

ERAML/ANZEN/2023-24/59

December 27, 2023

<b>BSE Limited</b> P J Towers, Dalal Street, Fort, Mumbai - 400 001.  <b>Scrip Code: 543655, 974399, 974400</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.  <b>Symbol: ANZEN</b>
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Dear Sir/Madam,

**Subject: Postal Ballot Notice for unitholders of Anzen India Energy Yield Plus Trust ("Anzen")**

Pursuant to the provisions of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, and all other applicable regulations (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) ("**InvIT Regulations**") and subject to other applicable laws and regulations, we hereby submit Notice of Postal Ballot for seeking approval of unitholders of Anzen through e-voting.

The unitholders have been given a facility of e-voting to provide their assent or dissent on the proposed resolutions, which are more particularly mentioned in the postal ballot notice along with the necessary explanatory statement and detailed instruction of e-voting.

The aforesaid documents will be available on the website of Anzen i.e. [www.anzenenergy.in](http://www.anzenenergy.in)

Request you to take the same on record.

Thanking you,

**For ANZEN INDIA ENERGY YIELD PLUS TRUST**  
*(acting through its Investment Manager Edelweiss Real Assets Managers Limited)*

JALPA PAREKH  
COMPANY SECRETARY & COMPLIANCE OFFICER  
ACS 44507



**Edelweiss Real Assets Managers Limited**

Corporate Identity Number: U67110MH2021PLC362755

Registered Office: Plot 294/3, Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098

T: +91 22 4009 4400 | [www.anzenenergy.in](http://www.anzenenergy.in)

CC:

<b>Axis Trustee Services Limited</b> Axis House, Bombay Dyeing Mills Compound Pandurang Budhkar Marg, Worli, Mumbai - 400 025	<b>Catalyst Trusteeship Limited</b> Windsor, 6th Floor, Office No - 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098
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## **ANZEN INDIA ENERGY YIELD PLUS TRUST**

(An Infrastructure Investment Trust registered under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, on January 18, 2022 vide Registration No. IN/InvIT/21-22/0020)

**Principal Place of Business:** Plot no. 294/3, Edelweiss House, Off CST Road, Kalina, Santacruz East, Mumbai 400 098 **Tel:** +9122 4009 4400;

**Compliance Officer:** Ms. Jalpa Parekh; **Email:** [InvITinvestorgrievances@edelweissalts.com](mailto:InvITinvestorgrievances@edelweissalts.com)  
**Website :** [www.anzenenergy.in](http://www.anzenenergy.in)

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### **POSTAL BALLOT NOTICE**

**NOTICE** of Postal Ballot 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) ("**InvIT Regulations**"), 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 are proposed to be passed by the unitholders (the "**Unitholders**") of Anzen India Energy Yield Plus Trust ("**Anzen**") by way of Postal Ballot through remote e-voting process.

The explanatory statement pertaining to the proposed resolution(s) of the Unitholders setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot Notice.

The Board of Directors of Edelweiss Real Assets Managers Limited (the "**Board**"), acting as Investment Manager of Anzen (the "**Investment Manager**"), has appointed Ashita Kaul & Associates, Practicing Company Secretaries, as the Scrutinizer (the "**Scrutinizer**") for conducting the Postal Ballot process through e-voting in a fair and transparent manner.

The Unitholders may also note that the facility to exercise their right to vote on the resolutions proposed to be considered in this Postal Ballot by electronic means and the businesses shall be transacted only through e-voting. The facility of casting the votes by the Unitholders using an electronic voting system will be provided by KFIN Technologies Limited, the Registrar and Transfer Agent ("**RTA**") of Anzen. The Unitholders are requested to carefully read the instructions specified in the email sent to them on respective email IDs as may be registered/ updated/ available in the database of the depositories along with the e-voting instructions for e-voting provided in this Postal Ballot Notice.

