Investor Charter for Sustainable Energy Infra Trust ("Trust/InvIT")

1. **VISION**

To develop the Indian InvIT Industry and provide investors with transparent, efficient, and reliable investment opportunities in infrastructure assets by ensuring fair and robust regulatory mechanisms and enhance confidence among investors by protecting and promoting the interests of unitholders.

2. **MISSION**

i. To support the development of a transparent, ethical and globally competitive InvIT industry, while upholding the highest standards of corporate governance and transparency.

ii. To enact and enforce rules and regulations that promote the maintenance of high professional and ethical standards in all areas of operation of the InvIT industry.

iii. To work closely with the InvIT industry to recommend and promote good business practices and a code of conduct to be followed by all InvITs in the best interests of investors.

iv. To ensure infrastructure assets forming part of InvITs are professionally managed to deliver optimal performance and returns.

v. To recommend standardized operational processes to be followed by the InvIT industry for the convenience and benefit of the investors.

vi. To protect the interests of investors.

vii. To establish a robust grievance redressal mechanism for investor protection.

viii. To facilitate informed investment decisions to the investors through timely and accurate disclosures.

ix. To undertake nationwide investor awareness programmes, to inform and educate existing and prospective investors about InvITs as an asset class and to educate the public about the concept and working of InvITs.

x. To contribute to job creation, improved infrastructure, and increased economic activity.

3. **DESCRIPTION OF ACTIVITIES/ BUSINESS ENTITY**

i. Raise funds from investors by issuing units and deploy capital in infrastructure assets, either directly or through Special Purpose Vehicles (SPVs)/Holding Companies, ensuring adherence to SEBI InvIT regulations.

ii. Generate revenue from long-term infrastructure projects with a focus on renewable energy assets. The Trust's principal investment objectives to carry on the activity of an infrastructure investment trust under the SEBI InvIT Regulations.

iii. Operate under a structured framework with a Sponsor, Trustee, Investment Manager, and Project Manager, ensuring adherence to SEBI InvIT regulations.

iv. Optimize performance through acquisitions, operational improvements, refinancing, and strategic asset management.

v. Maintain a minimum of 80% investment in eligible infrastructure projects.

vi. Distribute not less than 90% of net distributable cash flows of the InvIT to unitholders periodically.

vii. Provide periodic updates on NAV, acquisition, portfolio performance, financial information, corporate governance reports, credit ratings and other regulatory filings through its website.

viii. Publish annual reports, half-yearly reports, quarterly reports, and valuation reports (by registered valuer), as applicable, on the InvIT's website.

ix. Provide investor-friendly policies, transparent grievance redressal mechanisms, and voting rights on key matters affecting the InvIT.

x. Process unitholder's financial and non–financial transactions / service requests.

xi. Aggregate consolidated borrowings and deferred payments of the InvIT, HoldCo and the SPV(s) net of cash and cash equivalents shall not exceed 70% of the value of the InvIT assets. Any increase of aggregate consolidated borrowings exceeding 25% of value of InvIT assets but up to 49% and above 49% up to 70%, shall require unit holders' approval and credit rating. In case of aggregate consolidated borrowings exceeding 49%, (i) funds can be utilised for acquisition or development of infrastructure projects; (ii) obtain credit rating of "AAA" or equivalent.

4. **SERVICES PROVIDED FOR UNITHOLDERS**

Financial Transactions (Commercial Transactions)			
Sr. no.	**Description of Service / Activity**	**Frequency**	**Time taken for providing service**
1	Pay-out of distribution proceeds from the record date	1. **Privately Listed InvITs** – Distribution not less than once every financial year	Distribution shall be declared and made on quarterly basis Within 5 working days from the record date pursuant to Regulation 18(6)(c) Link to Distribution Policy
2	Refund of subscription money in case minimum subscription is not received		No later than 15 days from the issue closing date

Complaints/Requests			
Sr. no.	**Description of Service / Activity**	**Frequency**	**Time taken for providing service**
1	Resolution of investor grievances through internal grievance redressal mechanisms of the Investment Manager	-	a) Matters such as non-receipt of the annual report and notice of postal ballot are to be addressed by the RTA within a period of 5 working days from the receipt of the request or in case, any supporting documents are required by the RTA for addressing the request, within a period of 5 working days from the receipt of such documents to the RTA's satisfaction. b) Matters other than those referred to in point (a) above, including but not limited to distribution/interest, are to be addressed by the RTA within a period of 7 working days from receipt of the request. In case, any supporting documents are required by the RTA from the Security Holder or any other party for addressing

			the request, such matters will be addressed within a period of 15 days from the receipt of such documents to the RTA's satisfaction.
2	Resolution of investor grievances by SEBI for grievances received on SCORES platform and Online Dispute Resolution Mechanism (ODR)* *(*SEBI also requires that the status of investor grievances be disclosed periodically)*	-	Within 21 calendar days from the receipt of such compliant
Disclosure / Reports			
Sr. no.	**Description of Service / Activity**	**Frequency of Reporting**	**Time taken for providing service**
1	Intimation regarding any change in InvIT structure, sponsor, investment manager, or trustee	-	Within 24 hours from any such change
2	Disclosure of periodic financial information (Half- yearly and Annual financial information) – both Standalone and Consolidated* *(*as per SEBI Master Circular)*	-	1. **First half year** period of the financial year - **within 45 days** from the end of the half year. 2. **Annual within 60 days** from the end of the financial year. 3. **Quarterly** (applicable to InvITs with aggregate borrowing limit above 49%) - **within 30 days** from the end of June and December quarter.

