Ref: SEIT-LCS-SE-AM-001-27062024

June 27, 2024

The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip ID/Symbol: SEITINVIT
ISIN: INE0R8O23017

Subject: Notice of the First Annual Meeting ("AM") of Sustainable Energy Infra Trust along with the Annual Report for the period ended March 31, 2024.

Dear Sir/Ma'am,

Pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the "InvIT Regulations"), as amended from time to time, read with circulars issued thereunder (including any statutory modification(s), amendments or re-enactments thereof for the time being in force) and subject to other applicable laws and regulations, please find attached:

1. The Notice of the First Annual Meeting of Sustainable Energy Infra Trust ("Trust") scheduled to be held on Friday, July 26, 2024 at 11:00 A.M. (IST) through Video Conferencing/Other Audio-Visual Means ("VC/OAVM"); and

2. The Annual Report of the Trust for the period ended March 31, 2024.

The aforesaid documents are also available on the website of the Trust at: www.seit.co.in

You are requested to kindly take the same on record.

Thanking you,

For **Sustainable Energy Infra Investment Managers Private Limited**
(acting as an Investment Manager of Sustainable Energy Infra Trust)

DEVJEET GHOSH
Digitally signed by DEVJEET GHOSH
Date: 2024.06.27 15:48:01 +05'30'

Devjeet Ghosh
Compliance Officer

Place: Mumbai

Notice of First Annual Meeting

Document No. SEIT-LCS-AM-NTC-001-27062024

NOTICE is hereby given that the First Annual Meeting ("**AM**") of the Unitholders ("**Unitholders**") of Sustainable Energy Infra Trust (the "**Trust**") will be held on Friday, July 26, 2024 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 lnvlT 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 PERIOD ENDED MARCH 31, 2024, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON AND THE REPORT ON THE PERFORMANCE OF THE TRUST

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 are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the SEBI lnvlT Regulations:

"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 the Trust as at and for the period ended March 31, 2024 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 Chief Financial Officer or Compliance Officer of Sustainable Energy Infra Investment Managers Private Limited (the "**Investment Manager**") be and are hereby jointly 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 APPROVE THE APPOINTMENT OF STATUTORY AUDITORS FOR 5 (FIVE) CONSECUTIVE YEARS COMMENCING FROM THE FINANCIAL YEAR 2023-24 TO THE FINANCIAL YEAR 2027-28 AND FIX THEIR REMUNERATION

To consider the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number: 117366W/ W-100018) as the Auditors of the Sustainable Energy Infra Trust (the "**Auditor**") for a period of 5 (five) years from Financial Year 2023-2024 till the annual meeting of the Unitholders to be held for the Financial Year 2027-2028, and, if thought fit, to pass with or without modifications(s), the following resolution by way of a simple majority (i.e. where the votes

cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22(4) and other applicable provisions of the SEBI InvIT Regulations, as amended:

"**RESOLVED THAT** pursuant to the provisions of Regulations 10(5), 10(6), 10(6A), 10(6B), 13, 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended, read with circulars and guidelines issued thereunder ("SEBI InvIT Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the Policy on Appointment of Auditor and Valuer of Sustainable Energy Infra Trust (the "**Trust**"), the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number: 117366W/ W-100018) (appointed in consultation with Axis Trustee Services Limited) as the statutory auditors for the Trust for a period of5 (five) years from Financial Year 2023-2024 till the annual meeting of the Unitholders to be held for the Financial Year 2027-2028, on such terms and conditions, including fees, as mutually decided by the Board of Directors of the Investment Manager and the Auditor, be and is hereby considered and ratified.

RESOLVED FURTHER THAT any one of the Director or Chief Executive Officer or Chief Financial Officer or Compliance Officer or Company Secretary of Sustainable Energy Infra Investment Managers Private Limited 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. 3:

TO CONSIDER AND ADOPT THE VALUATION REPORT OF THE ASSETS OF SUSTAINABLE ENERGY INFRA TRUST ("TRUST") FOR THE PERIOD ENDED MARCH 31, 2024

To consider and if thought fit, to pass with or without modification(s), 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 the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations:

"**RESOLVED THAT** pursuant to Regulations 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 Trust for the period ended March 31, 2024 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 Chief Financial Officer or Compliance Officer or Company Secretary of Sustainable Energy Infra Investment Managers Private Limited 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. 4:

TO RATIFY THE APPOINTMENT AND REMUNERATION OF THE VALUER OF SUSTAINABLE ENERGY INFRA TRUST ("TRUST") FOR THE PERIOD ENDED MARCH 31, 2024

To ratify the appointment and remuneration of Mr. S. Sundararaman, Registered Valuer IBBI (Registration no.: IBBI/RV/06/2018/10238) as the Independent Valuer of the Trust for the period ended as on March 31, 2024 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 the resolution are required to be more than the votes cast against the resolution by unit holders, so entitled and voting) in terms of regulation 22 of the SEBI InvIT Regulations:

"RESOLVED THAT pursuant to the provisions regulations 10(5), 22 and other applicable provisions of the SEBI InvIT Regulations (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the Policy on appointment of auditor and valuer of the Trust, the appointment of Mr. S. Sundararaman, Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10238) as the Valuer of the Trust, who had confirmed their eligibility to be appointed as the Valuer in terms of provisions of the SEBI InvIT Regulations as the Valuer of the Trust, for the period ended as of March 31, 2024, at remuneration and out of pocket expenses incurred on such terms and conditions as may be mutually agreed by the board of directors or management of the Investment Manager and the Valuer, be and is hereby ratified.

RESOLVED FURTHER THAT any one of the Directors, Chief Executive Officer, Chief Financial Officer, Compliance Officer, Company Secretary of Sustainable Energy Infra Investment Managers Private Limited be and are hereby severally authorized to inform all regulatory, statutory and governmental authorities, as may be required under applicable laws, and in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Investment Manager to be in the best interest of the Trust."

ITEM NO. 5:

TO CONSIDER AND APPROVE THE APPOINTMENT AND REMUNERATION OF THE VALUER OF SUSTAINABLE ENERGY INFRA TRUST ("TRUST") FROM THE FINANCIAL YEAR 2024-25 TO FINANCIAL YEAR 2026-27

To consider the appointment and remuneration of Mr. S. Sundararaman, Registered Valuer IBBI (Registration no.: IBBI/RV/06/2018/10238) as the Independent Valuer of the Trust from the financial year 2024-25 to financial year 2026-27 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 the resolution are required to be more than the votes cast against the resolution by unit holders, so entitled and voting) in terms of Regulation 22 of the SEBI InvIT Regulations.

"RESOLVED THAT pursuant to the provisions regulations 10(5), 22 and other applicable provisions of the SEBI InvIT Regulations (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the policy on appointment of auditor and valuer of the Trust, the consent of the Unitholders be and is hereby accorded for the appointment of Mr. S. Sundararaman, Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10238) as the Valuer of the Trust, for a period commencing from financial year 2024-25 to financial year 2026-27, to carry out the valuation of the Trust, its Special Purpose Vehicles (SPVs) and other valuations in accordance with the SEBI InvIT regulations, who had confirmed their eligibility to be appointed as the Valuer in terms of provisions of the SEBI InvIT Regulations, and at the remuneration (excluding applicable taxes) and

out of pocket expenses incurred on such terms and conditions as is or may be mutually agreed by and between the board of directors or the management of Sustainable Energy Infra Investment Managers Private Limited (the "Investment Manager") and the Valuer.

RESOLVED FURTHER THAT any one of the Directors, Chief Executive Officer, Chief Financial Officer, Compliance Officer, Company Secretary of the Investment Manager be and are hereby severally authorized to inform all regulatory, statutory and governmental authorities, as may be required under applicable laws, and in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Investment Manager to be in the best interest of the Trust."

For SUSTAINABLE ENERGY INFRA TRUST

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

sd/-
Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

NOTES:

1. Pursuant to Regulation 22(3)(a) of the SEBI lnvlT Regulations read with SEBI Circular dated May 15, 2024 and other relevant circulars issued by SEBI in this regard, from time to time, the First Annual Meeting ('AM') of the Trust is being held through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') which does not require the physical presence of the Unitholders at a common venue, subject to the fulfilment of conditions as specified in the relevant circulars issued thereunder. In compliance with the aforesaid, unitholders can 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.

2. The explanatory statement stating all material facts and the reasons 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 at 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") for providing 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 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, Practicing Company Secretaries ("Scrutinizer") is 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 simultaneous be placed 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. Friday, June 28, 2024 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 July 24, 2024. Such questions by the Unitholders shall be taken up during the meeting and replied 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 Sunday, July 21, 2024 (9.00 a.m. IST) and Wednesday, July 24, 2024 (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 Monday, July 1, 2024 at 09:00 A.M. and end on Thursday, July 25, 2024 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 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. Friday, July 26, 2024.

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.	1. 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 4. Unitholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Unitholders holding securities in demat mode with CDSL	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.

Individual Unitholders (holding securities in demat mode) login through their depository participants	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.

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

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

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

B) Login Method for 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 129019 then user ID is 129019001***

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" 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 and 022 - 2499 7000 or send a request to Mr. Nihar Kudaskar 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 shareholder, scanned copy of the share 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 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.

4. 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 "129019" 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.

ANNEXURE TO NOTICE

Explanatory Statement

ITEM NO 2:

Unitholders are requested to note that pursuant to Regulation 10 of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 ("SEBI InvIT Regulations"), Sustainable Energy Infra Investment Managers Private Limited, acting in its capacity as the Investment Manager ("Investment Manager") of Sustainable Energy Infra Trust (the "Trust") in consultation with Axis Trustee Services Limited (in its capacity as the trustee to the Trust), had appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number: 117366W/ W-100018), as the Auditors of the Trust for a period of 5 (Five) years commencing from Financial Year 2023-2024 till the annual meeting of the Unitholders to be held for the Financial Year 2027-2028, in accordance with the "Policy on appointment of Auditor and Valuer".

Under Regulation 22 of the SEBI InvIT Regulations, the Investment Manager is required to obtain approval from the Unitholders for the appointment of the Statutory Auditor at the annual meeting of the Unitholders. Since the units of the Trust were listed on the National Stock Exchange of India Limited on January 15, 2024, this meeting is considered as the First AM of the Trust.

In view of the above, under Item No. 2 of the accompanying Notice, approval of the unitholders is sought for the ratification of the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditor of the Trust for Financial Year 2023-2024, and for approval for appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditor of the Trust for a period of five years, commencing from the Financial Year 2023-2024 till the annual meeting of the Unitholders to be held for the Financial Year 2027-2028, at a remuneration to be determined by the Board of Directors of the Investment Manager and the Auditor.

The Investment Manager recommends the resolution as set out in the Notice for your approval by way of a simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

ITEM NO. 4 AND 5:

Pursuant to the SEBI InvIT Regulations, the Valuer is required to be appointed to carry out valuation of Sustainable Energy Infra Trust. Further, Valuer means any person who is a "registered valuer" under section 247 of the Companies Act, 2013 or as specified by SEBI from time to time.

In accordance with the applicable provisions of the SEBI InvIT Regulations and the Policy, the Investment Manager, in consultation with Axis Trustee Services Limited (in its capacity as the trustee to the Trust), had appointed Mr. S. Sundararaman, Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10238), as Valuer of the Trust for the period of four years commencing from Financial Year 2023-2024 to the Financial Year 2026-2027.

Accordingly, under Item No. 4 of the accompanying Notice, the Unitholders are requested to ratify the appointment of Mr. S. Sundararaman as the Valuer of the Trust for the period ended as of March 31, 2024, and under Item No. 5 of the accompanying Notice, the Unitholders are requested to approve the appointment of Mr. S. Sundararaman as the Valuer of the Trust from the financial year 2024-2025 to the financial year 2026-27, at remuneration and out of pocket expenses incurred on such terms and conditions as may be mutually agreed and determined by the Board of Directors or management of the Investment Manager and the Valuer.

The Investment Manager recommends the resolutions as set out in the Notice for your approval by way of a simple majority (i.e.

where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution). Additionally, please see below a brief profile of Mr. S. Sundararaman.

Brief Profile of Mr. S. Sundararaman:

Mr. S. Sundararaman is a fellow member from the Institute of Chartered Accountants of India, Graduate member of the Institute of Cost and Works Accountants of India, Information Systems Auditor (DISA of ICAI) and has completed the Post Qualification Certification courses of ICAI on IFRS, Valuation. He is a partner at Haribhakti & Co. LLP. He is a Qualified Insolvency Professional and a Registered Valuer for Securities or Financial Assets, having been enrolled with the Insolvency and Bankruptcy Board of India (IBBI) after passing the respective Examinations. He possesses more than 30 years of experience in servicing large and medium-sized clients in the areas of Corporate Advisory including Strategic Restructuring, Governance, Acquisitions and related Valuations and Tax Implications apart from Audit and Assurance Services.

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)

Sd/-
Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024


seit

Document No. SEIT-LCS-AM-ANR-001-27062024

seit

—Powering—

Sustainable Growth through Clean Energy



Annual Report 2023-24

Sustainable Energy Infra Trust

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CORPORATE INFORMATION

SUSTAINABLE ENERGY INFRA TRUST ("Trust")

Registered Address/Principal Place of Business

Mahindra Towers,
Pandurang Budhkar Marg, Near Doordarshan Kendra,
Worli, Mumbai 400018, Maharashtra, India
SEBI Registration No: IN/InvIT/23-24/0027
Date of Registration with SEBI: August 11, 2023

www.seit.co.in compliance@seit.co.in +91 22 2490 1441

Investment Manager

Corporate Office
Sustainable Energy Infra Investment Managers Private Limited
CoWrks, Ground Floor, Winchester, South Avenue Road,
Downtown Powai, Mumbai 400 076, Maharashtra, India
CIN – U66190MH2023FTC401685

+91 22 6209 7900

Trustee of the Trust

Axis Trustee Services Limited
Axis House, Bombay Dyeing Mills Compound,
Pandhurang Budhkar Marg, Worli,
Mumbai – 400025, Maharashtra, India
CIN – U74999MH2008PLC182264

Project Manager

Green Energy Infra Project Managers Private Limited
CoWrks, Ground Floor, Winchester, South Avenue Road,
Downtown Powai, Mumbai 400 076, Maharashtra, India
CIN – U70200MH2023FTC402056

Board Of Directors

Name	Designation
Mr. Sadashiv S. Rao	Non-Executive Independent Director
Ms. Priya Subbaraman	Non-Executive Independent Director
Mr. Sanjiv Sahai*	Non-Executive Independent Director
Mr. Sumit Dayal	Non-Executive Independent Director
Mr. Debapratim Hajara	Non-Executive Non-Independent Director
Mr. Puneet Renjhen	Non-Executive Non-Independent Director
Mr. Jan Brand*	Non-Executive Non-Independent Director
Mr. Bruce Crane^	Non-Executive Non-Independent Director
Mr. Premod P. Thomas*	Non-Executive Nominee Director

** Director from April 17, 2024 ; ^ Ceased to be Director from April 16, 2024*

Key Management Personnel/Senior Management Personnel

Mr. Avinash Rao (Chief Executive Officer)
Mr. Gaurav Malhotra (Chief Financial Officer & Chief Investment Officer)
Mr. Devjeet Ghosh (General Counsel & Chief Compliance Officer)
Mr. Ankit Dewan (Company Secretary)
Mr. Neeraj Agarwal (Head-Solar Technology and Operations) *ceased as a KMP & SMP w.e.f. November 17, 2023*

Leadership Team

Mr. Niraj Shah (Head Operations)
Mr. Pankaj Vaidya (Head – Commercial & Regulatory Affairs)
Mr. Saurabh Singh (Corporate Controller)
Ms. Adity Bhardwaj (Head – Human Resources & Administration)
Mr. Piyush Jain (Finance Controller)
Mr. Manojkumar Shah (Head – Safety, Health & Environment)

Information of the contact person of the Trust

Mr. Devjeet Ghosh
(General Counsel & Chief Compliance Officer)
Address: CoWrks, Ground Floor, Winchester, South Avenue Road, Downtown Powai, Mumbai 400 076

+91 22 6209 7900 compliance@seit.co.in

Contact Details and Email ID for Investors Relation and Grievance Redressal

Mr. Ankit Dewan (Company Secretary)

+91 22 6209 7900 grievance@seit.co.in

CORPORATE OVERVIEW

Securities Information

Units listed on **National Stock Exchange of India Limited (NSE)**
Scrip Symbol: SEITINVIT
ISIN: INE0R8O23017

Registrar and Unit Transfer Agent

KFin Technologies Limited
Selenium, Tower B, Plot No- 31 and 32,
Financial District Nanakramguda,
Serilingampally Mandal,
Hyderabad 500032, Telangana, India
Tel.: +91 40 6716 2222
Fax number: +91 40 67161563
E-mail: Seit.invit@kfintech.com
Investor Grievance E-mail:
einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221
CIN: L72400TG2017PLC117649

Statutory Auditor

Deloitte Haskins & Sells LLP
One International Centre
Tower 3, 27-32, Floor Senapati Bapat Marg,
Elphinstone Road (West), Mumbai - 400013,
Maharashtra, India
Tel: +91 22 6185 4000
Email: parekhmehul@deloitte.com
Registration Number: 117366W/ W-100018

Valuer

Mr. S. Sundararaman
5B, "A" Block, 5th Floor, Mena Kampala Arcade
New #18 & 20, Thiagaraya Road, T. Nagar
Chennai, 600 017, India
Tel: 97909 28047
Email: chennaissr@gmail.com
Contact Person: S. Sundararaman
IBBI Registration Number : IBBI/RV/06/2018/10238

Security Trustee

Catalyst Trusteeship Limited
Registered office: GDA House,
First Floor, Plot No. 85, S. No. 94 & 95,
Bhusari Colony (Right), Kothrud Pune,
Maharashtra, India - 411038
Branch office: Office no. 910-911, 9th Floor,
Kailash Building, 26, Kasturba Gandhi Marg,
New Delhi, India - 11001
Tel: 011-43029101
Email: dt.mumbai@ctltrustee.com, complianceCLT-Mumbai@clttrustee.com
CIN: U74999PN1997PLC110262

List of Lenders

Axis Bank Limited
India Infrastructure Finance Company Limited
Kotak Mahindra Bank Limited

BOARD OF DIRECTORS OF THE INVESTMENT MANAGER



Sadashiv S. Rao (Independent Director)

Sadashiv S. Rao has over 32 years of work experience. He was the founding chief executive officer of NIIF Infrastructure Finance Limited (formerly known as IDFC Infrastructure Finance Limited). He is currently a director on the board of Yes Bank Limited and Nexus Select Mall Management Private Limited. He has previously worked with IDFC Limited as its chief risk officer and at ICICI Limited. He has previously been a director on the board of Indraprashta Gas Limited, Sharekhan Limited, Asset Reconstruction Company (India) Limited, and several IDFC group companies including IDFC Alternatives Limited.

He holds a bachelor's degree in technology from the Indian Institute of Technology, Kanpur and post graduate diploma in management from the Indian Institute of Management, Bangalore.



Sanjiv Nandan Sahai (Independent Director)

Sanjiv Sahai is a former Secretary to the Government of India in the Ministry of Power. He has a diverse professional background, having worked in the private sector and subsequently in various roles within the government. Starting his career in the Tata Administrative Service in 1983, Mr. Sahai later worked for seven years (2007-2014) as Adviser at the Infrastructure Development Finance Company (IDFC) and as MD & CEO of Delhi Integrated Multimodal Transit System Ltd (DIMTS), a joint venture company of IDFC and the Delhi Government. His experience in both the private and public sectors has provided him with a comprehensive understanding of issues such as infrastructure financing, project structuring, and regulatory matters. With insights into the differing perspectives of the private sector and government, he adeptly balances the interests of both. His roles have included district administration, heading the Excise, Entertainment, and Luxury Tax department, and serving as a key member in the Prime Minister's office (1998-2003), where he contributed to strategies and policies for infrastructure development including National Highways Development Project and sectors like civil aviation and telecom. He has also overseen the performance of public sector undertakings such as DTC and Chandigarh Housing Board and served as the Secretary to the Lieutenant Governor of Delhi. With involvement in policy-making at both the national and state levels, Mr. Sahai brings a wealth of experience and expertise to address critical issues from policy formulation to project implementation.



Priya Subbaraman (Independent Director)

Priya has more than 21 years of experience in financial services sectors. Previously, she was associated with Standard Chartered Bank as a head of the compliance department, Goldman Sachs (India) Securities Private Limited as an executive director, Hongkong and Shanghai Banking Corporation Limited as a senior vice president, Lehman Brothers Securities Private Limited as a senior vice president, National Stock Exchange of India Limited as an executive vice president and the chief regulatory officer and the Kotak Group (Kotak Securities Limited and Kotak Mahindra Finance Limited) as a vice president. She has also been a director on the board of directors of National Securities Depository Limited and NSE Academy Limited. As on date, she is a director on the board of directors of Dhiraa Skilldev Foundation and is also a member of the advisory council of the Centre of Excellence in Teacher Education, Tata Institute of Social Sciences. She has a bachelor's degree in law from Kishinchand Chellaram Law College, University of Mumbai, a bachelor's degree in commerce from K. J. Somaiya College of Arts and Commerce, the University of Mumbai and a diploma in business finance from Institute of Chartered Financial Analysts of India. She is an associate member of the Institute of Company Secretaries of India.



Sumit Dayal (Independent Director)

Sumit has more than 31 years of experience in corporate financing, mergers and acquisitions, corporate restructuring, private equity and infrastructure. He is currently associated with Avendus Capital Pte. Limited, Singapore as a non-executive director and Olea Global Pte. Limited, Singapore as an independent non-executive director. Prior to his joining the Investment Manager, he has been associated with Standard Chartered Bank (Singapore) Limited as their managing director, global head, corporate finance and Bank of America Corporation, as their managing director and senior portfolio management team leader of portfolio management – corporate – Hong Kong. He was also associated with American Express Bank as an account manager. He holds a bachelors' degree in arts from University of Delhi and has completed the Pearson SRF BTEC advanced professional diploma course conducted by the Financial Times and a general managers/effective leaders programme from Oxford SAID Business School. He was admitted as an ordinary member of the Singapore Institute of Directors on March 22, 2021.

BOARD OF DIRECTORS OF THE INVESTMENT MANAGER



Debapratim Hajara (Director)

Debapratim is currently the managing director, Infrastructure & Natural Resources at Ontario Teachers' Pension Plan ("Ontario Teachers") and is also a director on the board of directors of National Investment and Infrastructure Fund Limited, the MSPL Sponsor and the Project Manager. He has a postgraduate diploma in management from Xavier Institute of Management, Bhubaneswar and a master's of science degree in physics from Indian Institute of Technology, Kanpur.



Premod P. Thomas (Unitholder Nominee Director)

Premod P. Thomas is a Senior Advisor at Clifford Capital Holdings Pte Ltd responsible for key initiatives relating to transition and climate finance. Clifford Capital's shareholders are Temasek, Manulife, Prudential, Standard Chartered, SMBC, DBS and the Asian Development Bank. He was most recently the Founding CEO of Bayfront Infrastructure Pte Ltd, a 70% joint venture between Clifford Capital and the Asian Infrastructure Investment Bank. He successfully led the company from its inception in 2019 to the successful launch of a series of repeat Infrastructure Asset Backed Securities between 2020 and 2023. These issuances helped develop a listed and rated market in Singapore for institutionally held Asia Pacific Infrastructure debt. He is also a Senior Advisor to McKinsey and Company in its sustainability practice. He concurrently is Independent Director and Chairman of the Audit and Risk Committee of Temasek owned and Singapore-listed Mapletree Pan-Asia Commercial Trust Ltd, one of Singapore's largest commercial and retail real estate REITS, an Independent Director of Gemstone Asset Holdings Pte. Ltd. and the Chairman of the Investment Committee of Mapletree Global Student Accommodation Private Trust, a private trust constituted in Singapore, to invest in student accommodation in the United States of America and the United Kingdom. He was, till recently, an Independent Director of Fullerton India Private Limited one of India's leading Non-Bank Financial Companies where he also chaired the Risk Oversight Committee. He stepped down upon the sale by Temasek of a majority stake to Sumitomo Mitsui Financial Group. He has in the past held various senior appointments at Bank of America, Standard Chartered Bank and Temasek Group. He holds a Master's in Business Administration from the Indian Institute of Management, Ahmedabad, a Bachelor of Commerce degree from Loyola College, Chennai and is a Singaporean citizen.



Puneet Renjhen (Director)

Puneet is a member of the group executive board of the Mahindra Group. In his role, Puneet also serves as a director for Mahindra Susten Private Limited and as an executive vice president -Partnerships & Alliances for Mahindra & Mahindra Limited. Puneet has also led advisory and capital raising transactions of more than $25 billion for some of the largest global and Indian corporates. He is also responsible for leading Partnerships & Alliances and leveraging potential acquisitions, joint ventures and synergies for the Mahindra Group. Puneet has completed a post graduate programme in management from the Indian School of Business, Hyderabad and has also completed a Mahindra universe program from Harvard Business School.



Jan Brand (Director)

Jan Brand joined Ontario Teachers' in 2015 and is a member of its Infrastructure & Natural Resources team. He helps manage Ontario Teachers' investments across the Asia-Pacific region, including Spark Infrastructure and the Sydney Desalination Plant in Australia. He has worked on the group's acquisitions of Spark Infrastructure in 2021, Enwave Energy Corporation in 2021, the National Investment & Infrastructure Fund in 2019, and Atlantic Aqua Farms in 2017. In addition to Transgrid, he also sits on the board of the Sydney Desalination Plant. Mr. Brand holds a Masters in Financial Economics from the University of Toronto's Rotman School of Management as well as a joint Honours Bachelor of Arts in Economics and Finance from McGill University.

KEY PERSONNEL OF THE INVESTMENT MANAGER



Avinash Rao (Chief Executive Officer)

Prior to joining the Investment Manager, Avinash was associated with Mangalore Power Company and CLP Wind Farms (India) Pvt. Ltd. and other subsidiaries of CLP Holdings Limited for over 15 years and handled several responsibilities including responsibilities in relation to business development (renewables). He joined Edelweiss Alternative Advisors Limited in December 2017 and Sekura Energy Limited in 2018. He was appointed as the Whole-time Director and CEO of Sekura Energy Limited (currently known as Sekura Energy Private Limited) (portfolio company of Edelweiss Infrastructure Yield Plus Fund) in 2018 and was redesignated as a non-executive director with effect from November 1, 2021. He has been involved in leading the build-up of Sekura Energy Private Limited's ("Sekura") energy platform from its initiation including getting the management, enterprise and operating teams on board, overseeing implementation of standard practices in governance, business applications and technology, health safety and environment practices and prudent operating practices on asset management, while supporting the growth of the business and integrating assets acquired by the Sekura platform across transmission and renewable energy segments. He holds a bachelor's degree in mechanical engineering from Mangalore University. He has completed a management development program at IMD, Switzerland, and is a Future Leaders Team Alumni of the World Business Council for Sustainable Development, at Switzerland.



Devjeet Ghosh (General Counsel & Chief Compliance Officer)

Devjeet Ghosh has an overall experience of 15 years and has worked in the past across various companies within the Mahindra Group ("Mahindra Group") in the group legal services department. He was designated as the General Manager – Group Legal and Head Legal – Renewables section of the Mahindra Group's renewable energy arm which includes portfolio companies of the Mahindra Group namely, Mahindra Susten Private Limited, Mahindra Teqo Private Limited, Astra Solren Private Limited, Brightsolar Renewable Energy Private Limited, Megasolis Renewables Private Limited (formerly known as Mahindra Renewables Private Limited), Mega Suryaurja Private Limited and Neo Solren Private Limited (the "Entities"). As the head legal, he was involved in each of the Entities' compliance, managing risks, supporting each Entities strategic objectives, mitigating legal risks and resolving disputes before the electricity regulatory commissions. His responsibilities also encompassed a wide range of legal matters including structuring project entities, drafting, reviewing and negotiating project contracts (such as power purchase agreements, construction agreements, interconnection agreements and supply agreements), obtaining necessary permits and licenses, and ensuring compliance with environmental and land use regulations. He holds a B.S.L. LL.B. degree from the ILS Law College, Pune.



Gaurav Malhotra (Chief Financial Officer & Chief Investment Officer)

Prior to joining the Investment Manager, Gaurav was the Chief Financial Officer of the project manager of the Cube Highways InvIT. In over 7 years spent at Cube Highways, he was involved in multiple activities including M&A, debt financing, investor relations, finance control and statutory compliances. His notable achievements at Cube include leading the company's foray into the Hybrid Annuity Model (HAM) projects space by acquisition of six HAM projects from two notable EPC companies in the country. He also played a key role in multiple debt financing transactions at Cube including the closure of 10,000 crs plus of debt financing for Cube Highways Invit, 3,500 crs plus debt financing for the TOT Bundle, 900 crs debt raise for a state toll road project, multiple listed debt issuances for the portfolio of HAM projects of Cube Highways. As part of this role, he also helped Cube Highways' projects obtain and maintain AAA ratings from all major rating agencies resulting in best-in-class interest rates and increased investor confidence. As part of his investor relations role, he handled marquee investors including Isquared Capital, Abu Dhabi Investment Authority (ADIA), Japanese Highways International (JHI), International Finance Corporation (IFC), British Columbia (BCI) and Mubadala. Since April 2022, he took over the responsibility of the chief financial officer of the project manager of the Cube Highways InvIT where he was responsible for managing finance control, audits, FP&A, compliance for six project SPVs of Cube Highways. Prior to joining Cube, he spent 5 years in the private banking space including with Yes Bank, Aditya Birla Finance Limited and IndusInd Bank Limited with experience in project finance, debt syndication and debt capital markets. He holds a B.Tech in Mechanical Engineering from NIT Durgapur and PGDIM from NITIE, Mumbai (recently converted into IIM Mumbai through an act of Parliament)



Ankit Dewan (Company Secretary)

Ankit Dewan has over 13 years of experience including, more than 7 years of experience in the infrastructure sector. Previously, he served as the company secretary of Maple Infra InvIT Investment Manager Private Limited (investment manager of Indian Highway Concessions Trust, an infrastructure investment trust) and was designated as the compliance officer of the said infrastructure investment trust. He holds a bachelors' degree in commerce from Mumbai University, a bachelors' degree in law from Pune University and a post graduate diploma in securities laws. He is an associate company secretary.

LEADERSHIP TEAM OF THE INVESTMENT MANAGER



Niraj Shah (Head Operations)

Prior to joining us, Niraj Shah was associated with Apraava Energy Private Limited (earlier known as CLP India Private Limited) and their subsidiaries for 27 years. He has worked earlier for Essar Steel for 2 years. His Experience spans across multiple dimensions of Asset Management (Renewables and Gas Based Combined Cycle Power Plant), Digital Transformation & OT/IT Interfacing, Process Automation & Cybersecurity, Power Plant Engineering & Optimization, Technical Due Diligence and Energy Yield Assessments. He holds a Bachelor's Degree in Electrical Engineering from M S University, Vadodara. He has completed a management development program at IMD, Switzerland.



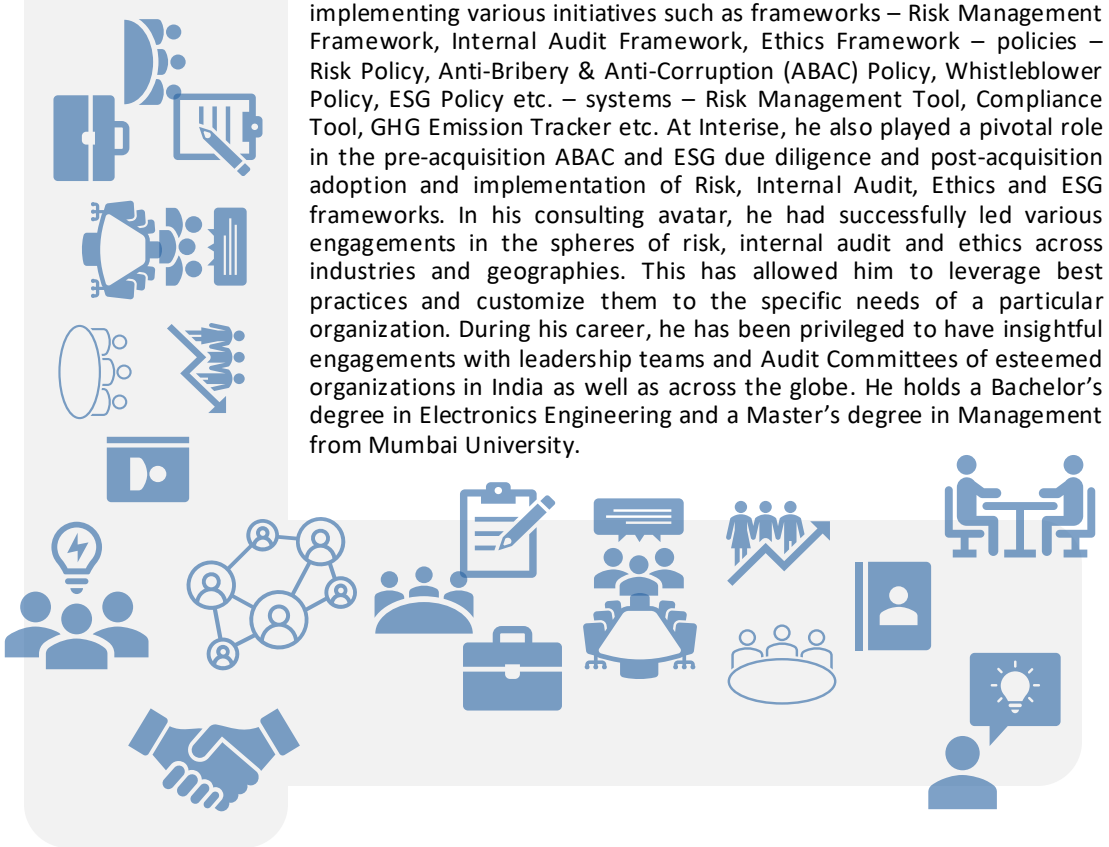
Pankaj Vaidya (Head Commercial & Regulatory Affairs)

Pankaj has over 23 years of experience in handling Business Strategy, Regulatory, Legal and Techno-commercial aspects in Indian Power Sector; handling commercial matters with deep understanding of Power Market Structure backed up with technical experience in thermal & hydropower plants. He has expertise in Strategic Planning, Business Development, Stakeholder Management, Product & Service Development & Deployment, Contract Management, Negotiation Skills, Market data analysis and Business Process Transformation. Mr. Vaidya has worked in organizations like GMR Infrastructure Ltd. and Reliance Energy Ltd. & developed strong experience in wholesale electricity market trading in bilateral as well as exchange-traded products, financial settlement mechanism, contract life cycle management, market growth monitoring to optimize power sales portfolio while ensuring high revenue business growth. During these extensive stints, he has worked on Business Strategy in Power Markets, structuring innovative transactions keeping low business risk, handling litigations, devising solutions for disputes, Power Portfolio Management- Procurement, Sales & Energy Accounting, Planning, Design & Operations in Electricity Distribution, Power Generation, Transmission. He holds a bachelor's degree in electronics & power engineering from Nagpur University, PG Diploma in Thermal Power from the National Power Training Institute and a PG Diploma in Business Management from Narsee Monjee Institute of Management Studies, Mumbai.



Saurabh Singh (Corporate Controller)

Saurabh Singh is a seasoned risk and ethics management professional, and his primary focus is to enhance the risk management and governance framework of the organization. He is passionate about creating sustainable, value-creating organizations by engraining risk and ethics in the organizational fabric and a rich and diverse experience of more than 15 years spread across consulting and industry. Prior to joining the Investment Manager - SEIT, he was associated with Investment Manager - Interise, where he was leading the Risk, Ethics, Internal Audit and ESG functions. In this stint, he was instrumental in implementing various initiatives such as frameworks – Risk Management Framework, Internal Audit Framework, Ethics Framework – policies – Risk Policy, Anti-Bribery & Anti-Corruption (ABAC) Policy, Whistleblower Policy, ESG Policy etc. – systems – Risk Management Tool, Compliance Tool, GHG Emission Tracker etc. At Interise, he also played a pivotal role in the pre-acquisition ABAC and ESG due diligence and post-acquisition adoption and implementation of Risk, Internal Audit, Ethics and ESG frameworks. In his consulting avatar, he had successfully led various engagements in the spheres of risk, internal audit and ethics across industries and geographies. This has allowed him to leverage best practices and customize them to the specific needs of a particular organization. During his career, he has been privileged to have insightful engagements with leadership teams and Audit Committees of esteemed organizations in India as well as across the globe. He holds a Bachelor's degree in Electronics Engineering and a Master's degree in Management from Mumbai University.



LEADERSHIP TEAM OF THE INVESTMENT MANAGER



Adity Bhardwaj (Head of Human Resources & Administration)

Adity Bhardwaj serves as Head of HR & Admin overseeing HR and administration for Sustainable Energy Infra Investment Managers Private Limited. Since joining in September 2023, she has established and led HR functions, including talent acquisition and policy development. Before joining SEIT, Adity was pivotal in her role at Radiance Renewables, where she scaled the workforce from 7 to a fully functional organization during the COVID-19 pandemic. Radiance Renewables was a 100% subsidiary of the Green Growth Equity Fund (GGEF), an Alternative Investment Fund managed by EverSource Capital, with cornerstone investments from India's National Investment and Infrastructure Fund (NIIF) and the Foreign Commonwealth Development Office (FCDO) of the UK government. Here in apart from Talent Acquisition she prepared and implemented comprehensive HR policies, facilitated workforce integration post-acquisition, and led various initiatives in talent management, performance management, and HR automation. Adity's extensive HR experience spans several prominent companies, including Honda R&D India, Moser Baer, Areva T&D India and Crompton Greaves Ltd. She holds a B.Sc. in Food & Nutrition from Jadavpur University and MHD from Viswa Bharti University. She is also a certified Recruitment Analyst and IMS Awareness & Internal Auditor. Her core competencies include setting up Start- ups and demonstrating a consistent ability to drive organizational growth and development through strategic HR initiatives, HR governance, Talent Acquisition, Policy Development, Performance Management, and HR Automation.



Piyush Jain (Financial Controller)

Piyush has over ~12 years of experience including, more than ~5 years of experience in infrastructure sector and banking sector. Previously, he has worked in various positions in HDFC Bank, one of the road platforms of Macquarie Toll-Operate-Transfer (TOT) asset and few other companies. He is a Chartered Accountant and has bachelor's degree in commerce from Mumbai University.



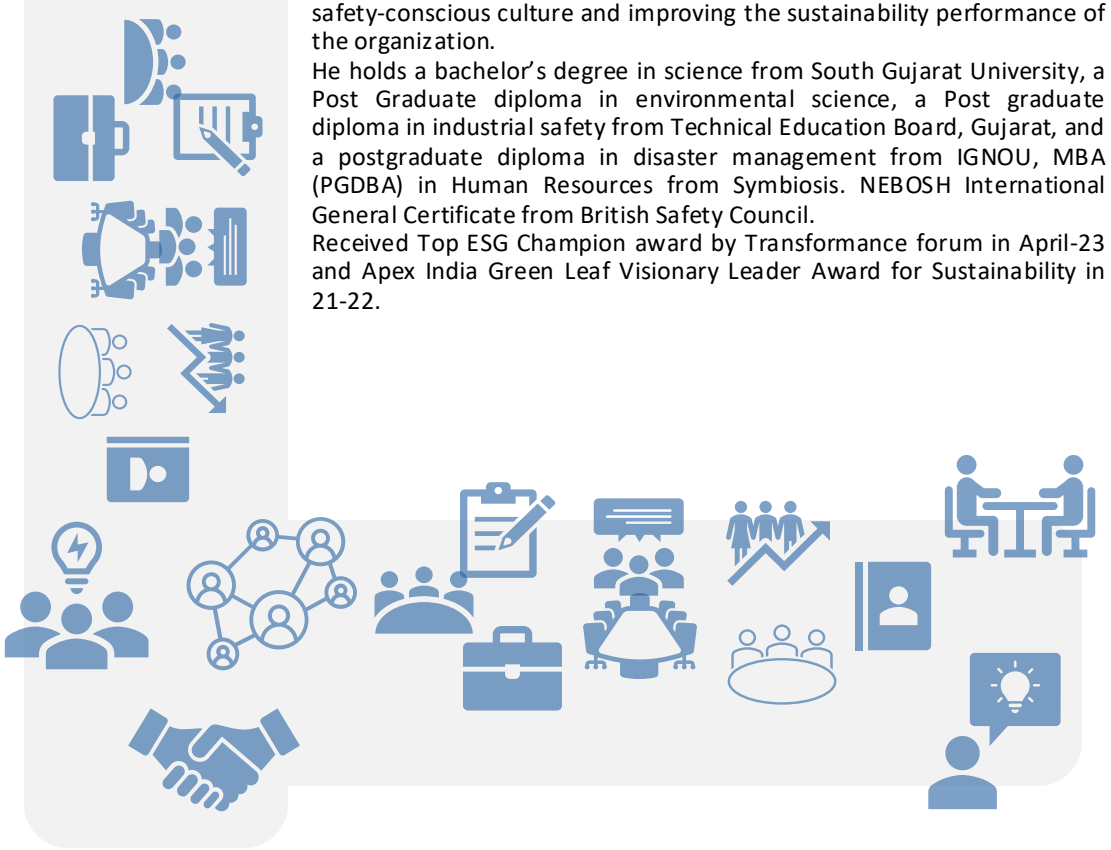
Manojkumar Shah (Head Safety, Health & Environment)

He has over 25 years of experience across chemical, petrochemical, port, agrochemical, thermal and solar IPP sectors. He is an expert in developing and implementing SHE frameworks, HSE Strategies and Standards, Sustainability Policies and Reports, and ESG Reporting and Assurance.

He also leads Environment and Social Impact Assessment and Management, Biodiversity Management, ISO and SA Management Systems, and CSR Need Assessment and Implementation for the organization. He has a strong track record of creating and promoting a safety-conscious culture and improving the sustainability performance of the organization.

He holds a bachelor's degree in science from South Gujarat University, a Post Graduate diploma in environmental science, a Post graduate diploma in industrial safety from Technical Education Board, Gujarat, and a postgraduate diploma in disaster management from IGNOU, MBA (PGDBA) in Human Resources from Symbiosis. NEBOSH International General Certificate from British Safety Council.

Received Top ESG Champion award by Transformance forum in April-23 and Apex India Green Leaf Visionary Leader Award for Sustainability in 21-22.



