



Notice of Second Annual Meeting

Document No. SEIT-LCS-AM-NTC-002-23072025



NOTICE is hereby given that the Second Annual Meeting (“**AM**”) of the Unitholders (“**Unitholders**”) of Sustainable Energy Infra Trust (the “**Trust**”/ “**SEIT**”) will be held on Wednesday, July 23, 2025 at 11:00 a.m. (IST) through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”) without the physical presence of the Unitholders and the deemed venue for the meeting shall be at the principal place of business of the Trust, in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended, (“**SEBI InvIT Regulations**”) read with SEBI circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (the “**SEBI Circular**”) and other relevant circulars issued by the Securities Exchange Board of India (“**SEBI**”) in this regard, from time to time, to transact the businesses mentioned below:

ORDINARY BUSINESS:

ITEM NO. 1:

TO CONSIDER AND ADOPT AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF SUSTAINABLE ENERGY INFRA TRUST (“TRUST”) AS AT AND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON AND THE REPORT ON THE PERFORMANCE OF THE TRUST FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

To consider and if thought fit, to pass with or without modification(s), the following resolution by way of a simple majority (i.e. where the votes cast in favour of a resolution shall be more than fifty percent of the total votes cast for the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time read together with the notifications, guidelines and circulars issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force):

“RESOLVED THAT pursuant to the applicable provisions, if any, of the SEBI (Infrastructure Investment Trust) Regulations, 2014, as amended, and the circulars, clarifications, notifications, and guidelines issued thereunder, and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force, the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of Sustainable Energy Infra Trust (“Trust”) as at and for the financial year ended March 31, 2025, together with the Report of the Auditors and the report on the performance of the Trust, be and are hereby received, approved and adopted.

RESOLVED FURTHER THAT any of the Directors or Chief Executive Officer or Compliance Officer or Chief Financial Officer of Sustainable Energy Infra Investment Managers Private Limited (the

“**Investment Manager**”) be and are hereby severally authorised on behalf of the Trust to inform all concerned, in such form and manner as may be required or is necessary and also to 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, to be in the best interest of the Trust, as it may deem fit.”

ITEM NO. 2:

TO CONSIDER AND ADOPT THE VALUATION REPORT OF THE ASSETS OF SUSTAINABLE ENERGY INFRA TRUST (“TRUST”) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

To consider and if thought fit, to pass with or without modification(s), the following resolution by way of a simple majority (i.e. where the votes cast in favour of a resolution shall be more than fifty percent of the total votes cast for the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time read together with the notifications, guidelines and circulars issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force):

“RESOLVED THAT pursuant to Regulations 10, 13, 21, 22 and Schedule V of the SEBI (Infrastructure Investment Trust) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), the Valuation Report of the Sustainable Energy Infra Trust (“Trust”) for the financial year ended March 31, 2025 issued by

Mr. S. Sundararaman, Registered Valuer IBBI (Registration no.: IBBI/RV/06/2018/10238) as an Independent Valuer for the Trust, providing for the assets of the Trust, be and is hereby received, approved and adopted.

RESOLVED FURTHER THAT any one of the Director or Chief Executive Officer or Compliance Officer or Chief Financial Officer or Company Secretary of Sustainable Energy Infra Investment Managers Private Limited (the “**Investment Manager**”), be and are hereby severally authorised on behalf of the Trust to inform all concerned, in such form and manner as may be required or is necessary and also to 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, to be in the best interest of the Trust as it may deem fit.”

**SPECIAL BUSINESS:
ITEM NO. 3:**

TO CONSIDER AND APPROVE THE AMENDED DISTRIBUTION POLICY OF SUSTAINABLE ENERGY INFRA TRUST (“TRUST”)

To consider and, if thought fit, to pass the following resolution by way of approval of requisite majority of Unitholders (i.e., where the votes cast in favour of the resolution shall be at least sixty per cent of total votes cast for the resolution) in accordance with Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time read together with the notifications, guidelines and circulars issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force):

“**RESOLVED THAT** pursuant to Regulation 22(5)(d) and other applicable provisions of the Securities Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the master circulars, circulars, guidelines and notifications issued thereunder, each as amended from time to time (“InvIT Regulations”), and other applicable law,

including any statutory modifications, amendments or re-enactments thereof for the time being in force and as recommended by the Board of Directors of the Investment Manager, the consent of the Unitholders of Sustainable Energy Infra Trust (“Trust”) be and is hereby accorded for the approval and adoption of the amended Distribution Policy, in supersession of the earlier policy.