Only those unitholders who are identified as on the closure of business hours of Friday, December 22, 2023, shall be eligible to vote. The remote e-voting period will commence at 09.00 am (IST) on Friday, December 29, 2023, and ends at 05.00 pm on Monday, January 29, 2024. The Unitholder must vote only through electronic mode as per the instructions for e-voting provided in this Postal Ballot Notice.

The Notice of postal ballot is also available on Anzen's website: [www.anzenenergy.in](http://www.anzenenergy.in) and on website of the stock exchange: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

The relevant documents referred to in the accompanying Notice are open for inspection by the Unitholders at the Principal Place of business of Anzen on all working days (i.e. except Saturdays, Sundays and Public Holidays) between 11.00 am to 01.00 pm up to the last day of the e-voting.

The Scrutinizer will submit its report to the Board or the Key Managerial Personnel of the Investment Manager ("KMP") or to any other person authorised by the Board after the completion of the scrutiny of the ballots through e-voting in a fair and transparent manner. The results shall be declared within two working days from the last date of e-voting and communicated to stock exchanges and shall also be displayed on the website of Anzen [www.anzenenergy.in](http://www.anzenenergy.in).

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Unitholders by means of Postal Ballot i.e. January 29, 2024.

**FOLLOWING RESOLUTIONS ARE PROPOSED TO BE PASSED BY WAY OF THIS POSTAL BALLOT NOTICE THROUGH REMOTE E-VOTING:**

**1. ITEM No. 1:**

**APPROVAL FOR THE AMENDMENT OF THE TRUST DEED AND THE INVESTMENT MANAGEMENT AGREEMENT OF ANZEN INDIA ENERGY YIELD PLUS TRUST**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of approval of special majority of Unitholders (where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution) in terms of provisions of Regulation 22(5)(d) of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended from time to time ("**InvIT Regulations**") and the notifications, guidelines and circulars issued thereunder and the provisions of the Trust Deed dated November 1, 2021:

**"RESOLVED THAT** pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time ("**InvIT Regulations**") and the rules, regulations, guidelines notifications as well as circulars issued by the Securities and Exchange Board of India ("**SEBI**") dated September 11, 2023 bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 and such laws as may be applicable, the amended and restated trust deed to Anzen India Energy Yield Plus Trust ("**Anzen Trust**") proposed to be entered into between Sekura Energy Private Limited (acting as the sponsor of Anzen Trust) and Axis Trustee Services Limited (acting as the trustee of Anzen Trust) ("**Amended Trust Deed**"), a draft of which was approved by the Board of Directors of Edelweiss Real Assets Managers Limited ("**Investment Manager**") and has been available for the inspection of the unitholders of Anzen Trust, be and is hereby approved.

**RESOLVED FURTHER THAT** pursuant to the InvIT Regulations, as amended from time to time, and the rules, regulations, guidelines notifications as well as circulars issued by Securities and Exchange Board of India ("**SEBI**") dated September 11, 2023 bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 and such laws as may be applicable, the draft amended and restated investment management agreement proposed to be entered into amongst Axis Trustee Services Limited (acting as the trustee to Anzen India Energy Yield Plus Trust), Edelweiss Real Assets Managers Limited (acting as the investment manager to Anzen India Energy Yield Plus Trust) and NRSS-XXXI (Part B) Transmission Limited and Darbhanga-Motihari Transmission Company Limited (as the Initial SPVs of Anzen India Energy Yield Plus Trust) ("**Amended Investment Management Agreement**"), a draft of which was approved by the Board of Directors of the Investment Manager and has been available for inspection to the Unitholders of Anzen Trust, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Investment Manager of Anzen Trust and/or Trustee be, and are hereby authorized to execute the amendment to the Trust Deed, on behalf of Anzen Trust, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, desirable or expedient, to amend the Trust Deed and all other actions which are necessary to give effect to the above resolutions.

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Investment Manager of Anzen Trust and/or Trustee be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of the Investment Manager or any of the Director(s) or officer(s) of the Investment Manager or to any other person, and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions.