3	Disclosure of Half-yearly, Annual and Quarterly Reports* *(*as per mandatory disclosures requirements laid down in SEBI InvIT Regulations)*	-	1. **Half-Yearly Report** - **within 45 days** from the end of the first half year. 2. **Annual** Report - **within 3 months** from the end of the financial year. 3. **Quarterly Report** (applicable to InvITs with aggregate borrowing limit above 49%) - **within 30 days** from the end of June and December quarter.
4	Disclosure of valuation report of all InvIT assets	1. **Privately Listed InvITs** Annual (Quarterly in case Net Debt/EV >49%	1. **Annual Valuation** to be completed **within 2 months** from the end of the financial year. 2. **Half-Yearly Valuation** to be completed as per the applicable laws. .**Quarterly Valuation** to be completed within 1 month from the end of June, September & December quarter (applicable to InvITs with aggregate borrowing limit above 49%) Valuation Reports to be disclosed within 15 days post receipt of the reports.

5	Disclosure of compliance report on governance in the format as may be specified by the Board by the Investment Manager	**Quarterly and Annually**	1. **Part A of Annexure 15** of the Master Circular for InvIT - **within 21 days** from the end of each quarter 2. **Part B of Annexure 15** of the Master Circular for InvIT - **Within 21 days** from the end of financial year on an annual basis 3. **Part C of Annexure 15** of the Master Circular for InvIT - **within three months** from the end of financial year on an annual basis
6	Disclosure of Unitholding Pattern for each class of investors	1. **Quarterly** 2. **Listing of units** on the stock exchanges 3. In the event of any **capital restructuring of InvIT** resulting in a change exceeding 2% of the total outstanding units of InvIT	1. **Quarterly** - within 21 days from the end of each quarter 2. **One day prior to listing of units** on the stock exchanges 3. **Within 10 days of any capital restructuring** of InvIT resulting in a change exceeding 2% of the total outstanding units of the InvIT

7	Disclosure of asset acquisitions, divestments, or changes in the asset portfolio		Prompt intimation which shall be later than 24 hours of such event which have a bearing on the performance or operations of the InvIT, including asset acquisitions, divestments, or changes in the asset portfolio, value of which exceeds 5 % of the Value of InvIT Assets.
8	Disclosure of investor complaints and redressal status	**Quarterly**	Within 21 days from the end of each quarter
9	Disclosure of Annual Secretarial Compliance Report	**Annually** -	**Within 60 days** from the end of the financial year.
10	Disclosure of Credit Rating	To be reviewed **annually** by the registered credit rating agency Also, upon any change in credit rating obtained by the InvIT	Review to be completed **within 30 days** from the end of the financial year and intimation to be sent immediately Further, details of any credit rating obtained by the InvIT and any change in the disclosed rating shall also be intimated promptly. Additionally, prompt intimation for disclosure of details of any credit rating obtained by the InvIT and any change in such rating
Others			

Sr. no.	Description of Service / Activity	Frequency of Reporting	Time taken for providing service
1	InvIT website to remain functional and updated with latest content	Continuous	To be updated up to last 2 days

5. **GRIEVANCE REDRESSAL MECHANISM FOR INVESTORS**

i. The InvIT is required to publicly display their investor grievance redressal policy on their website, outlining the process for how investors can lodge and resolve complaints against the InvIT.

ii. In case of any grievance / complaint, an investor should approach the Compliance Officer/ RTA/ Investor Relations Person of the InvIT. The name and the contact details of the Compliance Officer/ RTA/ Investor Relations Person are mentioned on the website of the InvIT, whom one may approach / write to in case of any query, complaints or grievance.

iii. If the investor's complaint is not redressed satisfactorily, one may lodge a complaint with SEBI on SEBI's portal, named 'SCORES', which is a centralized web-based complaints redress system. SEBI takes up the complaints registered via SCORES (https://scores.gov.in/scores/Welcome.html) and Online Dispute Resolution Mechanism (ODR) with the concerned InvIT for timely redressal. SCORES facilitates tracking the status of the complaint and ODR is a platform to file complaints/dispute for resolution through online conciliation and arbitration.

iv. Investors may send their physical complaints to: Office of Investor Assistance and Education, Securities and Exchange Board of India, SEBI Bhavan. Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051

6. **DO's and DON'Ts FOR INVESTORS**

A. **DO's FOR THE INVESTORS**

i. Check registration status of the InvIT on SEBI website before investing in them.

ii. Read all offer related documents and understand the risks involved and suitability of the investment to the investor's risk profile.

iii. Provide and keep updated KYC details including address, tax status, residency, and other key information such as PAN & bank account details including details in demat account.

iv. Provide own email address and mobile number and to promptly notify changes to this information, if any to the Depository Participant (DP).