INVESTMENT MANAGER'S BRIEF REPORT ON THE ACTIVITIES OF THE TRUST

Sustainable Energy Infra Trust is an irrevocable contributory trust settled by Mahindra Susten Private Limited under the provisions of the Indian Trusts Act, 1882 with 2726522 Ontario Limited ("OTPP Sponsor") and Mahindra Susten Private Limited ("MSPL Sponsor") as the Sponsors of the Sustainable Energy Infra Trust ("Trust"). The Trust was registered as an infrastructure investment trust under the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 ("InvIT Regulations") on August 11, 2023, having registration number IN/InvIT/23-24/0027.

Sustainable Energy Infra Investment Managers Private Limited was appointed as the Investment Manager and Green Energy Infra Project Managers Private Limited was appointed as the Project Manager to the Sustainable Energy Infra Trust pursuant to the resolutions passed by the Board of directors of Investment Manager and the Investment Management Agreement and the Project Implementation and Management Agreement, respectively.

The investment objectives and strategy of the Sustainable Energy Infra Trust is to carry on its activities of and make investments as an infrastructure investment trust as permissible in terms of the InvIT Regulations. The investment of the Trust shall be in any manner permissible under, and in accordance with the InvIT Regulations and applicable law, including in such holding companies and/or special purpose vehicles and/or infrastructure projects and/or securities in India as permitted under the InvIT Regulations and in accordance with the investment strategy and/or policies of the Sustainable Energy Infra Trust.

Vision of Sustainable Energy Infra Trust is "*To be a growth-oriented Clean Energy focused InvIT, operating with the highest standard of governance and delivering sustainable returns to all stakeholders*".

In the month of January 2024, Sustainable Energy Infra Trust (directly and / or indirectly) acquired 100% stake in 6 special purpose vehicles with a cumulative solar power generation capacity of 1.5 GWp+. Units of the Trust got listed on the National Stock Exchange on January 15, 2024.

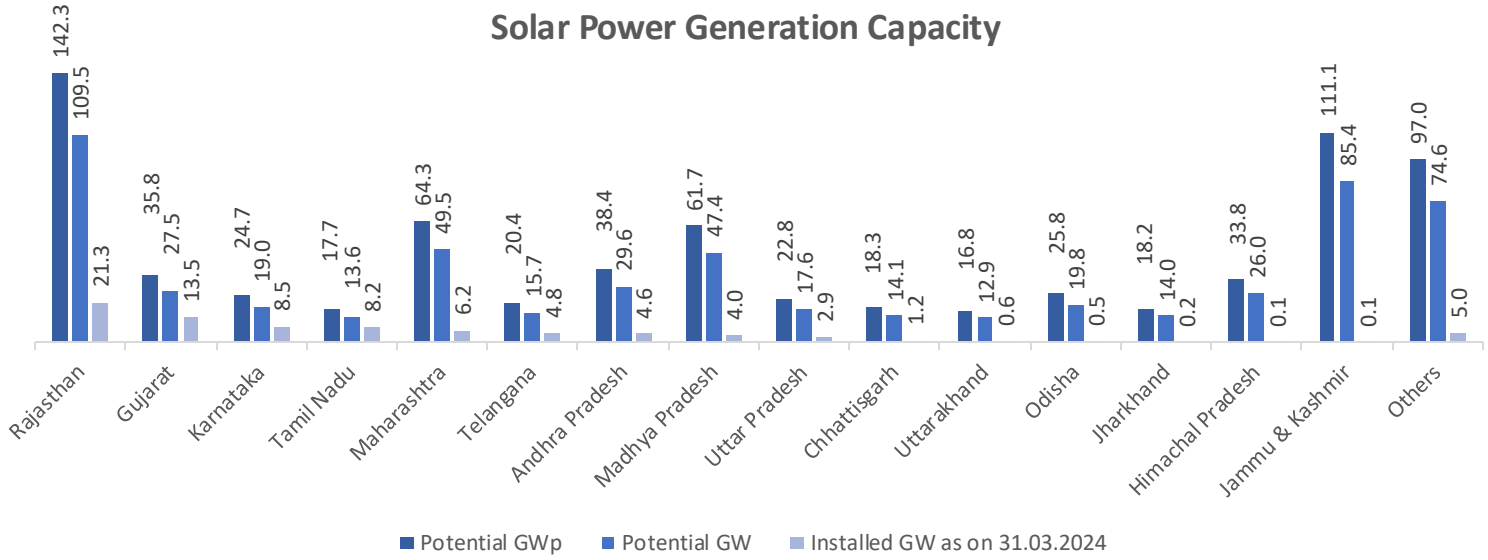
As on March 31, 2024, the Trust directly and / or indirectly holds 6 special purpose vehicles which house 8 operational solar power projects across 5 states of India.

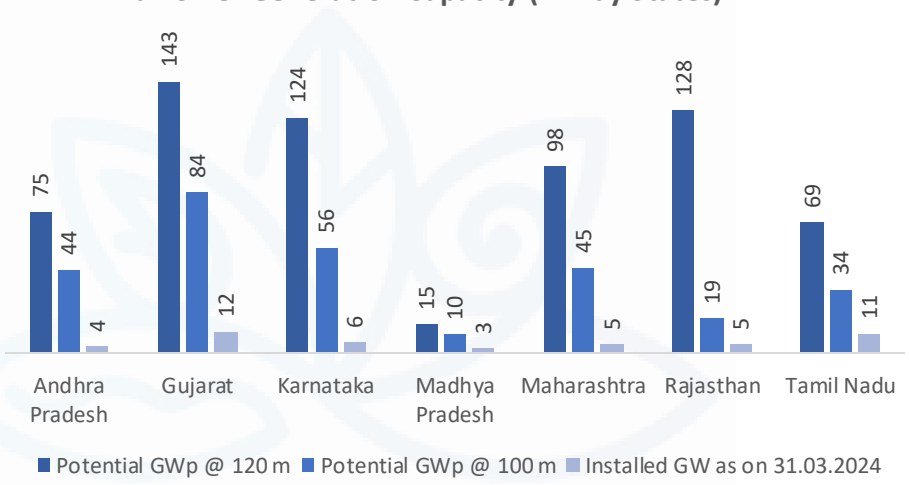


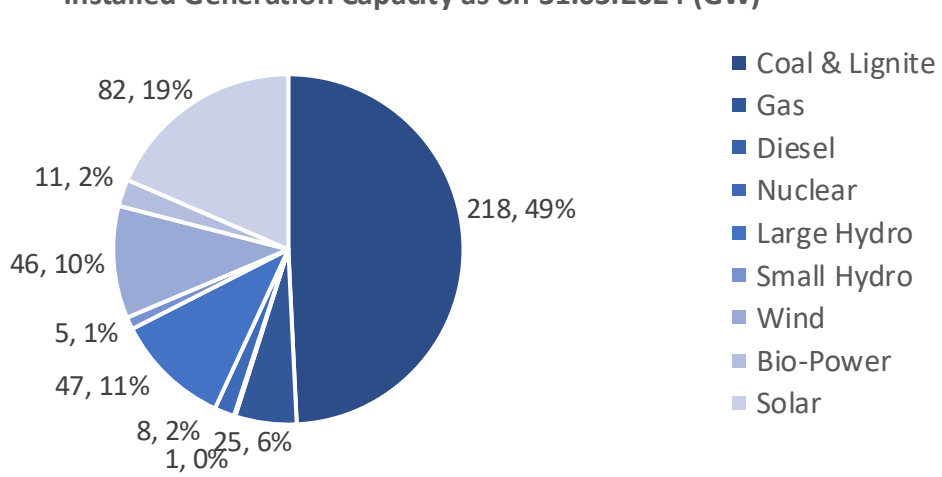
MANAGEMENT DISCUSSION AND ANALYSIS

Key Transformations in the Power Sector

- Installed power generation capacity of 442 GW as on March 31, 2024
- 18 GW of renewable capacity addition during FY24, out of which 15 GW is solar capacity addition
- Inter-regional power transmission capacity ~120GW with transformation capacity of 1200 GVA
- Peak demand of ~240 GW during FY24 (increase by 13% YoY)
- Energy requirement of 1100 BU during FY24 (increase by 9% YoY)
- 40GW utility scale RE capacity awarded through tariff-based competitive bidding during FY24
- Firm Dispatchable Renewable Energy (FDRE) tenders gaining prominence over vanilla solar and wind capacity







MANAGEMENT DISCUSSION AND ANALYSIS

Policy Support for Renewable Energy growth

- Target to achieve 500GW cumulative non-fossil fuel-based power generation capacity by the year 2030
- Identification of 181.5GW potential Renewable Energy Zones in 8 states viz. Andhra Pradesh, Karnataka, Telangana, Rajasthan, Maharashtra, Madhya Pradesh and Offshore wind at Gujarat & Tamil Nadu with various Hybrid & Solar locations planned with Storage (BESS capacity of 43.6GW)
- Trajectory to CPSEs for bidding out RE generation capacity
- Trajectory for replacement of thermal energy equivalent to solar capacity of 30 GW by FY 2025-26

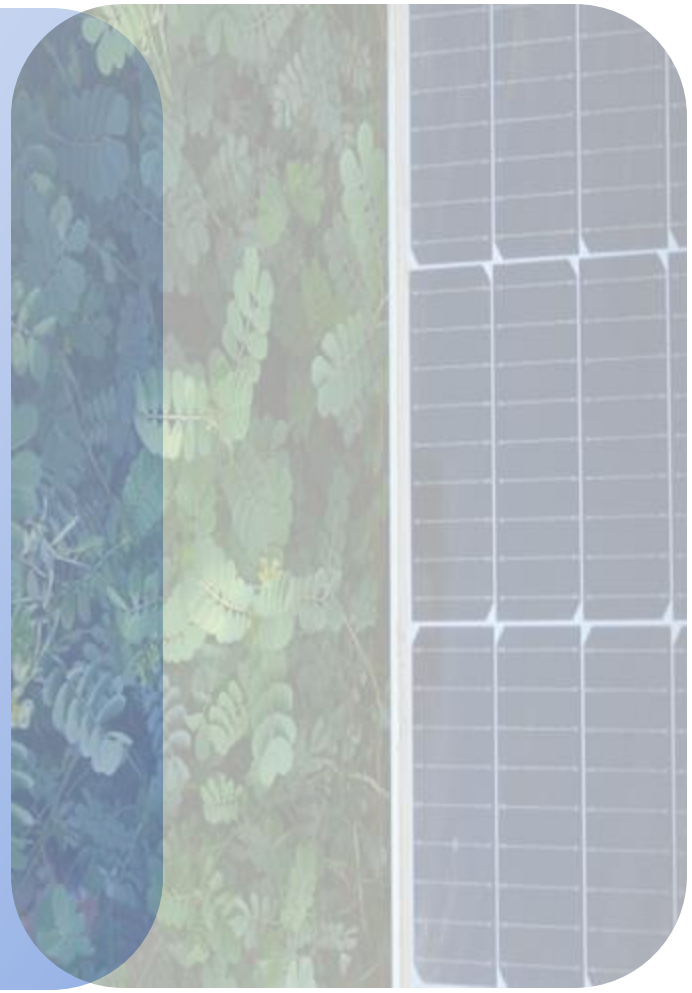
Key initiatives of India's climate action plan

Strong pipeline of Solar and Wind capacity to come for bidding

Green Energy Corridor - transmission lines of ~51,000 km

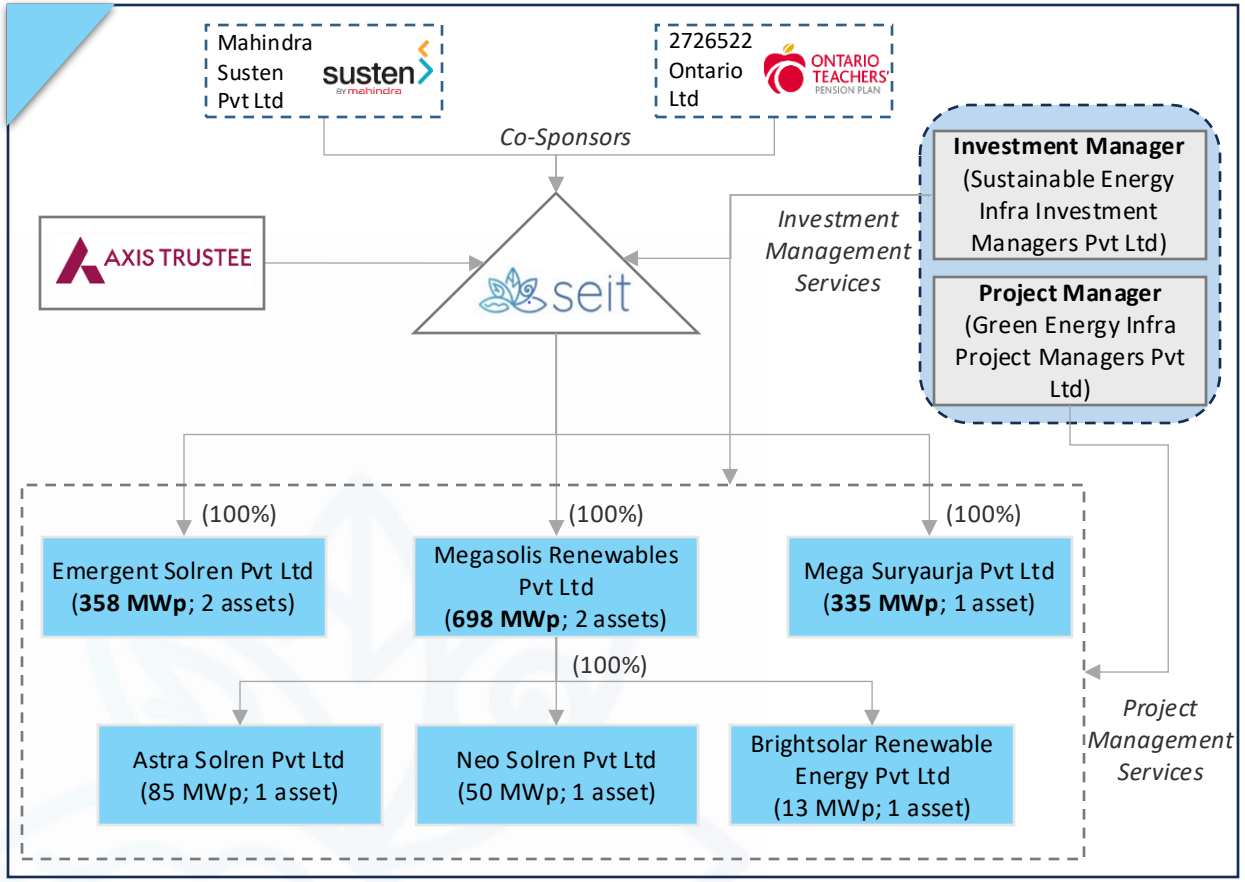
Solar Parks and Ultra Mega Solar Power Projects

100 smart cities with provision of rooftop solar and 10% mandatory renewable energy



MANAGEMENT DISCUSSION AND ANALYSIS

Structure of the Trust as on 31 Mar 2024



Jul 2023

- First batch of 3 employees and Senior Management onboarded
- Rollout of Vision, Mission and Values

Aug 2023

- First 3 Independent Directors onboarded
- Rollout of SEIT's corporate logo, brand identity and brand manual

Sep 2023

- Filing of the Draft Placement Memorandum with SEBI on September 26, 2023

Oct 2023

- Launch of InvIT's website
- SEIT's first DoA, 45+ cross functional policies and guidelines rolled out to date

Nov 2023

- SEIT's proposed debt facility of INR 34,000 million rated Provisional AAA / Stable by CRISIL Ratings Ltd

Jan 2024

- **Take over of 1,500 MWp into SEIT**
- Filing the FPM on 10 Jan 2024
- **Listing of units on the NSE - 15 Jan 2024**
- Financial closure and drawdown

Mar 2024

- Final rating received for SEIT's debt
- Full management and larger teams in place across IM / PM and SPVs

Apr 2024

- 8-member Board
- First EHS meeting

May 2024

- Closing of first Annual Audited Standalone and Consolidated financials of SEIT
- IM's board declared the first distribution of SEIT with a record date of May 28, 2024

MANAGEMENT DISCUSSION AND ANALYSIS

The Investment Manager

Sustainable Energy Infra Investment Managers Private Limited is the Investment Manager of the Trust. The authorised share capital of the Investment Manager is INR 13,00,00,000 divided into 1,30,00,000 Equity Shares of INR 10 each.

Mahindra Sustainable Energy Private Limited (formerly known as Mahindra Telecom Energy Management Services Private Limited) and the OTPP Sponsor jointly hold 100% equity shares of the Investment Manager where the OTPP Sponsor holds 60% of the equity shares of the Investment Manager and Mahindra Sustainable Energy Private Limited holds 40% of the equity shares of the Investment Manager.

As the Investment Manager, Sustainable Energy Infra Investment Managers Private Limited is primarily responsible for making decisions in relation to investment of Trust's funds in acquiring the underlying assets or projects, managing the Trust's investments and ensuring compliance with all applicable laws and regulations, while generating sustainable returns for all stakeholders.

With a team of qualified and well-trained professionals at the helm, the Investment Manager is committed to operate the Trust with the highest standards of corporate governance, ethical standards and in strict compliance with the framework put in place more than 45 cross-functional policies, guidelines and SOPs since the Trust's formation.

The Investment Manager remains focused in:

- continuing to pursue accretive growth by expanding the portfolio of energy assets
- instituting and maintaining prudent capital management policies and maintaining optimum capital structure to maximise distributions for unitholders
- Implementing a robust Environmental Social Governance ("ESG") and sustainability framework, and
- Continuing to optimise operational efficiencies.



The Project Manager

Green Energy Infra Project Managers Private Limited, a private company limited by shares incorporated on April 30, 2023, is the Project Manager of the Trust. The Project Manager is also 100% held by OTPP Sponsor (60%) and Mahindra Sustainable Energy Private Limited (40%).

The principal objective of the Project Manager is to incorporate standard industry practices employing both preventive and corrective measures in operating and maintaining the projects in order to optimise the long-term performance of the assets.

The Trustee

Axis Trustee Services Limited, a trusteeship company which has been registered with SEBI as a debenture trustee under the SEBI Debenture Trustee Regulations since January 31, 2014, has been appointed as the Trustee for the Sustainable Energy Infra Trust. The Trustee is a wholly-owned subsidiary of Axis Bank Limited.

MANAGEMENT DISCUSSION AND ANALYSIS

4. Listing of Trust's units

In line with the draft placement memorandum filed on September 27, 2024, and pursuant to the approvals of the board of directors of the Investment Manager, the Trust undertook initial offer of 226,280,000 Units through a private placement at a price of INR 100 per Unit (the "Offer Price"), aggregating to INR 22,628 million (the "Offer"). The Offer comprised of a fresh issue of 136,500,000 Units, aggregating to INR 13,650 million by the Trust (the "Fresh Issue") and offer for sale of 89,780,000 Units aggregating to INR 8,978 million by the Selling Unitholder (the "Offer for Sale"). Final placement Memorandum was filed with SEBI on January 10, 2024. Units of the Trust were listed on the National Stock Exchange on January 15, 2024.

In this primary issuance and offer for sale transaction, the Trust was able to onboard a diverse set of unitholders including multilateral organisations, insurance funds, large body corporates and private wealth management houses.



5. Financing of the Trust

After listing of its units, the Trust has refinanced the entire debt at project SPVs and has consolidated all borrowings at the Trust level. The Trust raised a 19+ years floating rate rupee term facility of INR 34,000 million from domestic lenders which is rated CRISIL AAA / Stable.

This rupee term facility is repayable in structured quarterly instalments with last scheduled repayment due on March 31, 2043. As on March 31, 2024, consolidated net debt to enterprise value of the Trust (as per SEBI InvIT Regulations) stood at 44.47% basis the fair enterprise value as determined by the registered valuer as on the valuation date of March 31, 2024.

The Trust shall explore new avenues for raising debt finance in future with an objective of striking a healthy balance between fixed and floating rate borrowings and structuring a repayment profile that is accretive to all stakeholders.

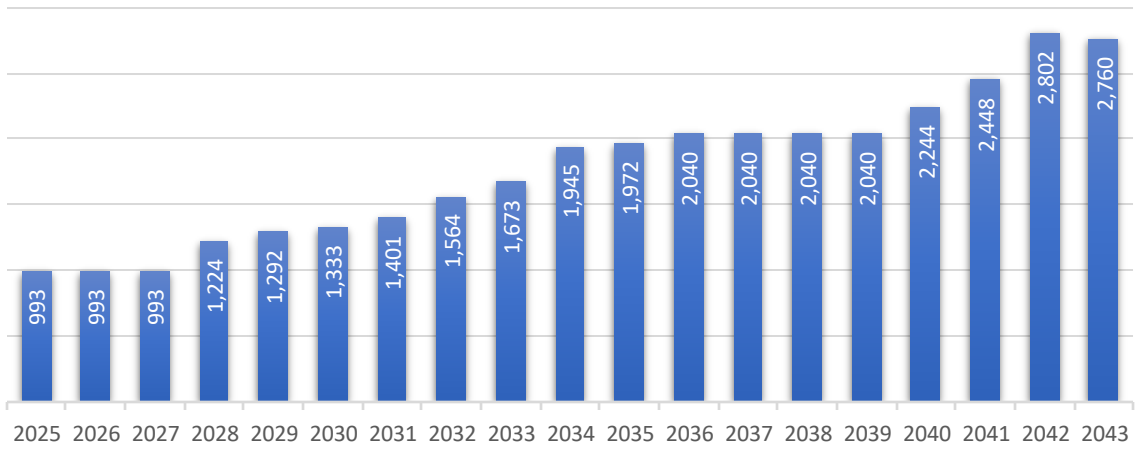
Debt o/s: ₹ 33,861 million [1] as on Mar 31, 2024 (Consol)

Net Debt / EV: 44.47% As on Mar 31, 2024

Credit Rating: AAA / Stable By CRISIL Ratings Limited

Repayment Profile of the rupee term loan debt raised at the Trust

Amounts in INR million



1 - Includes INR 66 million of non-fund based limit availed by Megasolis Renewables Private Limited (MRPL)

MANAGEMENT DISCUSSION AND ANALYSIS

6. Summary of the Audited Consolidated and Standalone Financial Statements for the year of the Trust

Since, the Trust was established on July 20, 2023, and acquired its first set of assets effective January 10, 2024, financials of assets are consolidated from January 10, 2024, to March 31, 2024. Accordingly, the comparative figures for the last financial year are not applicable.

A summary of standalone and consolidated financials statements of the Trust are presented below:

Amounts in INR million

Particulars	Standalone	Consolidated
	Period from July 20, 2023 to March 31, 2024	Period from July 20, 2023 to March 31, 2024
Total income	1,285.15	1,874.58
Total expenditure	733.33	1,784.38
Profit / (Loss) before tax	**551.82**	**90.20**
Add / (Less): Tax	(1.18)	45.56
Profit / (Loss) after tax	**550.64**	**135.76**
Other comprehensive income for the year	0.00	0.00
Total comprehensive income for the year	**550.64**	**135.76**

Revenue

Consolidated revenue for the Trust for the period July 20, 2023, to March 31, 2024, stood at INR 1,874.58 million. This included revenue from sale of power amounting to INR1,652.39 million which is net of any payment on account of deviation settlement mechanism, rebate, etc. Total income also included income of INR 101.83 million being non-cash items largely pertaining to income accrued on account of claims accepted on change in law and other amortizations. On standalone basis, income for the Trust for this period largely comprises of interest income of INR 1,282.38 million on loans extended to the subsidiaries.

EBITDA

Consolidated EBITDA for the period measured at INR 1,413.16 million (EBITDA margin of 75%) and PBT measured at INR 90.20 million.

NDCF

For the period ended March 31, 2024, the Trust has declared a distribution of INR 336.44 million.

7. Internal Control Systems

Since the formation of the Trust, more than 45 cross-functional policies, guidelines and SOPs have been rolled out to adopt industry best practices. Guidelines and standard operating procedures have been put in place to ensure alignment with the vision, mission and values of the Trust. Measures like 'SEIT Guard' have been implemented to ensure compliance with all applicable laws and regulations.

An internal audit team has also been constituted to ensure strict compliance with the framework and SOPs put in place, in letter and spirit. This shall help in upholding high standards of corporate governance and ethical practices in day-to-day operations of the Trust and project SPVs.

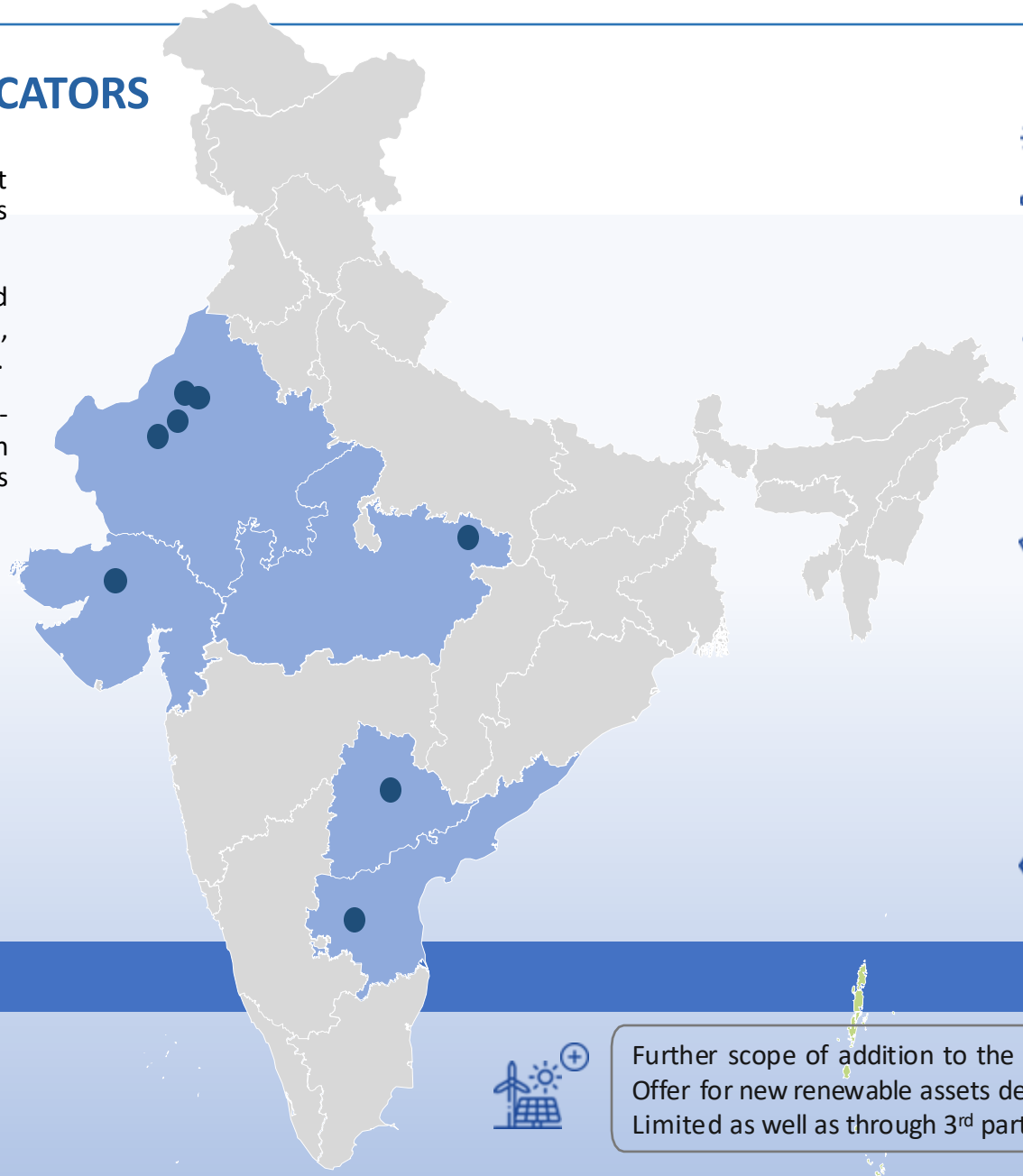
Internal audits are planned to be undertaken at regular intervals at the Trust, Investment Manager, Project Manager and the project SPVs to test the adequacy and effectiveness of the control processes implemented. Finding of these audits are to be presented to the Audit Committee of the Board of Directors periodically for their reviews along with suggested improvements.

PORTFOLIO SNAPSHOT - KEY INDICATORS

The Trust, directly or indirectly holds 100% equity interest in six initial portfolio companies. These six companies collectively hold eight solar energy projects ("Projects").

The Projects have an aggregate capacity of 1.54 GWp and are located across 5 (five) states in India i.e. Rajasthan, Madhya Pradesh, Gujarat, Telangana and Andhra Pradesh.

This provides the Trust with a sizeable portfolio of long-term income generating assets with predictable cash flows & diversification across strategically located assets in high irradiation areas with stable off-takers.



1,538 MWp	of operational Capacity
74%	Capacity tied up with Tier 1 counterparties [1]
INR 3.0 Per KWh	Weighted Average PPA Tariff [2]
c.22 Years	Weighted Avg Residual PPA Life [3]
96%	Capacity registered under GS / VCS

Further scope of addition to the portfolio proposed through Right of First Offer for new renewable assets developed by Mahindra Susten Private Limited as well as through 3rd party asset purchase.

1: Based on asset capacity; 2: As of Mar 31, 2024; 3: As on Mar 31, 2024, weighted average DC capacity;

Astra Solren Private Limited – ASPL

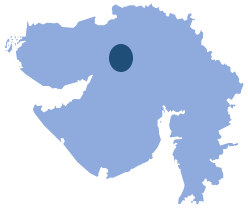
Key details of the Project:

Particulars	Details
Installed Capacity (AC)	40.0 MW_{AC} + 25.0 MW_{AC}
Installed Capacity (DC)	52.0 MW_{DC} + 32.5 MW_{DC}
COD	Plant 1: 30 Apr 2017 (40 MW) Plant 2: 2 July 2017 (25 MW)
PPA effective from	Plant 1: 30 Apr 2017 (40 MW) Plant 2: 2 July 2017 (25 MW)
Module Make	Canadian Solar, First Solar, Hanwha
Inverter Make	GE Power Conversion (1,000 kW), SMA (1,000 kW)
Evacuation Substation	400 / 220 / 66 kV Charanka substation of GETCO
Substation Distance	Plant-1: 3.83 Km; Plant-2: 4.81 Kms

Power Purchase Agreement:

- **Offtaker**: Solar Energy Corporation of India Limited (SECI)
- **Tariff**: INR 4.43 / KWh
- **PPA Capacity**: 65 MW across 2 PPAs
- **VGF**: INR 31.1 crores (Plant 1) and INR 18.8 crores (Plant 2) (both received)

Plant Location:



Land area: Plant 1: 174 acres; Plant 2: 113 acres (leaseheld)

Town: Santalpur

State: Gujarat

Latitude: 23.9 °N

Longitude: 71.2 °E

Altitude: 12 m

The project has been acquired by SEIT effective January 10, 2024.





Megasolis Renewables Private Limited – Rewa

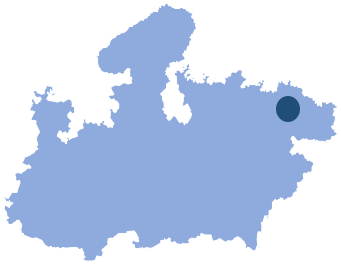
Key details of the Project:

Particulars	Details
Installed Capacity (AC)	250.00 MW_{AC}
Installed Capacity (DC)	336.30 MW_{DC}
COD	3 January 2020
PPA effective from	3 January 2020
Module Make	Canadian Solar, Trina, Longi, Jolywood
Inverter Make	TMEIC (2,550 kW), ABB (2,000 kW), Huawei Technologies (160 kW)
Evacuation Substation	220/400/765 kV Bhadla-II GSS, PGCIL
Substation Distance	20 Kms

Power Purchase Agreement:

- **Offtaker(s)**: Madhya Pradesh Power Management Company Limited (MPPMCL) and Delhi Metro Rail Corporation (DMRC)
- **Tariff**: INR 2.979 / KWh + 5 paisa yearly escalation from 2nd to 16th year
- **PPA Capacity**: 250 MW

Plant Location:



Land area: 1,256 acres

Location: Rewa Ultra Mega Solar Park,

Town: Rewa

State: Madhya Pradesh

Latitude: 24.48 °N

Longitude: 81.58 °E

Altitude: 383 m

The project has been acquired by SEIT effective January 10, 2024.





Megasolis Renewables Private Limited – ISTS I

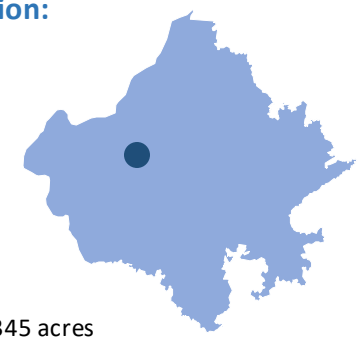
Key details of the Project:

Particulars	Details
Installed Capacity (AC)	250.00 MW_{AC}
Installed Capacity (DC)	362.00 MW_{DC}
COD	15 October 2021
PPA effective from	29 October 2021
Module Make	Canadian Solar, Jinko
Inverter Make	Sineng (3,125 kW)
Evacuation Substation	765KV/400KV/220KV Bhadla GSS, PGCIL
Substation Distance	15.4 Kms

Power Purchase Agreement:

- **Offtaker**: Solar Energy Corporation of India (SECI)
- **Tariff**: INR 2.53 / KWh
- **PPA Capacity**: 250 MW

Plant Location:



Land area: 1,345 acres

Location: Village Bhiv Ji ka Gaon,

Town: Baap/Phalodi, District: Jodhpur

State: Rajasthan

Latitude: 27.36 °N

Longitude: 72.2 °E

Altitude: 220 m

The project has been acquired by SEIT effective January 10, 2024.





Mega Suryaurja Private Limited – ISTS II

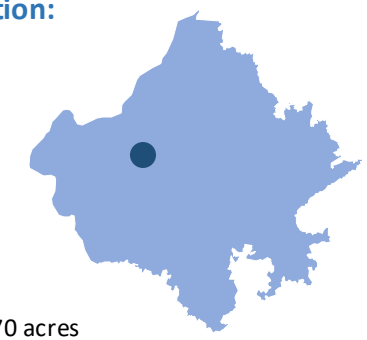
Key details of the Project:

Particulars	Details
Installed Capacity (AC)	250.00 MW_{AC}
Installed Capacity (DC)	335.00 MW_{DC}
COD	17 June 2022 (75 MW)
PPA effective from	29 June 2022
Module Make	Longi, Jinko
Inverter Make	Sineng (3,125 kW)
Evacuation Substation	220/400/765 kV Bhadla-II GSS, PGCIL
Substation Distance	15.4 Kms

Power Purchase Agreement:

- **Offtaker:** Solar Energy Corporation of India (SECI)
- **Tariff:** INR 2.54 / KWh
- **PPA Capacity:** 250 MW

Plant Location:



Land area: 970 acres

Location: Kolayat

Town: Baap/Phalodi

State: Rajasthan

Latitude: 27.58 °N

Longitude: 72.30 °E

Altitude: 220 m

The project has been acquired by SEIT effective January 10, 2024.





Emergent Solren Private Limited – SECI RJ

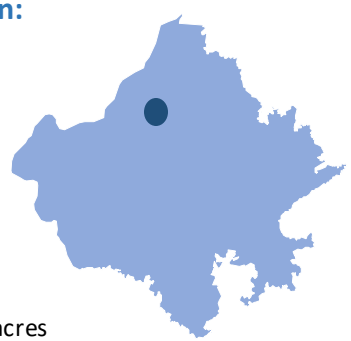
Key details of the Project:

Particulars	Details
Installed Capacity (AC)	200.00 MW_{AC}
Installed Capacity (DC)	280.00 MW_{DC}
COD	14 October 2021 (75 MW)
PPA effective from	01 December 2021
Module Make	Longi, Jinko
Inverter Make	Sungrow (3,125 kW)
Evacuation Substation	220 kV Gajner GSS
Substation Distance	8.6 Kms

Power Purchase Agreement:

- **Offtaker**: Solar Energy Corporation of India (SECI)
- **Tariff**: INR 2.50 / KWh
- **PPA Capacity**: 200 MW

Plant Location:



Land area: 858 acres

Location: Village Khari Charnan, Kolayat

Town: Gajner, District: Bikaner

State: Rajasthan

Latitude: 28.02 °N

Longitude: 72.97 °E

Altitude: 221 m

The project has been acquired by SEIT effective January 10, 2024.





Emergent Solren Private Limited – Goyalri

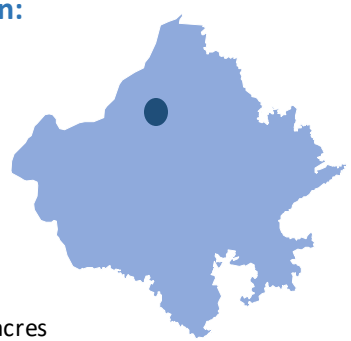
Key details of the Project:

Particulars	Details
Installed Capacity (AC)	60.00 MW_{AC}
Installed Capacity (DC)	78.00 MW_{DC}
COD	30 April 2017
PPA effective from	30 April 2017
Module Make	Canadian Solar, First Solar
Inverter Make	GE Power Conversion (1,000 kW), SMA (1,000 kW)
Evacuation Substation	220 / 132 kV connected Gajner substation (RVPN1)
Substation Distance	8 Kms

Power Purchase Agreement:

- **Offtaker: National Thermal Power Corporation Limited (NTPC)**
- **Tariff: INR 4.35 / KWh**
- **PPA Capacity: 60 MW**

Plant Location:



Land area: 436 acres

Location: Village Goyalri

Town: Kolayat, District: Bikaner

State: Rajasthan

Latitude: 27.93 °N

Longitude: 73 °E

Altitude: 233 m

The project has been acquired by SEIT effective January 10, 2024.





Neo Solren Private Limited – NSPL

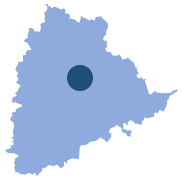
Key details of the Project:

Particulars	Details
Installed Capacity (AC)	42.00 MW_{AC}
Installed Capacity (DC)	49.70 MW_{DC}
COD	13 Oct 2017 (33MW), 26 Oct 2017 (5MW), 6 Nov 2017 (4MW)
PPA effective from	06 November 2017
Module Make	Hanwha, Trina, First Solar
Inverter Make	GE Power Conversion (1,000 kW), SMA (1,000 kW), Huawei Technologi es (43 kW), Hitachi (1,000 kW)
Evacuation Substation	132/220 kV Wadekothapally Substation, TSTRANSCO
Substation Distance	2 Kms

Power Purchase Agreement:

- **Offtaker**: Northern Power Distribution Company of Telangana Limited (TSNPDCL)
- **Tariff**: INR 5.5949 / KWh
- **PPA Capacity**: 42 MW

Plant Location:



Land area: 317.5 acres

Town: Wadekottapally

State: Telengana

Latitude: 17.5 °N

Longitude: 79.56 °E

Altitude: 165 m

The project has been acquired by SEIT effective January 10, 2024.





Brightsolar Renewable Energy Private Limited – BREPL

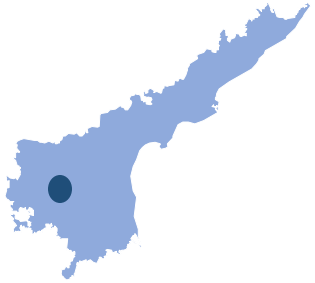
Key details of the Project:

Particulars	Details
Installed Capacity (AC)	10.00 MW_{AC}
Installed Capacity (DC)	12.50 MW_{DC}
COD	05 January 2016
PPA effective from	05 January 2016
Module Make	Trina
Inverter Make	TMEIC (500 kW, 750 kW)
Evacuation Substation	132 / 33 kV Jammalabanda AP Transco
Substation Distance	10 Kms

Power Purchase Agreement:

- **Offtaker**: Southern Power Distribution Company of Telangana Limited (APSPDCL)
- **Tariff**: INR 5.99 / KWh with 3% escalation till 10th year
- **PPA Capacity**: 10 MW

Plant Location:



Land area: 46.2 acres

Town: Village – Veerabommanahalli

District: Ananthpuram

State: Andhra Pradesh

Latitude: 14 °N

Longitude: 77 °E

Altitude: 629 m

The project has been acquired by SEIT effective January 10, 2024.





PORTFOLIO SNAPSHOT

Project-wise details of all the underlying assets of the InvIT along with the revenue from operations during the year

SPV Name	Project Name	State	Contracted Capacity	Total Capacity	Tariff	COD	PPA Term	Off-Takers [6]	Revenue from Sale of Power [7]
			(AC MW)	(DC MWp)	(INR/kWh)		(years)		INR Million
Megasolis Renewables Private Limited (MRPL)	Rewa	MP	250	336.3	3.23 [2]	03-Jan-20	25	MPPMCL & DMRC	2,896.26
	ISTS-I	RJ	250	362	2.53	29-10-2021 [1]	25	SECI	
Emergent Solren Private Limited (ESPL)	Goyalri	RJ	60	78	4.35	30-Apr-17	25	NTPC	1671.43
	SECI-RJ	RJ	200	280	2.50	14-Oct-21 [4]	25	SECI	
Mega Suryaurja Private Limited (MSUPL)	ISTS-II	RJ	250	335	2.54	17-Jun-22 [3]	25	SECI	1,440.67
Astra Solren Private Limited (ASPL)	ASPL	GJ	40	52	4.43	30-Apr-17	25	SECI	557.91
	ASPL	GJ	25	32.5	4.43	02-Jul-17	25	SECI	
Neo Solren Private Limited (NSPL)	NSPL	TG	42	49.7	5.59	06-Nov-17	25	TSNPDCL	394.68
Brightsolar Renewable Energy Private Limited (BREPL)	BREPL	AP	10	12.5	7.82 [5]	05-Jan-16	25	APSPDCL	142.27
Total			**1,127**	**1,538**	**3.02**				**7,103.22**

Notes:

1 - COD (Commercial Operation Date) is 15-Oct-21, however, the amended SCOD is 29-Oct-21;

2 - + 5 paisa yearly escalation from 2nd to 16th year;

3 - COD is 17-Jun-22 however SCOD is 29-Jun-22;

4 - COD is 15-Oct-21 however SCOD is 01-Dec-21;

5 - PPA (power purchase agreement) tariff for BREPL plant is INR 5.99 / kWh with yearly escalation of 3% till 10th year;

6 - Power purchasers: APSPDCL - Southern Power Distribution Company of Andhra Pradesh Limited; DMRC - Delhi Metro Rail Corporation Limited; MPPMCL - Madhya Pradesh Power Management Company Limited; NTPC - National Thermal Power Corporation Limited; SECI - Solar Energy Corporation of India Limited; TSNPDCL - Northern Power Distribution Company of Telangana Limited;

7 - Revenue from sale of power is for entire fiscal year FY24 adjusted for DSM, rebate, etc. However, revenue form January 10, 2024, (effective date of acquisition) has been consolidated by the Trust.