**RESOLVED FURTHER THAT** all the Directors and the Key Managerial Personnel of the Investment Manager of Anzen Trust, be and are hereby severally authorised on behalf of the Anzen Trust to inform all concerned, in such form and manner as may be required or is necessary and also to finalise and execute the Investment Management Agreement and other letters or 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 Anzen Trust, as it may deem fit.”

**2. ITEM No. 2:**

**APPROVAL FOR RE-CLASSIFICATION OF ISSUE PROCEEDS RAISED FROM THE INITIAL OFFER OF UNITS BY ANZEN**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of approval of special majority of Unitholders (where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution) in accordance with Regulation 22(5) of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended and the notifications, guidelines and circulars issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**SEBI InvIT Regulations**”)

“**RESOLVED THAT** pursuant to the provisions of Regulation 22 and any other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended or supplemented, including any applicable notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**SEBI InvIT Regulations**”) and Chapter 4 on ‘Continuous Disclosures and Compliances by InvITs’ of Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 issued by the Securities and Exchange Board of India (the “**SEBI**”) on July 6, 2023, (“**SEBI Circular**”) and other applicable laws, including any statutory, amendments, modifications or re-enactments thereto, and applicable notifications, clarifications, circulars, rules and regulations issued thereunder and subject to applicable regulatory approvals, subject to the trust deed dated November 1, 2021 of Anzen India Energy Yield Plus Trust (“**Anzen Trust**”), (such trust deed, “**Trust Deed**”), the approval of the unitholders be and is hereby accorded to Anzen Trust to vary the terms of utilization of the proceeds received from the initial offering of units of Anzen Trust by way of private placement (the “**Issue Proceeds**”) from the objects as stipulated/ mentioned in the Placement Memorandum dated November 1, 2022 and Final Placement Memorandum dated November 11, 2022 (the “**Placement Documents**”) and to utilize a portion of such proceeds for the objects and in the manner as mentioned below:

<b>S. No.</b>	<b>Particulars</b>	<b>Estimated Amount in the Placement Documents (In ₹ million)</b>	<b>Revised Amount (In ₹ million)</b>
(i)	Providing loans to the Initial Portfolio Assets for repayment or pre-payment of debt, including any accrued interest, availed by them	4,420.00	4,420.00
(ii)	Purchase of the optionally convertible debentures and non-convertible debentures issued by the Project SPVs to EIYP	2,580.00	2,580.00
(iii)	General purposes	320.00	<b>326.42</b>
(iv)	Issue expenses	<b>180.00</b>	<b>173.58</b>
	<b>TOTAL</b>	7,500.00	7,500.00

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and the Key Managerial Personnel of the Investment Manager of Anzen Trust, be and are hereby authorised on behalf of the Unitholders to do all such acts, deeds matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of all Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of the Directors of the Investment Manager of Anzen Trust, be and are hereby authorised to delegate all or any of its powers herein to a duly constituted committee of the board or any one or more of the key managerial personnel of the Investment Manager or to any other person.”

**On behalf of Anzen India Energy Yield Plus Trust  
Edelweiss Real Assets Managers Limited  
(acting as the Investment Manager to Anzen India Energy Yield Plus Trust)**