RESOLVED FURTHER THAT any one of the Director or Chief Executive Officer or Compliance Officer or Chief Financial Officer or Company Secretary of Sustainable Energy Infra Investment Managers Private Limited (“Investment Manager”), be and is hereby authorized on behalf of the Trust to do all such acts, deeds, matters and things for the purpose of giving effect to the above resolution, which shall include delegation of all, or any of the powers, as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors (including any committee thereof) to be in the best interests of the Trust and the Unitholders and to settle any questions or difficulties that may arise in this regard. ”

For SUSTAINABLE ENERGY INFRA TRUST

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

Devjeet Ghosh
Compliance Officer
Place: Mumbai
Date: May 19, 2025

Principal Place of Business and Contact Details of Trust:

CoWrks, Ground Floor, Winchester, South Avenue Road, Downtown Powai, Mumbai 400 076

SEBI Registration Number: IN/InvIT/23-24/0027
Tel: +91 22 6209 7900
E-mail: seit@seit.co.in
Website: www.seit.co.in

NOTES:

1. Pursuant to the Regulation 22(3)(a) of the SEBI InvIT Regulations read with SEBI Circular dated May 15, 2024, and other applicable circulars issued by SEBI in this regard, from time to time, the Second Annual Meeting ('AM') of the Trust is being held convened through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') in lieu of a physical presence of the Unitholders at a common venue, subject to the fulfilment of conditions as specified in the relevant circulars issued thereunder. Accordingly, the unitholders may attend and participate in the ensuing AM through VC/OAVM. The deemed venue for the AM shall be the principal place of business of the Trust situated at CoWrks, Ground Floor, Winchester, South Avenue Road, Downtown Powai, Mumbai 400 076.
2. The explanatory statement stating all material facts and the reason for the proposed resolution is annexed herewith.
3. The Unitholders can join the AM in the VC/OAVM mode 15 minutes before the scheduled time for commencement of AM and after the commencement of AM by following the procedure mentioned in the Notice. The facility for participation in the AM through VC/OAVM will be made available for all Unitholders. The detailed instructions for joining the Meeting through VC/OAVM forms part of the "Annexure- I" to this Notice.
4. The attendance of the Unitholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum.
5. The Trust is providing an e-voting facility to the Unitholders for the transaction enlisted in the Notice. Therefore, the detailed instructions for e-voting are attached as "Annexure- I" to this Notice.
6. Since this AM is being held pursuant to the SEBI Circular through VC / OAVM, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for the AM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. The Trust has appointed National Securities Depository Limited (NSDL) to provide the e-voting facility for this Meeting.
8. In line with the aforementioned SEBI Circulars, the Notice calling the AM is being sent only through electronic mode to those Unitholders whose e-mail addresses are registered /available with the Depositories/Trust and the Notice can also be accessed from the website of the Trust: www.seit.co.in as well on the website of National Stock Exchange Limited ("NSE") at www.nseindia.com, on which the units of the Trust are listed and on the website of BSE Limited ('BSE') at www.bseindia.com, on which non-convertible debt securities are listed and the same shall also be disseminated on the website of NSDL at www.evoting.nsdl.com.
9. Mr. Kaushal Dalal (Certificate of Practice No. 7512), Partner of M/s KDA & Associates, Practising Company Secretaries ("Scrutinizer"), was appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The results declared along with the consolidated Scrutinizer's Report and the recording of the meeting, shall be communicated to the Stock Exchange and shall be placed simultaneously on the website of the Investment Manager at www.seit.co.in.
10. Only those Unitholders whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the close of business hours on cut-off date i.e. Wednesday, July 16, 2025, will be entitled to cast their votes. The voting rights of Unitholders shall be in proportion to their Units of the Unit capital of the Trust as on this date.
11. Only those Unitholders who will be present in the AM through VC/ OAVM facility and have not cast their vote on resolutions through a remote e-voting and are otherwise not barred from doing so, may cast their vote during the AM through the e-voting system in the AM.
12. Unitholders can submit questions in advance with regard to the financial statements or any other matter to be placed at the AM, from their registered email address, mentioning their name, DP ID and Client ID / folio number and mobile number, to reach SEIT's email address at compliance@seit.co.in latest by Monday, July 21, 2025. Such questions by the Unitholders shall be taken up during the meeting and replied to by the Investment Manager suitably.