SUMMARY OF VALUATION

In accordance with the terms of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, Mr. S. Sundararaman ("Registered Valuer"), holding IBBI registration number IBBI/RV/06/2018/10238 has undertaken fair valuation of the assets of the Trust.

Assets of the InvIT to be valued

The financial assets under consideration are valued at Enterprise Value and Adjusted Enterprise Value of the following the SPVs (Project-wise)

Sr. No.	Name of the SPV	Project
1	Megasolis Renewables Private Limited	Rewa Project ISTS Project
2	Emergent Solren Private Limited	Goyalri Project SECI RJ Project
3	Mega Suryaurja Private Limited	
4	Astro Solren Private Limited	
5	Neo Solren Private Limited	
6	Brightsolar Renewable Energy Private Limited	

Scope of Valuation

Enterprise Value ("EV")

EV is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash and cash equivalents. Adjusted Enterprise Value is derived as the EV plus cash or cash equivalents of the SPVs as at the valuation date.

Valuation Date

Valuation Date is the specific date at which the value of the assets to be valued gets estimated or measured. The Valuation Date considered for this exercise is March 31, 2024.

Valuation Base

Valuation Base means the indication of the type of value being used for valuation. In the present case, the Registered Valuer has determined the fair value of the SPVs at the enterprise level.

Fair Value

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the Valuation Date. It is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Fair Value or Market Value are usually synonymous to each other except in certain circumstances where characteristics of an asset translate into a special asset value for the party(ies) involved.

Premise of Value

Premise of Value refers to the conditions and circumstances how an asset is deployed. In the present case, Registered Valuer has determined the fair enterprise value of the SPVs on a Going Concern basis.

Going Concern Value

Going Concern value is the value of a business enterprise that is expected to continue to operate in the future. The intangible elements of going concern value result from factors such as having a trained work force, an operational plant, necessary licenses, systems, and procedures in place etc. For current valuation exercise, fair enterprise value of the SPVs have been determined on a Going Concern Value, till the end of the tenure of their respective PPAs.

Valuation Approach

Fair enterprise value of each of the SPVs have been assessed on a standalone basis by using the Discounted Cash Flow ("DCF") method under the income approach.

Under the DCF Method, the Free Cash Flow to Firm ("FCFF") has been used for the purpose of valuation of each of the SPVs. The discount rate considered for the respective SPVs for the purpose of this valuation exercise is based on the Weighted Average Cost of Capital ("WACC") for each of the SPVs.

The sum of the discounted value of the free cash flows of the SPVs is the enterprise value of the SPVs.

Details of the valuation methodology and procedures adopted are presented in the valuation report from the Registered Valuer dated May 23, 2024.

SUMMARY OF VALUATION

Valuation of the assets of the Trust

Based on the methodology and assumptions discussed in the report, the Registered Valuer has arrived at the fair Enterprise Value of the SPVs (Project-wise) as on the Valuation Date:

Amounts in INR million

Sr. No.	Name of the SPV	Project	As on March 31, 2024		As on September 30, 2023 [1]	
			Fair EV	Adjusted Fair EV	Fair EV	Adjusted Fair EV
1	Megasolis Renewables Private Limited	Rewa Project	13,937	14,816	13,973	15,015
		ISTS Project	14,917	15,839	14,635	15,610
2	Emergent Solren Private Limited	Goyalri Project	3,858	4,793	4,012	5,094
		SECI RJ Project	11,172	11,473	11,423	11,663
3	Mega Suryaurja Private Limited		15,389	16,052	15,260	15,888
4	Astro Solren Private Limited		4,154	4,309	4,233	4,315
5	Neo Solren Private Limited		2,756	2,885	2,779	2,854
6	Brightsolar Renewable Energy Private Limited		870	930	935	956
	Total		**67,053**	**71,098**	**67,249**	**71,396**

Notes:

1 - Considering the Trust was registered under SEBI (Infrastructure Investment Trust) Regulation, 2014 on August 11, 2023, comparable numbers have been taken from the last valuation report dated December 12, 2023 with fair value as on September 30, 2023.

Sensitivity of the fair valuation on certain inputs like WACC, PLF and operating expenses are included in the full valuation report.

DETAILS OF ACTIVITIES DURING THE YEAR

Mandatory Disclosures under Part-A of Schedule IV of Regulation 23(5) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014

1. Addition and divestment of assets including the identity of the buyers or sellers, purchase or sale prices and brief details of valuation for such transactions

Effective January 10, 2024, the Trust acquired 100% equity stake in 3 SPVs, namely, Megasolis Renewables Pvt Ltd (MRPL), Emergent Solren Pvt Ltd (ESPL) and Mega Suryaurja Pvt Ltd (MSUPL). MRPL held 3 other SPVs, namely, Astra Solren Pvt Ltd (ASPL), Neo Solren Pvt Ltd (NSPL), Brightsolar Renewable Energy Pvt Ltd (BREPL). Details of the transaction as below:

Amounts in INR million

SPV	Txn	Seller	Purchase Price	EV as on Sep 30, 2023 (gross of cash)
MRPL	Buy	Mahindra Susten Pvt Ltd	11,260	38,750
ESPL	Buy	Mahindra And Mahindra Ltd, and 2452991 Ontario Ltd	4,900	16,757
MSUPL	Buy	Mahindra Susten Pvt Ltd	2,590	15,888
Total			**18,750**	**71,396**

Accordingly, as on March 31, 2024, the Trust had a portfolio of 6 project SPVs comprising of 8 solar power projects with a cumulative capacity of 1.54+ GWp. This acquisition formed a part of the formation transaction of the Trust. Further details are available in FPM (on the Trust's website).

There was no divestment of assets during the last fiscal year.

2. Acquisition or disposal of any projects, directly or through Holdco or SPV, value of which exceeds five per cent. of value of the InvIT assets;

As part of its formation transaction, the Trust has directly and / or indirectly acquired 100% equity stake in 3 SPVs which are valued at INR 67,053 million as on March 31, 2024 by the registered valuer (valued at INR 67,249 million as on September 30, 2023).

No projects or SPVs were disposed during the last fiscal year.

3. Changes during the year pertaining to Valuation of assets and NAV

As per the provisions of Regulation 10 of the SEBI InvIT Regulations, the NAV of the Trust was computed based on the valuation done by the independent registered valuer and the consolidated financial information of the Trust for the period ending March 31, 2024. The same has been disclosed as part of the Audited Financial Information of the Trust filed with the National Stock Exchange on May 24, 2024, and is also available on the website of the Trust.

A. Statement of consolidated Net Assets at Fair Value of the Trust

Amounts in INR million

Particulars	As on March 31, 2024		As on March 31, 2023 [1]	
	Book Value	Fair Value	Book Value	Fair Value
A. Total Assets	75,424.16	80,300.01	-	-
B. Total Liabilities (at Book Value)	42,846.72	42,846.72	-	-
C. Net Assets (A - B)	**32,577.44**	**37,453.29**	**-**	**-**
D. Number of Units issued and o/s (million)	324.00	324.00	-	-
E. NAV per unit in INR (C/D)	**100.55**	**115.60**	**-**	**-**

B. Project wise break up of fair value of total assets based on the valuation done by the independent registered Valuer :

Amounts in INR million

Particulars	As on March 31, 2024
Astra Solren Private Limited ("ASPL")	4,309.00
Brightsolar Renewable Energy Private Limited ("BREPL")	930.00
Emergent Solren Private Limited ("ESPL")	
Goyalri project	4,793.00
SECI project	11,473.00
Megasolis Renewables Private Limited ("MRPL")	
Rewa project	14,816.00
ISTS project	15,839.00
Mega Suryaurja Private Limited ("MSUPL")	16,052.00
Neo Solren Private Limited ("NSPL")	2,885.00
Other assets of the InvIT	35.22
Consolidation adjustments (net)	9,167.79
Total assets	**80,300.01**

1 - The Trust was established on July 20, 2023, and acquired its first set of assets effective January 10, 2024, Revenue, expense of assets are consolidated from January 10, 2024, to March 31, 2024 hence the comparative figures for the last financial year are not applicable.

DETAILS OF ACTIVITIES DURING THE YEAR

4. Borrowings or repayment of borrowings (standalone and consolidated)

Details of external borrowings availed & repaid, on standalone and consolidated basis, during last fiscal year are as follows:

A. Standalone

Amounts in INR million

Particulars	Opening Balance As on Apr 01, 2023	Loans availed during last fiscal year	Loans repaid during last fiscal year	Closing Balance As on Mar 31, 2023
Borrowings (including rupee term loans)	-	34,000.00	(205.15)	33,794.85
Total Borrowings	**-**	**34,000.00**	**(205.15)**	**33,794.85**

Note: Since the Trust was established on July 20, 2023, borrowings as on April 01, 2023 were Nil.

B. Consolidated

Amounts in INR million

Particulars	Opening Balance As on Apr 01, 2023	Loans added on acquisition of SPVs	Loans availed during last fiscal year	Loans repaid during last fiscal year [1]	Non-cash adjustment	Closing Balance As on Mar 31, 2023
Borrowings (including rupee term loans)	-	45,147.12	34,000.00	(45,346.58)	(5.69)	33,794.85
Total Borrowings	**-**	**45,147.12**	**34,000.00**	**(45,346.58)**	**(5.69)**	**33,794.85**

Note: Since the Trust was established on July 20, 2023, borrowings as on April 01, 2023, have not been presented. Additionally, MRPL has availed a bank guarantee facility of INR 66 million as on March 31, 2024 which does not form part of borrowings in the above table. The 'Loans repaid during last fiscal year' include repayment of erstwhile loans existing at SPVs at the time of acquisition, which were repaid during the year from the issue proceeds and debt raised at the Trust.

C. Gearing Ratios as on March 31, 2024

Amounts in INR million

Particulars	Net Debt Balance	Fair Enterprise Value as per latest RV	Net Debt / EV (%)
Standalone	33,789	71,098	**47.53%**
Consolidated	29,856	67,053	**44.47%**

Note: Fair Enterprise Values are the value of InvIT assets as per the latest valuation report from Registered Valuer as on 31 Mar 2024. For computation of standalone gearing ratios, fair enterprise value of InvIT assets includes cash and equivalents of the SPVs which has not been adjusted while calculating the Net Debt Balance on standalone basis.

The Trust did not have any deferred payment obligation as on March 31, 2024.

DETAILS OF ACTIVITIES DURING THE YEAR

5. Update on the Credit rating of the Trust

A. Details of the ratings outstanding for the debt facilities of Trust

Credit Rating Agency	Rated facility	Rating assigned	Amount rated	Rating rationale
CRISIL Rating Limited	Rupee term bank loan	CRISIL AAA / Stable	INR 34,000 million	- Revenue visibility with long-term PPAs - Healthy generation track record - Healthy financial risk profile and superior liquidity

Kindly refer Trust's website for the detailed rating rationale.

6. Details regarding the monies lent by the InvIT to the holding company or the special purpose vehicles in which it has invested in

During the year, the Trust has on-lent certain proceeds from primary issuance and debt raised at the Trust level for refinancing of external debt and sponsor debt including any accrued interest that was subsisting at the SPVs. Details of the funds infused by the Trust in each of the SPVs are given below:

Amounts in INR million

Sr. No.	Name of the SPV	Principal Outstanding as on March 31, 2024		Total amount infused during the year	
		Unsecured	Secured	Unsecured	Secured
1	Megasolis Renewables Private Limited	4,977.09	14,844.36	4,977.09	14,844.36
2	Emergent Solren Private Limited	2,228.63	7,559.30	2,228.63	7,559.30
3	Mega Suryaurja Private Limited	3,924.28	8,878.98	3,924.28	8,878.98
4	Astro Solren Private Limited	800.00	1,337.78	800.00	1,337.78
5	Neo Solren Private Limited	640.00	1,077.32	640.00	1,077.32
6	Brightsolar Renewable Energy Private Limited	180.00	302.27	180.00	302.27
	Total	**12,750.00**	**34,000.00**	**12,750.00**	**34,000.00**

Secured debt lent by the Trust to the SPVs is secured by (i) a first ranking exclusive charge (ranking pari passu inter se the Lender) on all immovable assets (if any), moveable assets, current assets, and the receivables of the Borrower, both present and future; and (ii) a first ranking exclusive charge (ranking pari passu inter se the Lender) by way of hypothecation over all rights, interest, benefits and claims of the Borrower under the Project Agreements, including insurance policies, subject to the terms of the Project Agreements. The security is in process of getting created.

7. Update on development of under-construction projects, if any

The entire portfolio of eight projects acquired by the Trust in the formation transaction are operational.

DETAILS OF ACTIVITIES DURING THE YEAR

8. Unit price quoted on the exchange at the beginning and end of the financial year, the highest and lowest unit price and the average daily volume traded during the financial year

Units of the Trust got listed on National Stock Exchange ("NSE") on January 15, 2024 at a unit price of INR 100 (Ticker: **SEITINVIT**). Post listing of units of Trust at INR 100 on January 15, 2024, the year ended with a closing price of INR 106.50. Month-wise movement of unit price of the Trust on NSE after listing is summarized below:

Particulars	Open	High	Low	Close	VWAP	Turnover
	INR	INR	INR	INR	INR	INR million
Jan-24	100.00	100.00	100.00	100.00	-	-
Feb-24	100.00	107.00	100.00	107.00	105.70	422.8
Mar-24	105.00	106.50	100.00	106.50	101.89	285.3
52 Week High		**107.00**				
52 Week Low			**100.00**			

9. Past performance of the InvIT with respect to unit price, distributions made and yield for the last 5 years, as applicable

Since the units of the Trust got listed on January 15, 2024, unit price data for the last 5 years is not available. Details of trading post listing of the units on January 15, 2024 have been provided in the previous section.

Details of distribution made by the Trust:

The first assets were acquired by the Trust effective January 10, 2024 as a part of the formation transaction. No distribution has been declared by the board of the Investment Manager of the Trust during last fiscal year.

After the end of the last fiscal year, vide its meeting held on May 24, 2024, the board of directors of the Investment Management of the Trust have declared a distribution of INR 1.0384 per unit. Details of this distribution are as follows:

Amounts in INR

Distribution No.	Distribution pertaining to Quarter	Date of approval of Distribution	Distribution as Interest per Unit	Distribution as Other Income per Unit	Total Distribution per Unit	Record date of Distribution
1	Q4 FY24	May 24, 2024	1.0357	0.0027	1.0384	28 May 2024
			1.0357	**0.0027**	**1.0384**	

10. Details of issue and buyback of units during the year, if any

During the year, the Trust undertook Initial offer of 226,280,000 Units through a private placement at a price of INR 100 per Unit (the "Offer Price"), aggregating to INR 22,628 million (the "Offer"). The Offer comprised of a fresh issue of 136,500,000 Units, aggregating to INR 13,650 million by the Trust (the "Fresh Issue") and offer for sale of 89,780,000 Units aggregating to INR 8,978 million by the Selling Unitholder (as defined herein) (the "Offer for Sale"). These units listed on the National Stock Exchange on January 15, 2024.

No buyback of Units was done during the last fiscal year.

DETAILS OF ACTIVITIES DURING THE YEAR

11. Revenue of the InvIT for the last 5 years

The Trust was established on July 20, 2023, and was registered as an Infrastructure Investment Trust under the SEBI InvIT Regulations on August 11, 2023. It completed its first acquisition of 8 operational solar power projects effective January 10, 2024. Accordingly, revenue details for the last 5 years are not applicable for the Trust.

Details of project-wise revenue from sale of power of the SPVs since their respective acquisitions are provided below:

INR million

Sr. No.	Name of the entity	Period from January 10, 2024 to March 31, 2024
1	Megasolis Renewables Private Limited	695.34
2	Emergent Solren Private Limited	361.15
3	Mega Suryaurja Private Limited	310.84
4	Astro Solren Private Limited	148.19
5	Neo Solren Private Limited	98.62
6	Brightsolar Renewable Energy Private Limited	38.24
	Total Revenue from Operations	**1,652.39**

Note: The above figures are exclusive of Income accrued on change in law claims.

12. Detailed break-up of the operating expenses of the InvIT, including all fees and charges paid to Investment Manager and any other parties, if any during the year

Key standalone operating expenses of the Trust for the period from July 20, 2023 (date of incorporation of the Trust) to March 31, 2024 are provided in the table below. Further, the Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2024 along with the Report of Auditors thereon, as approved by the Board of Directors of the Investment Manager, at its meeting held on 24 May 2024, forms part of this Annual Report.

Amounts in INR million

Particulars	Period from July 20, 2023 to March 31, 2024	Financial year ended March 31, 2023
Investment management fees	46.27	*Nil*
Project management fees	-	*Nil*
Trustee fee	1.89	*Nil*
Audit fee	13.74	*Nil*
Valuation expense	3.36	*Nil*
Other expenses (incl. legal and professional fee)	130.38	*Nil*
Finance Cost	537.69	*Nil*
Total Expenses	**733.33**	***Nil***

DETAILS OF ACTIVITIES DURING THE YEAR

13. Changes during the year in Sponsor, Investment Manager, Trustee, valuer, directors of the Trustee or Investment Manager or sponsor

Sponsor: There were no changes during the year.

Investment Manager ("IM"):

Name	Status
Mr. Sadashiv S. Rao	Appointed as Non-Executive Independent Director with effect from August 2, 2023
Ms. Priya Subbaraman	Appointed as Non-Executive Independent Director with effect from August 2, 2023
Mr. Sanjiv Nandan Sahai	Appointed as Non-Executive Independent Director with effect from April 17, 2024
Mr. Sumit Dayal	Appointed as Non-Executive Independent Director with effect from August 2, 2023
Mr. Jan Brand	Appointed as Non-Executive Director with effect from April 17, 2024
Mr. Bruce Crane	Resigned as Non-Executive Director with effect from April 16, 2024
Mr. Premod P. Thomas	Appointed as Unitholder Nominee Director with effect from April 17, 2024

Axis Trustee ("Trustee"):

Name	Status
Mr. Sumit Bali	Appointed with effect from January 16, 2024
Mr. Prashant Joshi	Appointed with effect from January 16, 2024
Mr. Rajesh Kumar Dahiya	Resigned with effect from January 15, 2024
Mr. Ganesh Sankaran	Resigned with effect from January 15, 2024
Ms. Deepa Rath	Appointed with effect from May 1, 2021
Mr. Arun Mehta	Appointed with effect from May 3, 2024
Mr. Parmod Kumar Nagpal	Appointed with effect from May 3, 2024

Project Manager ("PM"):

Name	Status
Mr. Bharat Goenka	Appointed as Non-Executive Director with effect from August 30, 2023
Mr. Puneet Renjhen	Resigned as Non-Executive Director with effect from August 31, 2023
Mr. Bruce Crane	Resigned as Non-Executive Director with effect from April 16, 2024
Mr. Deepak Dara	Appointed as Non-Executive Director with effect from April 17, 2024

14. Change during the year in Clauses in trust deed, investment management agreement or any other agreement entered into pertaining to activities of InvIT

- Pursuant to the SEBI (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023 ("SEBI InvIT Amendment 2023") dated August 18, 2023, a proviso was inserted in Regulation 4(2)(h) of the InvIT Regulations, which, inter-alia, provides that Unitholder(s) holding not less than 10% of the total outstanding units of infrastructure investment trusts, either individually or collectively ("Eligible Unitholder(s))", shall be entitled to nominate one director on the board of directors of the Investment Manager of the infrastructure investment trust ("Unitholder Nominee Director"), in the manner as may be specified by the SEBI.
- An Amended and Restated Investment Management Agreement was executed on September 15, 2023, the amendments were in relation to the fee payable to the Investment Manager in consideration for the services rendered by it.
- Further, SEBI, by way of its circular dated September 11, 2023 ("Nomination Circular") had specified the framework to exercise the board nomination rights by the eligible unitholders. Pursuant to paragraph 10 of the Nomination Circular, the Trust Deed and Investment Management Agreement of Sustainable Energy Infra Trust ("SEIT" or the "Trust") was amended on March 7, 2023, to incorporate the relevant provisions in relation to board nomination rights to Eligible Unitholder(s).

15. Changes during the year in any regulatory changes that has impacted or may impact cash flows of the underlying projects

During the period under review, there were no regulatory changes that have materially impacted or may materially impact the cash flows of the underlying projects.

16. Statement of Deviation/Variation in use of issue proceeds

There is no deviation/variation in the use of the issue proceeds. The Trust has fully utilised the issue proceeds for the purpose for which the proceeds were raised as stated in the Final Placement Memorandum dated January 10, 2024.

DETAILS OF ACTIVITIES DURING THE YEAR

17. Change in material contracts or any new risk in performance of any contract pertaining to the InvIT

SEIT has executed (i) Amended and Restated Investment Management Agreement ("IMA") dated March 7, 2024, and (ii) Amended and Restated Trust Deed ("Deed"), dated March 7, 2024, thereto.

18. Brief details of material and price-sensitive information

1. Appointment of Mr. Sanjiv Nandan Sahai (DIN: 00860449) as an Additional Director (Non-Executive Independent) of the Company, not liable to retire by rotation, for a period of three (3) consecutive years with effect from April 17, 2024, subject to re-appointment at the ensuing Annual General Meeting;
2. Appointment of Mr. Jan Brand (DIN: 10567291) as an Additional Director (Non-Executive Non-Independent) of the Company, with effect from April 17, 2024 who shall hold office till the date of the ensuing Annual General Meeting;
3. Appointment of Mr. Premod Paul Thomas (DIN 07252875) as (Non-Executive) Unitholder Nominee Director of the Company with effect from April 17, 2024.
4. Mr. Bruce Crane (DIN 08403603) resigned as a Director (Non-Executive Non-Independent) with effect from April 16, 2024.

19. Notices and results of meetings of unit holders

- Remote e-voting facility with respect to Postal Ballot Notice dated February 10, 2024 was open from Sunday, February 11, 2024 to Sunday, March 03, 2024.
- Scrutinizer's Report along with the results of the Postal Ballot of SEIT was issued on March 4, 2024, and the following resolutions were passed:
  - Approved the amendment and restatement of the Investment Management Agreement;
  - Approved the amendment and restatement of the Trust Deed.

20. Changes in any legal proceedings which may have significant bearing on the activities or revenues or cash flows of the InvIT

Except otherwise specified, during the period under review, there were no legal proceedings which may have significant bearing on the activities or revenues or cash flows of the Trust.

21. Details of all related party transactions during the year, value of which exceeds five per cent. of value of the InvIT Assets (refer notes to financials for details)

Based on standalone financials of the Trust:

Amounts in INR million

Name of the Party	Nature of Transaction	Relationship	Period from July 20, 2023 to March 31, 2024
Mahindra Susten Pvt Ltd	Issue proceeds for offer for sale received by Trust and transferred to MSPL	Sponsor	8,978.00
2452991 Ontario Ltd	Unit application money received including proceeds for offer for sale	Sponsor Group	9,000.00
2452991 Ontario Ltd	Issuance and allotment of unit capital	Sponsor Group	9,000.00
Mahindra Susten Pvt Ltd	Issuance of units in exchange of purchase of equity shares of MRPL	Sponsor	11,260.00
Axis Bank Ltd	Long term borrowings availed	Promoter of Trustee	17,000.00
Megasolis Renewables Pvt Ltd	Secured loans given	Subsidiary	14,844.36
Mega Suryaurja Pvt Ltd	Secured loans given	Subsidiary	8,878.98
Emergent Solren Pvt Ltd	Secured loans given	Subsidiary	7,559.30
Megasolis Renewables Pvt Ltd	Unsecured loans given	Subsidiary	4,977.09
Mega Suryaurja Pvt Ltd	Unsecured loans given	Subsidiary	3,924.28

Based on consolidated financials of the Trust (in addition to the transactions on standalone basis)**:**

Amounts in INR million

Name of the Party	Nature of Transaction	Relationship	Period from July 20, 2023 to March 31, 2024
Mahindra Susten Pvt Ltd	Loan repaid	Sponsor	12,878.05

For further details of all related parties and related party transactions during the year, kindly refer the notes to standalone and consolidated financials of the Trust, which form a part of this report.

MATERIAL LITIGATIONS

Brief details of material litigations and regulatory actions, which are pending, against the InvIT, sponsor(s), Investment Manager, Project Manager(s), or any of their associates, sponsor group(s)] and the Trustee if any, as at the end of the year

Except as stated in this section and on the basis of the disclosures below, there are no pending material litigation and actions by regulatory authorities, which are not in the ordinary course of business, in each case against (i) the Trust, its associates and the Initial Portfolio Assets; (ii) the Sponsors, the Project Manager, the Investment Manager and each of their associates and the Sponsor Group; and (iii) the Trustee, as on the date of this Annual Report. Further, except as stated in this section and on the basis of the disclosures below, there are no pending material litigation and actions by regulatory authorities which are not in the ordinary course of business, against the Sponsors or any of its Associates or the Sponsor Group or Associates of the Investment Manager (which may be affiliates of the Sponsors).

For the purpose of this section, details of all regulatory actions and criminal matters, which are not in the ordinary course of business, involving the Trust ((including the Initial Portfolio Assets), the Sponsors, the Project Manager, the Investment Manager and their associates, and the Sponsor Group and the Trustee, that are currently pending have been disclosed. Further, any civil matter that is pending involving an amount equivalent to, or more than, the amount or threshold as disclosed below, in respect of (i) the Trust, its associates and the Initial Portfolio Assets; (ii) the Sponsors, the Project Manager, the Investment Manager and each of their associates and the Sponsor Group; and (iii) the Trustee has been disclosed. Details of proceedings related to direct and indirect taxes have been disclosed in a consolidated manner, indicating the number of cases and the total amount.

In respect of the MSPL Sponsor and its associates (including Mahindra and Mahindra which forms part of the Sponsor Group), all outstanding civil cases, litigations, claims and matters which involve an amount exceeding 5% of the consolidated net-worth or consolidated income of the MSPL Sponsor as on March 31, 2023, being approximately INR 428.80 million and INR 417.41 million, respectively, whichever is less have been considered material.

In respect of the OTPP Sponsor and its associates (including OTPPB and 2452991 Ontario Limited (which both form part of the Sponsor Group)), all outstanding civil cases, litigations, claims and matters which involve an amount exceeding 1% of the net assets of OTPPB as on December 31, 2023, being approximately C$ 2.475 billion, is considered material.

Additionally, all outstanding cases where an adverse outcome would materially and adversely affect the business, operations, prospects or reputation of the Sponsors and Sponsor Group, irrespective of the amount involved, have been considered material.

In respect of the Investment Manager and its associates, all outstanding civil cases, litigations, claims and matters which involve an amount exceeding 5% of the consolidated net-worth of the Investment Manager, as on March 31, 2024, being approximately INR 6.28 million. In respect of the Project Manager and its associates, there are no civil litigation, regulatory action, tax proceeding or criminal litigation, which are outstanding involving the Project Manager and its Associates (including the Investment Manager and the OTPP Sponsor). Additionally, all outstanding cases which are not quantifiable but where an adverse outcome would materially and adversely affect the business of the Investment Manager and the Project Manager, have been considered material.

In respect of the Trustee, all outstanding civil matters which involve an amount equal to or exceeding 5% of the profit after tax (for the financial year ended March 31, 2024), being approximately INR 12.30 million, have been considered material.

In relation to the Trust, its associates (apart from entities which are associates of the Sponsors and the Investment Manager) and the Initial Portfolio Assets, all outstanding civil cases which involve an amount equivalent to or exceeding 5% of the total combined income of the Trust and the Initial Portfolio Assets for the financial year ended March 31, 2024, being approximately INR 384.99 million have been considered material. Further, all outstanding matters that may have a material impact on each of the Trust or the Initial Portfolio Assets in terms of its business, operations, financial position, prospects or reputation, have been considered material for the purposes of disclosure in this section.

Note: 'Initial Portfolio Assets' means collectively, Mega Suryaurja Private Limited, Emergent Solren Private Limited, Neo Solren Private Limited, Astra Solren Private Limited, Brightsolar Renewable Energy Private Limited and Megasolis Renewables Private Limited (formerly known as, Mahindra Renewables Private Limited)

MATERIAL LITIGATIONS

A. Litigation and regulatory actions involving the Trust, the Initial Portfolio Assets and its Associates.

Regulatory Proceedings involving Initial Portfolio Assets

1. Megasolis Renewables Private Limited ("MRPL") had filed an appeal against Central Electricity Regulatory Commission ("CERC"), Madhya Pradesh Power Management Company Limited, Rewa Ultra Mega Solar (Rums) Limited, Western Region Load Dispatch Centre, Arinsun Clean Energy Private Limited and Athena Jaipur Solar Power Private Limited before the Appellate Tribunal for Electricity, New Delhi ("Tribunal") under section 111(1) and section 111(2), read with section 120 of the Electricity Act, 2003, in order to challenge the legality, propriety and correctness of the order dated April 25, 2022 ("Order") passed by the CERC. CERC through its Order has directed MRPL, along with other solar power developers, to execute fresh power purchase agreement for the purpose of (i) drawing power either from the distribution licensee of the relevant state or with any other entity through an open access or (ii) for procuring power during the non-generation hours or during the shutdown period. In the current appeal, MRPL had sought appropriate order/direction to set aside the observations made by the CERC in the impugned Order. APTEL has pronounced the order in favour of MRPL on 8 April 2024 by setting aside the CERC Order.

2. On October 22, 2021, MRPL filed a petition against Solar Energy Corporation of India Limited ("SECI") before the Central Electricity Regulatory Commission ("CERC") under section 79(1)(b), Section 79(1)(f) and Section 79(1)(k) of the Electricity Act, 2003 and the power purchase agreement dated December 28, 2018 ("PPA"). By way of the said petition MRPL had sought (i) issuance of appropriate directions or declarations from CERC stating that the imposition of safeguard duty on the import of solar cells (including solar cells which are assembled in modules or panels) vide notification no. 2/2020-Customs (SG) dated July 29, 2020 issued by the Department of Revenue, Ministry of Finance ("SGD Notification") is an event of 'change in law' event; (ii) issuance of appropriate directions to declare and allow MRPL to claim additional cost of ₹ 883.02 million (i.e. sum of ₹ 808.21 million paid as safeguard duty to the Government plus the carrying cost calculated at the rate of 10.41% totaling to ₹ 74.81 million considered from the date of payment to the date of COD) on account of the change in law event, i.e. imposition of safeguard duty by the Ministry of Finance vide its notification dated July 29, 2020; and (iii) approval of the quantum and mechanism of compensation (along with interest) as per the methodology provided by CERC vide its order dated August 20, 2021 in petition no. 536/MP/2020 ("2021 Order"). CERC, by way of its order dated October 16, 2023 ("CERC Order") has held that (i) SGD Notification to be a change in law event and held that MRPL is entitled to claim compensation for the same as per the PPA; (ii) compensation for the value of INR 76,40,09,305/- shall be payable as per the methodology provided in the 2021 Order, however, the discount rate shall be 9% per annum and annuity period shall be 15 years; (iii) the liability of SECI for 'Monthly Annuity Payment' starts from the 60th day from the date of CERC Order or from the date of submission of claims, whichever is later and in case of delay in the Monthly Annuity Payment beyond the 60th day from the date of CERC Order or from the date of submission of claims, whichever is later, late payment surcharge shall be payable for the delayed period corresponding to each such delayed Monthly Annuity Payment(s), as per respective PPAs; and (iv) MRPL is entitled to compensation towards additional expenditure on account of the change in law event. However, the claims with respect to post COD/ carrying cost shall be subject to final order in appeals pending before the Hon'ble Supreme Court in civil application matter number 8880/2022. MRPL will be filing an impleadment application before the Supreme Court seeking impleadment in C.A. No. 8880 of 2020. Subsequent to the CERC Order, the Chhattisgarh State Power Distribution Company Limited ("CSPDCL") filed an appeal before Appellate Tribunal for Electricity, New Delhi ("APTEL"), challenging the CERC Order. Further, an interim application (IA No. 2411/2023) has also been filed by CSPDCL along with the aforesaid appeal seeking a stay on the CERC Order. CSPDCL's application has been dismissed by APTEL. The matter is currently pending for final hearing and the next date of hearing has not been fixed yet.

3. On April 13, 2023 Mega Suryaurja Private Limited (MSUPL) has filed a petition against Solar Energy Corporation of India Limited ("SECI") before the Central Electricity Regulatory Commission ("CERC") under section 79(1)(b) read with section 79(1)(f) of the Electricity Act, 2003, in relation to the power purchase agreement dated May 31, 2020 executed between MSUPL and SECI. By way of the said petition, MSUPL had sought inter alia (i) to declare and acknowledge that the promulgation of Notification No. 08/2021–Integrated Tax (Rate) dated September 30, 2021 issued by Ministry of Finance, Government of India ("2021 GST Notification") increasing the rate of Goods and Services Tax (GST) on solar power-based devices qualifies as 'Change in Law' in terms of Article 12 of the PPA; (ii) MSUPL is entitled to carrying cost at 10.25% P.A. from the date of incidence till the date of COD of the Project so as to restitute MSUPL to the same economic position as if the Change in Law event has not occurred; and (iii) declare and allow MSUPL to claim additional cost of INR 65,72,17,174 (Sixty Five Crore Seventy Two Lakhs Seventeen Thousand One Hundred Seventy Four) plus the carrying cost calculated at the rate of 10.25% totaling to INR 2,56,36,258, (Two Crore Fifty Six Lakhs Thirty Six Thousand Two Hundred Fifty Eight) considered from the date of incidence to the date of COD on account of the Change in Law event. CERC has pronounced the order in favour of MSUPL on 19 May 2024 and held that (i) 2021 GST Notification is a change in law event and held that MSUPL is entitled to claim compensation for the same as per the PPA; (ii) The contracting parties will carry out reconciliation corresponding to the mutually agreed project capacity under the PPA, which is valid for additional expenditure as per Article 12 of the PPAs, by exhibiting a clear and one-to-one correlation with the projects and the invoices raised supported by an auditor certificate on account of the 2021 GST Notification; (iii) Compensation is to be paid at the discount rate of 9.12% and an annuity period of 15 years; (iv) the liability of SECI for 'Monthly Annuity Payment' starts from the 60th day from the date of this order or from the date of submission of claims, whichever is later and the provision of late payment surcharge in the respective PPA/PSA shall kick in if the monthly annuity payment is not made by the Respondents within the due date; and (v) given the restitution clause in the PPA, the directions issued in this Order, so far as they relate to additional compensation for the period pre-COD (including carrying cost), claims only shall be enforced.

MATERIAL LITIGATIONS

4. Brightsolar Renewable Energy Private Limited (BREPL) filed a petition before the Andhra Pradesh Electricity Regulatory Commission seeking issuance of appropriate order(s)/ directions to Southern Power Distribution Company of Andhra Pradesh Limited ("APSPDCL") for (a) payment of outstanding dues in terms of the invoices raised by BREPL; (b) late payment surcharge; (c) opening of Letter of Credit; (d) payment for generation loss due to curtailment of power; and (e) challenging APSPDCL's letter for installation of excess PV modules than installed capacity as per PPA. While the Andhra Pradesh Electricity Regulatory Commission has passed an order on February 01, 2023, in favour of BREPL for payment of all dues, APSPDCL has partially released sums due to BREPL. The outstanding amounts still to be received from APSPDCL is not more than ₹ 180.00 million.

5. Neo Solren Private Limited (NSPL) filed a petition before Telangana State Electricity Regulatory Commission ("TSERC") seeking payment of outstanding dues by Northern Power Distribution Company of Telangana Limited under various invoices raised by NSPL along with the late payment surcharge and directions to open letter of credit. TSERC vide its order dated August 8, 2022 granted relief sought by NSPL i.e. towards payment of the billed amount and the claim of interest. TSERC also passed an order directing the Northern Power Distribution Company of Telangana Limited to put in place an irrevocable revolving letter of credit in favour of NSPL in terms of the power purchase agreement. The total amount outstanding is INR 36.11 million, which is equivalent to one month's tariff for entire month of May 2022. The recovery process is presently ongoing. Management is also in process of regular follow-up with concerned Discom officials for implementation of TSERC order.

6. MSPL has filed an appeal against Rajasthan Electricity Regulatory Commission ("RERC"), Solar Energy Corporation of India Limited ("SECI") and Rajasthan Urja Vikas Nigam Limited before the Appellate Tribunal for Electricity, New Delhi ("Tribunal") under section 111(1) and section 111(2) of the Electricity Act, 2003 read with the Power Purchase Agreement dated January 15, 2020 entered into between MSPL and SECI. The said Appeal has been filed in order to challenge the legality, correctness and justifiability of the order dated December 30, 2021 passed by RERC ("Order"). RERC through its Order had refused/rejected to allow imposition of safeguard duty under the Ministry of Finance notification dated July 29, 2020 ("SGD Notification") as a "change in law" event and consequently rejected the compensation as claimed by various solar developers. MSPL was not a party to the proceedings before RERC. SECI while referring to the Order, vide its letter dated March 9, 2022 (in response to the change in law notice issued by MSPL on February 10, 2022) has rejected the change in law claim of MSPL. Subsequently, MSPL has filed the appeal before the Tribunal. The parties have filed their written submissions and the Tribunal reserved the order on March 11, 2024.

Outstanding Civil Litigation involving Initial Portfolio Assets

1. Please note that we are not a party to this suit but we consider it to be material on account of MSUPL occupying the disputed land. Khet Singh ("Petitioner") has filed a suit before the Court of Civil Magistrate, Junior Division, Falodi against Bhanwar Singh ("Respondent") dated August 7, 2023 challenging, inter alia, the legality of the will pursuant to which the land was transferred in favour of Madho Singh, the father of the Respondent. The Respondent had since inherited the disputed land subsequent to passing away of Madho Singh. The matter is next listed for hearing on July 1, 2024.

2. Laxmanram has filed a plaint before the Court of Deputy Commissioner, Colonization, Bikaner against Arjun Singh, MSUPL and others challenging the grant of Khatedari rights to Geeta and Chhoti on account of the fact that Geeta and Chhoti had passed away at the time of granting the Khatedari rights to Arjun Singh, MSUPL and others. Laxmanram had also challenged the legality of the documents basis which the transfer of Khatedari rights was concluded. The matter is next listed for hearing on May 22, 2024.

Other matters that may impact certain of the Initial Portfolio Assets

1. A petition was filed before the Supreme Court in relation to the protection of the Great Indian Bustard ("GIB") (specifically in the states of Gujarat and Rajasthan) and the first order of the Supreme Court in the case was issued on April 19, 2021. This order inter alia directed: (a) conversion of overhead cables into underground powerlines wherever feasible (within 1 year from the date of the order); and (b) installation of bird divertors pending consideration of the conversion of overhead cables into underground powerlines. The order further instructed constitution of 3 (three) member committee for assessing the feasibility of laying of high voltage underground power lines, on a case-to-case basis, allowing for specific representations from the affected power producers. ("Committee"). The Supreme Court issued another order on April 21, 2022 which observed inter alia that: (a) the installation of the bird divertors in priority areas (as identified in the April 19, 2021 order) was required to be completed before July 20, 2022; (b) such direction was to govern all State owned as well as private power producers; and (c) any company which seeks an exemption from the direction to install underground transmission lines, shall be at liberty to move to the Committee and any grievance thereafter may be submitted before the Supreme Court. Subsequently, Supreme Court by an order dated March 21, 2024, modified its earlier order of April 19, 2021, noting that it was practically impossible to lay underground transmission lines in view of the operational and regulatory challenges and the overall impact on the RE generation capacity located in Rajasthan and Gujarat.

MATERIAL LITIGATIONS

Supreme Court recognized the need for balancing the interest of GIB as well as the interest of renewable sector and India's commitments to reduce emissions. Accordingly, the Supreme Court has: (i) restricted the injunction of undergrounding only to the 'Priority Area' (13,163 sq. kms), subject to feasibility; and (ii) eased the restrictions in the 'Potential Area'. The Supreme Court has also reconstituted the Committee and expanded the Committee to include representatives of the power sector to ascertain the technical feasibility of undergrounding of high voltage as well low voltage transmission lines in the Priority Area and to lay down suitable directives for laying of transmission lines in the Potential Area. The Supreme Court further directed the Central Government to take necessary measures for conservation and protection of GIB. As MSUPL, MRPL and ESPL operate projects in the Potential Areas, as on date, there is no financial impact foreseen. Further, in the said order, Supreme Court has given time until July 31, 2024 to the newly constituted expert Committee to re-assess critical areas for GIB habitat and ordered to list the matter in second week of August 2024 to consider report submitted by the expert Committee.

MATERIAL LITIGATIONS

B. Litigation and regulatory actions involving the Sponsors and its Associates and the Sponsor Group.

Litigation and Regulatory Proceedings involving MSPL Sponsor, its Associates and Mahindra and Mahindra Limited (part of the Sponsor Group)

MSPL Sponsor

Outstanding Civil and Statutory Litigation

1. Mahindra Susten Private Limited (the "Petitioner" / "MSPL") filed a petition against Hindustan Zinc Limited for the non-payment of principal and interest component of the safeguard duty which was imposed vide order of the Government of India dated July 30, 2019 ("SGD Notification") before the National Company Law Tribunal, Jaipur (the "NCLT"). Hindustan Zinc Limited paid the principal component of the safeguard duty but refrained from payment of the interest component of the safeguard duty. While an order dated November 28, 2022 was passed by the NCLT ("NCLT Order") for amicable settlement between the parties for the payment of the interest component of safeguard duty, Hindustan Zinc Limited did not honour the NCLT Order and, instead, filed an appeal against the NCLT Order before the National Company Law Appellate Tribunal, Principal Bench, New Delhi ("NCLAT"). NCLAT has passed an order whereby the forum has acknowledged that the interest component of the safeguard duty is payable by Hindustan Zinc Limited, however, the forum has ordered the Petitioner to approach an appropriate forum for recovery. The aggregate amount involved in the matter is ₹109.70 million. Hindustan Zinc Limited has filed a special leave petition before the Honourable Supreme Court of India against the Union of India (Ministry of Finance, Ministry of Commerce & Industry Department and Principal Commissioner of Customs, Mundra) and MSPL, seeking a stay on the interest component of ₹109.70 million imposed on the safeguard duty, however, no specific allegations have been levied against MSPL. This matter is currently pending.

Outstanding Regulatory Litigation

1. MSPL has received show cause notices dated December 2, 2021 and May 25, 2022 from the Cost Audit Branch of the Ministry of Corporate Affairs, under Section 148 of the Companies Act 2013, seeking explanation for the reasons behind non-appointment of a cost auditor by MSPL and not conducting cost audit in FY 2016-17. MSPL has provided a response to the said notice on July 10, 2022 and awaits a revert from the Cost Audit Branch in this regard.