v. Follow respective InvIT' s websites and Stock Exchange(s) website for regular updates and disclosures.

vi. Periodically check the holdings directly through the website of depositories / depository participants.

vii. Consider availing nomination facility through demat account in respect of investments made in the InvIT

viii. Invest through registered and regulated entities.

ix. Conduct thorough research or consult financial advisors before investing.

x. Stay informed about regulatory changes and their impact on investments.

xi. Understand and stay informed about the tax implications related to investing in InvITs, including taxation on capital gains on sale of units.

xii. Keep critical information such as user ID, password, etc. confidential. Do change the passwords frequently.

xiii. Read communications / notices / financial reports / press releases / FAQs, etc. sent / or published by the InvIT via newspapers, email, website, etc.

B. **DONT's FOR THE INVESTORS**

i. Do not invest based solely on hearsay or unsolicited advice.

ii. Do not fall for the promise of indicative or exorbitant or assured returns.

iii. Do not invest in unregistered or unauthorized investment schemes that claim to be InvITs.

iv. Do not ignore the terms and conditions outlined in investment documents.

v. Do not avoid delaying the reporting of any discrepancies or grievances.

vi. Do not issue blank cheques or blank signed transaction instructions.

vii. Do not use third-party bank accounts for fund flows for subscription of units.

7. **RIGHTS OF INVESTORS**

i. Right to receive timely distributions as per the declared schedule made by the InvIT and SEBI mandates (at least half-yearly for publicly listed InvITs and at least annually for privately listed InvITs).

ii. Right to vote on significant matters, including the acquisition of new assets, borrowing, related party transactions, appointment or change of the Investment Manager, and induction or exit of a Sponsor (with an exit option for dissenting voters) and such other matters which requires unitholders consent as per Regulation 22 of SEBI InvIT Regulations.

iii. Right to access a full valuation report of all InvIT assets at least annually for both publicly and privately listed InvITs.

iv. Right to receive Form 64B (Annual Statement of Income Distributed) within statutory timeline

v. Right to receive Annual and Half-Yearly report of the InvIT including financial information, auditors report and valuation report.

vi. Right to be informed of any disclosures that may materially impact investments in the InvIT.

vii. Right to participate in meetings and vote on matters affecting the InvIT.

viii. Right to privacy of personal information in accordance with applicable laws.

ix. Right to information about the grievance redressal process, including escalation mechanisms.

x. Right to timely redressal of grievances within the regulatory timelines by the Compliance Officer.

xi. Right to escalate unresolved complaints to SEBI via the SCORES or ODR portal

xii. Right to receive corporate actions such as rights issue etc.

xiii. Right to appoint a Unitholders' Nominee Director by unitholders holding 10% or more of the total outstanding units of the InvIT, either individually or collectively.

xiv. Right to inspect the requisite documents/ records as stated in the notice of Investors' Meeting or Postal Ballot, if any, at the principal place of business of

the InvIT during office hours on all working days from the date of dispatch of the notice until the day of such Meeting or completion of Postal Ballot.

xv. Right to request to call unit holders meeting for such matters as prescribed under the SEBI InvIT regulations.

8. **RESPONSIBILITIES OF INVESTORS**

i. To read all offer-related documents carefully before investing.

ii. To invest only through registered and regulated entities; avoid speculation, rumours, or informal advice.

iii. To stay informed about the InvIT' s performance, market conditions, and regulatory updates.

iv. To consistently monitor and comply with SEBI Circulars and amendments to SEBI InvIT Regulations.

v. To use designated grievance redressal channels for raising concerns and resolving issues.

vi. To keep critical information such as user IDs, passwords, and financial details confidential.

vii. To be cautious of misleading promises of assured, indicative, or exorbitant returns.

viii. To regularly review communications, notices, addendums, FAQs and press releases from the InvIT via website, newspapers, email, and official sources.

ix. To provide and keep KYC details updated with the Depository Participant (DP), including address, tax status, residency, PAN, and bank account details including details in demat account.

x. To ensure that email address and mobile number are up to date and promptly update any changes with the DP.

9. **DUTIES OF BHARAT INVITS ASSOCIATION AS A DESIGNATED BODY FOR REDRESS OF INVESTOR COMPLAINTS**

i. Support Grievance Redressal:

To support grievance redressal in a transparent and efficient manner for all the Stakeholders. They can lodge a grievance against any InvIT industry member by emailing at bia@bharatinvitsassociation.com

ii. To act as a Facilitator between the Investors and BIA members:

Facilitate communication between investors and the concerned BIA member in case of disputes.

iii. Ensuring Timely Resolution:

To monitor all complaints received on the SCORES portal assigned to BIA as a designated body, coordinate with relevant members and ensure that the complaints are resolved within the stipulated timeframe.

10. **AMENDMENT**

(i). Any amendment or variation to this Charter shall be undertaken in compliance with the InvIT Regulations and other applicable laws.

(ii). Notwithstanding the above, this Charter will stand amended to the extent of any changes in applicable laws, including any amendment to the SEBI InvIT Regulations, without any action from the Board of the Investment Manager.