13. **PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS:** Unitholders who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at compliance@seit.co.in between Saturday, July 19, 2025 (9.00 a.m. IST) to Monday July 21, 2025 (5.00 p.m. IST). Only those Unitholders who have pre-registered themselves as speaker on the dedicated email id compliance@seit.co.in will be allowed to express their views/ask questions during the AM.

When a pre-registered speaker is invited to speak at the meeting, but they do not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.

14. The Investment Manager reserves the right to restrict the number of questions and the number of speakers, as appropriate, for the smooth conduct of the AM.
15. The Unitholders who have cast their vote by remote e-voting prior to the AM may also participate in the AGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.
16. Institutional unitholders (i.e. other than individuals, HUF, NRI etc.) are required to send a 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 attend the AM on its behalf and to vote either through remote e-voting or during the AM, at compliance@seit.co.in. It is also requested to upload the same in the e-voting module through their login.

17. The remote e-voting period shall begin on Friday, July 18, 2025 at 09:00 A.M. and end on Tuesday, July 22, 2025 at 05:00 P.M. The remote e-voting module shall then be disabled by NSDL for voting thereafter.
18. All the documents referred to in the accompanying notice, shall be available for inspection through electronic mode, basis the request being sent to the Company Secretary/Compliance officer of the Trust by e-mail to compliance@seit.co.in.
19. The Securities and Exchange Board of India (the "SEBI") has mandated the submission of a 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.
20. 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 the Trust, electronically as mentioned in Annexure I.
21. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AM i.e. Wednesday, July 23, 2025.

Annexure – I

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 and joining virtual meeting for Individual Unitholders holding securities in demat mode

Pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated May 15, 2024 (“Circular”), issued by the Securities and Exchange Board of India, InvITs are allowed to hold the AM through Video Conferencing Mode (“VC”) / Other Audio-Visual Mode (“OAVM”) in compliance with the Circular, without the physical presence of Unitholders at a common venue, 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
Individual Unitholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 SEIT 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 or joining virtual meeting & voting during the meeting.2. 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 SEIT’s 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 or joining virtual meeting & voting during the meeting.3. 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.jsp4. 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 ‘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 SEIT’s 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 or joining virtual meeting & voting during the meeting.5. Unitholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Unitholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System My-Easi Tab and then user your existing My-Easi username & password. 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 SEIT. 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 or joining virtual meeting & voting during the meeting. 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 My-Easi Tab and then click on registration option. 4. Alternatively, the user can directly access the e-voting page by providing Demat Account Number and PAN No. from an 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 e-voting 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 SEIT’s 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 or joining virtual meeting & voting during the meeting.</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
<p>Individual Unitholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Unitholders holding securities in demat mode with CDSL</p>	<p>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. 1800-21-09911</p>

B) Login Method for e-voting and joining virtual meeting 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 ‘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.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 SEIT. For example, if folio number is 001*** and EVEN is 134310 then user ID is _____**

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 SEIT’s, 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.com 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 and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN - 134310” of SEIT for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 kaushaldalalcs@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

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 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 and joining virtual meeting for Individual Unitholders holding securities in demat mode.**

3. Alternatively, Unitholder/members may send a request to evoting@nsdl.com to procure user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Unitholders, who will be present in the AM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AM.
3. Members who have voted through Remote e-voting will be eligible to attend the **AM**. However, they will not be eligible to vote at the AM.

The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for

Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against SEIT's name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Unitholder/Member login where the EVEN of SEIT "134310" will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last-minute rush.