Outstanding Criminal Litigation

1. MSPL Sponsor has filed a criminal complaint against Ajit Bhagwan Kulkarni (the "Accused") alleging cheating and criminal breach of trust under Sections 420 and 405 of the Indian Penal Code, 1860 respectively before the Bombay High Court. The matter is currently pending.

MSPL Sponsor – Associates

Gromax Agri Equipment Limited

1. Gromax Agri Equipment Limited has filed 83 criminal cases against various parties for recovery of debt aggregating to ₹ 174.40 million, under Section 138 of Negotiable Instrument Act,1881 before the Judicial Magistrate First Class, Vadodara. The matters are currently pending. MSPL Sponsor has filed a criminal complaint against Ajit Bhagwan Kulkarni (the "Accused") alleging cheating and criminal breach of trust under Sections 420 and 405 of the Indian Penal Code, 1860 respectively before the Bombay High Court. The matter is currently pending.
2. Gromax Agri Equipment Limited has filed 17 criminal cases against various parties for recovery of debt aggregating to ₹ 16.80 million, under Section 138 and 142 of Negotiable Instrument Act,1881 before the Judicial Magistrate First Class, Vadodara. The matters are currently pending.

MATERIAL LITIGATIONS

Bristlecone India Limited

1. Bristlecone India Limited (the "Company") had filed an appeal before the Commissioner of Income Tax (Appeal) ("CIT(A)") in relation to deduction claimed under section 10A of Income Tax Act, 1961 which was partially allowed by the assessing officer through its order dated March 14, 2013. ("Assessment Order"). The assessing officer has issued demand including interest and penalty for ₹ 14.60 million through its order dated October 25, 2016 and March 28, 2018. CIT(A), through its order dated March 2, 2016 (the "Order"), held that the Company was not entitled to deduction under section 10A of the Income Tax Act, 1961 as it had not manufactured or produced any article or thing or computer software or computer program and disallowed the claim under section 10A of the Income Tax Act, 1961. CIT(A), through another order dated July 27, 2016 levied penalty amounting to ₹ 4.29 million ("Penalty Order").

   The Company filed appeals against the Order and Penalty Order before the Hon'ble Income tax Appellate Tribunal ("ITAT"). Hon'ble ITAT through its orders dated April 4, 2018 and December 3, 2018 has restored the Order and Penalty Order back to CIT(A) for fresh consideration.

   Subsequently, Principal Commissioner of Income tax (PCIT) sanctioned the Company under section 276C(1) along with section 278B of the Income Tax Act,1961, and a complaint was filed against the Company and its Directors (namely Mr. Ulhas Narayan Yargop, C Krishnadas, Kandasamy Chandrasekar and S Venkataraman) before the Hon'ble Additional Metropolitan Magistrate Court, Ballard Pier, Mumbai ("Hon'ble Magistrate Court") ("Prosecution Complaint") under section 276C(1) along with. section 278B of the Income Tax Act, 1961.

   Pursuant to the Prosecution Complaint, summon notices were issued by the Hon'ble Magistrate Court to the Company and its Directors (namely Mr. Ulhas Narayan Yargop, C Krishnadas, Kandasamy Chandrasekar and S Venkataraman). The Company has filed bail applications for Mr. C Krishnadas and Mr. S. Venkataraman dated May 20, 2023 and for Mr. Ulhas Yargop and Mr. Kandasamy Chandrasekar dated July 20, 2023 before the Hon'ble Magistrate Court and was granted bail on the same dates respectively.

   The Prosecution Complaint is currently pending before the Hon'ble Magistrate Court.

Marvel Solren Private Limited

1. Marvel Solren Private Limited is a respondent in Writ Appeal No. 1664 of 2019 ("Writ Appeal 1") and Writ Appeal No. 1176 of 2019 ("Writ Appeal 2"). The Writ Appeal 1 was filed by Bangalore Electricity Supply Company Limited ("BESCOM") and the Writ Appeal 2 was filed by Karnataka Electricity Regulation Commission ("KERC") before the Karnataka High Court. This Writ Appeal arises out of the order of J. Sujatha dated March 13, 2019, in WP No. 23851 of 2018 and connected matters ("Original Writ Petition").

   The Original Writ Petition was filed on behalf of Marvel Solren Private Limited challenging the KERC order dated May 14, 2018 through which the KERC discontinued the exemption from paying wheeling & banking charges for solar projects and increased the wheeling & banking charges from 5% and 2% of injected energy to 25% of the normal transmission charges for wind projects. The exemption from payment of wheeling and banking charges were applicable for a period of ten years from the date of commissioning for projects commissioned on or before March 31, 2018 by virtue of the KERC's tariff orders from time to time. Marvel Solren Private Limited's solar project was commissioned on March 28, 2018.

   J. Sujatha had allowed the Original Writ Petition and set aside the KERC's order of May 14, 2018, on the grounds of legitimate expectation, promissory estoppel, and KERC's lack of jurisdiction to interfere in settled contracts under its adjudicatory powers. The Writ Appeal 1 was admitted on October 25, 2019 and Writ Appeal 2 is yet to be admitted. The matter is currently ongoing.

MATERIAL LITIGATIONS

Mahindra First Choice Wheels Limited

1. Mahindra First Choice Wheels ("Complainant") filed a protest petition against M/s BNS Auto Mart and others (the "Accused") before the Hon'ble Additional Session Judge Gautam Buddhanagar, Uttar Pradesh for reinvestigation of the FIR dated December 24, 2022 filed before PS 57, Gautam Buddha Nagar against the accused in relation to defrauding and cheating the Complainant– 1) by refusing to pay the Complainants outstanding amount of ₹35,322,810 which was payable by the Accused towards financial assistance provided by the Complainant in the form of Vehicle sold to the Accused on credit basis as part of superstore business arrangement and for facilitating sale of vehicles by the Accused as a MFC Superstore dealer, 2) allegedly holding the possession of 41 vehicles in its custody on which Complainant has rightful lien over the said vehicles. 3) for providing forged documents to the Complainant while onboarding the Accused as Superstore dealer. However, the Investigating Officer allegedly failed to record substantial information in the FIR as to fraud and cheating that was provided by the Complainant. Further, closure report was filed on April 24, 2023 under section 173 of Code of Criminal Procedure, 1973 before the Hon'ble Chief Judicial Magistrate, Gautam Buddhanagar, Uttar Pradesh. The Protest petition matter is pending before the Hon'ble Additional Session Court.
2. Mahindra First Choice Wheels (the "Complainant") filed a Complaint against Mr. Rajesh Kumar (the "Accused") employee of MFCWL who a store manager of one of the Autokart business store of MFCWL at Ghaziabad. Police station Sahibabad has accordingly registered a FIR No. 0771/2023 against Mr. Rajesh Kumar for Theft, Cheating, Criminal Misappropriation of Funds, forgery, fraud, and criminal breach of trust. -1) Misappropriation of Company's Fund in its own personal account. Also 2) Illegally selling Company's Vehicle to third party without any authority by MFCW and received Cash payment from customer for vehicle transfer service 3) Forged Company's document for wrongfully taking custody of 4 No. of vehicles. The Accused is in Judicial Custody and IO is under process of filing chargesheet before Judicial Magistrate, Ghaziabad. Accused filed for Bail Application before Session Court, Ghaziabad. The same application was rejected on 26th October 2023. The Accused has preferred appeal before Hon'ble Allahabad High Court against the said order and the matter is posted for hearing on 08th December 2023.
3. Mahindra First Choice Wheels limited (MFCWL) has filed Summary Case No.0700814/2023 before the Court of Learned Metropolitan Magistrate, 7th Court Boiwada Dadar, Mumbai under Sec.138 of Negotiable Instrument Act against Respondent- A2Z Wheels 360 LLP & others. (Preowned Vehicle Seller of MFCWL) for dishonour of two cheques for an amount of Rs.30,00,000/- (Thirty Lakhs Only) each issued as a part refund of payment made by MFCWL for procuring used vehicles from Respondent in bulk. The matter is posted for hearing of objections raised by Hon'ble Court on point of limitation on 23.07.2024.
4. Mahindra First Choice Wheels limited (MFCWL) has filed Summary Case No.0700817/2023 before the Court of Learned Metropolitan Magistrate, 7th Court Boiwada Dadar, Mumbai under Sec.138 of Negotiable Instrument Act against Respondent Naveen K (Seller) for dishonour of cheque for an amount of Rs.20,00,000/- (Twenty Lakhs Only) which was issued by Respondent as a Refund against cancellation of deal with MFCWL under bulk procurement. The matter is at the stage of admission on 23.07.2024.
5. Mahindra First Choice Wheels limited (MFCWL) has filed Summary Case No.0700817/2023 before the Court of Learned Metropolitan Magistrate, 7th Court Boiwada Dadar, Mumbai under Sec.138 of Negotiable Instrument Act against Respondent Rajesh Kumar (ex-employee of MFCWL) for dishonour of cheque for an amount of Rs.405000/- (Four Lakhs Five Thousand Only) which was issued by Respondent as a Refund against cancellation of deal with MFCWL under used car procurement transaction. The matter is at the stage of admission on 23.07.2024.
6. Mahindra First Choice Wheels limited (MFCWL) has filed Summary Case No.0700817/2023 before the Court of Learned Metropolitan Magistrate, 7th Court Boiwada Dadar, Mumbai under Sec.138 of Negotiable Instrument Act against Respondent Y G Rao Auto Consultancy & ors (Seller) for dishonour of cheque for an amount of Rs. 25,00,000/- (Twenty Five Lakhs Only) which was issued by Respondent as a Refund against cancellation of deal with MFCWL under bulk procurement. The matter is posted for filing service report on 23.07.2024.
7. Director and Employees of Mahindra First Choice Wheels Limited (MFCWL) has filed Criminal Writ Petition before the Hon'ble High Court Judicature at Karnataka vide Filing Number CRL.P 4179/2024 on 23/04/2024 for quashing of FIR No. 0119/2024 registered in Tunga Nagar Police station on 21-03-2024 filed on behalf of Jhansi Automobile alleging breach of contract by MFCWL which is not accepted by MFCWL. MFCWL has filed a representation vide dated 21.03.2024 to reject the Complaint as the said complaint is of Civil Nature. The Criminal Writ Petition is at the stage of scrutiny.
8. Mahindra First Choice Wheels Limited has filed complaint against Ex-employee N Ravikanth(Accused) vide FIR No. 0046/2024 before Police Station, Mayohalli, Bangalore for criminal breach of trust thereby mismanagement of Company's fund by the Accused by procuring bulk vehicles from dealers without following process set under the business model Autokart Refresh and thus, caused financial loss to the Company. The matter is being investigated by concerned police station.

MATERIAL LITIGATIONS

Mahindra & Mahindra Limited (part of the Sponsor Group)

Outstanding Civil and Statutory Litigation

1. Mahindra & Mahindra Limited (Plaintiff) filed a commercial suit before the High Court of Judicature at Bombay against BOXCO Logistics India Private Limited (Defendant) under Commercial Court Act, 2015 for recovery of damages caused to the mid-speed press line and its components and accessories on MV HAN XIN Vessel during the transit from Kobe Port, Japan to MVML Plant, Chakan, India. The Plaintiff has prayed before the court for the recovery of an aggregate amount of ₹ 647.78 million. The matter is currently pending.
2. Mahindra & Mahindra Limited (the "Company") filed an intervention application in a pending case between Union of India vs ILFS & Others, pursuant to an order dated February 4, 2019 passed by National Company Law Appellate Tribunal at New Delhi ("NCLAT") inter alia permitting financial creditors of ILFS to file an appropriate application seeking intervention in the present appeal. Since the Company has invested in ILFS by way of non-convertible debentures, being a financial creditor of ILFS, the Company is seeking recovery of an amount of ₹ 1,617.42 million. The matter is currently pending with NCLAT.
3. A writ petition was filed by Mahindra and Mahindra Limited (Petitioner) against the Board of Mumbai Port Authority ("MBPA") (Respondent) for the retrospective demand basis fair market rate for the Lease Property at Apollo Reclamation and Sewree by MBPA. The claim amount is ₹ 987.11 million. The matter is currently pending before Bombay High Court.
4. In August 2014 the Competition Commission of India (CCI) passed an Order against 14 OEMs – Original Equipment Manufacturers including Mahindra & Mahindra Limited, holding them liable for indulging in anti-competitive practices with regard to supply of spare parts. A penalty of ₹ 2,922.50 million was imposed on Mahindra & Mahindra Limited. By Writ Petition filed in the Delhi High Court (High Court), several OEM's (including Mahindra & Mahindra Limited) challenged the constitutionality of certain provisions of the Competition Act. The High Court disposed off the said writ petitions through an order dated April 10, 2019 ("April 2019 Order"), upholding certain contentions of the OEMs (including Mahindra & Mahindra Limited) and dismissing the rest. In light of the above, both, the OEMs (including Mahindra & Mahindra Limited) and the CCI have filed their respective challenges to the April 2019 Order by way of Special Leave Petition on April 22, 2019. In connection with the above matter, Mahindra & Mahindra Limited filed a Special Leave Petition before the Supreme Court of India against the CCI under section 22(3) and section 53E of the Competition Act 2002. The matter is currently pending.
5. A Company Petition is filed by Susee Auto Sales & Service Pvt Ltd. against Mahindra and Mahindra Limited (Corporate Debtor) under Section 9 of Insolvency and Bankruptcy Code, 2016 for the alleged non-payment of total 8 Debit Notes amounting to ₹ 15.83 millions. The total claim amount along with interest is ₹ 26.35 million. The matter is currently pending before NCLT, Mumbai.

Outstanding Criminal Matters

1. A criminal complaint under section 200 of the Code of Criminal Procedure, 1967 has been filed on June 07, 2023 by Mahindra and Mahindra Limited against the State of Punjab and Moninder Singh Walia (the "Accused") alleging defamation under sections 499 and 500 of India Penal Code, 1860 before the Chief Judicial Magistrate, SAS Nagar. The matter is currently pending.
2. The Metropolitan Magistrate Court, Bhoiwada issued summons based on two criminal complaints filed by Rahul Patil (Complainant) against Mahindra and Mahindra Limited & Others. (the "Accused") alleging cheating under sections 420 and 34 of the Indian Penal Code, 1860. Two separate quashing petitions have been filed before Bombay High Court by Mahindra and Mahindra Limited (Petitioner) against the State of Maharashtra and Ors. (the "Respondent") under section 482 of the Code of Criminal Procedure praying for the quashing of the above-mentioned process. The Hon'ble Bombay High Court has granted a stay and the matters are currently pending.
3. Mahindra & Mahindra Limited (the "Company") has filed a complaint under section 138 of Negotiable Instruments Act, 1881 against Jaya Chinnappa ("Accused") before Metropolitan Magistrate Court, Ballard Pier for dishonour of cheques amounting to ₹ 4.72 million. The learned Magistrate Court acquitted the Accused vide an order dated October 5, 2018. An appeal was filed by the Company against Jaya Chinnappa (Respondent) under section 378(4) of the Code of Criminal Procedure against the acquittal order. The Appeal is pending before Bombay High Court.
4. Mahindra & Mahindra filed a criminal complaint against Alsa Tractors (partnership firm) & Ors. for cheating and fraud under sections 417, 419 and 420 of the Indian Penal Code, 1860 before Judicial Magistrate First Class ("JMFC"), Rampur. The JMFC has dismissed the criminal complaint by an order dated April 16, 2022 (the "Order"), pursuant to which Mahindra and Mahindra Limited has filed a revision petition before the District and Sessions Court, Rampur to challenge the above-mentioned Order through a revision petition filed under section 397 of Code of Criminal Procedure. The matter is currently pending before the District and Sessions Court, Rampur.

MATERIAL LITIGATIONS

5. Mahindra & Mahindra Limited (the "Company") has filed a complaint under section 138 of Negotiable Instruments Act, 1881 before Metropolitan Magistrate Court, Bangalore for dishonour of cheques amounting to ₹ 2.50 million. The learned Magistrate Court dismissed the complaint for non-prosecution vide an order dated July 31, 2019 ("Dismissal Order"). Revision was filed by the Company against Divya Tractors (Respondent) under section 397 of Code of Criminal Procedure against the Dismissal Order. The above-mentioned revision is pending before Court of the Principal City Civil & Session Judge at Bangalore.
6. The Judicial Magistrate, Gaya issued summons through an order dated January 18, 2018 pursuant to an complaint filed by Santosh Das against Managing Director of MTWL (Mahindra Two Wheelers Limited) alleging offence under sections 420, 384, 406 read with section 34 of Indian Penal Code. Mahindra & Mahindra Limited has filed a quashing petition under section 482 of Code of Criminal Procedure before the Patna High Court challenging the issuance of summons. The High Court of Patna has stayed the January 18, 2018 order. The matter is currently pending.
7. Nareshchandra Tiwari has filed a criminal complaint against the Chairman and Officer of Mahindra & Mahindra Limited & Ors (the "Company") alleging cheating under section 420 of Indian Penal Code before the court of Magistrate Court- I, Indore. The Company has filed quashing petition under section 482 of the Code of Criminal Procedure before the Madhya Pradesh High Court, Indore challenging the issuance of process order dated January 24, 2019. Madhya Pradesh High Court, Indore has stayed the above-mentioned issuance of summons order. The matter is currently pending.
8. Mahindra & Mahindra Limited (the "Company") has filed a complaint under section 138 of Negotiable Instruments Act, 1881 before 33rd Metropolitan Magistrate Court, Ballard Pier, Mumbai for dishonour of cheques amounting to Rs,23,49,721/-. The learned Magistrate Court dismissed the complaint for delay in filing the same vide an order dated January 10, 2024 ("Dismissal Order"). Revision has been filed by the Company against Rutuja Auto Pvt. Ltd. & its Directors (Respondent) under section 397 of Code of Criminal Procedure against the Dismissal Order. The above-mentioned revision is pending before Court of the Session Court at Mumbai.
9. Mahindra & Mahindra Limited has filed 53 criminal cases against various parties for recovery of debt aggregating to Rs.57,65,83,100/- under section138 of Negotiable Instrument Act, 1881 before various Metropolitan Magistrate Court or Judicial Magistrate Court across Maharashtra. The matters are currently pending. One matter has been disposed off against which the revision petition has been filed, the details are mentioned at Sr.No.8.

NBS International Limited

1. The Metropolitan Magistrate Court, Bhoiwada issued summons based on two criminal complaints filed by Rahul Patil (Complainant) against NBS International & Others. (the "Accused") alleging cheating under sections 420 and 34 of the Indian Penal Code, 1860. Two separate quashing petitions have been filed before Bombay High Court by NBS International (Petitioner) against the State of Maharashtra and Ors. (the "Respondent") under section 482 of the Code of Criminal Procedure praying for the quashing of the above-mentioned process. The Hon'ble Court has granted a stay and the matter is currently pending.

Litigation and Regulatory Proceedings involving the OTPP Sponsor, its Associates, OTPPB and 2452991 Ontario Limited (part of the Sponsor Group)

Nil

C. Litigation involving the Project Manager and its Associates

Nil

D. Litigation involving the Investment Manager and its Associates

Nil

E. Litigation involving the Trustee

As at the date of this Annual Report, there are no material litigation or any outstanding criminal litigation or non-ordinary course regulatory actions against the Trustee.

MATERIAL LITIGATIONS

F. Tax Proceedings

Details of all direct tax and indirect tax matters against the Trust, the Initial Portfolio Assets, the Sponsors, the Sponsor Group, the Project Manager, the Investment Manager and their respective Associates, as of the date of this Annual Report, are as follows:.

Sr. No.	Nature of case	Number of Cases	Amount involved (in ₹ million)
Trust and its Associates			
Trust			
1	Direct Tax	-	-
2	Indirect Tax	-	-
MSUPL			
1	Direct Tax	-	-
2	Indirect Tax	-	-
MRPL			
1	Direct Tax	2	40.70
2	Indirect Tax	1	120.90
ASPL			
1	Direct Tax	-	-
2	Indirect Tax	-	-
NSPL			
1	Direct Tax	1	0.59
2	Indirect Tax	-	-
BREPL			
1	Direct Tax	-	-
2	Indirect Tax	-	-
ESPL			
1	Direct Tax	-	-
2	Indirect Tax	-	-
MSPL Sponsor			
1	Direct Tax	6	799.43
2	Indirect Tax	33	2,431.6
Associates of MSPL Sponsor (apart from MSPL subsidiaries and the Initial Portfolio Assets)			
1	Direct Tax	22	124.93
2	Indirect Tax	13	122.03

Sr. No.	Nature of case	Number of Cases	Amount involved (in ₹ million)
OTPP Sponsor and its Associates			
1	Direct Tax	2	1401.00
2	Indirect Tax	-	-
Project Manager and its Associates			
1	Direct Tax	-	-
2	Indirect Tax	-	-
Investment Manager and its Associates			
1	Direct Tax	-	-
2	Indirect Tax	-	-
Mahindra and Mahindra (part of the Sponsor Group)[(1)]			
1	Direct Tax	106	32,589.5
2	Indirect Tax	161	31,800.27
OTPPB and 2452991 Ontario Limited (part of the Sponsor Group)			
1	Direct Tax	2	1,401.00
2	Indirect Tax	-	-

*(1) Note: Please note that information in relation to tax litigation of M&M has been included as of December 31, 2023. *Including its subsidiaries apart from the Initial Portfolio Assets.*

CORPORATE GOVERNANCE AND POLICIES

Board Meetings

For the period ended March 31, 2024, the Board of Directors of Investment Manager of the Trust met 7 times on May 24, 2023, July 26, 2023, August 2, 2023, September 25, 2023, November 17, 2023, December 12, 2023, and January 30, 2024. Details regarding the attendance of the Directors at the Board meetings held during the period ended March 31, 2024, are provided in the following table:

Name of Board Members	Category	No. of meetings attended/ Entitled to attend
Mr. Debapratim Hajara	Non-Executive Director	7/7
Mr. Bruce Ross Crane	Non-Executive Director	2/7
Mr. Puneet Renjhen	Non-Executive Director	7/7
Mr. Sadashiv Srinivas Rao	Independent Director	4/4
Ms. Priya Subbaraman	Independent Director	4/4
Mr. Sumit Dayal	Independent Director	4/4

Committees of the Board of Directors

In compliance with the SEBI InvIT Regulations, 2014 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Companies Act, 2013, as may be applicable, the Board of Directors of Investment Manager has duly constituted the following Committees on September 25, 2023.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Investment Committee
- InvIT Committee

Audit Committee

Composition of Committee

Name of Committee Members	Category	No. of meetings attended/ Entitled to attend
Mr. Sadashiv Srinivas Rao	Chairman, Independent Director	3/3
Mr. Sumit Dayal	Member, Independent Director	3/3
Mr. Debapratim Hajara	Member, Non-Executive Non-Independent Director	3/3

Meetings of the Audit Committee

Three Audit Committee meetings were held during the period ended March 31, 2024, on November 17, 2023, December 12, 2023, and January 30, 2024.

Quorum

The necessary quorum was present for all the meetings.

Terms of reference of the Audit Committee

The terms of reference of the Audit Committee include, amongst others, the following:

i. providing recommendations to the IM Board regarding any proposed distributions, in line with the distribution policy;

ii. oversight of the Trust's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

iii. giving recommendations to the IM Board regarding for appointment, re-appointment and replacement, remuneration and terms of appointment of statutory auditors of the Trust and the audit fee, subject to the approval of the Unitholders;

CORPORATE GOVERNANCE AND POLICIES

Terms of reference of the Audit Committee

iv. approval of payment to statutory auditors for any other services rendered by the statutory auditors of the Trust;

v. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the IM Board for approval, with particular reference to:

  a. matters required to be included in the director's responsibility statement to be included in the IM Board's report of Investment Manager in terms of clause (c) of sub-section (3) of Section 134 of Companies Act 2013;

  b. changes, if any, in accounting policies and practices and reason for the same;

  c. major accounting entries involving estimates based on exercise of judgment by management;

  d. significant adjustments made in the financial statements arising out of audit findings;

  e. compliance with listing and other legal requirements relating to financial statements;

  f. disclosure of any related party transactions; and

  g. modified opinion(s) and qualifications in the draft audit report;

vi. reviewing, with the management, all periodic financial statements, including but not limited to quarterly, half-yearly and annual financial statements of the Trust, whether standalone or consolidated or in any other form as may be required under applicable law, before submission to the IM Board for approval;

vii. reviewing, with the management, the statement of uses/application of funds raised through an issue of units by the Trust (including but not limited to public issue, rights issue, preferential issue, private placement etc.) and any issue of debt securities and the statement of funds utilised for purposes other than those stated in the offer documents/ notice, and making appropriate recommendations to the IM Board for follow-up action;

viii. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

ix. approval or any subsequent modification of all transactions of the Trust with related parties;

x. recommending such related party transactions to the IM Board or the Unitholders, as may be required under the InvIT Regulations;

xi. scrutiny of loans including inter-corporate loans and investments of the Trust;

xii. reviewing all valuation reports required to be prepared under applicable law, periodically, and as required, under applicable law;

xiii. evaluation of internal financial controls and risk management systems of the Trust;

xiv. reviewing, with the management, performance of statutory auditors of the Trust, adequacy of the internal control systems, as necessary;

xv. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

xvi. discussion with internal auditors of any significant findings and follow up thereon;

xvii. reviewing the findings of any internal investigations in relation to the Trust into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the IM Board;

xviii. reviewing the procedures put in place by the Investment Manager for managing any conflict that may arise between the interests of the unitholders, the parties to the Trust and the interests of the Investment Manager, including related party transactions, the indemnification of expenses or liabilities incurred by the Investment Manager, and the setting of fees or charges payable out of the Trust's assets;

xix. discussing with statutory auditors and valuers prior to commencement of the audit or valuation, respectively, about the nature and scope, as well as post-audit/ valuation discussion to ascertain any area of concern;

xx. reviewing and monitoring the independence and performance of the valuer of the Trust;

xxi. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders and creditors;

xxii. evaluating any defaults or delay in payment of distributions to the unitholders or dividends by the SPVs to the Holding Companies and by the Holding Companies to the Trust and payments to any creditors of the Trust or the Holding Companies or the SPVs, and recommending remedial measures;

xxiii. to review the functioning of the whistle blower mechanism;

CORPORATE GOVERNANCE AND POLICIES

Terms of reference of the Audit Committee

xxiv. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

xxv. reviewing the utilization of loans and/ or advances from/investment by the Holding Company in the SPV exceeding INR 100 crore (Indian Rupees One Hundred Crore) or 10% (ten per cent) of the asset size of the SPV, whichever is lower;

xxvi. approving any management information systems or interim financial statements to be submitted by the Trust to any Unitholder or regulatory or statutory authority;

xxvii. considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Trust and its Unitholders;

xxviii. approving any reports required to be issued to the Unitholders under the InvIT Regulations;

xxix. formulating any policy for the Investment Manager as necessary, in relation to its functions, as specified above;

xxx. valuation of undertakings or assets of the Trust, wherever it is necessary.

The audit committee shall mandatorily review the following information:

i. management discussion and analysis of financial condition and results of operations;

ii. management letters / letters of internal control weaknesses issued by the statutory auditors;

iii. internal audit reports relating to internal control weaknesses;

iv. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and

v. the statement of deviations.

Nomination and Remuneration Committee

Composition of Committee

Name of Committee Members	Category	No. of meetings attended/ Entitled to attend
Mr. Sumit Dayal	Chairman, Independent Director	1/1
Ms. Priya Subbaraman	Member, Independent Director	1/1
Mr. Sadashiv Srinivas Rao	Member, Independent Director	1/1

Meetings of the Nomination and Remuneration Committee

One committee meeting was held during the period ended March 31, 2024, on November 17, 2023.

Quorum

The necessary quorum was present for the meeting.

Terms of reference of the Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee include, amongst others, the following:

i. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the IM Board a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

ii. for every appointment of an independent director, evaluation of the balance of skills, knowledge and experience on the IM Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the IM Board for appointment as an independent director shall have the capabilities identified in such description.

CORPORATE GOVERNANCE AND POLICIES

Terms of reference of the Nomination and Remuneration Committee

ii. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

   a. use the services of external agencies, if required;

   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   c. consider the time commitments of the candidates.

iii. formulation of criteria for evaluation of performance of independent directors and the board of directors;

iv. devising a policy on diversity of board of directors;

v. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the IM Board their appointment and removal;

vi. making all decisions in relation to appointment or replacement or removal of directors on the board of directors of the SPVs and Holding Companies;

vii. determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and

viii. recommend to the Board, all remuneration, in whatever form, payable to senior management.

Stakeholders Relationship Committee

Composition of Committee

Name of Committee Members	Category	No. of meetings attended/ Entitled to attend
Ms. Priya Subbaraman	Chairman, Independent Director	1/1
Mr. Sumit Dayal	Member, Independent Director	1/1
Mr. Puneet Renjhen	Member, Non-Executive Non-Independent Director	1/1

Meetings of the Stakeholders Relationship Committee

One committee meeting was held during the period ended March 31, 2024, on March 26, 2024.

Quorum

The necessary quorum was present for the meeting.

Terms of reference of the Stakeholders Relationship Committee

The terms of reference of the Stakeholders Relationship Committee shall include, amongst others, the following:

i. consider and resolve grievances of the unitholders, including complaints related to the transfer of units, non-receipt of annual report, general meetings and non-receipt of declared distributions;

ii. review of measures taken for effective exercise of voting rights by unitholders of the Trust;

iii. review of adherence to the service standards adopted by the Trust in respect of various services being rendered by the registrar and unit transfer agent;

iv. review of the various measures and initiatives taken by the Trust for ensuring timely receipt of distributions/annual reports/statutory notices by the Unitholders of the Trust;

v. update Unitholders on acquisition / sale of assets by the Trust and any change in the capital structure of the Holding Companies or the SPVs;

vi. review of any litigation related to Unitholders' grievances and reporting specific material litigation related to Unitholders' grievances to the IM Board; and

vii. approve report on investor grievances to be submitted to the Trustee.

CORPORATE GOVERNANCE AND POLICIES

Risk Management Committee

Composition of Committee

Name of Board Members	Category	No. of meetings attended/ Entitled to attend
Mr. Sadashiv Srinivas Rao	Chairman, Independent Director	1/1
Ms. Priya Subbaraman	Member, Independent Director	1/1
Mr. Debapratim Hajara	Member, Non-Executive Non-Independent Director	1/1

Meetings of the Risk Management Committee

One committee meeting was held during the period ended March 31, 2024, on March 28, 2024.

Quorum

The necessary quorum was present for the meeting.

Terms of reference of the Risk Management Committee

The terms of reference of the Risk Management Committee shall include, amongst others, the following:

i. formulation of a detailed risk management policy, which will include:
   a. a framework for identification of internal and external risk specifically faced by the Trust in particular, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
   b. measures for risk mitigation including systems and processes for internal control of identified risks; and
   c. business continuity plan;

ii. to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Trust;

iii. to monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

iv. periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

v. to keep the IM Board informed about the nature and content of its discussions, recommendations and actions to be taken;

vi. the appointment, removal and terms of remuneration of the chief risk officer, if any, shall be subject to review by the Risk Management Committee; and

vii. to coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the IM Board.

CORPORATE GOVERNANCE AND POLICIES

Other Non-Statutory Committees of the Board:

Investment Committee

Composition of Committee

Name of Board Members	Category
Mr. Bruce Crane*	Member, Non-Executive Non-Independent Director
Mr. Puneet Renjhen	Member, Non-Executive Non-Independent Director
Mr. Debapratim Hajara	Member, Non-Executive Non-Independent Director

**resigned with effect from April 16, 2024*

Meetings of the Investment Committee

No Investment Committee meeting was held during the period ended March 31, 2024.

Quorum

No Investment Committee meeting was held.

Terms of reference of the Investment Committee

The terms of reference of the Investment Committee shall include, amongst others, the following:

i. reviewing investment decisions with respect to the underlying assets or projects of the Trust from the Sponsors including any further investments or divestments to ensure protection of the interest of unitholders including, investment decisions, which are related party transactions;

ii. approving any proposal in relation to acquisition of assets, further issue of Units including in relation to acquisition or assets; and

iii. formulating any policy for the Investment Manager, as necessary, in relation to its functions, as specified above.

InvIT Committee

Composition of Committee

Name of Board Members	Category	No. of meetings attended/ Entitled to attend
Mr. Puneet Renjhen	Member, Non-Executive Non-Independent Director	1/1
Mr. Debapratim Hajara	Member, Non-Executive Non-Independent Director	1/1

Meetings of the InvIT Committee

One committee meeting was held during the period ended March 31, 2024, on September 26, 2023.

Quorum

The necessary quorum was present for the meeting.

Terms of reference of the InvIT Committee

The terms of reference of the InvIT Committee shall include, amongst others, the following:

i. To approve and file, where applicable, the draft placement memorandum, placement memorandum and final placement memorandum to be filed with SEBI and the stock exchanges and to make necessary amendments or alterations, therein in relation to the Offer;

ii. To decide on the timing, pricing and all the terms and conditions of the Offer, including the pricing, allotment, etc. and to accept any amendments, modifications, variations or alterations thereto;

iii. To approve and adopt the necessary governance policies for the Trust as required under InvIT Regulations;

CORPORATE GOVERNANCE AND POLICIES

Policies of the Board of Directors of the Investment Manager in relation to SEIT

In order to adhere to the good governance practices, the Investment Manager has adopted the following policies in relation to SEIT in accordance with applicable law and the SEBI InvIT Regulations. The policies which are mandatory to the Trust are uploaded on the website of the Trust and such policies are available on the website of the Trust at https://www.seit.co.in/policies-codes.php

Sr. No.	Name of Policy	Brief Description
1	Acquisition Policy	This policy provides for a framework for acquisition of third-party assets in future. The Investment Manager shall ensure that all investment decisions in relation to the Trust are in accordance with applicable law, including the InvIT Regulations and the investment strategy of the Trust as specified under the Trust Deed and this policy.
2	Anti-bribery and Anti-corruption Policy ("ABAC Policy")	The ABAC Policy is adopted by the Investment Manager (on behalf of the Trust) to provide a framework which ensures (i) that business dealings of the Trust are conducted with integrity, professionally and fairly; (ii) enforcement of effective systems to counter bribery and corruption in any form, (iii) that those working for the Trust are provided with information and guidance on how to recognize and deal with bribery and corruption issues and (iv) to ensure that the Trust is in compliance with all applicable anti-bribery and anti-corruption laws in all markets and jurisdictions in which the Trust operates.
3	Anti-Money Laundering / Combating the Financing of Terrorism Policy ("AML Policy")	The AML Policy is adopted by the Investment Manager (on behalf of the Trust) to provide a framework and set out a governance mechanism for anti-money laundering and to identify and manage integrity and anti-corruption compliance risks in relation to the activities undertaken by the Investment Management in relation to the operations of the Trust.
4	Borrowing Policy	The Investment Manager shall ensure that all funds borrowed in relation to SEIT are in compliance with the SEBI InvIT Regulations. Accordingly, the Investment Manager has formulated Borrowing Policy to outline the process for borrowing monies in relation to SEIT.
5	Code of Conduct (the "Code")	The policy provides that the Trust and the Parties to the Trust shall conduct all affairs of the Trust in the interest of all the unitholders of the Trust while maintaining high standards of integrity and fairness in all their dealings and in the conduct of their business.
6	Distribution Policy	The Investment Manager has adopted the Distribution Policy to ensure proper, accurate and timely distribution to the unitholders of SEIT.
7	Document Archival Policy ("Archival Policy")	The document archival policy aims to provide a comprehensive policy on the preservation and conservation of the records and documents of the Trust. It provides guidance on the preservation and management of documents to help ensure the authenticity, reliability and accessibility of such documents.
8	Environmental, Social and Governance Policy	The policy provides a framework for the Trust and its Portfolio Assets to conduct their business and operations in compliance with all environmental, social and labour laws.
9	Nomination and Remuneration Policy ("NR Policy")	The NR Policy aims to provide a framework for nomination and remuneration of members of the IM Board, its key managerial personnel, senior management personnel and other employees of the Investment Manager.
10	Policy for Determining Materiality of Information for Periodic Disclosures (the "Materiality of Information Policy")	The Materiality of Information Policy aims to outline process and procedures for determining materiality of information in relation to periodic disclosures on Trust's website, to the Trustee, stock exchanges and to all stakeholders at large, in relation to Trust.

CORPORATE GOVERNANCE AND POLICIES

Sr. No.	Name of Policy	Brief Description
11	Policy for Evaluation of the Performance of the Board of Directors	The policy aims to formulate and provide a performance evaluation mechanism for the members of the IM Board and the Committees.
12	Policy in relation to Related Party Transactions	The Board of Directors of the Investment Manager has adopted the Policy in relation to Related Party Transactions, to regulate the transactions between SEIT and its Related Parties. The policy intends to ensure proper approval, supervision, governance and reporting of transactions between the Company, the Trust and their Related Parties.
13	Policy on Appointment of Auditor and Valuer	The Investment Manager has adopted the Policy on Appointment of Auditor and Valuer to govern the appointment and operations of Auditor and Valuer which plays very crucial role at SEIT.
14	Policy on Appointment of Nominee Directors	The Policy on Unitholder Nominee Directors prescribes requisite procedures and guidelines for, inter alia, the appointment of unitholder nominee directors and the criteria for evaluation of the individuals nominated as unitholder nominee directors.
15	Policy on Code of Conduct for Board of Directors and Senior Management Personnel (the "Coc")	The Investment Manager has adopted Code of Conduct for Board of Directors and senior management of the InvIT/ Investment Manager.
16	Policy on Familiarisation Program for Independent Directors ("Familiarization Policy")	The policy provides a framework which requires to conduct orientation programmes / presentations / training sessions, periodically at regular intervals, to familiarize the independent directors with the strategy, operations, and functions of the Trust.
17	Policy on Succession Planning for Board and Senior Management Personnel ("Succession Policy")	The purpose of the Succession Policy is to provide a framework for succession planning of the non-independent directors, independent directors and other members of the Board and senior management of the Investment Manager.
18	Policy on unpublished price-sensitive information and dealing in units by the parties to Trust (the "UPSI Policy")	The purpose of the policy is to ensure that Trust and the Investment Manager comply with applicable laws, including the InvIT Regulations, as amended or supplemented or such other laws, regulations, rules or guidelines prohibiting insider trading and governing disclosure of material, Unpublished Price Sensitive Information ("UPSI").
19	Policy to Promote Diversity of Board of Directors ("Diversity Policy")	The policy to demonstrate commitment to Diversity, Equality & Inclusion of the Board of Directors.
20	Risk Management Policy ("RM Policy")	The main objective of the RM Policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating, controlling and resolving risks associated with the business.
21	Vigil Mechanism and Whistle Blower Policy ("Whistleblower Policy")	The purpose of this Policy is to (i) formulate a vigil mechanism for directors and employees to report genuine concerns, and (ii) provide adequate safeguards against victimization of directors or employees or any other person who avail such mechanism.

CORPORATE GOVERNANCE AND POLICIES

Board Evaluation

In accordance with the evaluation framework designed with the requirements of the InvIT Regulations, Listing Regulations, read with the Guidance Note on Board Evaluation issued by SEBI and as set out by the Nomination and Remuneration Committee of the Board of Directors of the Company, the annual performance evaluation was carried out by the Board of (i) its own performance; (ii) individual Directors; (iii) Independent Directors of the Company; and (iv) all Committees of Board.

Evaluation of the Board and Committees was done on key attributes such as composition and board size, capability, strategic & risk management, alignment with management, effective discussions, and corporate governance/compliance framework. Responses submitted by Board Members were collated, analyzed and improvement opportunities emanating were noted by the Board to optimize its overall effectiveness. The evaluation process confirms that the Board and its Committees continue to operate effectively, and the performance of the Directors is satisfactory. The details of the evaluation process and the results thereof of the evaluation were presented to the Board of Directors.

Disclosure of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

In accordance with Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, along with its corresponding Rules, the Investment Manager confirms that no complaints of sexual harassment were received during the review period. Furthermore, the Investment Manager has adhered to the requirements concerning the establishment of the Internal Complaints Committee as mandated by the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

SEBI Complaints Redressal System (SCORES)

Investor grievances undergo processing within a centralized web-based system for complaint redressal. Key aspects of this system include a centralized repository of all complaints, the ability for concerned companies to upload Action Taken Reports (ATRs) online, and investors being able to view the actions taken and the current status of their complaints. SEIT is enrolled in SCORES, and the Investment Manager diligently endeavors to address all investor complaints received through SCORES or other channels within the statutory timeframe from when the complaint is received.

Investor Complaints

Quarterly, the status of complaints is communicated to the Board, Trustee, and the Stock Exchange. For the period ending March 31, 2024, the Infrastructure Investment Trust (InvIT) did not receive any complaints from its unitholders. Below is the status report regarding this matter:

Complaints	All complaints including SCORES complaints	SCORES complaints
Number of investor complaints pending at the beginning of the year	NIL	NIL
Number of investor complaints received during the year	NIL	NIL
Number of investor complaints disposed off during the year	NIL	NIL
Number of investor complaints pending at the end of the year	NIL	NIL
Average time taken for redressal of complaints	NIL	NIL

CORPORATE GOVERNANCE AND POLICIES

Online Dispute Resolution Portal (ODR Portal)

As per recent SEBI circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated on December 28,2023) on "Online Resolution of Disputes in the Indian Securities Market" a common Online Dispute Resolution Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market is established. The link of SEBI Circular is https://www.sebi.gov.in/legal/master-circulars/dec-2023/master-circular-for-online-resolution-of-disputes-in-the-indian-securities-market_80236.html and the ODR Portal can be accessed at https://smartodr.in/login

Familiarisation Programmes for Directors

The Board members are provided with the necessary documents, presentations, reports and policies to enable them to familiarize with the Company's procedures and practices. The Chief Executive Officer and senior management provide an overview of operations and familiarize the new non-executive directors on matters related to SEIT's values and commitments. They are also introduced to the organization structure, services, and subsidiaries, constitution, Board procedures, matters reserved for the Board, major risks and risk management strategy. Periodic presentations are made at the meetings of the Board and its Committees, on the Company's performance. Detailed presentations on the Company's business and updates on relevant statutory changes and important laws are also presented in the meetings. The details of familiarization program for Directors are posted on the Company's website at https://www.seit.co.in/policies-codes.php

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Our business will be subject to environmental conditions, seasonal fluctuations and natural calamities that could have a material adverse effect on our business, financial conditions, and results of operations.