**Jalpa Parekh  
Company Secretary & Compliance Officer  
ACS No. 44507**

Date: December 27, 2023  
Place: Mumbai

## NOTES:

1. As per the Regulation 22(2)(b) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, Anzen is seeking the approval of the Unitholders on the proposed resolutions by way of Postal Ballot by voting through electronic means ("**remote e-voting**").
2. The Postal Ballot Notice is being sent to Unitholders at the email address registered with their Depository Participants by permitted mode.
3. An explanatory statement setting out the material facts and reasons for the proposed resolutions is annexed herewith and forms part of the Postal Ballot Notice.
4. Only those Unitholders whose names are recorded in the Register of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on the close of business hours on Friday, December 22, 2023 ("**cut-off date**") shall be eligible for voting and receipt of notice.
5. The Investment Manager has engaged the services of KFIN Technologies Limited, the Registrar and Transfer Agent ("**RTA**") of Anzen, for the purpose of providing remote e-voting facility to the Unitholders of Anzen. Kindly refer to notes given below for detail instructions of e-voting.
6. The remote e-voting shall commence at 09.00 am on Friday, December 29, 2023, and ends at 05.00 pm on Monday, January 29, 2024.
7. Resolution passed by the Unitholders through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the Unitholders.
8. A Unitholder cannot exercise his vote by proxy on Postal Ballot.
9. Unitholders are requested to send their queries, if any, to the Investment Manager to enable the Investment Manager to provide the required information on [InvITinvestorgrievances@edelweissalts.com](mailto:InvITinvestorgrievances@edelweissalts.com)
10. Unitholders who have not registered their email address so far are requested to register their email address with their demat account maintained with depositories and depository participants for receiving all communication including annual reports, notices, circulars etc. from the Investment Manager, on behalf of Anzen, electronically.
11. 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.



## REMOTE E-VOTING INSTRUCTIONS FOR UNITHOLDERS

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual members holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. In compliance with above guidelines, arrangements have been made to vote electronically from depository system by the individuals. Unitholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

### Procedure to be followed by Individual unitholders holding securities in Demat:

Individual unitholders holding securities in demat mode shall follow below mentioned procedure depending upon the depository in which he/she maintains their demat account:

NSDL	CDSL
<p><b>1. User already registered for IdeAS facility:</b>                      I. URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>                      II. Click on the "Beneficial Owner" icon under 'IdeAS' section.                      III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"                      IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b>                      I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>                      II. Click on New System Myeasi                      III. Login with user id and password.                      IV. Option will be made available to reach e-Voting page without any further authentication.                      V. Click on e-Voting service provider name to cast your vote.</p>
<p><b>2. User not registered for IdeAS e-Services</b>                      I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>                      II. Select "Register Online for IdeAS"                      III. Proceed with completing the required fields.</p> <p><b>Alternatively,</b>                      To register click on link : <a href="https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp</a>                      Proceed with completing the required fields.</p>	<p><b>2. User not registered for Easi/Easiest</b>                      I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>                      II. Proceed with completing the required fields.</p>
<p><b>3. First time users can visit the e-Voting website of NSDL directly and follow the process given below :</b></p> <p>I. URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>                      II. Click on the icon "Login" which is available under 'Shareholder/Member' section.                      III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP</p>	<p><b>3. First time users can visit the e-Voting website of CDSL directly and follow the process given below :</b></p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>                      II. Provide demat Account Number and PAN No.                      III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.                      IV. After successful authentication, user will be</p>

<p>and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>provided links for the respective ESP where the e- Voting is in progress.</p>
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**Procedure to login through depository participant websites (only for Individual Unitholders)**

Individual Member can also login using the login credentials of his/her demat account through his/her Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, the member will be able to see e-Voting option. Click on e-Voting option the member will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and the member will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.

**Help lines for login issues:**

Unitholders can use the following helplines of NSDL/CDSL to retrieve User ID/ Password in case they forget User ID and Password:

Individual Unitholders holding units in demat form with NSDL facing any technical issue	Individual Unitholders holding units in demat form with CDSL facing any technical issue
Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Login procedure for non-individual unitholders:**

Non-individual unitholders viz Mutual Funds, Foreign Portfolio Investors, Banks/Financial Institutions, Insurance Companies, Bodies Corporates etc. can directly login through <https://evoting.kfintech.com> for casting votes during the e-voting period.

Procedure and Instructions for remote e-voting are as under: Initial password is provided in the body of the email. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.

- a. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with Kfin for e-voting, use your existing User ID and password for casting your votes.

