

within a period of 6 months from the date of Nomination Circular.

The draft of the amended and restated Investment Management Agreement is available for inspection by the Unitholders of the Trust at the principal place of business of the Trust.

The Board of Directors of the Company on vide a circular resolution dated December 9, 2023, had considered and approved the amendment and restatement of the Investment Management Agreement in this respect. Accordingly, the consent of the Unitholders is being sought pursuant to Regulation 22 and other applicable provisions of the InvIT Regulations.

The Board of Directors of Investment Manager recommends the resolution as set out in Item No. 1 of the Notice for your approval by way of requisite majority is sought (i.e. where present and voting unitholders, cast votes in favour of the resolution shall not be less than one and half times the votes cast against the resolution).

None of the directors or key managerial personnel of the Investment Manager are concerned or interested, financial or otherwise in the proposed resolution.

ITEM NO. 2: TO CONSIDER AND APPROVE AMENDMENT AND RESTATEMENT OF THE TRUST DEED

The Unitholders may kindly note that the Sustainable Energy Infra Trust (“SEIT” or the “Trust”) has entered into a Trust Deed dated July 20, 2023 which was executed between Mahindra Susten Private Limited (“Settlor/MSPL sponsor of Trust”), 2726522 Ontario Limited (“OTPP Sponsor”) and Axis Trustee Services Limited (“Trustee to Trust”).

The Unitholders may further note that pursuant to the SEBI (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023 (“SEBI InvIT Amendment 2023”) dated August 18, 2023, a proviso has been inserted in Regulation 4(2)(h)

of the InvIT Regulations, which, *inter-alia*, provides that Unitholder(s) holding not less than 10% of the total outstanding units of infrastructure investment trusts, either individually or collectively (“Eligible Unitholder(s)”), shall be entitled to nominate one director on the board of directors of the Investment Manager of the infrastructure investment trust (“Unitholder Nominee Director”), in the manner as may be specified by the SEBI.

Further, the Securities and Exchange Board of India (“SEBI”) by way of its circular dated September 11, 2023 (“Nomination Circular”) has specified the framework to exercise the board nomination rights by the eligible unitholders.

Pursuant to paragraph 10 of the Nomination Circular, the trust deed and investment management agreement of an infrastructure investment trust is required to be amended to incorporate provisions in relation to board nomination rights to Eligible Unitholder(s) within a period of 6 months from the date of Nomination Circular.

The Unitholders may further note that certain privileges and immunities have been included in the draft of the amended and restated Trust

Deed, on the basis of the relevant disclosures present in the final placement memorandum of the Trust.

The draft of the amended and restated Trust Deed is available for inspection by the Unitholders of the Trust at the principal place of business of the Trust.

The Board of Directors of the Company vide its circular resolution dated December 9, 2023 and circular resolution dated February 09, 2024, had considered and approved the amendment and restatement of the Trust Deed in this respect. Accordingly, consent of the Unitholders is being sought pursuant to Regulation 22 and other applicable provisions of the InvIT Regulations.

The Board of Directors of Investment Manager recommends the resolution as set out in Item No. 2 of the Notice for your approval is sought by way of a requisite majority (i.e. where present and voting unitholders, cast votes in favour of the resolution shall not be less than one and half times the votes cast against the resolution).

None of the directors or key managerial personnel of the Investment Manager are interested in the proposed resolution.

By Order of the Board
Sustainable Energy Infra Investment Managers Private Limited
(Acting as the Investment Manager to Sustainable Energy Infra Trust)

Devjeet Ghosh
General Counsel & Chief Compliance Officer

Date: February 10, 2024

Place: Mumbai

Principal Place of Business and Contact Details of the Trust

Mahindra Towers, Pandurang Budhkar Marg, Near Doordarshan Kendra, Worli, Mumbai 400 018

Email: compliance@seit.co.in

Compliance Officer: Devjeet Ghosh

Registered office and Contact details of Sustainable Energy Infra Investment Managers Private Limited

CIN: U66190MH2023FTC401685

Registered office: Mahindra Towers, Pandurang Budhkar Marg, Near Doordarshan Kendra, Worli, Mumbai – 400 018.

Corporate Office: CoWrks, Ground Floor, Winchester, South Avenue Road, Downtown Powai, Mumbai – 400 076.

Tel: +91 22 6209 7900 **Email:** compliance@seit.co.in

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