The revenues generated by our Projects are proportional to the amount of electricity generated, which in turn is dependent upon prevailing environmental conditions. Our power generation is highly dependent on weather conditions and the profitability of our operations depend not only on observed weather conditions at the project site but also on the consistency of those weather conditions. We base our investment decisions with respect to each solar energy project on the findings of related energy studies conducted on-site prior to such acquisition. However, operating results for solar energy projects vary depending on natural variations from season to season and from year to year and may also change permanently because of climate change or other factors (including conditions resulting from man-made causes, such as smog from crop burning), which are beyond our control. In addition, the amount of electricity our Projects produce is dependent in part on the amount of sunlight or irradiation. For instance, there may be a fall in electricity generation due to certain environmental conditions, such as, cloudy weather, sandstorms, heavy rainfall, solar eclipse and environment pollution. Unfavourable weather and atmospheric conditions could impair the effectiveness of our Projects or reduce their output to levels below their rated capacity. Furthermore, components of our systems, such as solar panels and inverters, could be damaged by severe weather conditions, such as hailstorms, tornadoes or lightning strikes or levels of pollution, dust and humidity. For instance, on March 18, 2023, the NSPL Project was impacted by heavy wind, rain and hailstorm, which resulted in damaging various modules, drains and peripherals, tracker components etc. and also resulted in misalignment of the tracker structure at certain locations. Further, such natural phenomena may result in delays in periodic maintenance and reduce productivity, thereby adversely affecting our business, financial condition and results of operations. As per the CRISIL Report, the operational performance of a solar energy project also depends on the topography of the land on which the project is situated. As per the CRISIL Report, various seasonal factors and natural calamities also affect the power generation from the renewable energy projects. For instance, the shorter days in winter provide reduced sunlight hours resulting in lower irradiation, adversely affecting the output of solar power projects. Our solar energy projects are also affected by the monsoon season. As per the CRISIL Report, during the summer months India experiences southwest monsoon winds and northeast monsoons during the winters. The Indian summer monsoon typically lasts from June-September in large areas of western and central India, whereas certain regions in South India gets rain during winter months due to northeast monsoon. Consequently, the solar projects located in Southern part of India may get affected during October-December. Additionally, unseasonal rainfall also impacts solar generation adversely. A sustained decline in environmental and other conditions at our solar energy projects could lead to a material adverse change in the volume of electricity generated and as a consequence, our business, cash flows, financial condition, results of operations and prospects may be materially and adversely affected.

The Initial Portfolio Assets have entered into Power Purchase Agreements which contain certain onerous provisions and any failure to comply with such agreements could result in adverse consequences including penalties.

The Initial Portfolio Assets have entered into Power Purchase Agreements with off-takers, including SECI, APSPDCL, MPPMCL, DMRC, NTPC and TSNPDCL with which the Initial Portfolio Assets have a limited ability to negotiate. The standard form of the Power Purchase Agreements are provided by the off-takers as a part of the request for selection or proposal while bidding for the project.

As a result, the Power Purchase Agreements contain terms that may be onerous to the Initial Portfolio Assets in relation to, among other things, (i) substitution clauses allow the lenders in consultation with the off-takers to exercise their rights, if any, under financing agreements, to seek substitutions of the relevant Initial Portfolio Asset by a selectee for the residual period in the event of suspension or termination of the Power Purchase Agreement, due to a breach or default by such Initial Portfolio Asset and (ii) restrictions on increasing the Contracted Capacity without obtaining prior approvals from CEIG. Failure to comply with these requirements could result in adverse consequences, including the Initial Portfolio Assets being liable for compensating the relevant off-takers for such breach or termination of the Power Purchase Agreements. For instance, in case of BREPL Project, BREPL filed a petition against our off-takers before the Andhra Pradesh Electricity Regulatory Commission in relation to the deduction of certain amount from the monthly bills of BREPL due to installation of additional capacity DC modules. BREPL pleaded that as a developer it has the right under the power purchase agreements to install additional capacity DC modules as long as the installed capacity of the solar project is in accordance with the Contracted Capacity. Subsequently, the Andhra Pradesh Electricity Regulatory Commission in its order dated February 1, 2023, held that the off-taker has committed an error in measuring the capacity at the injection point. Under certain of our Power Purchase Agreements, the Initial Portfolio Assets are required to provide indemnity to certain off-takers.

CRISIL Report: The report entitled "Renewable power market in India" dated December 2023, prepared by CRISIL Market Intelligence and Analytics

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Further, the Power Purchase Agreements have pre-defined tariff for the entire term of the relevant Power Purchase Agreement for Contracted Capacity and the majority of our off-takers, at any time during a contract year, are not obliged to purchase any additional energy from the relevant Initial Portfolio Asset beyond the specified capacity in the relevant Power Purchase Agreement and may purchase power beyond acceptable deviations at lower tariffs. If for any contract year, it is found that the relevant Initial Portfolio Asset has not been able to generate minimum energy of specified capacity with the time periods specified in the relevant Power Purchase Agreement, on account of reasons solely attributable to the Initial Portfolio Asset, then such non-compliance shall make the Initial Portfolio Asset liable to pay the compensation provided in the relevant power purchase agreement as payable to buying utilities (as defined in the relevant Power Purchase Agreement), subject to certain conditions specified, and may lead to termination of the relevant Power Purchase Agreement. The restrictions and uncertainties impose constraints on the flexibility of the Trust to conduct its business and its financial conditions and results of operations may be adversely affected. In the event any off-taker or a lender invokes any restrictive provision in the relevant Power Purchase Agreement or interprets any term or condition in an adverse manner or there are any changes to our current tariff rates, such invocation or interpretation or amendment may adversely affect our business, financial condition and results of operations.

We have limited flexibility in negotiating tariffs with the counter-parties to our Power Purchase Agreements.

We have, typically, acquired the rights to develop and generate power from new projects through a competitive bidding process, in which we compete for project awards based on, among other things, pricing, technical and engineering expertise, financial conditions, including specified minimum net worth criteria, financing capabilities and track record. The Power Purchase Agreements executed by the Initial Portfolio Assets have a pre-determined tariff structure, with escalations specifically set out in the Power Purchase Agreements only in some instances and we had a limited ability to negotiate the terms of such Power Purchase Agreements. If there is an industry-wide increase in tariffs, we may not be able to renegotiate the terms of the Power Purchase Agreements to take advantage of such increased tariffs. As a result, in the event of increase in operating costs or equipment costs, or increased costs as a result of changes in applicable laws or as a result of inflation or for any reason whatsoever, we may not be able to pass these cost increases on to our counterparties other than that which may be provided for in the relevant contracts. India being a developing nation, the rate of inflation is high as compared to developed nations and hence there is an increase in cost due to inflation. Therefore, the prices at which we supply power may have little or no relationship with the costs incurred in generating power, thereby, reducing the profits for the Trust as projected. Tariff structuring mechanisms also have been changing in India. For example, in July 2019, the Andhra Pradesh Southern Power Distribution Company Limited, on its own account, reduced the tariff rate provided to various solar power developers (including BREPL). While the solar power developers challenged such reduction before the Andhra Pradesh High Court and were successful, we cannot assure you that similar instances will not occur in the future with other counter parties to the Power Purchase Agreements. We have also experienced delays in the adoption of tariffs and delays in receivables for some Power Purchase Agreements. Therefore, the prices at which we supply power may not have any direct relationship with the costs incurred in generating power.

We are reliant on certain off-takers and any decline in their financial condition or our relationship with them may adversely affect our results of operations.

The Initial Portfolio Assets have entered into Power Purchase Agreement with off-takers, including SECI, APSPDCL, MPPMCL, DMRC, NTPC and TSNPDCL. Each of the Initial Portfolio Assets have entered into long term Power Purchase Agreements with approximately 96% by DC capacity of the Power Purchase Agreements entered into with counterparties which are backed by the Central Government and Madhya Pradesh Power Management Company Limited ("MPPMCL") and Delhi Metro Rail Corporation Limited ("DMRC"). As per the CRISIL Report, since, commissioning activity has been concentrated in the key states of Rajasthan, Gujarat, and Tamil Nadu, there is a limited number of purchasers of utility scale quantities of electricity under the long-term Power Purchase Agreements, which exposes us to purchaser concentration risk. As at the date of this Annual Report, our solar energy projects have exposure of off-takers as set out above, and any event impacting their economic condition may adversely affect our business, financial condition, results of operations, and prospects. If the financial condition of these utilities and/or power purchasers deteriorate or the solar policies to which they are currently subject to compels them to change the source of their renewable energy supplies, then the demand for electricity produced by our solar power projects could be negatively impacted which in turn could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows. Further, we expect that we will continue to be reliant on certain off-takers in relation to renewable energy projects for the foreseeable future. Accordingly, any failure to maintain our

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relationship with these off-takers or the expiry or termination of the Power Purchase Agreements could have an impact on our financial condition and our growth prospects. Further, we may not be able to negotiate and execute renewed Power Purchase Agreements on terms that are commercially viable, with the off-takers. Post the term of the relevant Power Purchase Agreements, there is no assurance of power off-take by the counter parties to the Power Purchase Agreements, hence, this could adversely impact the cash flows and operations of the Trust.

Our ability to deliver electricity to our various counterparties requires the availability of and access to interconnection facilities and transmission systems which we do not own or control, and we are exposed to the extent and reliability of the Indian power grid and its dispatch regime.

Our ability to deliver electricity is impacted by the availability of, and access to, relevant and adequate evacuation and transmission infrastructure required to deliver power to our contractual delivery point and the arrangements and facilities for interconnecting our generation projects to the transmission systems, which are owned and operated by third parties or state electricity boards, such as RRVPNL, PGCIL etc. The operational failure of existing interconnection facilities or transmission facilities or the lack of adequate capacity on such interconnection or transmission facilities or evacuation infrastructure may have an adverse effect on our ability to deliver electricity to our various counterparties which may subject us to penalties under our Power Purchase Agreements. The Initial Portfolio Assets may also have to pay certain additional charges due to deviation settlement mechanism and evolving regulations, which may increase in the future.

Grid integration of renewables is key to the growth of the sector. As per the CRISIL Report, instances of delay in readiness of transmission infrastructure at solar parks have caused concern amongst developers. As a result of grid constraints, such as grid congestion and restrictions on transmission capacity of the grid, the transmission and dispatch of the full output of our projects may be curtailed. We may have to stop transmitting electricity during the period when electricity cannot be transmitted, for instance, when the transmission grid is not available or when there is a grid emergency or when the invertors are turned off. This may affect our ability to supply the contracted amount of power to the off-taker which may result in imposition of certain penalties on us under the terms of the relevant Power Purchase Agreements. Furthermore, if construction of power projects in India, particularly in the states and regions that we operate in, outpaces transmission capacity of power grids, we may not be in a position to transmit, or have dispatched, all of our potential electricity to the power grid and therefore may be dependent on the construction and upgrading of grid infrastructure by government or public entities for increased capacity. The curtailment of our power projects' output levels will reduce our electricity output and limit operational efficiencies without compensation, which in turn could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows. Further, any damage caused due to natural calamities such as, thunderstorm or torrential rains or earthquake or flood, to the assets which are utilised for accessing interconnection facilities and transmission systems, could also impact our operations, financial condition and cash flows. Although the GoI has accorded renewable energy "must-run" status (which means that any renewable power that is generated must always be accepted by the grid), under the Indian Electricity Grid Code promulgated by CERC, power producers and government entities are required to undertake planned generation and drawing of power in order to maintain the safety of the power grid. In some cases, this may result in a curtailment of our ability to transmit electricity into the power grid, which may have an adverse effect on our financial condition and results of operations. Additionally, in some cases, there is also deemed generation of power in accordance with the provisions of the Power Purchase Agreements.

Counterparties to our Power Purchase Agreements may not fulfil their obligations which could result in a material adverse impact on our business, prospects, financial condition, results of operations and cash flows.

In India, the distribution of electricity is controlled by central agencies and state utilities and therefore there is a concentrated pool of potential buyers for grid connected, utility scale electricity generated by our Projects, which may restrict our ability to find new off-takers or counterparties for the electricity generated by our Projects. If, for any reason, any of our off-takers or counterparties under such Power Purchase Agreements become unable or unwilling to fulfil their contractual obligations under the relevant Power Purchase Agreement or if they refuse to accept delivery of contracted power pursuant to the relevant Power Purchase Agreement, or otherwise terminate such agreements prior to the expiration thereof, our business, financial condition, results of operations and prospects may be adversely affected as we may not be able to find other purchasers for such contracted capacities or replace the Power Purchase Agreement on equivalent terms and conditions.

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There may also be delays associated with collection of receivables from Government-owned or controlled entities due to the financial condition of these entities. All the Power Purchase Agreements entered by the Initial Portfolio Assets are with central or state off-takers, the state as well as the central Government have recently implemented various remedial measures to improve the liquidity, financial condition and viability of state electricity distribution utility companies, there can be no assurance that our off-takers will have the resources to pay on time or at all. Furthermore, to the extent any of our off-takers are, or are controlled by, governmental entities, bringing actions against them to enforce their contractual obligations is often difficult. Further, our Projects or our counterparties may be subject to legislative or other political action that may impair their contractual performance.

If such events occur, our assets, liabilities, business, prospects, financial condition, results of operations and cash flows could be materially and adversely affected.

While we are entitled to charge interest for any delay in payments, the delay in recovering (or refusal to pay) the amounts (including interest) due under these offtake arrangements could adversely affect our operational cash flows. In addition, external events, such as an economic downturn, could impair the ability of some customers under our Power Purchase Agreements to pay for electricity received. Certain of our customers may also become subject to insolvency or liquidation proceedings during the term of the relevant Power Purchase Agreements, and such proceedings may negatively impact the payments received from such customers.

Bringing action against our customers to enforce their contractual obligations is often difficult and there can be no assurance that if we initiate any legal proceedings against any such entities, we will receive a judgment in our favor or on a timely basis. A failure by any of our customers to meet their contractual commitments, or an insolvency or liquidation of any of our customers, could have an adverse effect on our financial condition and results of operations.

Our business is dependent on the regulatory and policy environment affecting the renewable energy sector in India, including relationships with, various government entities in India and could be affected if there are adverse changes in such policies or relationships.

The operations of the Projects and any future projects that the Trust may acquire, are and will be significantly dependent on various central and state government entities, in terms of policies, incentives, budgetary allocations and other resources provided by these entities for the renewable energy industry, as well as the terms of the contractual arrangements and other incentives available from these government entities for the projects.

The regulatory and policy environment in which we operate is evolving and subject to regular change. For instance, the Government has laid significant thrust on climate change for which it provided a framework, National Action Plan on Climatic Change (“NAPCC”) in 2008, where it proposed an eight pronged strategy which is National Solar Mission, energy efficiency, sustainable habitat, water planning, Himalayan ecosystem, afforestation, sustainable agriculture and strategic knowledge on climate change. The MoP has made it mandatory for DISCOMS to issue letter of credit or provide payments upfront before purchase of power and a letter of credit mechanism was implemented from August 2019. However, on account of its limited success, the payment security mechanism has been proposed in the draft Electricity Act Amendment Bill, 2020 to ensure strict compliance across states. Further, the Central Government has released the draft Renewable Energy Act in July 2015 to address various issues limiting the growth potential of renewable energy sector. The Renewable Energy Act, 2015 is in the consultation stage and would be proposed in the parliament once other amendments and legislations including the Electricity Act, 2003 to facilitate the implementation of the Act are also identified and implemented. Given these amendments are yet to be passed by the legislature, it is uncertain whether such benefits will be available to us. Further, any unfavourable changes to the CERC (Deviation Settlement Mechanism and Related Matters) Regulations, 2022 may have a negative impact on our revenue and results of operations.

Our business and operations are governed by various laws and regulations, including the Electricity Act, 2003, National Electricity Policy, 2005 and National Tariff Policy, 2016, environmental and labour laws and other legislations enacted by the GoI and the relevant state governments in India. Our business and financial performance could be adversely affected by any unfavourable changes in or interpretations of existing laws, or the promulgation of new laws. There can be no assurance that the GoI or any state government in India will not implement new regulations and policies which will require us to obtain additional approvals and licenses from the government and other regulatory bodies or impose onerous requirements and conditions on their operations, which could result in increased compliance costs as well as divert significant management time and other resources.

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Any such changes and the related uncertainties in applicability, interpretation or implementation of any laws, rules and regulations to which we are subject may have a material adverse effect on our business, financial condition and results of operations. Further, we depend in part on government policies that support renewable energy and enhance the economic feasibility of developing renewable energy projects. The GoI and several of the states in which we operate or plan to operate or into which we sell power provide incentives that support the generation and sale of renewable energy. As per the CRISIL Report, regulatory policies in each state in India currently provide a conducive framework for securing attractive returns on capital invested. If any of these incentives or policies are adversely amended, eliminated or not extended beyond their current expiration dates, or if funding for these incentives is reduced, or if governmental support of renewable energy development, particularly solar energy, is discontinued or reduced, it could have an adverse effect on our ability to obtain financing, affect the viability of new renewable energy projects constructed based on current tariff and cost assumptions or impact the profitability of our existing projects. The GoI has accorded renewable energy "must-run" status, which means that any renewable power that is generated must always be accepted by the grid. However, certain state electricity boards may order the curtailment of renewable energy generation despite this status and there have been instances of such orders citing grid safety and stability issues being introduced in the past. This may occur as a result of the state electricity boards purchasing cheaper power from other sources or transmission congestion owing to a mismatch between generation and transmission capacities. There can be no assurance that the GoI will continue to maintain the "must-run" status for renewable energy or that the state electricity boards will not make any orders to curtail the generation of renewable energy. Additionally, in the event, the GoI imposes any restriction on usage of water as a part of any regulatorily policy, our business and results of operations may be adversely affected.

We benefit from a number of government and other incentives in relation to renewable power generation. Some of the key incentives that certain Initial Portfolio Assets benefit from include:

- certain benefits under the Clean Development Mechanism (as under Article 12 of Kyoto Protocol);
- income tax benefits through accelerated depreciation tax exemption for ten years under section 80IA of the ITA;
- availability of accelerated depreciation for solar power assets;
- incentives in relation to stamp duty;
- spending with respect to capital expenditure; and
- single window clearance for approvals.

There is no assurance that the GoI and state governments will continue to provide incentives and allow favourable policies to be applicable to us. The GoI and state governments may reduce or eliminate these economic incentives for political, financial or other reasons. In addition, policy incentives may be available for a limited period, and there can be no assurance that the validity of such schemes will be extended.

Any change in policy that results in the curtailment of renewable energy generation may have an adverse effect on our business. If governmental authorities do not continue supporting, or reduce or eliminate their support for, the development of renewable energy projects, it may become more difficult to obtain financing, our economic return on certain projects may be reduced and our financing costs may increase. A delay or failure by governmental authorities to administer incentive programmes in a timely and efficient manner could also have an adverse effect on obtaining financing for our Projects. These may, in turn, have a material and adverse effect on our business, financial condition, results of operations and prospects.

In addition, the projects in which government entities participate may be subject to delays, extensive internal processes, policy changes, changes due to local, national and internal political pressures and changes in governmental or external budgetary allocation and insufficiency of funds. Since government entities are the off-takers for the Projects, the Projects are directly and significantly dependent on their support. Any withdrawal of support or adverse changes in their policies may lead to the agreements being renegotiated and could also adversely affect the financing, capital expenditure, revenues, development or operations relating to the Projects.

CRISIL Report: The report entitled "Renewable power market in India" dated December 2023, prepared by CRISIL Market Intelligence and Analytics

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An inability to obtain, renew or maintain the required statutory and regulatory permits and approvals or to comply with the applicable laws may have an adverse effect on the business of the Initial Portfolio Assets.

The Initial Portfolio Assets require certain approvals, licenses, registrations and permissions under regulations, guidelines, circulars and statutes regulated by the Indian regulatory and government authorities to be obtained at various stages and by a number of parties. There can be no assurance that the relevant authorities will issue these approvals or licenses, or renewals thereof, in a timely matter, or at all. In addition, the Initial Portfolio Assets are required to comply with a wide variety of Indian laws and regulations. There can be no assurance that the Initial Portfolio Assets are in compliance with such laws and regulations or as requested by the regulatory authorities, have obtained all necessary approvals or that they will continue to obtain the necessary approvals or have been and will continue to be in compliance with all applicable laws and regulations. In the event of any failure to obtain or renew the approvals or if there is a delay in the obtaining of such approvals, the business and financial condition of the Initial Portfolio Assets could be adversely affected. For instance, MSUPL has made an application to the relevant regulatory and governmental authorities in relation to the transfer of long-term open access connectivity from MSPL to MSUPL. Further, please see below details in relation to certain applications made by our Initial Portfolio Assets to the relevant authorities, which are yet to be received:

Sr. No.	Details of the approval application	Legal and Financial Implications
1.	Applications dated September 07, 2023, in relation to the trademark registration of the Investment Manager	Please see the section entitled "Risk Factors - The Trust does not own the trademark "Sustainable Energy Infra Trust" and the associated logo to be used by it for its business and its ability to use the trademark may be impaired"

Our Initial Portfolio Assets have also made applications for holding of excess land beyond the applicable ceiling limits in relation to the Goyalri Project, the ISTS Project, the SECI RJ Project and the MSUPL Project, as set out below:

Sr. No.	Project	Details of the approval application	Total Land Purchased	Land for which the application was submitted	Legal and Financial Implications
1	Goyalri	Application dated September 6, 2021, for the Goyalri Project, issued under the provisions of Rajasthan Solar Policy, 2019 and Rajasthan Imposition of Ceiling on Agricultural holdings (Amendment) Bill, 2020 and the Rajasthan Imposition of Ceiling on Agricultural Holding Act, 1973, as amended ("Ceiling Act")	435.79 acres	435.79 acres	As per the Rajasthan Imposition of Ceiling on Agricultural Holding Act, 1973, read with Rajasthan Imposition of Ceiling on Agricultural Holdings (Amendment) Act, 2020, only an application is required to be filed with the state government within a period of one year from the date of acquisition of surplus land, for the purpose of using such land for setting up of a solar power plant. For contravention of the relevant provisions of the Rajasthan Imposition of Ceiling on Agricultural Holding Act, 1973, a fine up to a maximum amount of INR 1,000 may be levied, or in case of a company, the responsible person may be held liable for prosecution and punishment.
2	SECI RJ Project	Application dated May 7, 2022, for the SECI RJ Project, issued under the provisions of Ceiling Act, 1973	857.84 acres	857.84 acres	As per the Rajasthan Imposition of Ceiling on Agricultural Holding Act, 1973, read with Rajasthan Imposition of Ceiling on Agricultural Holdings (Amendment) Act, 2020, only an application is required to be filed with the state government within a period of one year from the date of acquisition of surplus land, for the purpose of using such land for setting up of a solar power plant. For contravention of the relevant provisions of the Rajasthan Imposition of Ceiling on Agricultural Holding Act, 1973, a fine up to a maximum amount of INR 1,000 may be levied, or in case of a company, the responsible person may be held liable for prosecution and punishment.

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Sr. No.	Project	Details of the approval application	Total Land Purchased	Land for which the application was submitted	Legal and Financial Implications
3	ISTS Project	Application dated September 6, 2021, issued under the provisions of Rajasthan Solar Policy, 2019, Rajasthan Imposition of Ceiling on Agricultural holdings (Amendment) Bill, 2020 and the Ceiling Act, 1973, as amended	1,343.62 acres	1,343.62 acres	As per the Rajasthan Imposition of Ceiling on Agricultural Holding Act, 1973, read with Rajasthan Imposition of Ceiling on Agricultural Holdings (Amendment) Act, 2020, only an application is required to be filed with the state government within a period of one year from the date of acquisition of surplus land, for the purpose of using such land for setting up of a solar power plant. For contravention of the relevant provisions of the Rajasthan Imposition of Ceiling on Agricultural Holding Act, 1973, a fine up to a maximum amount of INR 1,000 may be levied, or in case of a company, the responsible person may be held liable for prosecution and punishment.
4	MSUPL Project	Application dated April 11, 2022, for the MSUPL Project, issued under the provisions of Ceiling Act, 1973	978.45 acres	1,103.60 acres	As per the Rajasthan Imposition of Ceiling on Agricultural Holding Act, 1973, read with Rajasthan Imposition of Ceiling on Agricultural Holdings (Amendment) Act, 2020, only an application is required to be filed with the state government within a period of one year from the date of acquisition of surplus land, for the purpose of using such land for setting up of a solar power plant. For contravention of the relevant provisions of the Rajasthan Imposition of Ceiling on Agricultural Holding Act, 1973, a fine up to a maximum amount of INR 1,000 may be levied, or in case of a company, the responsible person may be held liable for prosecution and punishment.

In this regard, please note that considering the exemption under section 17 of the Rajasthan Imposition of Ceiling on Agricultural Holding Act, 1973, as amended, read with Rajasthan Imposition of Ceiling on Agricultural Holdings (Amendment) Act, 2020, there is no restriction on acquisition of land beyond applicable ceiling limits for solar farms/parks, solar plants/solar power plants or related activities as defined in Rajasthan Solar Energy Policy, 2019 or wind farms, windsolar hybrid projects or related activities as defined in Rajasthan Wind and Hybrid Energy Policy, 2019 (for the generation of solar or wind power), subject to an application being made to the relevant regulatory authorities. Accordingly, requisite applications were made in relation to the Rajasthan Projects, as set out above, and, as on date, no ceiling limit is applicable to the lands purchased and utilised in relation to the Rajasthan Projects.

In relation to the same, please see below the contribution to revenue of each of the Projects mentioned above, to the combined revenue from sale of power of the Initial Portfolio Assets for the financial years ended March 31, 2024:

Sr. No.	Name of the Project	Revenue from operations for each project for the year ended March 31, 2024	Percentage of Combined revenue from operations
1.	Goyalri Project	523.94	7.38%
2.	ISTS Project	1,404.81	19.78%
3.	MSUPL Project	1,440.67	20.28%
4.	SECI RJ Project	1,147.49	16.15%

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These permits, licenses and approvals could be subject to several conditions, and the Trust cannot assure investors that the Initial Portfolio Assets have complied with all such conditions and will be able to continuously meet such conditions or be able to prove compliance with such conditions to the authorities. Any non-compliance may lead to cancellation, imposition of penalties, enhancement of cost of operations, revocation or suspension of relevant permits, licenses or approvals, which may result in the interruption of the operations of the Initial Portfolio Assets and may adversely affect the business, financial condition and results of operations of the Initial Portfolio Assets.

We are subject to credit and performance risk from third parties such as goods and equipment suppliers and O&M contractors.

The Initial Portfolio Assets have, in the past entered into, and will enter into contracts with third-party providers for the supply of equipment, materials and other goods and services for the installation, operation and maintenance of the Projects as well as for other business operations. The warranties specified in the relevant agreements are provided by the suppliers for a limited period of time, which may not be sufficient to cover all the expenses and losses. Further, while the operation and maintenance of the Initial Portfolio Assets will be the responsibility of the Project Manager, it is proposed that the Project Manager shall sub-contract the O&M services of the Initial Portfolio Assets to a third-party vendor or Mahindra Teqo Private Limited ("Teqo"), who is the current O&M contractor of the Initial Portfolio Assets (Teqo is also a part of the Mahindra Group). Further, in accordance with the Project Implementation and Management Agreement, in the event of acquisition of any asset by the Trust, a right of first offer in relation to the O&M services to be provided to such assets shall be provided by the Project Manager to Teqo for a period, as specified in the definitive terms of the relevant agreements, provided that in respect of any asset acquired by the Trust from any entity other than the MSPL Sponsor, such right of first offer shall be provided only when the existing O&M contract executed by such acquired asset is terminated with cause or on account of expiry of such contract. Accordingly, we remain subject to the risk that the third-party vendor or Teqo may not perform its obligations or may not comply with the specified quality standards and technical specifications, and we have limited control over the timing or quality of services, equipment or supplies provided by the third-party contractor. Our O&M contractor may fail to plan their operational strategy for a specific period for a given project, which could potentially create problems such as an inability to service solar modules over a specific period, or failure to maintain the required site infrastructure or adequate resources at project sites. Further, even in the event that our O&M contractor has planned their operational strategy for a specific period of a given project, they may not be able to execute such a plan. If our O&M services are not performed adequately, our Projects may experience decreased performance, reduced useful life or if the performance of the O&M contractor is not as per the safety standards, then there could be serious injuries and fatal accidents at the worksite, which could also result in shutdowns, any of which may adversely affect our operational performance, financial condition and results of operations.

In such an event, we may have to enter into new contracts with other vendors at a higher cost or may suffer schedule disruptions. If our third-party provider is not able to perform their obligations to provide O&M services, including due to bankruptcy, winding up or any injunction, we may incur additional costs in finding a replacement service provider or experience significant delays. In the event that the third-party provider enters bankruptcy or winds up its operations, we may experience difficulties in finding alternative contractors. Our O&M agreements are generally subject to liquidated damages for failure to achieve timely completion or performance shortfalls. The liability of the O&M contractor, including liquidated damages, is generally limited to a specified amount or a percentage of the contract price or the annual fees payable. As a consequence, we may not be able to recover the full amount of losses that we may suffer due to any failure on the part of a contractor or supplier. Any disruption in our business relationships with our third-party contractors may also result in delays or disruption of their services to us, which may adversely affect our results of operations.

Operational and technical interruptions may reduce energy production below our expectations and repairing any failure could require us to expend significant amounts of capital and other resources.

Our Projects may not continue to perform as they have in the past or as they are expected due to risks of equipment failure due to, amongst other things, local conditions, wear and tear, latent defect, design error or operator error, or early obsolescence, force majeure events, which could have a material adverse effect on our assets, liabilities, business, prospects, financial condition, results of operations and cash flows. Our facilities may require periodic upgrading and improvement. Any unexpected operational or mechanical failure, including failure associated with breakdowns and forced outages, and any decreased operational or management performance, could reduce our facilities' generating capacity below expected levels and reduce our revenues as a result of generating and selling less power. In the event that solar modules are damaged, obtaining replacement solar modules may also require significant sourcing lead time and sources for such replacements may be located outside of India. If we were to experience a shortage of, or inability to acquire, critical spare parts or replacement solar modules or any other equipment, we could incur significant delays in returning facilities to full operation. Degradation of the performance of our facilities below levels provided for in the

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relevant Power Purchase Agreements may also reduce our revenues. Unanticipated capital expenditures associated with maintaining, upgrading or repairing our facilities may also reduce profitability, especially because our tariffs are fixed in the Power Purchase Agreements and we may not be able to pass through any unexpected costs in relation to the projects to our off-takers or counterparties.

Further, any mechanical failure or shutdown of equipment sourced from third parties could result in undamaged equipment that is dependent on or interacts with damaged sections of our facilities, including any transmission facilities, also having to be shut down. Such events could have a material and adverse impact on our generating capacity. If any shutdowns continue for extended periods, this may give rise to contractual penalties or liabilities, losses incurred from off-takers or counterparties and damage to our reputation. Although we are entitled to be compensated by certain manufacturers for certain equipment failures and defects in certain cases, these arrangements may not fully compensate us for the damage and loss suffered as a result thereof. Even if manufacturing defects are covered under our warranty agreements, we may have to bear the costs of repairing the equipment for any damages not foreseeably covered under our supply agreements which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Additionally, our Projects may also need to undergo upgradation, renovation or repair work from time to time to retain their optimal operating condition and may also require unforeseen ad hoc maintenance or repairs in respect of faults or problems that may develop or because of changes pertaining to O&M. Our Projects may suffer some disruptions and it may not be possible to continue operations on areas affected by such upgradation or renovation work. In addition, physical damage to these Projects resulting from fire, severe weather or other causes may lead to a significant disruption to, or a long-term cessation of, business and operations and, together with the foregoing, may result in unforeseen costs, which may have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

Some of the equipment used by the Initial Portfolio Assets at the Projects have pre-determined useful lives such as in case of batteries, inverters, cables and UPS devices and the Initial Portfolio Assets are required to repair or refurbish such equipment at periodical intervals. These obligations may be undertaken by the O&M contractor pursuant to the O&M agreement. There can be no assurance that such replacement or refurbishment will be undertaken in a timely or efficient manner by such O&M contractor. Further, any increased costs to the Initial Portfolio Assets as a result of any replacement or refurbishment may affect the profit margins of the Initial Portfolio Assets and adversely affect their cash flows.

We are subject to certain operational cost overruns which may adversely affect our business, prospects, financial condition, results of operations and cash flows.

A key driver of our profitability is our ability to manage costs during the terms of our Power Purchase Agreements and to operate our renewable energy projects at optimal levels. While we aim to maintain a competitive cost of operations, increases in our cost structure could have a material adverse impact on our financial performance. Examples of such costs include compliance with new conditions imposed during the tenure of the PPA including property taxes and the increased cost of procuring materials and services required for any unforeseen operations and maintenance activities. Routine and periodic major maintenance costs mainly comprise costs of operating, monitoring and alerting, cleaning, preventive maintenance, corrective maintenance, reporting, management of warranties and spare parts. Our lenders may also have the right to periodically adjust our interest rates and our applicable interest rates may increase based on their review of our credit profile and perceived risks in our operations. Unanticipated increases in the price of materials, fuel costs, labour or other inputs will affect the results of operations of the Initial Portfolio Assets, especially if the wear and tear on the relevant Project requires major work. If we are unable to manage costs effectively or to operate our Projects at optimal levels, our profit margins, and therefore our business and results of operations, may be adversely affected. Further, in the event of an increase in operating costs or equipment costs, or increased costs as a result of changes in applicable laws, we may or may not be able to pass these cost increases on to our customers. Therefore, the prices at which we supply power may have little or no relationship with the costs incurred in generating power. The Initial Portfolio Assets' ability to absorb increases in the purchase price of materials, fuel and other inputs is limited. Further, our operational costs may also increase substantially, if the O&M contractor fails to perform its duties as per the O&M agreements and fails to indemnify the Initial Portfolio Assets from the losses arising out of such breach of its obligations under the O&M agreements.

In addition, our operational projects may not meet our return expectations due to cost overruns or revenue shortfalls or they may not generate the capacity that we anticipate or generate revenue in the originally anticipated period or at all. An inability to maintain our portfolio or to convert acquired projects into financially successful operational projects could have an adverse effect on business, prospects, financial condition, results of operations and cash flows.

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Our Power Purchase Agreements have a fixed term and may be terminated by our counterparties upon the occurrence of certain events.

The Power Purchase Agreements for our Projects are fixed-term agreements, i.e., a term of 25 years either from the COD or SCOD of the relevant project and typically allow the off-taker to terminate the agreement upon the occurrence of certain events, including the failure to:

- comply with prescribed minimum shareholding requirements;
- complete the project construction or connect to the transmission grid by a certain date;
- supply the minimum amount of power specified;
- comply with prescribed operation and maintenance requirements;
- obtain regulatory approvals and licenses;
- comply with technical parameters set forth in grid codes and regulations; and
- comply with other material terms of the relevant Power Purchase Agreement.

As a result, we cannot provide any assurance that Power Purchase Agreements containing such provisions will not be terminated. Moreover, there can be no assurance that, in the event of termination of a Power Purchase Agreement, we will not be exposed to additional legal liability or be able to enter into a replacement Power Purchase Agreement. Any replacement Power Purchase Agreement may be on terms less favourable to us than the Power Purchase Agreement that was terminated.

In the event a Power Purchase Agreement for one or more Projects is terminated under such provisions, on the occurrence of certain events, and if the relevant Power Purchase Agreement is not replaced on similar terms, our results of operations and financial condition may be adversely affected. In the few cases where we are entitled to receive termination payments from a counterparty on termination of a Power Purchase Agreement, there can be no assurance that such counterparty will make such termination payments on time or at all. Further, it is unlikely that any such termination payment will be adequate to pay all the outstanding third-party debt that we have incurred for the relevant Project.

Certain of our Power Purchase Agreements allow our lenders, on the occurrence of certain events, to replace the Initial Portfolio Asset as operator of the Project by a party of their preference. If such a substitution occurs and we are unable to locate and acquire suitable replacement projects in a timely fashion, our business, financial condition and results of operations may be materially and adversely affected. Additionally, there can be no assurance that our off-takers will not suspend or cease payment for or purchase of electricity under our Power Purchase Agreements. The failure to enter into or renew offtake arrangements in a timely manner or at all and on terms (including at prices that permit operation of a related facility on a profitable basis) that are acceptable to us if at all, could materially and adversely affect our business, financial condition, results of operations and prospects. Further, the Power Purchase Agreements provide for a fixed term, subject to some variations and extension as permitted under the agreements or as may be granted by the off-takers. There is no assurance that off-takers will grant any extensions in the future. The off-takers may also re-negotiate the existing terms of the Power Purchase Agreements. In addition, there can be no assurance that the Trust will be able to successfully acquire new assets to replenish its portfolio once the term of the existing Power Purchase Agreements is completed.

We face competition from conventional and other renewable energy producers.

Our primary competitors include domestic and foreign conventional and renewable energy project developers, IPPs and utilities. We compete with renewable energy project developers in India on the basis of a number of differentiating factors in the industry, including site selection, access to vendors, efficiency and reliability in project operation, auction bid terms and financing terms to develop and construct projects. We also compete with other conventional and renewable energy companies in India for a limited pool of personnel with requisite industry knowledge and experience, equipment supplies, permits and land to develop new projects. Our operational projects may compete on price if we sell electricity into power markets at wholesale market prices. We may have to compete with other conventional energy and renewable energy generators when we negotiate or renegotiate a long-term Power Purchase Agreement.

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Some of our competitors may have greater financial, marketing, personnel and other resources than we do and may be in a position to acquire renewable energy projects by paying a significant premium or otherwise seek to grow their business more aggressively. A reduction in demand for energy from renewable energy sources or our failure to successfully acquire new renewable energy projects may have an adverse effect on our business and financial condition. Furthermore, technological progress in conventional forms of electricity generation or the discovery of large new deposits of conventional fuels could reduce the cost of electricity generated from those sources or make them more environmentally friendly, and as a consequence reduce the demand for electricity from renewable energy sources or render our Projects uncompetitive.

Further, certain of our competitors may also grow through corporate re-organisations or alliances with other competitors. Any growth in the scale of our competitors may result in the establishment of advanced in-house engineering, EPC, and O&M capabilities, which may offset any current advantage we may have over them. Moreover, any merger of our suppliers or contractors with any of our competitors may limit our choices of suppliers or contractors and reduce our overall project execution capabilities. In addition, our competitors may have better financial resources and more localised business presence. Increased competition may result in price reductions, reduced margins and a loss of our market share, any of which may adversely affect our business, financial condition and prospects.

Changes in technology may render our current technologies obsolete or require us to make substantial capital investments. Failure to respond to current and future technological changes in an effective and timely manner may adversely affect our business and results of operations.

Although the Initial Portfolio Assets attempt to maintain the latest international technology standards, the technology requirements for businesses in the solar energy sectors are subject to continuing change and development. Some of our existing technologies and processes in the solar energy business may become obsolete or perform less efficiently compared to newer and better technologies and processes.

The cost of upgrading or implementing new technologies, upgrading our existing equipment or expanding capacity could be significant and may adversely affect our results of operations if we are unable to pass on such costs to our customers or recover such costs from revenue. Failure to respond to current and future technological changes in an effective and timely manner may adversely affect our business and results of operations.

We cannot assure you that we will be able to successfully undertake future acquisitions of renewable energy projects or efficiently manage the renewable energy projects we have acquired or may acquire in the future.

Our growth strategy in the future involves strategic acquisitions of renewable energy projects. Such acquisitions depend on various investment criteria such as the nature of the source of the energy, credit profile of the seller, size of the portfolio (in terms of installed capacity), operating history of the project, validity of the Power Purchase Agreements and tariff rates. We may not be able to conclude appropriate or viable acquisitions in a timely manner or at all. The success of our past acquisitions and any future acquisitions will depend upon several factors, including:

- our ability to finance and acquire renewable energy projects on a cost-effective basis;
- our ability to integrate acquired personnel, operations, products and technologies into our organisation effectively;
- unanticipated problems or legal liabilities of the acquired businesses;
- any limitations on account of environmental social governance considerations; and
- tax or accounting or legal or contractual issues relating to the acquired businesses.

We cannot assure you that we will be able to achieve the strategic purpose of such acquisitions or operational integration or an acceptable return on such investments, which may adversely affect our profits, financial condition and distributions. The integration and consolidation of acquisitions requires substantial human, financial and other resources and may divert management's attention from our existing business concerns, disrupt our ongoing business or otherwise fail to be successfully integrated.

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Further, as on date of this Annual Report, our business and operations are restricted to solar power projects, however, we may acquire certain other forms of renewable energy projects in the future. We may not successfully be able to undertake future acquisitions due to lack of previous experience, cost-effectiveness and entering into arrangements for transmission of such energy. Further, Power Purchase Agreements for future renewable energy projects may also contain terms and conditions that are more restrictive than those under the current Initial Portfolio Assets' Power Purchase Agreements.

Any future acquisitions or investments may require significant capital and may expose us to potential risks, including risks associated with failure to identify material problems during due diligence, undisclosed disputes, non-compliance with applicable laws, incurring additional debt, risks that acquired properties will not achieve anticipated profitability and an inability of the project to generate sufficient potential revenue in the future to offset the costs and expenses of the acquisition. These restrictions may restrict our flexibility in managing our business or projects and could in turn adversely affect our business prospects, financial condition and results of operations. Further, we are required to maintain certain investment ratios in accordance with the InvIT Regulations, including, requirement under Regulation 18(4) of the InvIT Regulations under which, not less than 80% of the value of our assets should be eligible infrastructure projects. Compliance with these requirements may restrict us from acquiring additional assets in the future. There can be no assurance that any future acquisitions will perform as expected or that the returns from such acquisitions will support the financing utilised to acquire them or maintain them. As a result, the consummation of acquisitions may have an adverse effect on our ability to execute our growth strategy, business, financial condition, results of operations and cash flows and ability to make distributions to our Unitholders. We may also suffer from losses arising out of, resulting from or relating to any amount payable by certain Initial Portfolio Assets pursuant to any indemnity claims made by any third party in accordance with the provisions of the share purchase agreements entered into by certain Initial Portfolio Assets.

Restrictions on solar equipment imports may increase our business costs.

Certain equipment such as solar module panels, are imported. Any restrictions, either from the central or state/provincial governments, or from any other authorised bilateral or multilateral organisations or because of sanctions, on such imports may adversely affect our business, results of operations and prospects. Further, there is a possibility that, as in certain countries, additional duties may be imposed in India on the equipment we import. For example, in January 2018, the United States imposed higher duties, starting at 30.00% and declining to 15.00% over the next four years, on imported solar module panels and cells. Further, there was levy of safeguard duty on solar imports and levy of basic customs duty on modules in the last few years, by the GoI. We cannot assure that there will not be any new action by the relevant authorities imposing antidumping or other import duties or similar tariffs. Any such imposition will result in an increase in our input costs for our solar business, and, if the consequent increased costs cannot be passed on to off-takers, our margins will correspondingly decrease.