- b. After entering the details appropriately, click on LOGIN.
- c. You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- d. You need to login again with the new credentials.
- e. On successful login, the system will prompt you to select the EVENT i.e. ANZEN.
- f. On the voting page, the number of units (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all units and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total unitholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the units held will not be counted under either head.
- g. Unitholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- h. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution. Your user ID and password for this purpose are furnished below:

EVEN (E-Voting Event Number)	USER ID	Password / PIN

Note: If you forget your password, you can reset your password by using "Forgot user details/Password" option available on <https://evoting.kfintech.com>

#### General instructions:

Institutional Unitholders (other than Individuals, HUF, NRI, etc) and Custodians are required to log on the e-voting system of RTA at <https://evoting.kfintech.com> and registers themselves as "**Custodian/Mutual Fund/Corporate Body**". They are also required to upload a scanned certified true copy of the Board Resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the "**Custodian/Mutual Fund/Corporate Body**" login for the scrutinizer to verify the same.

In case of any query, you may refer to the Frequently Asked Questions (FAQs) for unitholders and e-voting user manual for unitholders available at the Downloads sections of <https://evoting.kfintech.com> or contact Mr. S.V. Raju, Dy. Vice-President, Kfin Technologies Ltd. (Unit- Anzen) at email: [v-rajju.sv@kfintech.com](mailto:v-rajju.sv@kfintech.com) or contact at phone no. 1-800-309-4001 (toll free).

**EXPLANATORY STATEMENT, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED DECEMBER 27, 2023**

The following Explanatory Statement relating to the accompanying Notice set out all material facts:

**ITEM NO. 1: APPROVAL FOR THE AMENDMENT OF THE TRUST DEED AND THE INVESTMENT MANAGEMENT AGREEMENT OF ANZEN INDIA ENERGY YIELD PLUS TRUST**

The Unitholders may kindly note that the Trust Deed dated November 1, 2021 of Anzen India Energy Yield Plus Trust ("**Anzen Trust**" and such trust deed, the "**Trust Deed**"), was executed between Sekura Energy Private Limited (acting as the sponsor of Anzen Trust) and Axis Trustee Services Limited (acting as the trustee of Anzen Trust), in respect of the establishment and functioning of Anzen Trust. Further, Investment Management Agreement dated December 8, 2021 of Anzen India Energy Yield Plus Trust ("**Anzen Trust**") and such Investment Management Agreement, the "**Investment Management Agreement**"), was executed between Axis Trustee Services Limited (acting as the trustee to Anzen Trust), Edelweiss Real Assets Managers Limited (acting as the investment manager to Anzen Trust) and NRSS-XXXI (Part B) Transmission Limited and Darbhanga-Motihari Transmission Company Limited (as the Initial SPVs of Anzen Trust) to manage the assets and investments of the Anzen Trust and to undertake activities of the Anzen Trust as specified under Regulation 10 of the InvIT Regulations, as amended from time to time ("**InvIT Regulations**").

The Unitholders may further note that pursuant to **InvIT Regulations** and the circular issued by Securities and Exchange Board of India ("**SEBI**") dated September 11, 2023, bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153, it is now proposed to amend the Trust Deed and the Investment Management Agreement to permit eligible unitholders of the Anzen Trust to nominate such number of directors on the Board of Directors of the Investment Manager, in the manner and to the extent specified under the InvIT Regulations, the SEBI Circular and the Policy for Appointment of Directors and Key Managerial Personnel ("**Policy**").

The Board of Directors of the Investment Manager of Anzen Trust, vide its circular resolution dated December 15, 2023 have approved and recommended the aforesaid proposed amendments to the Trust Deed and the Investment Management Agreement.

Accordingly, consent of the unitholders is being sought pursuant to Regulation 22 and other applicable provisions of the InvIT Regulations.

These resolutions seek to give the Board of Directors of the Investment Manager authority to complete the proposed execution of amendment of the Investment Management Agreement as the Board of Directors of the Investment Manager may deem fit.

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

The Board of Directors of the Investment Manager recommends the resolution set forth in Item No. 1 for the approval of the Unitholders by way of special majority.