2. Members are encouraged to join the meeting through Laptops for a better experience.
3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuations in their respective networks. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT

The following statement sets out the material facts and reasons for the proposed resolutions stated in the accompanying Notice above:

ITEM NO. 3:

TO CONSIDER AND APPROVE THE AMENDED DISTRIBUTION POLICY OF SUSTAINABLE ENERGY INFRA TRUST ("TRUST")

Pursuant to the SEBI vide its circular bearing no. SEBI/HO/DDHS/DDHS-PoD-2/P/CIR/2025/63, dated May 7, 2025, wherein the framework for the calculation of NDCF has been revised, by introducing amendments to Chapter 3 of the Master Circular dated May 15, 2024 ("Master Circular"). Your Trust proposes to amend the existing Distribution Policy to align with the revised regulatory framework introduced for Infrastructure Investment Trusts (InvITs). The key amendments are clear disclosure of distribution frequency (monthly, quarterly, or half-yearly), consolidated distribution of cash flows from all assets, including through HoldCos and SPVs, and specific accounting treatment for distributions arising from debt repayments by SPVs. These amendments are intended to ensure that the distribution policy is fully aligned with SEBI's regulatory requirements and to enhance overall governance.

Pursuant to the existing Distribution Policy, any amendment to the Distribution Policy is subject to prior approval of Unitholders such that the proposed amendment is approved by at least 60% of the Unitholders present and voting, or such other threshold as may be applicable under Regulation 22(5) of the InvIT Regulations, in compliance with applicable law. Accordingly, the Board recommends the resolution set forth at item No. 3 for the approval of the Unitholders by way of approval of the requisite majority by unitholders (where the votes cast in favour of the resolution shall be at least 60% of the total votes cast for the resolution). Accordingly, approval of unitholders is being sought for the amended Distribution Policy.

The Board of Directors of the Investment Manager, at its meeting held on May 19, 2025, subject to the Unitholders, approved and recommended the Distribution Policy as specified in Item No. 3 of the Notice. The revised Distribution Policy is enclosed as Annexure – II to this Notice.

None of the Director(s) and Key Managerial Personnel of the Trust, acting as the Investment Manager of the Trust or their respective relatives, are concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 3 of this Notice.

DISTRIBUTION POLICY OF SUSTAINABLE ENERGY INFRA TRUST

A. Preamble

The Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented, including any guidelines, circulars (including Master Circular for InvITs, as amended from time to time, SEBI circular SEBI/HO/DDHS/DDHS-PoD/P/CIR/2023/185 dated December 06, 2023, as amended from time to time), notifications and clarifications framed or issued thereunder (the “**InvIT Regulations**”), prescribes certain conditions in relation to distribution to be made to the unitholders of an infrastructure investment trust (“**Unitholders**”). This distribution policy (the “**Policy**”), aims to outline the process and procedure for the distribution to be undertaken by Sustainable Energy Infra Trust (the “**Trust**”), subject to the provisions of the InvIT Regulations. Accordingly, Sustainable Energy Infra Investment Managers Private Limited (the “**Investment Manager**”), the investment manager to the Trust appointed pursuant to the amended and restated investment management agreement dated September 15, 2023, as may be amended from time to time (the “**Investment Management Agreement**”), has formulated this Policy, in accordance with the NDCF Laws (*as defined below*).

- B. The term “**NDCF Laws**” shall mean the laws having jurisdiction over the matter in question, including all applicable statutes, enactments, acts of legislature, ordinances, rules, bye-laws, regulations, notifications, decrees, arbitral awards, consents, directions, directives, orders or regulations or other governmental or regulatory restrictions or conditions, or any similar form of decision of, or determination by, any governmental authority, including the Securities and Exchange Board of India, whether in effect as of the date of this policy or thereafter, including but not limited to the InvIT Regulations;
- C. The net distributable cash flows of the Trust (the “**Distributable Income**”) shall be based on the cash flows generated by it and from the underlying operations undertaken by the special purpose vehicles (together, the “**SPVs**”) and any holding companies (such holding companies individually referred to as “**Holdco**” and together, the “**Holding Companies**”) and together with the SPVs, the “**Portfolio Assets**”) held by the Trust. The computation of the Distributable Income will at all times be compliant with the prevailing provisions of the NDCF Laws. Notwithstanding anything given below, there is no obligation on the Trust, SPVs or Holdco to distribute income beyond what is required under the NDCF Laws.
- D. Net distributable cash flows of any SPV or HoldCo receivable by the Trust may include dividends, proceeds from buy-back or capital reduction from any of the Portfolio Assets; and/or interest income or principal repayment or prepayment received from the Portfolio Asset(s) in relation to any debt provided by the Trust to the Portfolio Asset(s), or a combination of both.
- E. The Distributable Income and the net distributable cash flows of any SPV or HoldCo shall be calculated in accordance with the NDCF Laws.