The Initial Portfolio Assets' financing agreements entail interest at variable rates, and any increases in interest rates may adversely affect our results of operations, financial condition and cash flows. Further, the Initial Portfolio Assets are subject to restrictive covenants under their financing agreements that could limit our flexibility in managing our business or to use cash or other assets.

We expect that certain financing arrangements of the Initial Portfolio Assets will remain in place for a certain period of time after the allotment of the Units. Our financing arrangements contain restrictive covenants which require us to obtain prior consent from the lenders of the Initial Portfolio Assets for, inter alia, the transfer of the equity shares of the Initial Portfolio Assets to the Trust. The Initial Portfolio Assets have availed certain borrowings from banks and other institutions and have obtained no-objection certificates or lender consents from the lenders for the purposes of transfer of the Initial Portfolio Assets to the Trust. We cannot assure you that we will be able to fulfil all conditions or undertake all covenants, if any, set out in these lender consents. These financing agreements entail interest at variable rates with a provision for the periodic reset of interest rates. Under the Initial Portfolio Assets' financing agreements, the lenders may be entitled to change the applicable rate of interest on any date and accordingly, the Initial Portfolio Assets are susceptible to changes in interest rates and the risks arising therefrom. Any increase in interest rates may have an adverse effect on our results of operations, financial condition and cash flows. Further, the Initial Portfolio Assets may have an obligation in relation to obtaining and maintaining credit risk ratings from accredited credit rating agencies. Any event of default may be triggered in case there is any credit rating downgrade beyond threshold in financing documents or failure to provide such credit rating reports at regular intervals as required under financing documents and SEBI InvIT Regulations.

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Further, the financing agreements entered into by the Initial Portfolio Assets with certain banks and financial institutions contain certain restrictive covenants and cross default provisions. The financing agreements restrict the Initial Portfolio Assets from, amongst other things, (i) incurring any indebtedness without prior approval of the lenders, other than indebtedness specifically permitted pursuant to the documents executed in connection with the facility from the lenders; (ii) making any capital expenditure or acquiring fixed assets without prior consent of the lenders; and (iii) effecting changes in its ownership without prior approval of the lenders. In addition, these restrictive covenants may also affect some of the Trust's rights as the shareholder of the relevant Initial Portfolio Asset and the Initial Portfolio Asset's ability to pay dividends if it is in breach of its obligations under the applicable financing agreement. These may restrict our ability to conduct business and any breach thereof may adversely affect our results of operations and financial condition. In the event of any breach of any covenant contained in these financing agreements, apart from other consequences, the lender or security trustee may enforce the security under the financing agreements which may adversely affect our business, financial condition and results of operations. We may also be required to immediately repay our borrowings either in whole or in part, together with any related costs. In addition, our ability to meet the debt service obligations and repay the outstanding borrowings of the Initial Portfolio Assets will depend primarily on the cash generated by our business. We cannot assure you that we will generate sufficient cash to service existing or proposed borrowings or fund other liquidity needs, which could have an adverse effect on our business, cash flows and results of operations. We may be required to refinance our outstanding borrowings in the future. There is no assurance that we will be able to obtain such financing, on favorable terms, or at all, which may have a material adverse effect on our business, financial condition and results of operations.

The Initial Portfolio Assets, the Sponsors, the Project Manager, the Investment Manager, and their respective Associates and the Trustee and the Sponsor Group are involved in certain legal and other proceedings, which may not be decided in their favour.

The Initial Portfolio Assets, the Sponsors, the Project Manager, the Investment Manager and their respective Associates, the Trustee and the Sponsor Group are or may, from time to time, be involved in certain legal proceedings, including in relation to criminal matters, tax matters, civil and arbitration proceedings, which are or may be pending at different levels of adjudication before various courts, tribunals and appellate authorities. There is no assurance that these legal proceedings and regulatory matters will be decided in favour of the respective entities. Unfavourable outcomes or developments relating to these proceedings may have a material, adverse effect on our or their respective business, prospects, financial condition, cash flows and results of operations. Any losses, damages, costs and expenses suffered by the Trust arising from such proceedings besides any reputational damages or any other consequences thereof could have a material and adverse impact on our business, prospects, results of operations, cash flows and financial condition. In addition, arbitration and litigation proceedings in India can be time consuming and the parties may have to incur considerable costs and devote considerable resources towards defending the outstanding legal proceedings.

The land utilized by ASPL Project is a leasehold property. Our business depends on securing rights to sites suitable for our Projects.

The land utilized for ASPL Project is not owned by us and is located on land owned by a third party. In such cases, we enter into arrangements for leasing these properties and we may be subject to conditions under the lease agreements through which we acquire rights to use such land. MRPL has entered into a land use permission agreements dated April 17, 2017 and September 24, 2019 with Rewa Ultra Mega Solar Limited ("RUMSL") and Commissioner, New and Renewable Energy, Bhopal, in relation to the Rewa Project, through which MRPL acquired the right to possess and use the land for development of the Rewa Project. The consideration for the land use permission in this case is paid by RUMSL. Further, BREPL has received certain show cause notices dated December 28, 2022, January 25, 2023 and February 2, 2023 which were issued by the Government of Andhra Pradesh, Water Resource Department to BREPL in relation to evacuation of land (on which BREPL Project is situated) due to non-compliance with certain regulatory requirements. In relation to these show cause notices, BREPL shared a response letter dated April 8, 2023 with the Government of Andhra Pradesh, Water Resource Department stating that the BREPL Project was implemented upon obtaining approvals from the relevant state authorities. These conditions include, among others, restrictions on land use, continual operating requirements, and other obligations which include obtaining requisite approvals, payment of necessary statutory charges and giving preference to local workers for construction and maintenance. We are also exposed to the risk that this lease will not be extended or will be terminated by the relevant lessee. From time to time, we have faced interruptions on account of such third-party landowners who obstruct construction or operation of such facilities.

Further, land title in India may be uncertain and as a result, potential disputes or claims regarding title to the land on which the Projects are situated may arise. Any defects in, or irregularities of, title or leasehold rights that we shall enjoy may prejudice Initial Portfolio Assets' ability to operate the solar power projects without interference from third-party claims.

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Our results of operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees or other sub-contractors. Further, the Initial Portfolio Assets may be held liable for the payment of wages to the contract labourers engaged indirectly in the operations of the Trust

We may experience disruptions in our operations due to disputes or other problems with our workforce, and efforts by our employees to modify compensation and other terms of employment may divert management's attention and increase operating expenses. In the event of any strikes or work stoppages by employees of the Initial Portfolio Assets itself, or the O&M contractor or other sub-contractors due to increased wage demands or the inability of the Initial Portfolio Assets, or the O&M contractor or other sub-contractors to either retain or recruit employees and sub-contractors with suitable credentials, the ability of the Initial Portfolio Assets to maintain and operate the Projects will be adversely affected. In addition, any disruption to the services provided by the employees of the Initial Portfolio Assets, the O&M contractor or other sub-contractors will have an adverse effect on the operations of the Initial Portfolio Assets.

The Initial Portfolio Assets or the Project Manager or the O&M contractor may appoint independent contractors who, in turn, engage on-site contract labour to perform certain operations. Some of the Initial Portfolio Assets have obtained the relevant registrations under the Contract Labour (Regulation and Abolition) Act, 1970 (the "Contract Labour Act") for certain locations where workmen are employed through contractors or agencies licensed under the Contract Labour Act. There is no assurance that the relevant Initial Portfolio Assets or the Project Manager or O&M contractor will renew such licenses in a timely manner or at all. Although the Initial Portfolio Assets do not engage the labourers directly, in the event of default by any independent contractor, the relevant Initial Portfolio Assets may be held responsible for any wage payments and other statutory benefits due to the labourers of such contractor or its contractor. Any violation of the provisions of the Contract Labour Act by an Initial Portfolio Asset may result in penalties pursuant to the provisions of the Contract Labour Act or any other applicable law. If any of the Initial Portfolio Assets are required to pay the wages of contracted workmen and subjected to other penalties under the Contract Labour Act, the reputation, results of operations, cash flows and financial condition of the Trust could be adversely affected.

There can be no assurance that future disruptions will not be experienced due to disputes or other problems with the work force, which may adversely affect the business and results of operations of the Initial Portfolio Assets.

Systems failures, cyber security breaches and attacks and resulting interruptions in the operation of our Project could adversely affect our business, financial condition, cash flows and results of operations.

The proper functioning of our technology infrastructure is essential to the conduct of our business. Our technological systems may experience service interruptions or other performance problems because of, amongst other, hardware and software defects or malfunctions, unexpected high volume of transactions, cyberattacks and cyber-security breaches, infrastructure changes, human error, natural disasters, power losses, disruptions in telecommunications services, unauthorized access, fraud, military or political conflicts, terrorist attacks, legal or regulatory takedowns, computer viruses, ransomware, malware, or other events. For instance, the servers of our Goyalri Project suffered a malware attack in calendar year 2023 and the operations of our NSPL Project were interrupted due to nuisance created by certain farmers at our Project site. In some instances, we may not be able to identify the cause of these performance problems within a reasonable period of time. Further, as techniques used to obtain unauthorized access to or sabotage systems change frequently and may not be known until launched against us, we may be unable to anticipate, or implement adequate measures to protect against, these attacks.

Our insurance coverage may not be sufficient to cover all of our losses that may result from interruptions in our service as a result of systems failures and similar events and we may need to expend significant financial and development resources to analyze, correct, or eliminate errors or defects or to address and eliminate vulnerabilities. Any failure to timely and effectively resolve any such errors, defects, or vulnerabilities or recover data could adversely affect our business, financial condition, cash flows and results of operations. There is no assurance that we will be able to successfully claim such insurance coverage.

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Our operations are subject to environmental, health and safety laws and regulations. Failure to comply with and changes in, safety, health and environmental laws and regulations in India may adversely affect the business, prospects, financial condition and results of operations of the Initial Portfolio Assets.

The Initial Portfolio Assets are required to adhere to various environmental, health and safety laws and regulations and various labour, workplace and related laws and regulations in India. If any of the Initial Portfolio Assets fail to meet environmental, health or safety requirements, they may also be subject to administrative, civil and criminal proceedings by government authorities, as well as civil proceedings by environmental groups and other individuals, which could result in substantial fines and penalties against the Initial Portfolio Assets as well as orders that could limit or halt the operations of the Initial Portfolio Assets. Further, considerable time, effort and resources may be expended in contending such proceedings. The Trust cannot assure investors that the Initial Portfolio Assets have been and will continue to be in compliance with all environmental, health and safety and labour laws and regulations.

The employees and contractors on our various solar projects are exposed to risks. If safety procedures are not followed or if certain materials used in power substations and transmission equipment is improperly handled, it could lead to injuries to employees and/or loss of life of employees, contract laborers or other persons, damage our properties and properties of others or harm the environment.

Due to the nature of these materials, we may be liable for certain costs, including costs for health-related claims, or removal or treatment of hazardous substances, including claims and litigation from or relating to current or former employees for injuries arising from occupational exposure to materials or other hazards at power substations and transmission facilities. This could result in significant disruption in our businesses and legal and regulatory actions, which could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows and adversely affect our reputation.

Further, any changes in, or amendments to, these standards or laws and regulations could further regulate the operations of the Projects and could require the Initial Portfolio Assets to incur additional, unanticipated expenses in order to comply with these changed standards. The scope and extent of any new environmental, health and safety regulations, including their effect on the operations of the Projects and the cash flows of the Initial Portfolio Assets, cannot be predicted with certainty or at all. The costs and management time required to comply with these requirements could be significant. The measures taken in order to comply with these new laws and regulations may not be deemed sufficient by government authorities and compliance costs may significantly exceed estimates. Further, the changes may not be feasible to be carried out for a particular project, for instance, extending the area to be left from a forest, canal or highways in relation to a project. There can be no assurance that the Initial Portfolio Assets will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health and environmental matters in the future. Clean-up and remediation costs, as well as damages, payment of fines or other penalties, other liabilities and related litigation, could adversely affect the business, prospects, financial condition and results of operations of the Initial Portfolio Assets.

If we are unable to maintain an effective system of internal controls and compliances our business and reputation could be adversely affected.

While we are required to manage regulatory compliance with all relevant statutory and regulatory requirements, there can be no assurance that deficiencies in our internal controls and compliances do not already exist or will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. Insufficiently stamped agreements would be inadmissible as evidence in any legal action, until the deficient amount of stamp duty together with penalties, if any, is paid. Any deficiently stamped documents can also be impounded by any person having authority, by law or consent, to receive evidence or every person who is in-charge of a public office. Such persons impounding the deficiently stamped documents can either levy the appropriate stamp duty and penalty or send them to revenue authorities for that purpose. In addition, a person who signs an instrument chargeable with stamp duty will be subject to a fine if such instrument is not duly stamped. As we continue to grow, there can be no assurance that there will be no instances of inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

The insurance coverage for the Projects may not protect the Initial Portfolio Assets from all forms of losses and liabilities associated with their businesses.

Our operations are subject to a number of risks for the maintenance of the Initial Portfolio Assets. Our Initial Portfolio Assets are exposed to various risks and are accordingly covered under various insurance policies covering risks including, risks in relation to fire and special perils, terrorism, certain imports, burglary, public liability act, various, machinery breakdown and any accidental physical loss and destruction or damage to the

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insured property due to a cause, other than as excluded in the insurance policies. These risks can cause personal injury and loss of life and damage to, or the destruction of, property and equipment (including infrastructure developed by us) and may result in the limitation or interruption of our business operations and the imposition of civil or criminal liabilities. While our insurance policies cover such risks, they are subject to exclusions based on certain circumstances including, among others, collapse or cracking of buildings, larceny, acts of fraud, coastal or river erosion, willful negligence, war, invasion, damage caused by nuclear weapons material or ionizing radiation or contamination by radioactivity from any nuclear fuel or nuclear waste, any loss, damage, cost or expense of whatsoever nature directly or indirectly caused by, resulting from or in connection with any act of terrorism. However, there can be no assurance that all risks are adequately insured against or that the Initial Portfolio Assets will be able to procure adequate insurance coverage at commercially reasonable rates in the future. In addition, not all of the above risks may be insurable on commercially reasonable terms, or at all. In addition, these insurance policies are subject to annual review by insurers, and there can be no assurance that they will be renewed on similar or otherwise acceptable terms, if at all. To the extent that the Initial Portfolio Assets suffer any damage or loss which is not covered by insurance, or exceeds the insurance coverage, the loss would have to be borne by the Initial Portfolio Assets. The proceeds of any insurance claim may also be insufficient to cover rebuilding costs as a result of inflation, changes in regulations regarding infrastructure projects, environmental and other factors. There is no assurance that the insurance claims raised by the Initial Portfolio Assets will be appropriately honoured by the relevant insurers. The resulting costs could have an adverse effect on the Trust's business, prospects, financial condition or results of operations and no assurance can be given that losses in excess of insurance proceeds will not occur in the future.

The Valuation Report and any underlying reports, are not opinions on the commercial merits and structure of the Trust or the Initial Portfolio Assets, nor are they opinions, expressed or implied, as to the value of the Units, the future trading price of the Units or the financial condition of the Trust, and the valuation contained therein may not be indicative of the true value of the Initial Portfolio Assets.

Mr. S. Sundararaman is the registered valuer who has undertaken an independent appraisal of the Initial Portfolio Assets as of March 31, 2024, as per the provisions of the InvIT Regulations. The Valuation Report, included as annexure to this Annual Report, which sets out their opinion as to the fair enterprise value of the Initial Portfolio Assets and is based on assumptions which have inherent limitations and involves known and unknown risks and uncertainties.

The Valuation Report is not an opinion on the commercial merits and structure of the Trust or the Initial Portfolio Assets, nor is it an opinion, express or implied, as to the value of the Units or the financial condition of the Trust. The Valuation Report does not purport to contain all the information that may be necessary or desirable to fully evaluate the Trust or the Initial Portfolio Assets or an investment in the Trust or the Units. The Valuation Report makes no representation or warranty, expressed or implied, in this regard. The Valuation Report does not confer rights or remedies upon investors or any other person and does not constitute and should not be construed as any form of assurance as to the financial condition or future performance of the Trust or as to any other forward-looking statements included therein, including those relating to certain macro-economic factors, by or on behalf of the Trust, the Trustee, the Investment Manager, the Sponsors, the Selling Unitholder or the Project Manager.

Further, we cannot assure you that the valuation prepared by the Valuer reflects the true value of the net future cash flows of the Initial Portfolio Assets or that other valuers would arrive at the same valuation. Accordingly, the valuation contained therein may not be indicative of the true value of the Initial Portfolio Assets. The Valuation Report has not been updated since the date of its issue, does not take into account any subsequent developments and should not be considered as a recommendation by the Trust, the Trustee, the Investment Manager, the Sponsors or the Project Manager or any other party that any person should take any action based on the Valuation Report.

We may be subject to inflation/deflation and interest rate risks.

There are no specific provisions in our Power Purchase Agreements protecting us against increases in interest rates or cost of raw materials. Our lenders may have the right to periodically adjust our interest rates and our applicable interest rates may increase based on their review of our credit profile and perceived risks in our operations. Many factors causing such adverse changes are beyond our control and we may not be able to demand matching or any increases in our tariffs except as specified in the relevant Power Purchase Agreements.

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The Trust and the Initial Portfolio Assets have entered into certain related party transactions and expect to continue to enter into related party transactions and there can be no assurance that such transactions will not have an adverse effect on our results of operations and financial condition.

The Trust has entered and will in the future enter into certain transactions with related parties, including the Sponsors, the Sponsor Group, the Project Manager and the Investment Manager. The Initial Portfolio Assets have also entered into transactions with related parties. For example, the Initial Portfolio Assets have entered into an arrangement with Mahindra Teqo Private Limited in relation to the required O&M services of the Initial Portfolio Assets. Such transactions or any future transactions with related parties may potentially involve conflicts of interest and impose certain liabilities on the Trust or the Initial Portfolio Assets. There can be no assurance that previous related party transactions could not have been made on more favourable terms with unrelated parties, and there can be no assurance that such transactions or future transactions, individually or in the aggregate, will not have an adverse effect on our results of operations and financial condition. However, we confirm that all the related party transactions undertaken in the past were on an arm's length basis and in compliance with the Companies Act and other applicable law.

Further, we also confirm that all the related party transactions to be undertaken in the future shall be done at an arm's length basis and in compliance with the Companies Act and other applicable law. For detailed information on related party transactions, please refer the financial statements.

The Trust may not be able to successfully fund future acquisitions of new projects due to the unavailability of equity financing or debt financing on acceptable terms, which could impede the implementation of its acquisition strategy and negatively affect its business.

The Trust may fund the consideration (in whole or in part) for future acquisitions through the issuance of additional Units. Such issuances may result in the dilution of the interests in the Trust held by existing Unitholders. The Trust may not be able to complete the issuance of the required number of Units on short notice or at all due to a lack of investor demand for the Units at prices that it considers to be in the interests of then-existing Unitholders. As a result of a lack of funding, the Trust may not be able to pursue its acquisition strategy successfully. Potential vendors may also view the prolonged time frame and lack of certainty generally associated with the raising of equity capital to fund any such purchase negatively and may prefer other potential purchasers.

Additionally, the Trust may consider funding the consideration for future acquisitions of new projects through debt financing, however, the Trust may not be able to raise debt at acceptable terms.

Further, in addition to compliance with the provisions of the InvIT Regulations, due to the OTPP Sponsor being a nonresident entity, any future investment by us in holding companies or Initial Portfolio Assets may also be subject to the investment conditions prescribed under the extant foreign exchange regulations for investment in the infrastructure sector. For example, any downstream or other investments made by us are subject to conditions under the extant foreign exchange regulations for investment in the infrastructure sector, both in terms of investments and divestments.

We may face difficulties if we expand our operations into new areas of businesses in which we may have limited or no prior operating experience.

Our capacity for continued growth depends in part on our ability to expand our operations into, and compete effectively in new areas of business. It may be difficult for us to understand and accurately predict the impact of varying customer preferences and assess the financial impact of operating in new lines of businesses that we may enter into in the future. In addition, the market for each such line of business may have unique regulatory dynamics of its own that are not common to other areas or lines of business that we may seek to enter. These include laws and regulations that can directly or indirectly affect our ability to set up and operate existing projects in such areas within the renewable sector as well as to analyse the costs associated with, among others, setting up new projects, entering into arrangements for O&M, insurance, support and monitoring such projects.

Accordingly, we may face difficulties if we expand our operations into new areas of business which may in turn adversely affect our business, financial condition, and results of operations.

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The use of additional leverage by the Investment Manager and the Trust are subject to risks. Further, the Trust may not be able to successfully fund future acquisitions of new projects due to the unavailability of debt financing, which could impede the implementation of its acquisition strategy and negatively affect its business.

The Trust's total outstanding consolidated net debt is within the regulatory requirement of 49% of the value of the InvIT Assets as on March 31, 2024. Under the terms of the InvIT Regulations, the consolidated borrowings and deferred payments of the Trust, net of cash and cash equivalents, cannot exceed 25% of the value of the assets of the Trust until certain conditions are met, and cannot exceed 49% of the value of the assets of the Trust until, amongst others, the Trust has made six consecutive distributions to Unitholders. If the consolidated borrowings of the Trust exceed 25% of the value of the assets of the Trust, further borrowings, up to 49% of the value of the assets of the Trust, would be subject to: (i) obtaining a credit rating from a credit rating agency registered with SEBI; and (ii) approval of the Unitholders, in accordance with the InvIT Regulations and Trust Deed. The Trust may want to rely on debt to expand its portfolio of projects through acquisitions, which may not be available on favourable terms or at all.

Although the Investment Manager will seek to use leverage in relation to the Trust in a manner it believes is prudent and manage the Trust according to the Investment Objectives, the use of leverage will generally magnify both the opportunities for gain and risk of loss from any given asset. The cost and availability of leverage is variable, and it is not always possible to obtain or maintain the desired degree of leverage. The use of leverage will also result in interest expense and other costs that will limit distributions made by the Trust or appreciation of its investments. An increase in interest rates may decrease the profitability of the Trust or any of the Initial Portfolio Assets. A leveraged capital structure will increase an Initial Portfolio Assets' exposure to any deterioration in market conditions, competitive pressures, an adverse economic environment or rising interest rates, which could accelerate and magnify declines in the value of the Trust's investments. If an Initial Portfolio Asset is not able to generate adequate cash flow to meet debt service, the Trust may suffer a partial or total loss of capital invested in such Initial Portfolio Asset.

Further, debt financing to fund the acquisition of a project may not be available in accordance with applicable law, or may not be available on acceptable terms or at all. Restrictions imposed by the Reserve Bank of India may limit the Trust's ability to borrow from certain overseas or domestic sources for certain end uses and hence could constrain its ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, there can be no assurance that any required regulatory approvals or borrowing in foreign currencies will be granted to the Trust without onerous conditions, or at all. In addition to the compliance with the provisions of the InvIT Regulations, due to the OTPP Sponsor being a non- resident entity and the Investment Manager being considered foreign owned and controlled in accordance with the extant regulation, any future debt acquired may also be subject to the investment conditions prescribed under the extant foreign exchange regulations for investment in the infrastructure sector. Debt financing may increase the Trust's vulnerability to general adverse economic and industry conditions by limiting its flexibility in planning for or reacting to changes in its business and its industry. The Trust will also be subject to the risk that certain covenants in connection with any future borrowings may limit or otherwise adversely affect its operations and its ability to make distributions to its Unitholders. Such covenants may also restrict the Trust's ability to acquire additional projects or undertake other capital expenditure by requiring it to dedicate a substantial portion of its cash flows from operations to interest and principal payments on its debt.

The Initial Portfolio Assets have experienced losses in previous years and any losses in the future could adversely affect the Trust's business, financial condition and the results of its operations, its ability to make distributions and the trading price of the Units.

The Initial Portfolio Assets have experienced losses for one or more Fiscals in the last three Fiscals. Under the Companies Act, 2013, companies that do not generate "distributable profits" are not permitted to pay dividends. Accordingly, any Initial Portfolio Asset that fails to generate such distributable profits will not be permitted to pay dividends to the Trust which will adversely affect the quantum of distributions made by the Initial Portfolio Assets to the Trust. Such change may adversely affect the Trust's ability to make distributions to Unitholders.

The Trust does not own the trademark "SEIT" along with the associated logo to be used by it for its business and its ability to use the trademark may be impaired.

The Investment Manager has made an application for the use of the trademark "SEIT" alongwith the associated logo, which will also be utilised by the Trust. The Investment Manager and the Trust's ability to use the trademark and the associated logo may be impaired if such application is rejected. Consequently, the Investment Manager and the Trust could be required to cease using "SEIT" alongwith the associated logo, which may have an adverse effect on its operations.

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We have received credit rating from credit rating agency and we cannot assure you that such ratings will be sustained.

The Trust has been given a rating of "CRISIL AAA/Stable" by CRISIL Ratings Limited for the long-term bank facility of the Trust. There is no assurance that CRISIL Ratings Limited will continue to provide a positive credit rating to the Trust or that the agencies will provide a rating without covenants. A negative or lower rating may adversely affect our ability to raise additional financing, and the interest rates and other terms at which current or such additional financing is available. This in turn could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows.

We must maintain certain investment ratios, which may present additional risks to us.

Pursuant to the InvIT Regulations, we are required to invest not less than 80% of the value of our assets in eligible infrastructure projects as defined under the InvIT Regulations, such as the Initial Portfolio Assets. In addition, we must not invest more than 20% of the value of our assets in certain financial instruments prescribed under the InvIT Regulations. Such regulations may prevent us from acquiring additional assets to achieve our growth strategy. If these conditions are not fulfilled or breached on account of market movements of the price of the underlying assets or securities, the Investment Manager must inform the Trustee and ensure that these conditions are satisfied within six months of such breach (or within one year with the Unitholder approval). Failure to comply with these conditions may present additional risks to us, including divestment of some or all of our assets, delisting of our Units from the Stock Exchange and other penalties, which could have a material adverse effect on our business, financial condition and results of operations.

Additionally, if the aggregate consolidated borrowings of the Trust and the Initial Portfolio Assets, net of cash and cash equivalents exceed 25% of the value of the assets of the Trust, for any further borrowings up to 49% of the value of the assets of the Trust, we are required to adhere to specific conditions, such as obtaining a credit rating and seeking Unitholder approval. For any further borrowings beyond 49% of the value of the assets of the Trust, we are required to comply with specific conditions prescribed under the InvIT Regulations, which include amongst others, obtaining a credit rating of "AAA" or equivalent from a credit rating agency registered with SEBI, prior approval from at least 75% of the Unitholders, and demonstrating a track record of at least six distributions on a continuous basis post listing of the Units, in the years preceding the financial year in which the enhanced borrowings are proposed to be made. The aggregate consolidated borrowings and deferred payments, net of cash and cash equivalents of the Trust and the Initial Portfolio Assets cannot exceed 70% of the value of the assets of the Trust.

Parties to the Trust are required to maintain the eligibility conditions specified under Regulation 4 of the InvIT Regulations on an ongoing basis. We may not be able to ensure such ongoing compliance by the Sponsors, the Sponsor Group, the Investment Manager, the Project Manager and the Trustee, which could result in the cancellation of the registration of the Trust.

Each of the Parties to the Trust are required to maintain the eligibility conditions specified under Regulation 4 of the InvIT Regulations on an ongoing basis. These eligibility conditions include, among other things, that (a) the Sponsors, Investment Manager and Trustee are separate entities, (b) each Sponsor has a net worth of not less than INR 1,000 million and the Sponsor or its associate has a sound track record in the development of infrastructure or fund management in the infrastructure sector, (c) the Investment Manager has a net worth of not less than INR 100 million and has not less than five years' of experience in fund management or advisory services or development in the infrastructure sector or the combined experience of the directors, partners and employees of the investment manager, each with at least five years of experience, in fund management or advisory services or development in the infrastructure sector is not less than 30 years, (d) the investment manager has not less than two employees who have at least five years of experience each, in fund management or advisory service or development in infrastructure sector; (e) the Trustee is registered with the SEBI under Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and is not an associate of the Sponsors or Investment Manager, and (f) each of the Trust, the Sponsors, the Sponsor Group, Investment Manager, Project Manager and Trustee are "fit and proper persons" as defined under Schedule II of the Intermediaries Regulations on an ongoing basis.

Any non-compliance by the Sponsors, the Investment Manager, the Project Manager and the Trustee, may result in the cancellation of the registration of the Trust.

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We are governed by the provisions of, amongst others, the InvIT Regulations and the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the implementation and interpretation of which, is evolving. The evolving regulatory framework governing infrastructure investment trusts in India may impact the ability of certain categories of investors to invest in the Units, our business, financial condition and results of operations and our ability to make distributions to the Unitholders

SEBI issued the InvIT Regulations with effect from September 26, 2014, which have been periodically amended and supplemented with additional guidelines, notifications and circulars. Recently, SEBI has issued amendments to the InvIT Regulations dated August 16, 2023, and the Master Circular for Infrastructure Investment Trusts dated July 6, 2023. As the regulatory framework governing InvITs in India comprises of a separate set of regulations, interpretation and enforcement by regulators and courts involves uncertainties. Furthermore, regulations and processes with respect to certain aspects of infrastructure investment trusts, including, but not limited to, follow-on public offers and bonus issues, the liabilities of the Unitholders, and the procedure for dissolution and delisting of infrastructure investment trusts have not yet been issued. For example, infrastructure investment trusts are not "companies" or "bodies corporate" within the meaning of the Companies Act, 2013 and various SEBI regulations, including the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. We cannot assure you that there will not be changes to the regulatory requirements applicable to the Trust and its Unitholders due to any future consultation papers released by SEBI.

With effect from April 1, 2021, units and other instruments issued by an InvIT have been included in the definition of 'securities' under section 2(h) of the SCRA and consequently, the implementation and interpretation of these amendments is untested and evolving. Accordingly, the applicability of several regulations (including regulations relating to intermediaries, underwriters, merchant bankers, insider trading, takeovers and fraudulent and unfair trade practices) to the Trust is subject to the interpretation and clarifications issued by regulatory bodies such as SEBI.

Furthermore, SEBI has the right to, with or without prior notice, order inspection of the books of accounts, records and other documents pertaining to our operations, either on its own or, upon receipt of complaint. Upon review of the inspection report, SEBI is entitled to, if it so deems appropriate (in the interest of the securities markets or our investors) (a) require us to surrender our certificate of registration; (b) wind-up our operations; (c) sell our assets; (d) cease our operations or restrict our ability to access the capital markets for a specified period; or (e) direct us to not do such things as SEBI may deem appropriate in the interest of our investors. Any such occurrence may have a material adverse effect on our business, result of operations, financial conditions and cash flows.

Further, it is unclear whether certain categories of investors that are currently permitted to invest in equity shares offered by Indian companies, may also invest in the Units in the Offer. In addition, new costs may arise from audit, certification and/or self-assessment standards required to maintain compliance with new and existing InvIT Regulations. Such changes in regulation, interpretation and enforcement may render it economically unviable to continue conducting business as an InvIT or have a material, adverse effect on our business, financial condition and results of operations.

As we will be operating in a regulatory framework with uncertainties, it is difficult to forecast how any new laws, regulations or standards or future amendments to the InvIT Regulations, including new interpretations by courts or regulators of existing regulations or from stricter enforcement practices by regulatory authorities of existing regulations will affect infrastructure investment trusts and this could have any consequential impact on the infrastructure sector in India. There can be no assurance that the regulatory system will not change in a way that will impair our ability to comply with the regulations, conduct our business, compete effectively or make distributions. We may incur increased costs and other burdens relating to compliance with such new regulations, which may also require significant time and other resources, and any failure to comply with these changes may adversely affect our business, results of operations and prospects. Failure to comply with changes in laws, regulations and standards may have a material adverse effect on our business, financial condition, results of operations and prospects.

The Sponsors, whose interests may be different from the other Unitholders, will be able to exercise significant influence over certain activities of the Trust, and under the InvIT Regulations, they have the ability to divest their entire holdings in the Units three years following the Offer.

As on March 31, 2024, the Sponsors and Sponsor Group entities own an aggregate of 61.42% of the issued and outstanding Units of the Trust and are entitled to vote as a Unitholder on all matters other than matters where it is a related party and not permitted to vote under the InvIT Regulations. Although the Investment Manager will have a board of directors which will have at least 50% independent directors, the Sponsors may nonetheless be in a position to exercise significant influence in matters which require the approval of the Unitholders by virtue of their ownership of Units in the Trust. The interests of the Sponsors may be different from those of the other Unitholders. The Investment Manager and Project Manager may also be subject to conflicts of interest with respect to the Trust.

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In addition, currently under the InvIT Regulations, the Sponsors and Sponsor Group will be able to divest their holding in the Units subject to the perpetual lock-in requirements set out in the InvIT Regulations. Given the influence that the Sponsors may exert on the Investment Manager and the Project Manager, and consequently the operations and credibility of the Trust, any material divestiture by the Sponsors in the Units, or any conflict of interest that it has compared to that of other Unitholders, could have a material adverse impact on our business, financial condition and results of operations.

The Investment Manager has limited experience in investment management activities for an InvIT and the Investment Manager may not be able to implement our investment or corporate strategies.

The Investment Manager's strategies focus on three main areas:

- managing the underlying assets of the Trust;
- managing the Trust's acquisitions and disposals; and
- managing the Trust's capital structure to ensure adequate and regular distributions.

The Investment Manager is a newly incorporated entity, incorporated on April 26, 2023, and does not have any operational history of similar investment management or other activities in the renewable energy sector or otherwise. Past performance of other investments managed or advised by the key personnel of the Investment Manager cannot be relied upon as an indicator of our future performance. There is no assurance that the Investment Manager will be able to implement these strategies successfully or that it will be able to expand our portfolio at any specified rate or to any specified size or to maintain distributions at projected levels.

The results of the operations of the Trust will depend on many factors, including but not limited to, its ability to operate and manage the Projects efficiently, changes in the regulatory framework, competition for assets or macro-economic conditions. These factors will, in turn, affect the availability of further opportunities for the acquisition of assets and the availability of finance to achieve leverage. The Trust will be relying on external sources of funding to expand its asset portfolio, which may not be available on favourable terms, or at all and the Investment Manager may not be able to make acquisitions or investments on favourable terms or within a desired time frame, and it may not be able to manage the operations of its underlying assets in a profitable manner. Even if the Trust is able to successfully acquire additional assets, portfolio growth and expansion could place significant demands on the management and administrative resources of the Investment Manager and the capital resources of the Trust and there can be no assurance that the Trust will be able to efficiently manage such assets and achieve its intended return on such acquisitions.

Additionally, there exists the risk that the management fees payable to the Investment Manager may not create proper incentives or may induce the Investment Manager to make certain investments, including speculative investments that increase the risk of the Initial Portfolio Assets.

Further, the Investment Manager will also rely on the Sponsors and Sponsor Group to comply with their obligations under the various agreements with us including the Share Purchase Agreements. In addition, the Investment Manager expects to rely on the expertise of the Sponsors in developing and managing renewable energy projects in case of any additional work which we may be required to carry out for any of the Initial Portfolio Assets or other assets. If the Investment Manager is unable to implement these investment strategies successfully or expand our portfolio, we will nonetheless be required to pay the management fee, in accordance with the terms of appointment of the Investment Manager as stipulated in the Investment Management Agreement.

The Investment Manager may delegate certain functions to third parties, subject to the InvIT Regulations and the Investment Management Agreement. Should the Investment Manager, or any third party to whom such functions are delegated, fail to perform its services, the value of our assets might be adversely affected, which could adversely affect our business, results of operations and financial condition.

Even if the Investment Manager is able to successfully grow the operating business of the underlying assets and other eligible renewable energy projects in India as desired, there can be no assurance that the Investment Manager will achieve its intended return on such acquisitions and/ or capital investments. Furthermore, the Investment Manager's investment mandate may involve a higher level of risk as compared to a portfolio which has a more diverse range of investments.

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The Investment Manager is required to comply with certain ongoing reporting and management obligations in relation to the Trust. We cannot assure you that the Investment Manager will be able to comply with such requirements.

The Investment Manager is required to comply with certain ongoing reporting and management obligations in relation to the Trust in accordance with the InvIT Regulations. These requirements include, among other things, (a) making investment decisions with respect to the underlying assets or projects of the Trust, (b) overseeing the activities of the Project Manager, (c) investing and declaring distributions in accordance with the InvIT Regulations, (d) submitting reports to the Trustee, and (e) ensuring the audit of the Trust's accounts. Non-compliance with such requirements in a timely manner or at all, could subject the Investment Manager, the other Parties to the Trust, the Trust or any person involved in the activity of the Trust to applicable penalties under the InvIT Regulations, and/or the SEBI Act or other applicable law. Under the InvIT Regulations, the SEBI also has the right to inspect documents, accounts and records relating to the activity of the Trust, Initial Portfolio Assets or parties to the InvIT and may issue directions in the nature of, inter alia, (i) requiring the Trust to delist its Units and surrender its certificate of registration; (ii) requiring the Trust to wind-up; (iii) requiring the Trust to sell its assets; (iv) requiring the Trust or Parties to the Trust to take such action as may be in the interest of investors; or (v) prohibiting the Trust or Parties to the Trust from operating in the capital market or from accessing the capital market for a specified period. Any such failure to comply or the imposition of any penalty could have a material adverse effect on our business, financial condition and results of operations.

Unitholders would not be able to participate in the election or removal of directors in the Investment Manager and will be able to remove the Investment Manager and Trustee only pursuant to a majority resolution.

Under the InvIT Regulations, the Trustee or the Investment Manager cannot be removed without the prior approval of Unitholders where the votes cast in favour of the resolution shall not be less than one and a half times the votes cast against such resolution. Accordingly, the Unitholders may face difficulties in removing and replacing the Trustee or the Investment Manager. Further, under the InvIT Regulations, prior approval of SEBI is required for change in the Investment Manager of the Trust.

Further, Unitholders would not be able to participate in the nomination, election or removal of directors in the Investment Manager. The recourse available to the Unitholders' is the removal of the Investment Manager by way of a resolution where Unitholders holding at least 60% of the Units must vote in favour of the resolution. In comparison, the Companies Act, 2013 allows the removal of a director of a private limited company by way of an ordinary resolution.

Similarly, Unitholders may remove the Trustee only if they believe that the acts of the Trustee are detrimental to the interests of the Unitholders and by way of a resolution where the votes cast in favour of the resolution must meet the required percentage as set out in the InvIT Regulations. Further, the Investment Manager and the Trustee cannot be discharged until a suitable replacement is appointed in their place, and there can be no guarantees that a suitable replacement will be appointed, or that appointment will take place in a timely manner, or at all.

Accordingly, as opposed to shareholders removing a director of a private limited company, it may not be possible for Unitholders to remove directors of the Investment Manager or the Trustee.

We depend on the Investment Manager, the Project Manager and the Trustee to manage our business and assets, and our financial condition, results of operations and cash flows and our ability to make distributions may be harmed if the Investment Manager, Project Manager or the Trustee fail to perform satisfactorily. Our rights and the rights of the Unitholders to recover claims against them are limited.

The success of our business and growth strategy and the operational success of our assets depends significantly upon the Investment Manager's and Project Manager's satisfactory performance of such services. Our recourse against the Project Manager, the Trustee and Investment Manager is limited.

The aggregate maximum liability of the Project Manager under the Project Implementation and Management Agreement in each financial year is limited to the fees payable to the Project Manager in such financial year

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in accordance with the terms of the Project Implementation and Management Agreement. As the Project Manager is not a captive company of the Trust and the Project Manager may fail to dedicate appropriate and adequate resources to the Trust / the Initial Portfolio Assets at all times, which may affect the operations and performance of the project assets.

Pursuant to the Trust Deed, the Trustee is not liable for anything done or omitted to be done or suffered by the Trustee in good faith and in accordance with, or in pursuance of any request or advice of the Investment Manager. Further, the Trustee is not liable for any action or omission that results in any depletion in the value of the trust fund and consequent losses of the Unitholder, except in situations where such depletion is a result of the gross negligence or willful default on the part o f the Trustee, or results from a breach by the Trustee of the Trust Deed, as determined by a court of competent jurisdiction. In terms of the Trust Deed, the liability of the Trustee includes (a) in the event of any fraud, gross negligence, dishonest acts of commissions or omissions or willful default on the part of the Trustee, where the Trustee fails to exercise due care in relation to its obligations under the Trust Deed, or disregard of duty or breach of duties under the Trust Deed or applicable law by the Trustee, or (b) any failure on the part of the Trustee to protect the interests of the Unitholders.

Under the Investment Management Agreement, the Investment Manager shall not incur any liability for any act or omission which may result in a loss to a Unitholder by reason of depletion of the InvIT Assets except in the event that such loss is a result of fraud or gross negligence or willful default on the part of the Investment Manager, as determined by a court of competent jurisdiction. The Investment Management Agreement and the Trust Deed further provide that the Investment Manager is entitled to be indemnified by the Trustee against any direct and actual claims, actions, losses, damages, liabilities, suits, proceedings and reasonable costs and expenses including legal fees (“Losses”) incurred in connection with the Trust, unless arising out of fraud, gross negligence, dishonest acts of commissions or omissions or willful default on the part of the Investment Manager or disregard of duty or breach of duties under the Investment Management Agreement or the applicable law. The Investment Manager’s liability to Trustee, its directors, employees and officers for breach of its obligations under the Investment Management Agreement in each financial year is limited to the aggregate fees paid to the Investment Manager for a financial year under the agreement, except in the event that such liability arises out of any gross negligence, willful default or misconduct or fraud of the Investment Manager, as determined by a final non-appealable order of a court of competent jurisdiction. As a result, the Trust’s rights and the rights of the Unitholders to recover claims against the Investment Manager are limited.

Accordingly, the liability of the Investment Manager, Project Manager and the Trustee are limited under the terms of these agreements and the Unitholders may not be able to recover claims against the Trustee, the Project Manager or the Investment Manager. Further, pursuant to the Trust Deed, the Trustee is not under any obligation to institute, acknowledge the service of, appear in, prosecute or defend any action, suit, proceeding or claim, which in its opinion might involve it in expense or liability that exceeds the value of the fund.

If the management agreements were to be terminated or if their terms were to be altered, our business could be adversely affected, as the Trustee may not be able to immediately replace such services, and even if replacement services were immediately available, the terms offered or obtained with the new managers could be less favourable than the ones currently offered by the Investment Manager and the Project Manager.

Conflicts of interest may arise out of common business objectives shared by the Investment Manager, the Sponsors, the Project Manager and us.

We have and will continue to rely on the resources of the MSPL Sponsor including with respect to renewable energy, infrastructure, technical capabilities and human resources. We may compete with existing and future private and public investment vehicles established and/or managed by the Sponsors, which may present various conflicts of interest. Certain of these divisions and entities have or may have an investment strategy similar to our investment strategy and therefore may compete with us. Conflicts of interest may arise in allocating or addressing business opportunities and strategies amongst the Sponsors, the Investment Manager, the Project Manager, and us, in circumstances where our interests differ from theirs.