**ITEM NO. 2: APPROVAL FOR RE-CLASSIFICATION OF ISSUE PROCEEDS RAISED FROM THE INITIAL OFFER OF UNITS BY ANZEN**

The Unitholders may kindly note that Anzen India Energy Yield Plus Trust (“**Anzen Trust**”) had raised proceeds aggregating to ₹ 7,500 million (the “**Issue Proceeds**”) through an initial offering of 75,000,000 Units representing an undivided beneficial interest in the Trust (the “**Units**”) by way of private placement of Units at a price of INR 100 per unit (the “**Issue Price**”) in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 (“**InvIT Regulations**”). The Units were listed with National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”).

At the time of the initial offer, it was estimated that the expenses for the issue (consisting fees and commissions payable to the lead managers, legal counsels, escrow collection bank, registrar to the issue, other advisors to the issue, printing and stationery expenses, and all other incidental and miscellaneous expenses in relation to the Issue and listing of the Units issued pursuant to the issue on the stock exchanges) (“**Issue Expenses**”) would be up to ₹ 180 million. Accordingly, appropriate amounts were stated in the Use of Proceeds section of the Placement Memorandum dated August 8, 2022 and Final Placement Memorandum dated November 1, 2022 (the “**Placement Documents**”). Whilst the Investment Manager (on behalf of the Trust) has made best efforts to utilise the Issue Proceeds as per the terms of the Issue set out in the Placement Documents, as on November 20, 2023, the Trust has an un-utilized sum of ₹ 6.42 million under the head of Issue Expense on account of reduction in actual issue expenses incurred (“**Unutilised Issue Proceeds**”).

Therefore, the **Unutilised Issue Proceeds** are now proposed to be utilized for general purposes as indicated below:-

*The general purposes for which the Trust proposes to utilize Unutilised Issue Proceeds include meeting exigencies and expenses incurred, by way of Trust in the ordinary course of business as considered expedient, and as approved by the Investment Manager or the Trustee, as the case may be, subject to compliance with applicable law.*

*The investment manager will have flexibility in utilizing the proceeds earmarked for general purposes, in accordance with the investment objectives of the Trust, policies of the board of directors of the Investment Manager and the InvIT Regulations.*

The utilization of the Unutilised Issue Proceeds towards general expenses for the operation of the Trust will not result in the amount allocated towards general purposes being more than 10% of the Issue Proceeds.

**Post such approval, the final use of proceeds shall be as follows:**

S. No.	Particulars	Estimated Amount in the Placement Documents (In ₹ million)	Revised Amount (In ₹ million)
(v)	Providing loans to the Initial Portfolio Assets for repayment or pre-payment of debt, including any accrued interest, availed by them	4,420.00	4,420.00
(vi)	Purchase of the optionally convertible debentures and non-convertible debentures issued by the Project SPVs to EIYP	2,580.00	2,580.00

<b>S. No.</b>	<b>Particulars</b>	<b>Estimated Amount in the Placement Documents (In ₹ million)</b>	<b>Revised Amount (In ₹ million)</b>
(vii)	General purposes	320.00	326.42
(viii)	Issue expenses	180.00	173.58
	<b>TOTAL</b>	<b>7,500.00</b>	<b>7,500.00</b>

**The reason for the alteration or change in the objects:**

The new object proposed is due to difference in actual Issue Expenses incurred, as against the estimate made at the time of the Issue.

The amount proposed to be utilised for general purposes, upon approval of the unitholders is ₹ 6.42 million.

Accordingly, consent of the Unitholders is being sought pursuant to Regulation 22(5) of the InvIT Regulations and other applicable provisions of the InvIT Regulations.

None of the director(s) or key managerial personnel of Investment Manager or their respective relatives or related parties are concerned or interested, financial or otherwise in the resolution mentioned at Item No. 2 of this Notice.

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

**On behalf of Anzen India Energy Yield Plus Trust  
Edelweiss Real Assets Managers Limited  
(acting as the Investment Manager to Anzen India Energy Yield Plus Trust)**

**Jalpa Parekh  
Company Secretary & Compliance Officer  
ACS No. 44507**

Date: December 27, 2023

Place: Mumbai