- F. In the event any infrastructure asset is sold by the Trust or any Portfolio Asset or if the equity shares or interest in any Portfolio Asset is sold by the Trust, then the Investment Manager may utilise the sale proceeds for investment in other permitted infrastructure asset(s) as permitted under the NDCF Laws.
- G. In terms of the InvIT Regulations, the Trust shall distribute at least 90% of the Distributable Income to the Unitholders and the Trust shall have no obligation to distribute income beyond what is required under the InvIT Regulations. Such distribution shall be declared and made on quarterly basis. In accordance with the NDCF Laws, distributions by the Trust shall be made within prescribed timelines. The Investment Manager shall be responsible for deducting all types of taxes on all payment made by Investment Manager and deposit with the relevant governmental agency. The distributions, when made, shall be made in Indian Rupees.
- H. All distributions to the Unitholders shall be made in compliance with the NDCF Laws and Income- tax Act, 1961 (“**IT Act**”). The actual amount received by the Unitholders will be subject to taxes and other statutory deductions, if applicable.
- I. For the purposes of the IT Act, any income distributed by the Trust to the Unitholders shall be deemed to be of the same nature and in the same proportion in the hands of the Unitholder as if it had been received by, or accrued to, the Trust. Accordingly, the Trust may follow either the receipt approach or the accrual approach subject to the provisions of the IT Act and applicable accounting standards, however, the same shall be followed on a consistent basis.

The Distributable Income and the NDCF of any SPV shall be calculated in accordance with the NDCF Laws.

- J. For the purpose of calculation of the Distributable Income, the cash flows of the Trust which forms part of the net distributable cash flow at Trust level shall be classified in two parts:
 - (a) dividend, interest, treasury income and capital gains of the Trust (“**Income Bucket A**”). All expenditures of the Trust (including, amongst others interest expenses and fees payable to the Investment Manager, the “**Expenditures**”), shall be paid out of Income Bucket A, proportionately towards various income streams. However, where a direct nexus can be established between certain expenses/payments and a specific stream of income of Income Bucket A then such expenses shall be allocated to that stream of income on actual basis; and
 - (b) capital repayments to the Trust (“**Income Bucket B**”). Any capital outflows (including, amongst other, principal repayments by the Trust on its borrowings, the “**Capital Outflows**”) shall be paid out of Income Bucket B. In case any expenses/payments are directly attributable to this bucket, then the same can be reduced directly from this bucket.

In the event the cash flows in Income Bucket A are not sufficient to meet the Expenditures set out above, such Expenditures shall be paid of Income Bucket B.

Similarly, in the event the cash flows in Income Bucket B are not sufficient to meet the Capital Outflows set out above, such Capital Outflows shall be paid of Income Bucket A. The Distributable Income calculated on basis of Income Bucket A shall be further classified as interest, dividend, other income and such other inflows (as applicable) as per above.

K. In terms of the InvIT Regulations, if the distribution is not made within the prescribed timelines, the Investment Manager shall be liable to pay interest to the Unitholders at such rate as may be specified under the NDCF Laws, until the distribution is made. Such interest shall not be recovered in the form of fees or any other form payable to the Investment Manager by the Trust.

L. In accordance with the InvIT Regulations, in the event any amount remains unclaimed or unpaid out of the distributions declared by the Trust, such amount shall be transferred to the "Investor Protection and Education Fund" constituted by SEBI in terms of Section 11 of the Securities and Exchange Board of India Act, 1992 in a manner as may be specified by SEBI.

M. **Conflict with NDCF Laws**

The Policy shall not contradict the provisions of any NDCF Laws. In case of any discrepancy, the provisions of NDCF Laws shall prevail over the provisions of this Policy.

N. **Amendment**

i. Any amendment or variation to this Policy shall be subject to receipt of 60% approval from the Unitholders (present and voting), unless otherwise required by any governmental, statutory or regulatory authority.

ii. Notwithstanding the above, this Policy will stand amended to the extent of any change in NDCF Laws, without any action from the Investment Manager or approval of the Unitholders.



Winchester, Ground floor, Cowrks, Hiranandani Gardens, Powai, Mumbai 400 076
www.seit.co.in