In addition, the Trustee and/or Unitholders may not be aware of any such conflict, and even if made so aware, the Trustee and the Unitholders’ ability to recover claims against the Investment Manager are limited. Moreover, the Investment Manager’s liability is limited under the Investment Management Agreement and the Trustee has agreed to indemnify the Investment Manager out of Trust’s assets against certain liabilities. As a result, we could experience poor performance or losses for which the Investment Manager would not be liable. Other present and future activities of the Sponsors, the Investment Manager and the Trustee may also give rise to additional conflicts of interest relating to us and our investment activities. In the event that any such conflict of interest arises, we will attempt to resolve such conflicts in a fair and reasonable manner; however, investors should be aware that conflicts will not necessarily be resolved in favour of our interests.

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Our success depends in large part upon certain directors, executive officers and key employees of the Investment Manager and Project Manager, the management and personnel that they employ, and their ability to attract and retain such persons.

Our ability to make consistent distributions to our Unitholders depends on the continued service of certain directors, executive officers, management teams and personnel of the Investment Manager and Project Manager. Each of the Investment Manager and Project Manager may face challenges in recruiting and retaining a sufficient number of suitably skilled personnel. Generally, there is significant competition for management and other skilled personnel in our industry in India, and it may be difficult to attract and retain the skilled personnel that the Investment Manager and Project Manager need for our operations. Furthermore, the Investment Manager and Project Manager may not be able to adequately redeploy and re-train their employees to keep pace with evolving industry standards and changing customer preferences. The loss of key personnel of either of the Investment Manager or the Project Manager, may have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows of the Trust.

As a shareholder of the Initial Portfolio Assets, the Trust's rights are subordinated to the rights of creditors, debt holders and other parties specified under Indian law in the event of insolvency or liquidation of the Initial Portfolio Assets.

In the event of liquidation of any Initial Portfolio Asset and / or any new Asset acquired, the external secured creditors of the Trust and / or such new Asset acquired will be entitled to payment from the liquidation proceeds in priority to the Trust in its capacity as an equity shareholder of the Initial Portfolio Assets under the Insolvency and Bankruptcy Code, 2016 as per thee terms of the respective financing documents. Further, should the Trust be dissolved, depending on the circumstances and the terms upon which our assets are disposed of, there is no assurance that a Unitholder will recover all or any part of its investment. There may also be uncertainty around the interpretation and implementation of certain provisions in relation to insolvency of a trust under the Insolvency and Bankruptcy Code, 2016.

The Trust may be unable to dispose-off its non-performing assets in a timely manner.

Due to the nature of its structure, the Trust may be unable to dispose off its non-performing assets or under-performing assets in a timely manner, or at all. For example, under the InvIT Regulations, any asset acquired by the Trust is required to be held for a period of at least three years from the date of acquisition. As a result, no assurance can be given that the Trust may be able to adapt to market developments, changes in asset quality, or adverse macroeconomic factors in a way comparable to, or competitive with, its competitors (whether InvITs or public/ private companies). Any ability to dispose off non-performing assets may in turn adversely affect the financial condition, business and prospects of the Trust, as well as distributions to the Unitholders.

We do not provide any assurance or guarantee of any distributions to the Unitholders. Further, the level of distributions may fall.

The Trust's distributions will be based on the cash flows generated from the operations to be undertaken by the underlying Initial Portfolio Assets held by the Trust and not on whether the Trust makes an accounting profit or loss. The InvIT Regulations provide that not less than 90% of net distributable cash flows of each Initial Portfolio Asset are required to be distributed to the Trust in proportion of the Trust's holding in the Initial Portfolio Assets subject to applicable provisions of the Companies Act, 2013. Not less than 90% of distributable cash flows of the Trust shall be distributed to the Unitholders. Under the InvIT Regulations, such distributions are required to be declared and made not less than once in every year and shall be made not later than fifteen days from the date of such declaration.

The Trust will also rely on the receipt of interest, dividends, and principal repayments (net of applicable taxes and expenses) from each Initial Portfolio Asset in order to make distributions to the Unitholders. There is no assurance that the Trust will be able to make distributions to the Unitholders or that distributions will be consistent across various periods. Further, the income earned by each of the Initial Portfolio Asset may be affected by a number of factors including, among other things:

- the business and financial position of the Initial Portfolio Assets;

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- amount of income generated, and the level of operating and other expenses incurred as a result of escalation in commodity prices and labour costs;
- ability of the Initial Portfolio Assets to borrow funds and access debt capital markets;
- applicable laws and regulations, which may restrict the payment of distributions by the Initial Portfolio Assets;
- fluctuations in the working capital needs of the Initial Portfolio Assets;
- changes in accounting standards, taxation laws and regulations, laws and regulations in respect of foreign exchange repatriation of funds, corporation laws and regulations relating thereto; and
- the terms of agreements, including the Power Purchase Agreements, project agreements or financing agreements, to which the Initial Portfolio Assets are, or may become, a party (such as cash sweep provisions).

The distributions from the Initial Portfolio Assets to the Trust may also be subject to the requirement of creation of certain necessary reserves as set out in the Distribution Policy of the Trust. Further, the methodology of computation of the net distributable cash flows may change subsequently due to regulatory changes which can impact the amount of cash flows available for distribution. Any change in applicable laws in India or elsewhere (including, for example, tax laws and foreign exchange controls) may limit our ability to pay or maintain distributions to our Unitholders. Furthermore, no assurance can be given that we will be able to pay or maintain the levels of distributions at all, or that the level of distributions will increase over time, or that future acquisitions or rights in new assets will increase our distributable cash flow to our Unitholders. Any reduction in, or delay/default in payments of distributions could materially and adversely affect the market price of our Units. In addition, the financing agreements entered into by any of the Initial Portfolio Assets with banks, financial institutions or accessed through the debt capital markets may typically contain certain restrictive covenants, including, but not limited to, requirements that they obtain consent from the lenders prior to making any payments to the Trust. Any failure to obtain such consents in a timely manner or at all would impede our ability to make distributions to the Unitholders on a regular basis or at all, which could materially and adversely affect the market price of the Units. Additionally, following a default under our financing agreements if and when entered into, lenders may take coercive actions as per the rights available to them under applicable law, which may restrict our ability to conduct business and operations.

Distributions may be adversely impacted due to cash trapped in the Initial Portfolio Assets.

Under the Companies Act, 2013, a company may declare dividends after the transfer of profits to reserves. Further, amortization and depreciation are non-cash expenditures and are charged to the profit and loss account. Consequently, a company may have surplus cash but no profit in the profit and loss account and thus will not be able to declare dividends, resulting in cash trapped in the company. In the event that cash is trapped in the Initial Portfolio Assets, the Investment Manager and the Trustee may evaluate various options to extract the cash and make distributions to the Unitholders. There is no assurance that any such options to extract the cash trapped in the Initial Portfolio Assets would not have adverse tax implications or impact our distributions, business and results of operation adversely.

Information and the other rights of Unitholders under Indian law may differ from such rights available to equity shareholders of an Indian company or under the laws of other jurisdictions. Further, the reporting requirements and other obligations of infrastructure investment trusts post-listing are still evolving. Accordingly, the level of ongoing disclosures made to, and the protection granted to our Unitholders may be more limited than those made to or available to shareholders of a company that has listed its equity shares upon a recognized stock exchange in India.

The InvIT Regulations, along with the guidelines and circulars issued by the SEBI from time to time, govern the affairs of infrastructure investment trusts in India. However, as compared to the statutory and regulatory framework governing companies that have listed their equity shares upon a recognized stock exchanges in India, the regulatory framework applicable to infrastructure investment trusts is relatively nascent and thus, still evolving. Pursuant to a circular dated November 29, 2016, as amended, SEBI has prescribed certain continuous disclosure requirements that will be applicable to the InvIT after listing. Accordingly, the ongoing disclosures made to Unitholders under the InvIT Regulations may differ from those made to the shareholders of a company that has listed its equity shares upon a recognized stock exchange in India. Further, the rights of the Unitholders may not be as extensive as the rights of the shareholders of a company that has listed its equity shares upon a recognized stock exchange in India, and accordingly, the protection available to the

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Unitholders may be more limited than those available to such shareholders. The InvIT Regulations were amended on February 14, 2023 to incorporate certain provisions of the Listing Regulations, along with, inter-alia, additional requirements in relation to the governance of InvITs. These governance norms are applicable to all InvITs registered with the SEBI, with effect from April 1, 2023. Furthermore, the Trust Deed and various provisions of Indian law govern our corporate affairs. Legal principles relating to these matters and the validity of corporate procedures, fiduciary duties and liabilities, and Unitholders' rights may differ from those that would apply to a company in India or a trust in another jurisdiction. Unitholders' rights and disclosure standards under Indian law may also differ from the laws of other countries or jurisdictions.

Any additional debt financing or issuance of additional Units may have a material, adverse effect on the Trust's distributions, and your ability to participate in future rights offerings may be limited.

The Investment Manager, on behalf of the Trust may require additional debt financing or the issuance of additional Units in order to support the operating business or to make acquisitions and investments. If obtained, any such additional debt financing may decrease distributable income, and any issuance of additional Units may dilute existing Unitholders' entitlement to distributions and their unitholding. We are not required to offer pre-emptive rights to existing Unitholders when issuing new Units. Compliance with securities laws or other regulatory provisions in some jurisdictions may prevent certain investors from participating in any future rights issuances and thereby result in dilution of their existing holdings in Units.

The Unitholders will be unable to redeem the Units. Further, under Indian law, foreign investors are subject to restrictions that limit their ability to transfer or redeem Units, which may adversely impact the value of the Units.

Unitholders will not have the right to redeem Units or request or require the redemption of Units by the Investment Manager while the Units are listed on the Stock Exchange. Under foreign exchange regulations currently in force in India, transfers of units between non-residents and residents are permitted, subject to certain exceptions and if they comply with the pricing and reporting requirements specified by RBI. If a transfer of units is not compliant with such pricing or reporting requirements and does not fall under any of the exceptions specified by RBI, then RBI's prior approval is required. Additionally, Unitholders who seek to convert Indian rupee proceeds from a sale of units in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from RBI or any other Governmental agency can be obtained on any particular terms or in a timely manner, or at all. Furthermore, in terms of the InvIT Regulations, an infrastructure investment trust may redeem units only by way of a buyback and may be subject to additional conditions and restrictions under Indian regulations.

The Units listed on the Stock Exchange may not be actively traded or liquid.

The listing of the Units on the Stock Exchange does not guarantee that an actively traded market will develop or, if a market does develop, it'll remain to be liquid for the Units. As the Units have been offered through a private placement in a Minimum Bid Size, there is a lack of liquidity and a limited market for the Units relative to some other liquid securities listed on the exchange. The price of the Units may be volatile, and investors may be unable to resell the Units at or above the Offer Price, or not at all. Although it is currently intended that the Units will remain listed on the Stock Exchange, there is no guarantee of the continued listing of the Units. There is no assurance that the Trust will continue to satisfy the listing requirements for InvITs. Further, it may be difficult to assess the Trust's performance against domestic benchmarks.

Any future issuance of Units by us or sales of Units by the Sponsors or any of other significant Unitholders may materially and adversely affect the trading price of the Units.

Any future issuance of Units by us could dilute investors' holdings of Units. Any such future issuance of Units may also materially and adversely affect the trading price of the Units, and could impact our ability to raise capital through an offering of our securities. There can be no assurance that we will not issue further Units. In addition, any perception by investors that such issuances might occur could also affect the trading price of the Units. Units will be tradable on the Stock Exchange. If the Sponsors or Sponsor Group (following the lapse of their lock-up arrangements or in accordance with applicable law), directly or indirectly, sell or pledge or encumber or otherwise dispose or are perceived as intending to sell or pledge or encumber or otherwise dispose a substantial number of Units, or if a secondary offering of the Units is undertaken, the market price for the Units could be materially and adversely affected. These sales may also make it more difficult for us to raise capital through the issue of new units at a time and at a price we deem appropriate.

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The price of the Units may decline.

The market price of the Units may also be highly volatile and could be subject to wide fluctuations. If the market price of the Units declines significantly, investors may be unable to resell their Units at or above their purchase price, if at all. There can be no assurance that the market price of the Units will not fluctuate or decline significantly in the future. The market price of the Units will depend on many factors, including, among others:

- the perceived prospects of our business and investments and the market for renewable energy and other infrastructure projects;
- differences between our actual financial and operating results and those expected by investors and analysts;
- the perceived prospects of renewable energy and other infrastructure projects that may be added to our portfolio in accordance with our investment mandate;
- changes in research analysts' recommendations or projections;
- changes in general economic or market conditions;
- the market value of our assets;
- the perceived attractiveness of the Units against those of other business trusts, equity or debt securities;
- the balance of buyers and sellers of the Units;
- the size and liquidity of the Indian business trusts market;
- the ability of the Investment Manager to implement successfully its investment and growth strategies;
- foreign exchange rates;
- broad market fluctuations, including increases in interest rates and weakness of the equity and debt markets;
- variations in our quarterly operating results;
- difficulty in assessing our performance against either domestic or international benchmarks, as there are few listed comparables;
- publication of research reports about us, our affiliates, other renewable energy businesses, the renewable energy industry in general or other relevant sectors, or the failure of securities analysts to cover the Units;
- additions or departures of key management personnel of the Investment Manager, Project Manager and/or any SPV of the Trust and / or any other present or future party(ies) to the Trust.
- changes in the amounts of our distributions, if any, and changes in the distribution payment policy or failure to execute the existing distribution policy;
- actions by Unitholders;
- changes in market valuations of similar business entities or companies;
- announcements by us or our competitors of significant contracts, acquisitions, disposals, strategic partnerships, joint ventures or capital commitments;
- speculation in the press or investment community; and
- changes or proposed changes in laws or regulations affecting the renewable energy industry and infrastructure development in India or enforcement of these laws and regulations, or announcements relating to these matters.

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Further, movements in domestic and international securities markets, economic conditions, foreign exchange rates and interest rates may affect the market price of and demand for the Units. In particular, an increase in market interest rates may have an adverse impact on the market price of the Units if the annual yield on the price paid for the Units gives investors a lower return as compared to other investments.

To the extent that we retain operating cash flow for investment purposes, working capital reserves or other purposes, these retained funds, while increasing the value of our underlying assets, may not correspondingly increase the market price of the Units. Any failure on our part to meet market expectations with regard to future earnings and cash distributions may adversely affect the market price for the Units.

Where new Units are issued at less than the market price of the Units, the value of an investment in the Units may be affected. In addition, Unitholders who do not, or are not able to, participate in the new issuance of Units may experience a dilution of their interest in the Trust. In addition, the Units are not capital-safe products and there is no guarantee that Unitholders can regain the amount invested, in full or in part. If the Trust is terminated or liquidated, it is possible that investors may lose all or a part of their investment in the Units.

There is no assurance that our Units will remain listed on the Stock Exchange.

Although it is currently intended that the Units will remain listed on the Stock Exchange, there is no guarantee of the continued listing of the Units. Among other factors, we may not continue to satisfy the listing requirements of the Stock Exchange. Accordingly, Unitholders will not be able to sell their Units through trading on the Stock Exchange if the Units are no longer listed on the Stock Exchange. While the InvIT Regulations state that we must provide Unitholders with an exit prior to delisting, the specific mechanism of such delisting and related exit offer has not yet been finalised by the SEBI. Further, under the InvIT Regulations, we are required to maintain a minimum of five Unitholders (other than the Sponsors, its related parties and its associates) at all times after the listing of the Units pursuant to the Offer and certain minimum public holding requirements. Failure to maintain such minimum number of Unitholders or public holding may result in action being taken against us by SEBI and the Stock Exchange, including the compulsory delisting of our Units.

The Trust has a limited number of listed peers undertaking similar lines of business for comparison of performance and therefore investors must rely on their own examination of the Trust for the purposes of investment.

As of the date of this Annual Report, there are a limited number of other infrastructure investment trusts listed on the Indian stock exchanges and, accordingly, the Trust is not in a position to provide a comparative analysis of its performance with many listed InvITs. Investors must rely on their own examination of the Trust for the purposes of investing in the Units.

The Trust may be dissolved, and the proceeds from the dissolution thereof may be less than the amount invested by the Unitholders.

The Trust is a contributory irrevocable trust registered under the Registration Act, 1908 and it may only be extinguished (i) if it is impossible to continue with the Trust or if the Trustee, on the advice of the Investment Manager, deems it impracticable to continue with the Trust; (ii) on the written recommendation of the Investment Manager and upon obtaining the prior written consent of such number of the Unitholders as is required under the InvIT Regulations; (iii) if the Units of the Trust are delisted from the Stock Exchange; (iv) if SEBI passes a direction for the winding up of the Trust or the delisting of the Units; or (v) in the event the Trust becomes illegal. Under the Trust Deed, in the event of dissolution, the net assets of the Trust, remaining after settlement of all liabilities, and the retention of any reserves which the Trustee deems to be necessary to discharge contingent or unforeseen liabilities, shall be paid to the Unitholders. Should the Trust be dissolved, depending on the circumstances and the terms upon which assets of the Trust are disposed of, there is no assurance that a Unitholder will recover all or any part of their investment.

If a default is triggered under the financing documents that the Trust is a party to, the Trustee/ Investment Manager will take steps to cure such default and/or to repay the affected lender by appropriate means, including divesting or liquidating the assets of the Trust or raising additional financing, in accordance with such financing documents and applicable laws. If such default is not cured, and the affected lender initiates proceedings against the Trust, the Trust may be terminated subject to applicable laws. In the event of a termination of the Trust, the net assets which will be paid to the Unitholders will take into account the debt, liabilities and obligations of the Trust. There is no assurance that Unitholders will recover all or any part of their investments.

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Compliance with the European Union Directive on Alternative Investment Fund Managers and the United Kingdom Regulation on Alternative Investment Fund Managers may increase administrative and regulatory burdens on the Investment Manager and us.

As used herein, the "AIFMD" refers to Directive 2011/61/EU of the European Parliament and of the Council of June 8, 2011 on Alternative Investment Fund Managers, together with EU Commission delegated Regulation (EU) No. 231/2013 of December 19, 2012, supplementary Directive 2011/61/EU of the European Parliament and of the Council, and the national laws transposing Directive 2011/61/EU in any EEA member state in which the Units are marketed. The "UK AIFMR" refers to the United Kingdom's (the "UK") Alternative Investment Fund Managers Regulations 2013.

Among other things, the AIFMD regulates and imposes regulatory obligations in respect of the active marketing in the EEA by AIFMs (irrespective of whether they have their registered office in an EEA member state or elsewhere) of AIFs (whether established in an EEA member state or elsewhere). The Investment Manager is a non-EEA AIFM for the purposes of the AIFMD. Non-EEA AIFMs are currently not able to become authorized under the AIFMD. In order to market to investors resident, domiciled or with a registered office in the EEA, non-EEA AIFMs must market AIFs in accordance with the applicable national private placement regimes of the EEA member states in which they wish to market and comply with a sub-set of requirements under the AIFMD (which are much more limited in scope than those applicable to AIFMs that are established in the EEA). These requirements are: (i) "point-of-sale" disclosures (as to which, please see Annex D), (ii) ongoing investor disclosures required pursuant to Articles 23(4) and (5) of the AIFMD (as to which, please see below), (iii) provision of information relating to the Trust's investments and its assets under management to the regulators of any EEA member state into which Units in the Trust are actively marketed, and (iv) the "asset-stripping" rules (in the event that the Trust acquires control of an EEA based portfolio company).

The information in respect of the Trust required to be disclosed pursuant to Articles 23(4) and (5) of the AIFMD will be made available to each Unitholder, as follows: (a) the percentage of the Trust's assets which are subject to special arrangements arising from their illiquid nature will be notified to the Unitholders; (b) any new arrangements for managing the liquidity of the Trust will be provided without undue delay in a disclosure notice delivered to each Unitholder; (c) the current risk profile of the Trust and the risk management systems employed by the Investment Manager to manage those risks may be provided in each annual report of the Trust; (d) any changes to the maximum level of leverage which the Investment Manager may employ on behalf of the Trust, as well as any right of the reuse of collateral or any guarantee granted under the leveraging arrangement, will be provided without undue delay in a disclosure notice delivered to each Unitholder; and (e) the total amount of leverage employed by the Trust may be provided in each annual report of the Trust.

In addition, it is possible that some EEA member states will elect in the future to restrict or prohibit the marketing of non-EEA AIFs to investors based in those jurisdictions. Any such restrictions or prohibitions may make it more difficult for the Trust to raise its targeted amount of commitments.
In light of the foregoing, the AIFMD could have an adverse effect on the Investment Manager or the Trust by, among other things, increasing the regulatory burden and costs of doing business in the EEA members states, imposing extensive disclosure obligations on companies located in EEA member states, if any, in which the Trust invests, and potentially the Trust having the disadvantage as an investor in portfolio companies located in EEA member states as compared to competitors (e.g., those not in the alternative investment space) that may not be in scope of the AIFMD. The European Securities and Markets Authority ("ESMA") has recently also consulted on the possible extension of the passport for marketing and managing under AIFMD to non-EEA based managers (the marketing and managing passports under AIFMD are currently only available to certain types of EEA based managers).
ESMA provided advice to the European Commission in July 2015 and July 2016 on whether, amongst other things, the passporting regime should be extended to the management and/or marketing of AIFs by non-EEA AIFMs. The European Commission is currently considering whether the passport should be extended. It is currently not clear what the impact would be for the Investment Manager or the Trust of any decision by the European Commission to extend the passporting regime. If the AIFMD national private placement regimes (where implemented) continue to exist in parallel with an extension of the passporting regime, then the Investment Manager may continue to market under AIFMD national private placement regimes or choose to "opt-in" to rely on the passporting regime (which would likely mean an increase in regulatory and compliance costs to comply with the conditions of the passporting regime). If the AIFMD national private placement regimes are removed, then the Investment Manager would likely need to "opt-in" to the passporting regime for any AIFMD marketing of the Trust (which would likely mean an increase in regulatory and compliance costs for the Trust).

Following the withdrawal of the UK from the European Union and subject to compliance with the UK AIFMR, AIFMs may market AIFs to professional investors who are domiciled or have a registered office within the UK pursuant to the UK national private placement regime. The UK AIFMR currently imposes compliance obligations that are broadly similar to those detailed in the above paragraphs in connection with a non-EEA AIFM marketing an AIF pursuant to the national private placement regimes of certain EEA member states. If within scope of the UK AIFMR, these compliance obligations on an AIFM include, among other things, rules relating to the remuneration of certain personnel, minimum regulatory capital requirements, restrictions on use of leverage, restrictions on early distributions ("asset stripping" rules), the appointment of a depositary, disclosure and reporting requirements to both investors and home state regulators, and independent valuation of the assets of an AIF. Where information is provided in response to an own-initiative request by a prospective UK investor, such investor will not benefit from any protections or rights under the UK AIFMR in respect of any resulting subscription for limited partner interests.

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Following the withdrawal of the UK from the European Union and subject to compliance with the UK AIFMR, AIFMs may market AIFs to professional investors who are domiciled or have a registered office within the UK pursuant to the UK national private placement regime. The UK AIFMR currently imposes compliance obligations that are broadly similar to those detailed in the above paragraphs in connection with a non-EEA AIFM marketing an AIF pursuant to the national private placement regimes of certain EEA member states. If within scope of the UK AIFMR, these compliance obligations on an AIFM include, among other things, rules relating to the remuneration of certain personnel, minimum regulatory capital requirements, restrictions on use of leverage, restrictions on early distributions ("asset stripping" rules), the appointment of a depositary, disclosure and reporting requirements to both investors and home state regulators, and independent valuation of the assets of an AIF. Where information is provided in response to an own-initiative request by a prospective UK investor, such investor will not benefit from any protections or rights under the UK AIFMR in respect of any resulting subscription for limited partner interests.

Our results may be adversely affected by future unforeseen events, such as the outbreak of the Novel Coronavirus ("COVID-19"), or a similar outbreak, adverse weather conditions, natural disasters, terrorist attacks or threats, future epidemics or pandemics or other catastrophic events.

Unforeseen events, such as adverse epidemics, pandemics, weather conditions, natural disasters, threatened or actual armed conflicts, terrorist attacks, efforts to combat terrorism or other catastrophic events can adversely impact our business. We cannot predict the affect any such events will have on our business, prospects, financial condition, results of operations, cash flows, future operations and performance; however, they could be material.

If the outbreak of COVID-19 virus, or any other similar outbreak, continues for an extended period, occurs again and/or increases in severity, it could have an adverse effect on economic activity in India, and could materially and adversely affect our business, financial condition and results of operations. Similarly, any other future epidemics/ pandemics in India or elsewhere could materially and adversely affect our business, prospects, financial condition, results of operations, cash flows, future operations and performance.

Changing laws, rules and regulations and legal uncertainties may materially and adversely affect our business, financial condition and results of operations and ability to make distributions to our Unitholders.

Our business, financial condition and results of operations could be materially and adversely affected by any change in laws or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. There can be no assurance that the Government or State Governments will not implement new regulations and policies which will require the Trust to obtain additional approvals and licenses from governmental and other regulatory bodies or impose onerous requirements and conditions on our operations.

The Investment Manager cannot predict the terms of any new policy, and there can be no assurance that such policy will not be onerous.

Our business is dependent on economic growth in India and financial stability in Indian markets, and any slowdown in the Indian economy or in Indian financial markets or any social, economic and political conditions in India could have an adverse effect on our business, results of operations, financial condition and the price of our Units.

Our Investment Manager and we are registered in India, and the Initial Portfolio Assets and our Investment Manager are located in India. As a result, we are highly dependent on the prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy.

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Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in interest rates or inflation in India;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India;
- prevailing income, consumption and savings conditions among consumers and corporations in India;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies and which may impact India's foreign exchange reserves;
- civil unrest, riots, protests, acts of violence, terrorist attacks, political instability, terrorism or military conflict in India, including increased tensions on the Indian borders, or in countries in the region or globally, including in India's various neighbouring countries;
- the occurrence of force majeure events under the contractual arrangements of the Initial Portfolio Assets;
- the occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions;
- balance of trade movements, including export demand and movements in key imports, including oil and oil products;
- annual rainfall which affects agricultural production; and
- other significant regulatory, policy or economic developments in or affecting India or its infrastructure sector.

Inflation rates in India have been volatile in recent years, and such volatility may continue. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase price of transportation, wages, raw materials and other expenses, whether entirely or in part, and may adversely affect our business and financial condition. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could have an adverse effect on our business, results of operations, financial condition and the price of our Units.

Furthermore, the Indian economy and Indian financial markets are influenced by economic and market conditions in other countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in past years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of entities in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general.

Any global financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur and could harm our results of operations and financial condition.

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Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, and the relationships amongst India and such countries, including conditions in the United States, Europe, Canada and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows.

Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. The imposition of sanctions on Russia have also impacted economic conditions in various parts of the world, including Europe.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In recent years, tensions have been rising between India and China over a disputed border in the Himalayan region which has led to military clashes.

Legislators and financial regulators in the United States and other jurisdictions, including India, implement a number of policy measures designed to add stability to the financial markets from time to time. However, the overall long-term effect of such legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation.

These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. For instance, the geopolitical tension and restrictions in China is a material risk in relation to control and embargoes on photovoltaic modules. This could have a material adverse effect on our business, financial condition and results of operations and reduce the trading price of the Units.

Any downgrading of India's debt rating by rating agencies could have a negative impact on our business.

India's sovereign rating is Baa3 with a "stable" outlook by Moody's, BBB- with a "stable" outlook by Fitch and BBB- (Stable) by S&P. India's sovereign rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings by rating agencies may adversely affect our ability to raise additional financing, and the interest rates and other terms at which such additional financing is available. This could materially and adversely affect our ability to obtain financing for capital expenditure, which could in turn materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange resources, which are outside our control.

We may be exposed to variations in foreign exchange rates. Fluctuations in the exchange rate of the Indian Rupee with respect to the U.S. Dollar or other currencies will affect the foreign currency equivalent of the value of the Units and any distributions.

Our revenues are in Indian rupees, and currently the Initial Portfolio Assets hold certain buyer's credit, which is fully hedged in foreign currency. The Indian rupee has depreciated and appreciated in the recent years. In the future if the Indian rupee continues to depreciate against the U.S. dollar, this will lead to an increase in the Indian rupee cost for us.

RISK FACTORS

Fluctuations in the exchange rates between the Indian Rupee and other currencies will affect the foreign currency equivalent of the Indian Rupee price of the Units. In particular, the Indian Rupee has declined significantly against the U.S. dollar recently. Such fluctuations will also affect the amount that holders of the Units will receive in foreign currency upon conversion of any cash distributions or other distributions paid in Indian Rupees by us on the Units, and any proceeds paid in Indian Rupees from any sale of the Units in the secondary trading market. Further, a decline in India's foreign exchange reserves may reduce liquidity and increase interest rates in India, which could have an adverse impact on us.

Significant differences exist between Ind AS and other accounting principles, such as IFRS, Indian GAAP and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.

The Audited Financial Statements included in this Annual Report are prepared and presented in conformity with Ind AS, consistently applied during the periods stated in those reports, except as otherwise provided therein, and no attempt has been made to reconcile any of the information given in this Annual Report to any other principles or to base the information on any other standards. Ind AS differs from other accounting principles with which prospective investors may be familiar in, such as IFRS, Indian GAAP and U.S. GAAP. In addition, as the mandated transition to Ind AS is very recent, there is no significant body of established practice from which we can draw on in forming judgments regarding the implementation and application of Ind AS, as compared to established IFRS or Indian GAAP generally, or in respect of specific industries. Accordingly, the degree to which the Financial Statements included in this Annual Report will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Persons not familiar with Indian accounting practices should limit their reliance on the financial disclosures presented in this Annual Report.

Unitholders may not be able to enforce a judgment of a foreign court against the Trust or the Investment Manager.

The enforcement of civil liabilities by overseas investors in the Units, including the ability to effect service of process and to enforce judgments obtained in courts outside of India, may be adversely affected by the fact that (i) the Trust is constituted under the laws of the Republic of India, (ii) the Investment Manager and the Trustee are limited liability companies incorporated under the laws of the Republic of India, (iii) certain directors and key personnel of the Investment Manager reside in India, and (iv) all of the assets of the Trust, the Initial Portfolio Assets and the Investment Manager are located in India. As a result, it may be difficult to serve process upon the Trust, the Investment Manager, the Trustee or any of these persons outside of India or to enforce in India judgments obtained against such persons in courts outside of India.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments are provided for under Section 13, Section 14 and Section 44A of the Civil Procedure Code, 1908. The GoI has, under Section 44A of the Civil Procedure Code, notified certain countries as reciprocating countries. Section 13 of the Civil Procedure Code provides that a foreign judgment will be conclusive regarding any matter directly adjudicated upon, between the same parties or between the parties whom they or any of them claim are litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; or (vi) where the judgment sustains a claim founded on a breach of any law in force then in India. Section 44A of the Civil Procedure Code provides that where a foreign judgment has been rendered by a superior court in any country or territory outside India, which the GoI has, by notification, declared to be a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a similar nature or in respect of a fine or other penalties and does not include arbitration awards.

There may be considerable delays in the disposal of suits by Indian courts. It may be unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it may be unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with the public policy in India. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to execution and any such amount may be subject to income tax in accordance with applicable laws. Any judgment or award in a foreign currency would be converted into Indian Rupees on the date of the judgment or award and not on the date of the payment which could be subject to foreign exchange risk. Generally, there are considerable delays in the processing of legal actions to enforce a civil liability in India, and therefore it is uncertain whether a suit brought in an Indian court will be disposed of in a timely manner or subject to considerable delays. Furthermore, the OTPP Sponsor is incorporated under the laws of Ontario, Canada and accordingly, the enforcement of civil liabilities by overseas investors in the Units including the ability to effect service of process and to enforce judgments, against the OTPP Sponsor, will be subject to the applicable laws of Canada.

RISK FACTORS

We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could materially and adversely affect our business.

The Competition Act, 2002, as amended (the "Competition Act"), regulates practices having an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and results in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise in a relevant market.

The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India.

In the event, the Initial Portfolio Assets or the Trust enters into any agreements or transactions that have an appreciable adverse effect on competition in the relevant market in India, the provisions of the Competition Act will be applicable. Any prohibition or substantial penalties levied under the Competition Act could materially and adversely affect our financial condition and results of operations. Any adverse impact on our financial condition or operations due to the Competition Act may have a material adverse impact on our business, financial condition, results of operations and prospects and our ability to make distributions to the Unitholders.

Changes in legislation or the rules relating to tax regimes could materially and adversely affect our business, prospects and results of operations.

Tax and other levies imposed by the Government and state governments may include: (i) income tax (including withholding tax and tax collection at source); (ii) wealth tax (which was withdrawn with effect from January 1, 2016); (iii) excise duty; (iv) value added tax/central sales tax/ goods and service tax; (v) service tax; (vi) stamp duty; and (vii) other special taxes and surcharges that are introduced on a temporary or permanent basis from time to time. In some cases, these taxes and other levies may be changed from year to year and the Indian courts which interpret tax legislation may apply such interpretations with retroactive effect. Also, the Government in certain situations has the authority to change tax laws retrospectively.

Further, any application of existing law or future amendments or introduction of new laws may affect our overall tax efficiency and may result in significant additional taxes becoming payable.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve, and may impact the viability of our current business or restrict our ability to grow our business in the future.

Tax laws are subject to changes and differing interpretations, which may materially and adversely affect our operations.

Tax laws and regulations are subject to differing interpretations by tax authorities. Differing interpretations of tax and other fiscal laws and regulations may exist within governmental ministries, including tax administrations and appellate authorities, thus creating uncertainty and potential unexpected results. The degree of uncertainty in tax laws and regulations, combined with significant penalties for default and a risk of aggressive action by the governmental or tax authorities, may result in tax risks in the jurisdictions in which we operate being significantly higher than expected. For instance, while the Investment Manager intends to take measures to ensure that it is in compliance with all relevant tax laws, there is no assurance that the tax authorities will not take a position that differs from the position taken by us with regard to our tax treatment of various items. Any of the above events may result in a material, adverse effect on our business, financial condition, results of operations and/or prospects and our ability to make distributions to the Unitholders. However, the tax authorities might take a position that differs from the position taken by us with regard to our tax treatment of various items.

RISK FACTORS

Investors may be subject to Indian taxes arising out of capital gains on the sale of Units, on any dividend or interest component of any returns from the Units or on certain distributions from the Trust.

Investors may be subject to Indian taxes arising out of capital gains on the transfer/ redemption of the Units. The applicable taxes on the sale of Units and on any dividend or interest component of any returns from the Unit will also be subject to the category of investor holding or selling the Units and/or tax treaty benefits (if applicable). Tax laws may have an impact on the tax applicable on the distributions made to the unitholders, and unitholders should obtain regular advice on the exact impact of the taxability of the distributions received from the Trust.

The Trust and the Initial Portfolio Assets may be subject to certain tax related risks under the provisions of the IT A.

The Trust is under an obligation to distribute to the Unitholders, the surplus of the income earned from receipt of cash flows from the interest and dividend received from the Initial Portfolio Assets, after the deduction of the various expenses incurred in connection with earning such income and general-purpose expenses. The provisions of the ITA provide that the Trust should disclose the nature of the amount distributed to the Unitholders, i.e., whether from dividends received from the Initial Portfolio Assets, interest income earned, etc. However, there is lack of clarity on the method to be adopted by the Trust for the allocation of various expenses incurred towards earning each specific stream of income by the Trust.

The income of the Trust in relation to which pass through status is not granted under the ITA may be chargeable to Indian taxes.

Under the provisions of the ITA, the total income of the Trust other than capital gains, interest and dividend income from the Initial Portfolio Assets would be taxable at the maximum marginal rate (“MMR”). MMR is defined under the provisions of the ITA to mean the rate of income-tax (including surcharge on income-tax, if any) applicable in relation to the highest slab of income. In accordance with Section 115UA of the ITA, the MMR applicable to the Trust, a separately assessable resident entity, is 30.0% (plus applicable surcharge and cess). However, the tax authorities may view the Trust as a “pass through” entity and the applicable tax rate will be the MMR applicable to its beneficiaries. If any beneficiary is chargeable to MMR at a rate higher than the rate applicable to other beneficiaries, the income of the Trust attributable to the share of such beneficiary will be taxed at a higher applicable rate. For example, if any Unitholder is a non-resident, the MMR of 40.0% (plus applicable surcharge and cess) would apply. As there are divergent views, there is a possibility that the matter may be litigated if the tax authorities subscribe to the latter view.

DISCLOSURES

This report includes certain statements about the future and may include projections. These forward looking statements are generally identified by words such as 'aim,' 'anticipate,' 'believe,' 'expect,' 'estimate,' 'intend,' 'objective,' 'plan,' 'project,' 'will,' 'will continue,' 'will pursue,' 'seek to,' or similar expressions. Likewise, statements describing strategies, objectives, plans, or goals are also considered forward-looking statements. All forward-looking statements are subject to risks, uncertainties, and assumptions. Actual results may differ significantly from the suggestions made by these forward looking statements or projections due to various risks and uncertainties. These risks and uncertainties, in addition to the ones otherwise specified include, but are not limited to, regulatory changes affecting the infrastructure sector in India and the Trust's ability to adapt to them, successful implementation of the Trust's strategy and objectives, growth and expansion plans, technological changes, market risks faced by the Trust, general economic and political conditions in India that may impact the Trust's business and investments, monetary and fiscal policies, inflation, deflation, unexpected turbulence in interest rates, foreign exchange rates, equity prices, or other rates and prices, performance of financial markets in India and globally, changes in domestic laws, regulations, taxes, and competition in the infrastructure sector.

Annexures

FINANCIAL STATEMENTS

STANDALONE FINANCIAL STATEMENTS

Deloitte
Haskins & Sells LLP

Chartered Accountants
One International Centre
Tower 3, 32nd Floor,
Senapati Bapat Marg,
Elphinstone Road (West),
Mumbai - 400 013
Maharashtra, India
Phone: +91 22 6185 4000
Fax: +91 22 6185 4101

INDEPENDENT AUDITOR'S REPORT

To The Unitholders of Sustainable Energy Infra Trust
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Sustainable Energy Infra Trust ("the Trust"), which comprise the Standalone Balance Sheet as at March 31, 2024, Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Unitholders' Equity, Standalone Statement of Cash Flows for the period from July 20, 2023 to March 31, 2024, Standalone Statement of Net Assets at Fair Value as at March 31, 2024 and Standalone Statement of Total Returns at Fair Value and Standalone Statement of Net Distributable Cashflows for the period from July 20, 2023 to March 31, 2024 and a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, including any guidelines and circulars issued thereunder read with the SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (together referred to as the "InvIT Regulations") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, to the extent not inconsistent with the InvIT Regulations, of the state of affairs of the Trust as at March 31, 2024, and its profit including other comprehensive income, its changes in unitholders' equity, its cash flows for the period from July 20, 2023 to March 31, 2024, its net assets at fair value as at March 31, 2024, its total returns at fair value and its net distributable cashflows for the period from July 20, 2023 to March 31, 2024.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) and other pronouncements issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Trust in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

EMPHASIS OF MATTER

We draw attention to Note 2.2 (d) to the Standalone Financial Statements, which describes the presentation of "Unit Capital" as "Equity" to comply with InvIT Regulations. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr No	Key Audit Matter	Auditor's response
1	**Fair Value of Net Assets of the Trust:** In accordance with InvIT Regulations, the Trust discloses Statement of Net Assets at Fair Value which requires fair valuation of net assets. The fair value of net assets of the Trust is determined basis valuation by an independent valuer using discounted cash flow method. While there are several assumptions that are required to determine the fair value of net assets of the Trust, assumptions with the highest degree of estimate, subjectivity and impact on fair value are the valuation methodology used in determining the fair value, future cashflows estimated by the Management relating to solar power generating plants, cost of debt, cost of equity and discount rate. Auditing these assumptions required a high degree of auditor judgment as the estimates made by the Management and the independent external valuer contain significant measurement uncertainty. Refer Statement of Net assets at fair value in the standalone financial statements	**Principal audit procedures performed among others** Our audit procedures relating to the determination of the fair value of net assets included the following, among others: • Tested design, implementation and operating effectiveness of the internal control related to determination of fair value of assets. • Reviewed the independent external valuer's valuation reports to understand the method used, valuation techniques, assumptions and estimates. • Tested the reasonableness of the future cash flows shared by Management with external valuer by comparing it to source information used in preparing the forecasts and actual performance to support any significant expected future changes to the business. • Evaluated the Trust's independent external valuer's competence to perform the valuation. • Involved our internal fair valuation specialists to independently determine fair value of the Net Assets of the Trust as at the balance sheet date, which included assessment of reasonableness of the discount rate used by Management in valuation and the methodology to determine the fair value. • Compared the fair value determined by the independent external valuer with that determined by our internal fair valuation specialist to assess the reasonableness of the fair valuation. • Tested the arithmetical accuracy of computation in the Standalone Statement of Net Assets at Fair Value and evaluated adequacy of disclosures in the standalone financial statements as per requirement of InvIT Regulation.

Information Other than the Financial Statements and Auditor's Report Thereon

- Sustainable Energy Infra Investment Managers Private Limited ('Investment Manager') acting in its capacity as an Investment Manager of the Trust is responsible for the other information. The other information comprises the information and disclosures included in the Annual Report but does not include the standalone financial statements, consolidated financial statements and our auditor's reports thereon.

- Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Management of Investment Manager ("the Management"), is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in unitholders' equity, cashflows for the period from July 20, 2023 to March 31, 2024, net assets at fair value as at March 31, 2024, total returns at fair value and net distributable cash flows for the period from July 20, 2023 to March 31, 2024 of the Trust in accordance with the InvIT Regulations, Ind AS and other accounting principles generally accepted in India, to the extent not inconsistent with the InvIT Regulations.

This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the financial statements by the Investment Manager of the Trust, as aforesaid.

In preparing the standalone financial statements, the Management is responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

The Management is also responsible for overseeing the Trust's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to

the date of our auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare. circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Based on our audit and as required by InvIT Regulations, we report that:

a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) The Standalone Balance Sheet, and Standalone Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Unitholders' Equity, Standalone Statement of Cashflows, dealt with by this Report are in agreement with the relevant books of account of the Trust;

c) In our opinion, the aforesaid standalone financial statements comply with Ind AS, and other accounting principles generally accepted in India, to the extent not inconsistent with the InvIT Regulations.

d) There were no amounts which were required to be transferred to the Investor Protection and Education Fund by the Trust.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/ W-100018)

Mehul Parekh
(Partner)
(Membership No. 121513)
(UDIN: 24121513BKEPFZ9131)

Place: Mumbai
Date: May 24, 2024

Sustainable Energy Infra Trust (SEIT)
Standalone Balance Sheet as at March 31, 2024
All amounts in INR million unless otherwise stated

Particulars	Note No.	As at March 31, 2024
ASSETS		
Non-current assets		
Financial assets		
Investments	3	18,750.00
Loans	4	46,750.00
Other financial assets	6	785.68
		66,285.68
Current assets		
Financial assets		
Cash and cash equivalents	5	5.42
Other current assets	7	29.80
		35.22
Total assets		**66,320.90**
EQUITY AND LIABILITIES		
Equity		
Unit capital	8	32,400.00
Other equity	8A	241.97
Total equity		**32,641.97**
Non-current liabilities		
Financial liabilities		
Borrowings	9	32,678.42
		32,678.42
Current liabilities		
Financial liabilities		
Borrowings	9	984.27
Trade payables	10	
- Total outstanding dues of micro enterprises and small enterprises		1.24
- Total outstanding dues of creditors other than micro enterprises and small enterprises		13.22
Income tax liabilities (net)	11	0.03
Other current liabilities	12	1.75
		1,000.51
Total liabilities		**33,678.93**
Total equity and liabilities		**66,320.90**
Summary of material accounting policies	**2**	

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of
Sustainable Energy Infra Investment Managers Private Limited
(Investment Manager of Sustainable Energy Infra Trust)

Mehul Parekh
Partner

Place: Mumbai
Date: May 24, 2024

Debapratim Hajara
Director
DIN: 09804007

Place: Singapore
Date: May 24, 2024

Avinash Rao
Chief Executive Officer

Place: Mumbai
Date: May 24, 2024

Gaurav Malhotra
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

Sustainable Energy Infra Trust (SEIT)
Standalone Statement of Profit and Loss for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

Particulars	Note No.	For the period from July 20, 2023 to March 31, 2024
Income		
Interest income	13	1,285.15
Total income		**1,285.15**
Expenses		
Investment management fees	25	46.27
Finance cost	15	537.69
Audit fees	14	13.74
Valuation expenses		3.36
Trustee fees		1.89
Registration fees		1.71
Custodian fees		0.49
Other expenses	16	128.18
Total expenses		**733.33**
Profit before tax		**551.82**
Tax expense		
Current tax expense	17	1.18
Deferred tax expense		-
		1.18
Profit for the period after tax		**550.64**
Other comprehensive income		
i. Items that will not be reclassified to profit or loss		-
ii. Items that may be reclassified to profit or loss		-
Total other comprehensive income (i) + (ii)		**-**
Total comprehensive income for the period		**550.64**
Earnings per Unit:		
Basic and Diluted (in INR)	**22**	5.27
Summary of material accounting policies	**2**	

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

Mehul Parekh
Partner

Place: Mumbai
Date: May 24, 2024

For and on behalf of
Sustainable Energy Infra Investment Managers Private Limited
(Investment Manager of Sustainable Energy Infra Trust)

Debapratim Hajara
Director
DIN: 09804007

Place: Singapore
Date: May 24, 2024

Avinash Rao
Chief Executive Officer

Place: Mumbai
Date: May 24, 2024

Gaurav Malhotra
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

Sustainable Energy Infra Trust (SEIT)
Standalone Statement of Cash Flows for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

Particulars	For the period from July 20, 2023 to March 31, 2024
A. Cash flows from operating activities	
Profit before tax	551.82
Adjustments for:	
Finance cost	537.69
Interest income on loans given to subsidiaries	(1,282.38)
Interest income on investment in fixed deposits	(2.77)
Operating cash flows before working capital changes	**(195.64)**
Movements in working capital:	
(Increase) in other assets	(29.80)
Increase in trade payables	14.46
Increase in other liabilities	1.75
Cash (used in) operations	**(209.23)**
Direct taxes paid	(1.15)
Net cash used in operating activities (A)	**(210.38)**
B. Cash flows from investing activities	
Loans given to subsidaries	(46,750.00)
Interest received on loans given to subsidaries	496.70
Interest received on investment in fixed deposits	2.77
Net cash used in investing activities (B)	**(46,250.53)**
C. Cash flows from financing activities	
Proceeds of long term borrowings	34,000.00
Repayment of long term borrowings	(205.15)
Payment of upfront fees on long term borrowings	(133.81)
Finance costs paid	(536.04)
Issue of unit capital (refer note (iv))	13,650.00
Unit issue expense	(308.67)
Net cash generated from financing activities (C)	**46,466.33**
Net increase in cash and cash equivalents (A+B+C)	**5.42**
Cash and cash equivalents at the beginning of the period	-
Cash and cash equivalents at the end of the period	**5.42**

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Sustainable Energy Infra Trust (SEIT)
Standalone Statement of Cash Flows for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

Components of cash and cash equivalents at the end of the period

Particulars	As at March 31, 2024
Balances with banks	5.42
Total cash and cash equivalents	**5.42**

Notes:

(i) The above Standalone statement of cash flows has been prepared under the "indirect method" as set out in 'Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows'.

(ii) The above cash flow excludes proceeds received in the cash escrow account amounting to INR 8,978.00 million on account of offer for sale made by Mahindra Susten Private Limited (selling unitholder) (refer note 8(2)). These funds were remitted to selling unitholder.

(iii) Reconciliation between opening and closing balances for liabilities arising from financing activities (including current maturities)

For the period from July 20, 2023 to March 31, 2024

Particulars	Long term borrowings (including current maturities)
Opening balance July 20, 2023	-
Proceeds of long term borrowings	34,000.00
Finance cost accrued	536.04
Amortisation of upfront fees	1.65
Repayment of long term borrowings	(205.15)
Payment of upfront fees on long term borrowings	(133.81)
Finance cost paid	(536.04)
Closing balance March 31, 2024	**33,662.69**

Non-cash transaction:

(iv) The Trust has issued 187,500,000 units amounting to INR 18,750.00 million in exchange for purchase of the equity shares of subsidiaries aggregating to INR 18,750.00 million. (refer note 8)

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

Mehul Parekh
Partner

Place: Mumbai
Date: May 24, 2024

For and on behalf of
Sustainable Energy Infra Investment Managers Private Limited
(Investment Manager of Sustainable Energy Infra Trust)

Debapratim Hajara
Director
DIN: 09804007

Place: Singapore
Date: May 24, 2024

Avinash Rao
Chief Executive Officer

Place: Mumbai
Date: May 24, 2024

Gaurav Malhotra
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

Sustainable Energy Infra Trust (SEIT)
Standalone Statement of Changes in Unitholders Equity for the period July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

A. Unit capital

Particulars	No. of units	Amount
As at July 20, 2023	-	-
Units issued during the period	32,40,00,000	32,400.00
As at March 31, 2024	**32,40,00,000**	**32,400.00**

B. Other equity

Particulars	Attributable to unitholders
	Retained earnings
As at July 20, 2023	**-**
Profit for the period	550.64
Other comprehensive income	-
Total comprehensive income for the period	**550.64**
Less: Unit issue expenses (refer note 27)*	(308.67)
As at March 31, 2024	**241.97**

Since, the Trust was registered pursuant to a trust deed dated July 20, 2023 the Standalone Statement of Changes in Unit holder's equity has been prepared from July 20, 2023 to March 31, 2024.

* Expenses allocable towards issuance of the Units have been reduced from the other equity in accordance with Ind AS 32 Financial Instruments: Presentation.

The accompanying notes form an integral part of the standalone financial statements.

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Sustainable Energy Infra Trust (SEIT)
Standalone Statement of Net Assets at Fair Value as at March 31, 2024
All amounts in INR million unless otherwise stated

Disclosures as required by SEBI circular SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, issued under the InvIT Regulation.

A. Statement of net assets at fair value:

Particulars	As at March 31, 2024	
	Book Value	Fair Value
A. Total assets	66,320.90	71,132.22
B. Total Liabilities (at book value)	33,678.93	33,678.93
C. Net Assets (A-B)	**32,641.97**	**37,453.29**
D. Number of units (In million)	324.00	324.00
E. NAV (C/D) (Amount in INR)	100.75	115.60

Notes:

Project-wise breakup of fair value of total assets

Particulars	As at March 31, 2024
Megasolis Renewables Private Limited ("MRPL")	
Rewa project	14,816.00
ISTS project	15,839.00
Emergent Solren Private Limited ("ESPL")	
Goyalri project	4,793.00
SECI project	11,473.00
Mega Suryaurja Private Limited ("MSUPL")	16,052.00
Astra Solren Private Limited ("ASPL")	4,309.00
Neo Solren Private Limited ("NSPL")	2,885.00
Brightsolar Renewable Energy Private Limited ("BREPL")	930.00
Other assets of the Trust	35.22
Total Assets	**71,132.22**

B. Standalone statement of total returns at fair value :

Particulars	For the period from July 20, 2023 to March 31, 2024
Total comprehensive income (as per the standalone statement of profit and loss)	550.64
Add/Less: Other changes in fair value not recognized in total comprehensive income	4,502.65
Total Return	**5,053.29**

Note: Total Assets includes the fair value of the assets attributable to the Trust as at reporting date. Total assets values and total returns as disclosed for the period are derived based on the valuation report issued by independent valuer appointed under the SEBI InvIT Regulations and relied on by the Statutory Auditors. Total return has been determined basis the increment to net assets value as on March 31, 2024 compared to the unit capital issued during the period amounting to INR 32,400.00 million.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

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Sustainable Energy Infra Trust (SEIT)
Standalone Statement of Net Distributable Cash Flows for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

Statement of Net Distributable Cash Flows (NDCFs) of Trust for the period from July 20, 2023 to March 31, 2024
Calculation of net distributable cash flows at the Trust level :

	Particulars	For the period from July 20, 2023 to March 31, 2024
1	**Cashflows from operating activities of the Trust (refer footnote 1(a))**	(210.38)
2	**Add:** Cash flows received from SPV's / Investment entities which represent distributions of NDCF computed as per relevant framework (refer footnote 2)	827.73
2a	**Add:** Cash flows received from SPV's out of the cash surplus balance available in that SPV on its acquisition by the Trust (refer footnote 1(b))	69.91
3	**Add:** Treasury income / income from investing activities of the Trust (interest income received from FD, any investment entities as defined in Regulation 18(5), tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	2.77
4	**Add:** Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs/Holdcos or Investment Entity adjusted for the following: • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations	-
5	**Add:** Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs/ Hold cos or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations, if such proceeds are not intended to be invested subsequently	-
6	**Less:** Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss Account of the Trust (refer footnote 1(a))	(669.85)
7	**Less:** Debt repayment at Trust level (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt in any form or funds raised through issuance of units)	(205.15)
8	**Less:** any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i). loan agreement entered with financial institution, or (ii). terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or (iii). terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos, or (iv). agreement pursuant to which the Trust operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called), or (v). statutory, judicial, regulatory, or governmental stipulations;	-
9	**Less:** any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-
	Net Distributable Cash Flows at Trust level (Distributable Income)	**(184.97)**

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Sustainable Energy Infra Trust (SEIT)
Standalone Statement of Net Distributable Cash Flows for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

Footnotes:

1 Calculation of the total distributable Cashflows

	Particulars	**For the period from July 20, 2023 to March 31, 2024**
i.	Net Distributable Cash Flows at Trust level (Distributable Income) as per above	(184.97)
ii.	Adjustment for expenses incurred out of the offer proceeds but included in the NDCF above (refer footnote 1(a))	591.33
iii.	Adjustment for funds received from the SPV out of the cash surplus balance available in that SPV on its acquisition and retained in the Trust (refer footnote 1(b))	(69.91)
	Total Distributable Cash Flows	**336.45**

1(a): NDCF has been computed after considering the expenses amounting to INR 591.33 million incurred by the Trust out of the offer proceeds raised towards offer expenses and general corporate purposes. In the absence of specific adjustment for such items in the format of computation of NDCF, the same has been adjusted in note 1 above while determining the total distribution by the Trust.

1(b): During the period, cash flow of INR 69.91 million was received by the Trust from one of the SPVs out of the cash surplus balance which was available in that SPV on its acquisition by the Trust. In accordance with note 5 of the SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD/P/CIR/2023/184 dated December 06, 2023, the Trust have exercised its option to retain the said cash surplus balance and accordingly the aforesaid amount have not been considered for distribution.

2. Includes actual cashflows received from SPVs to the Trust aggregating to INR 496.70 million until March 31, 2024 and the balance INR 400.94 million in the subsequent period.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

Mehul Parekh
Partner

Place: Mumbai
Date: May 24, 2024

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Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

Sustainable Energy Infra Trust
Notes to Standalone Financial Statements

1. Corporate information

Sustainable Energy Infra Trust (the "Trust" was set up on July 20, 2023, as a contributory irrevocable trust under the provision of the Indian Trusts Act, 1882. The Trust was registered as an infrastructure investment trust under the Securities Exchange Board of India ("SEBI") (Infrastructure Investment Trust) Regulations, 2014 as amended read together with circulars and guidelines issued thereunder (the "SEBI InvIT Regulations") on August 11, 2023, having registration number IN/InvIT/23-24/0027. The registered office address of the Trust is Mahindra Towers, Pandurang Budhkar Marg, Worli, Mumbai- 400018.

2726522 Ontario Limited and Mahindra Susten Private Limited ("MSPL") are the Sponsors of the Trust. The Trustee to the Trust is Axis Trustee Services Limited (the "Trustee"). Investment Manager for the Trust is Sustainable Energy Infra Investment Managers Private Limited (the "Investment Manager").

The investment objective of the Trust is to carry on the activities of and make investments as an infrastructure investment trust as permissible in terms of the InvIT Regulations and in accordance with the InvIT Documents. The Trust has been formed to invest in infrastructure assets primarily being in renewable energy projects in India. All the projects of entities acquired by the Trust during financial year 2023-2024 are held through special purpose vehicles ("SPVs").

During the period ended March 31, 2024, the Trust has acquired Special Purpose Vehicles ("SPVs") which are primarily in the business of renewable energy projects in India:

I. Megasolis Renewables Private Limited (MRPL) formerly known as Mahindra Renewables Private Limited . MRPL including its three subsidiaries [namely, Astra Solren Private Limited (ASPL), Neo Solren Private Limited (NSPL) and Brightsolar Renewable Energy Private Limited (BREPL)]
II. Emergent Solren Private Limited (ESPL)
III. Mega Suryaurja Private Limited (MSUPL)

Each of the SPVs have entered into long term power purchase agreements.

The address of the registered office of the Investment Manager is Mahindra Tower Pandurang Budhkar Marg, Near Doordarshan Kendra, Worli, Mumbai, 400 018.

2. Basis of preparation, Measurement and Material Accounting Policies

2.1 Purpose and Basis of preparation

These financial statements are the Separate financial statements of the Trust and comprise of the balance sheet as at March 31, 2024, the statement of profit and loss including the statement of other comprehensive income, the statement of cash flow and the statement of changes in unit holders' equity for the period July 20, 2023, to March 31, 2024, the statement of net assets at fair value as at March 31, 2024, the statement of total returns at fair value for the period July 20, 2023 to March 31, 2024 and a summary of material accounting policies, other explanatory information and additional financial disclosures as required under the SEBI (Infrastructure Investment Trusts) Regulations, 2014. The financial statements were authorized for issue in accordance with resolutions passed by the Board of Directors of the Investment Manager on behalf of the SEIT on May 24, 2024.

The financial statements have been prepared in accordance with the requirements of SEBI (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations"), as amended from time to time read with the SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 ("SEBI Circular"); Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) (Refer Note 8 on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Statement of compliance with Ind AS:

The financial statements for the period ended March 31, 2024, have been prepared in accordance with Ind AS, to the extent not inconsistent with the InvIT Regulations as more fully described above.

These financial statements have been prepared and presented on a historical cost convention, except for certain financial assets and liabilities measured at fair values at the end of each reporting period, as stated in the accounting policies below.

The Trust has prepared the financial statements on the basis that it will continue to operate as a going concern. The financial statements are presented in Indian Rupees Millions except when otherwise indicated.

2.2 Material Accounting Policies and Accounting Judgments and Estimates.

a) Use of estimates and judgments

In applying the Trust's accounting policies which are described in notes below, the directors are required to make judgements that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

(i) Impairment losses on financial assets:

The Trust reviews its financial assets to assess impairment at regular intervals. The Trust's credit risk is primarily attributable to its financial assets. In determining whether impairment losses should be recorded in the Statement of Profit and Loss, the Trust makes judgments as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows. Accordingly, an allowance for expected credit loss is made where there is an identified loss event or condition which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

At the reporting date, the historical credit loss observed default rates are updated and changes in the forward looking estimates are analysed. ECL impairment loss allowance (or reversal) during the period is recognised as other expense in the Statement of Profit & Loss.

(ii) Estimation of provisions and contingencies:

Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that Ju arise from past events whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the Trust. The Trust exercises judgement and estimates in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from the originally estimated provision.

b) Revenue Recognition:

Revenue is recognized when recovery of the consideration is probable and the amount of revenue can be measured reliably.

Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Trust and the amount of income can be measured reliably. Interest income is accrued on a timely basis by reference to the principal outstanding and at the effective interest rate applicable which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

c) Current versus Non-current classification

The Trust presents its assets and liabilities as either current or non-current. An asset is treated as current when it is either:

i. it is expected to be realised in, or is intended for sale or consumption in, the Trust's normal operating cycle; or
ii. it is expected to be realised within twelve months from the reporting date; or
iii. it is held primarily for the purposes of being traded; or
iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date

All other assets are classified as non-current.

A liability is current when:

i. it is expected to be settled in the Trust's normal operating cycle; or
ii. it is due to be settled within twelve months from the reporting date; or
iii. it is held primarily for the purposes of being traded; or

iv. the Trust does not have an unconditional right to defer settlement of the liability for at least twelve months from the reporting date.

The Trust classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Trust has identified twelve months as its operating cycle.

d) Classification of Unitholder's fund

Under the provisions of the SEBI InvIT Regulations, Trust is required to distribute to Unitholders not less than ninety percent of the net distributable cash flows of Trust for each financial period. Accordingly, a portion of the unitholders' funds contains a contractual obligation of the Trust to pay to its Unitholders cash distributions. The Unitholders' funds could therefore have been classified as compound financial instrument which contain both equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 issued under the SEBI InvIT Regulations, the unitholders' funds have been classified as equity in order to comply with the mandatory requirements of Section H of Annexure A to the SEBI Circular dated May 15, 2024 dealing with the minimum disclosures for key financial statements. In line with the above, the distribution payable to unitholders is recognised as liability when the same is approved by the Investment Manager.

e) Net distributable cash flows to unit holders

The Trust recognises a liability to make cash distributions to Unit Holders when the distribution is authorised and a legal obligation has been created. As per the SEBI InvIT Regulations, a distribution is authorised when it is approved by the Board of Directors of the Investment Manager. A corresponding amount is recognised directly in equity.

f) Borrowing Costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are recognized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

g) Foreign Currency:

Foreign currency transactions

Initial Recognition

The Trust's financial statements are presented in Indian Rupee, which is also the Trust's functional currency. All transactions that are not denominated in the Trust's functional currency are foreign currency transactions. These transactions are initially recorded in the functional currency by applying the appropriate daily rate which best approximates the actual rate of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss.

Measurement of foreign currency items at the reporting date

Monetary items denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Nonmonetary items that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in the statement of profit and loss.

h) Fair value measurement

The Trust measures financial instruments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Trust.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Trust uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Trust determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

i) Taxes on Income:

Income tax comprises current tax. Income taxes are recognised in the statement of profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income. As per the Trust's assessment, there are no material uncertainties over income tax treatments.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using applicable tax rates (and tax laws) enacted or substantially enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts.

j) Provisions and Contingent Liabilities:

A provision is recognised if, as a result of a past event, the Trust has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.
Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

A contingent asset is disclosed where an inflow of economic benefits is probable.

k) Financial Assets and Financial Liabilities:

Financial assets and financial liabilities are recognised when the Trust becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as

appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit or loss.

(i) Financial assets

All financial assets by regular way of purchases or sales are recognised and derecognised on a trade date basis. Regular way of purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured at either amortised cost or fair value, depending on the classification of the financial assets

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in statement of profit or loss.
The losses arising from impairment are recognised in the statement of profit or loss. This category generally applies to interest receivable and loans given to subsidiaries.

Financial assets at fair value through profit or loss (FVTPL)

Investments in debt / equity instruments are classified as at FVTPL, unless the Trust irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are **not** held for trading.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in statement of profit or loss. The net gain or loss recognised in statement of profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Trust's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the Trust, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Trust applies the expected credit loss (ECL) model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

The Trust follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivable.

The application of simplified approach does not require the Trust to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). The balance sheet presentation for various financial instruments is described below.

Financial assets measured at amortised cost, contractual revenue receivables ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Trust does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Trust combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Derecognition of financial assets
The Trust derecognises a financial asset when the contractual rights to the cash flow from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of that financial asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in statement of profit or loss, if such gain or loss would have otherwise been recognised in statement of profit or loss on disposal of that financial asset.

(ii) Financial liabilities
All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in statement of profit or loss. The net gain or loss recognised in statement of profit or loss incorporates any interest paid on the financial liability.

Financial liabilities subsequently measured at amortised cost
Financial liabilities that are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities
The Trust derecognises financial liabilities when, and only when, the Trust's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and/or payable is recognised in statement of profit or loss.

l) Investments in subsidiaries
The Trust accounts for its investments in subsidiaries at cost less accumulated impairment losses (if any) in its separate financial statements.

m) Cash and Cash Equivalents
Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. Cash and cash equivalents for the purpose of Financial Statement include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

n) Earnings Per Unit
Basic earnings per unit is calculated by dividing the net profit or loss attributable to unit holders of the Trust by the weighted average number of units outstanding during the period. The weighted average number of units outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, split, and reverse split (consolidation of units) that have changed the number of units outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per unit, the net profit or loss for the period attributable to unit holders of the Trust and the weighted average number of units outstanding during the period are adjusted for the effects of all dilutive potential units.

o) Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted with the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

p) Impairment of non-financial assets

The Trust assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Trust estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Trust bases its impairment calculations on detailed budget and forecast calculations. These budgets are prepared for the entire project life. Impairment losses of continuing operations are recognised in the statement of profit and loss.

To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Trust extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Trust operates, or for the market in which the asset is used.

For assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Trust estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

3. Investments

Particulars	As at March 31, 2024
Unquoted investments in subsidiaries (at cost) (refer note below)	
- 32,16,30,000 equity shares of Megasolis Renewables Private Limited (MRPL) of INR 10 each fully paid up	11,260.00
- 97,73,092 equity shares of Emergent Solren Private Limited (ESPL) of INR 10 each fully paid up	4,900.00
- 86,50,000 equity shares of Mega Suryaurja Private Limited (MSUPL) of INR 10 each fully paid up	2,590.00
Total	**18,750.00**

Note: The Trust has issued units of INR 100 each as consideration to acquire these investments (refer note 8).
The Trust is in process of creating security on the above assets in favour of the lender (Refer note 9).

Additional Information:

Particulars	As at March 31, 2024
Aggregated value of Unquoted Investments	18,750.00
Aggregated value of Quoted Investments	-
Aggregate provision for increase/diminution in the value of Investments	-
	18,750.00

Details of % shareholding in the subsidiaries, held by Trust is as under:

Name of subsidiaries	Ownership Interest
Megasolis Renewables Private Limited (MRPL)	100%
Emergent Solren Private Limited (ESPL)	100%
Mega Suryaurja Private Limited (MSUPL)	100%

4. Loans

Particulars	As at March 31, 2024	
	Current	Non- Current
A. Secured loans		
Loan given to subsidiaries	-	34,000.00
B. Unsecured loans		
Loan given to subsidiaries	-	12,750.00
Total (A+B)	**-**	**46,750.00**

A. Secured loan to subsidiaries as at March 31, 2024

The Trust has provided secured loans to subsidiaries during period ended March 31, 2024. These funds have been utilized for repayment/ prepayment of the existing debt of the subsidiaries. The secured loan carries an interest rate which ranges from 12.00% p.a. to 13.80% p.a. on compounding basis which accrues monthly. The interest and repayment of loan are subject to availability of sufficient cashflows of the subsidiaries and at the discretion of the subsidiaries.

These loans are to be secured by the following:
(a) A first ranking exclusive charge on all immovable assets (if any), moveable assets, current assets, accounts and the receivables of the respective subsidiaries, both present and future; and
(b) A first ranking exclusive charge by way of hypothecation over all rights, interest, benefits and claims of the subsidiairies under the respective Project Agreements including insurance policies, as permitted.
The security mentioned above is under process of being created.

B. Unsecured loans to subsidiaries as at March 31, 2024

The Trust has provided unsecured loans to subsidiaries during period ended March 31, 2024, which have been utilized for repayment/ prepayment of the existing debt of the subsidiaries (including any accrued interest in relation thereto). The unsecured loan carries an interest at the rate of 14.50% p.a. on compounding basis which accrues monthly. Interest is payable subject to surplus cash being available with the subsidiaries provided Trust has requested for payment. The unsecured loan shall be repaid as may be mutually agreed between the Trust and the subsidiaries, subject to surplus cash being available with the subsidiaries and in any case not later than the last day of the power purchase period (as defined in the respective power purchase agreements).

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5. Cash and cash equivalents

Particulars	As at March 31, 2024
Balances with banks	
In current accounts	5.42
Total	**5.42**

6. Other financial assets

Particulars	As at March 31, 2024	
	Current	Non- Current
Interest accrued on loans to subsidiaries (refer note 19)	-	785.68
Total	**-**	**785.68**

The Trust is in process of creating security on the above assets in favour of the lender (Refer note 9).

7. Other assets

Particulars	As at March 31, 2024	
	Current	Non- Current
Advances for goods and services:		
Advances to vendors	1.43	-
Advances to related parties (refer note 19)	28.37	-
Total	**29.80**	**-**

The Trust is in process of creating security on the above assets in favour of the lender (Refer note 9).

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Sustainable Energy Infra Trust (SEIT)
Notes to Standalone Financial Statement for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

8. Unit capital

a. Unit capital

Particulars	As at March 31, 2024
Issued, subscribed and fully paid up unit capital	
- 324,000,000 units of INR 100 each	32,400.00
Total	**32,400.00**

b. Reconciliation of the units outstanding at the beginning and at the end of the reporting period

Particulars	No. of units	Amount
Issued, subscribed and fully paid-up		
Balance as at July 20, 2023	-	-
Units issued during the period		
- in exchange for equity interest in subsidiaries (refer note 1 below)	18,75,00,000	18,750.00
- pursuant to the initial offer in cash (refer note 2 below)	13,65,00,000	13,650.00
Balance as at March 31, 2024	**32,40,00,000**	**32,400.00**

Note:

1. During the period, the Trust has issued 187,500,000 units at INR 18,750.00 million against acquisition of equity shares of the subsidiaries from sponsor and sponsor group.

Name of subsidiaries	Number of Units allotted for acquiring equity interest held in subsidiaries
Megasolis Renewables Private Limited (MRPL)	11,26,00,000
Emergent Solren Private Limited (ESPL)	4,90,00,000
Mega Suryaurja Private Limited (MSUPL)	2,59,00,000
Total number of units	**18,75,00,000**

2. Further, units aggregating to 226,280,000 of the Trust were offered through a private placement at a price of INR 100 per unit, aggregating to INR 22,628.00 million in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 including the rules, circulars and guidelines issued thereunder. The issue opened on January 4, 2024 and closed on January 8, 2024. The offer comprised of the following:

a) fresh issue of 136,500,000 units, aggregating to INR 13,650.00 million by Trust.

b) offer for sale of 89,780,000 units, aggregating to INR 8,978.00 million by Mahindra Susten Private Limited (sponsor and the selling unitholder).

c. Terms of/rights attached to units

The Trust has only one class of units. Each unitholder is entitled to one vote per unit. Pursuant to the InvIT Regulations and the Distribution Policy, the Trust shall declare and distribute at least 90% of the Distributable Income to the Unitholders, at least once in every financial year. The distribution when declared shall be paid in Indian Rupees.

Each Unit represents an undivided beneficial interest in the Trust. A Unitholder has no equitable or proprietary interest in the InvIT Assets and is not entitled to transfer of the InvIT Assets (or any part thereof) or any interest in the InvIT Assets (or any part thereof) of the Trust. A Unitholder's right is limited to the right to require due administration of the Trust in accordance with the provisions of the Trust Deed and the Investment Management Agreement.

d. Unitholders holding more than 5 % unit capital

Name of unitholders	Relationship	No. of units held as at March 31, 2024	Percentage of holding
2452991 Ontario Limited	Sponsor Group	10,95,95,088	33.83%
Mahindra and Mahindra Limited	Sponsor Group	3,38,94,912	10.46%
Mahindra Susten Private Limited	Sponsor	4,87,20,000	15.04%
Asian Infrastructure Investment Bank	Unitholder	4,86,00,000	15.00%
Larsen and Toubro Limited	Unitholder	2,16,00,000	6.67%

8A. Other equity

Particulars	Attributable to unitholders
	Retained earnings
As at July 20, 2023	**-**
Profit for the period	550.64
Other comprehensive income for the period	-
Total comprehensive income for the period	**550.64**
Less: Unit issue expenses (refer note 27)*	(308.67)
As at March 31, 2024	**241.97**

* Expenses allocable towards issuance of the Units have been reduced from the other equity in accordance with Ind AS 32 Financial Instruments: Presentation.

Nature and purpose of reserves

Retained earnings-

The cumulative gain or loss arising from the operations is retained and recognized under the heading of retained earnings. At the end of the period, the profit after tax is transferred from the statement of profit and loss to the retained earnings.

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Sustainable Energy Infra Trust (SEIT)
Notes to Standalone Financial Statement for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

9. Borrowings

Particulars	As at March 31, 2024	
	Current	Non Current
Measured at amortised cost		
Secured borrowings		
Term loan from banks and financial institution	-	33,794.85
Less: Current maturity of long term borrowings	-	(992.80)
Current maturity of long term borrowings	992.80	-
Less: Unamortised upfront fees	(8.53)	(123.63)
Total	**984.27**	**32,678.42**

During the period, the Trust has availed a secured rupee term loan facility ("Facility") of INR 34,000.00 million from banks and financial institution for the purpose of granting loans and advance to its subsidiaries for repayment/prepayments of their outstanding obligations on existing debt facilities (including sponsor-promoter debt).

This Facility together with interest, additional interest, fees, commission and other monies in respect thereof, shall be secured by the following:

1) first ranking pari passu security interest, on the following (other than over the erstwhile Sponsor Claims):

a. all the accounts (other than the Debt Service Reserve Account) of the Trust;

b. on all immovable assets (if any), moveable assets and the receivables of the Trust in relation to the subsidiaries, present and future;

2) first ranking pari passu charge over all rights, interests, benefits and claims in respect of the insurance contracts of the Trust;

3) first ranking exclusive Security Interest, by way of hypothecation on the Debt Service Reserve Account;

4) an agreement to assign the loans advanced by the Trust to the subsidiaries and the rights of the Trust thereto;

5) Pledge over 100% of the equity shares and other quasi equity securities of all subsidiaries held by the Trust and MRPL (as the case maybe) and their respective nominees on a fully diluted basis; and

6) a negative lien, other than on permitted disposals, on the immovable and movable assets (including current assets and cash flows) of the subsidiaries, subject to the rights of the relevant counterparties under the respective Power Purchase Agreements;

The security mentioned above is under process of creation. The loan carries interest rate at Repo rate (issued by Reserve Bank of India) plus spread ranging from 1.55% to 1.70% p.a. Further, for one of the financial institution the effective interest rate should not be lower than the base rate of the said financial institution.

This loan is repayable in seventy seven structured quarterly instalments with last repayment in March 2043.

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10. Trade payables

Particulars	As at March 31, 2024
Trade payables	
-total outstanding dues of micro and small enterprises (MSME)	1.24
-total outstanding dues of creditors other than micro and small enterprises (MSME)	13.22
Total	**14.46**

Ageing schedule as at March 31, 2024

Particulars	Outstanding from due date of payment
Not due	14.46
Less than 1 year	-
1-2 years	-
2-3 years	-
More than 3 years	-
Total	**14.46**

Notes: Trade payables are payables in respect of the amount due on account of goods purchased or services received in the normal course of business.

11. Income tax liabilities (net)

Particulars	As at March 31, 2024
Current tax liability (net of advance tax of INR 1.15 million)	0.03
Total	**0.03**

12. Other liabilities

Particulars	As at March 31, 2024
	Current
Statutory dues (towards GST and TDS payable)	1.75
Total	**1.75**

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13. Interest income

Particulars	For the period from July 20, 2023 to March 31, 2024
Interest income at amortised cost	
-on loan given to subsidiaries	1,282.38
-on fixed deposit	2.77
Total	**1,285.15**

14. Audit fees

Particulars	For the period from July 20, 2023 to March 31, 2024
Statutory audit fees including fees in relation to filing of placement memorandum and related services*	13.68
Out-of-pocket expenses	0.06
Total	**13.74**

*Further, audit fees for these services amounting to INR 28.28 million has been charged to other equity which relates to unit issue expenses.

15. Finance cost

Particulars	For the period from July 20, 2023 to March 31, 2024
Interest expense on borrowings	536.04
Amortisation of upfront fees on long term borrowings	1.65
Total	**537.69**

16. Other expenses

Particulars	For the period from July 20, 2023 to March 31, 2024
Legal and professional services	93.28
Listing fees	1.24
Filing fees to SEBI for placement memorandum	27.73
Rates and taxes	2.81
Miscellaneous expenses	3.12
Total	**128.18**

17. Current tax and deferred tax

Income tax recognised in standalone statement of profit and loss

Particulars	For the period from July 20, 2023 to March 31, 2024
Current tax:	
Current tax charge relating to current period	1.18
Total	**1.18**

Reconciliation of effective tax rate

Particulars	For the period from July 20, 2023 to March 31, 2024
Profit before tax	551.82
Income tax rate in India	42.74%
Computed expected tax	**235.85**
Tax effect of:	
- Impact of exemption u/s 10(23FC) of the Income Tax Act, 1961 available to the Trust	(234.67)
Income tax expense recognised in standalone statement of profit and loss for the period	**1.18**

18. Financial instruments

A) Capital management

For the purpose of the Trust's capital management, capital includes issued unit capital and all other reserves attributable to the Unitholders of the Trust. The primary objective of the Trust's capital management is to ensure that it maintains a strong credit rating and healthy capital ratio in order to support its business and maximise value to the Unitholders.

The Trust manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Trust may adjust the distribution to the Unitholders (subject to the provisions of InvIT regulations which require distribution of at least 90% of the net distributable cash flows of Trust to unit holders), return capital to unitholders or issue new units. The Trust monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Trust's policy is to keep the gearing ratio optimum. The Trust includes within net debt, interest bearing loans and borrowings (including interest accrued) less cash & cash equivalents and other bank balances.

Particulars	As at March 31, 2024
Debts including accrued interest	33,662.69
Less: Cash & cash equivalents	5.42
Net debt (A)	**33,657.27**
Capital	32,400.00
Retained earnings	241.97
Total capital (B)	**32,641.97**
Gearing ratio (A)/ (A+B)	**50.77%**

Financial Covenants

In order to achieve this overall objective, the Trust's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing borrowing in the current period.

B) Financial instruments by category:

Accounting classification

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Trust has classified its financial instruments into three levels prescribed under the accounting standards.

Particulars	Carrying Value	Fair value hierarchy Level of input used in		
	As at March 31, 2024	Level 1	Level 2	Level 3
Financial assets				
As at amortised cost				
Loans to subsidiaries	46,750.00	-	-	-
Cash and cash equivalents	5.42	-	-	-
Other financial assets	785.68	-	-	-
Investment in subsidiaries (measured at cost)*	18,750.00	-	-	-
Total financial assets	**66,291.10**	**-**	**-**	**-**

*The Company has elected to recognize its investments in SPVs at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'

Particulars	Carrying Value	Fair value hierarchy Level of input used in		
	As at March 31, 2024	Level 1	Level 2	Level 3
Financial liabilities				
As at amortised cost				
Borrowings**	33,794.85	-	-	-
Trade payables	14.46	-	-	-
Total financial liabilities	**33,809.31**	**-**	**-**	**-**

Note: The fair values of the assets and liabilities disclosed above are approximates of their carrying values.
**Gross of unamortised upfront fees of INR 132.16 million.

Measurement of fair values

The Trust is required to present the statement of total assets at fair value and statement of total returns at fair value as per SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 issued under the InvIT Regulation, as a part of these financial statements- Refer Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value.

C) Financial risk management framework

Trust's activities expose it to a variety of financial risks: liquidity risk, market risk and credit risk. In order to manage the aforementioned risks, it operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

Liquidity risk

(i) Liquidity risk management

Liquidity risk is the risk that the Trust may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Trust's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral obligations. The Trust requires funds both for short term operational needs as well as for long term investment objective. Trust closely monitors its liquidity position and deploys a robust cash management system. It aims to minimise these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents and liquid investments, if any will provide liquidity.

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The table below summarises the maturity profile of the Trust's financial liabilities based on contractual undiscounted payments:

Maturity analysis of financial liabilities as on March 31, 2024

Particulars	Less than 1 Year	1-3 Years	3-5 Years	More than 5 years	Total
Non-derivative financial liabilities					
Trade payable	14.46	-	-	-	14.46
Borrowings*	992.80	1,985.60	2,516.00	28,300.45	33,794.85
Total	**1,007.26**	**1,985.60**	**2,516.00**	**28,300.45**	**33,809.31**

*Gross of unamortised upfront fees of INR 132.16 million in the above maturity table. Also interest on borrowings at variable rate are not included in the said amount.

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Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk and commodity price risk. There has been no significant changes to trust's exposure to market risk or the methods in which they are managed or measured. The Trust has a policy of investing surplus cash balances in instruments which are subject to minimum market risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Trust does not have any exposure in foreign currency as at March 31, 2024

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Trust's exposure to the risk of changes in market interest rates relates primarily to Trust's long-term debt obligations with floating interest rates.

The Trust's exposure to interest rate risk due to variable interest rate borrowings is as follows:

Particulars	As at March 31, 2024
Floating rate borrowings (includes current maturities)	33,794.85
Total	**33,794.85**

Interest rate sensitivity

The sensitivity analysis below have been determined based on exposure to interest rate on liabilities carrying floating interest rates at the end of reporting year. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole period.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, Trust's profit before tax shall be affected through the impact on floating rate borrowings, as follows:

Particulars	Impact on profit / loss before tax	
	Currency	Amount
As at March 31, 2024		
Interest rates - increase by 50 basis points	INR	(168.97)
Interest rates - decrease by 50 basis points	INR	168.97

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk). The Trust is not exposed to price risk.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Trust is exposed to credit risk from its investing activities including loans to subsidiaries, deposits with banks and other financial instruments. As at March 31, 2024 , the credit risk is considered low since substantial transactions of the Trust are with its subsidiaries.

Sustainable Energy Infra Trust
Notes to Standalone Financial Statement for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

19. Related party disclosure

As per SEBI InvIT Regulations and as per Ind AS 24, related parties with whom Trust has entered into any transactions have been disclosed below:

I. List of related parties as per the requirements of Ind AS-24-Related party disclosure

(a) Subsidaries (SPVs) (w.e.f January 10, 2024, refer note 1)

Megasolis Renewables Private Limited (formely known as Mahindra Renewables Private Limited)
Neo Solren Private Limited
Astra Solren Private Limited
Brightsolar Renewable Energy Private Limited
Mega Suryaurja Private Limited
Emergent solren Private Limited

(b) Other related parties under Ind AS-24 with whom transactions have taken place during the period

2726522 Ontario Limited (Sponsor)
Mahindra Susten Private Limited (Sponsor)
2452991 Ontario Limited (Sponsor Group)
Mahindra and Mahindra Limited (Sponsor Group)
Sustainable Energy Infra Investment Managers Private Limited (Investment Manager)
Green Energy Infra Project Managers Private Limited (Project Manager)

II. List of related parties as per Regulation 2(1)(zv) of the InvIT Regulations

(a) Parties to the InVIT

2726522 Ontario Limited (Sponsor)
Mahindra Susten Private Limited (Sponsor)
Ontario Teachers' Pension Plan Board (Sponsor Group)
2452991 Ontario Limited (Sponsor Group)
Mahindra and Mahindra Limited (Sponsor Group)
Sustainable Energy Infra Investment Managers Private Limited (Investment Manager)
Green Energy Infra Project Managers Private Limited (Project Manager)
Axis Trustee Services Limited (Trustee)

(b) Promoters, Directors and Partners of the persons mentioned in clause II.(a) above

Particulars	**2452991 Ontario Limited**	**Mahindra Susten Private Limited**	**Mahindra and Mahindra Limited**	**2726522 Ontario Limited**
Promoters	Ontario Teachers' Pension Plan Board	Mahindra Holdings Limited	Anand Mahindra	Ontario Teachers' Pension Plan Board
Directors	Jeffrey Davis Ahren Estabrooks	Ramesh Iyer Manoj Bhatt Amit Kumar Sinha Puneet Renjhen Deepak Thakur Anjali Gupta Diwakar Gupta Debapratim Hajara Bruce Ross Crane	Anand G. Mahindra Dr. Anish Shah Rajesh Jejurikar Vikram Singh Mehta T. N. Manoharan Shikha Sharma Haigreve Khaitan Vishakha N Desai Nisaba Godrej Muthiah Murugappan	Bruce Ross Crane

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Particulars	**Ontario Teachers' Pension Plan Board**	**Sustainable Energy Infra Investment Managers Private Limited**	**Green Energy Infra Project Managers Private Limited**	**Axis Trustee Services Limited**
Promoters	NA	2726522 Ontario Limited	2726522 Ontario Limited	Axis Bank Limited
Directors	Cathryn (Cathy) Cranston	Priya Subbaraman (w.e.f August 02, 2023)	Bharat Goenka (w.e.f August 30, 2023)	Deepa Rath
	Patti Croft	Sadashiv S. Rao (w.e.f August 02, 2023)	Debapratim Hajara	Rajesh Kumar Dahiya (until January 15, 2024)
	Monika Federau	Sumit Dayal (w.e.f August 02, 2023)	Bruce Ross Crane	Ganesh Sankaran (until January 15, 2024)
	Cindy Forbes	Bruce Ross Crane	Puneet Renjhen (until August 31, 2023)	Sumit Bali (w.e.f January 16, 2024)
	Tim Hodgson	Debapratim Hajara		Prashant Joshi (w.e.f January 16, 2024)
	Gene Lewis M. George Lewis Steve McGirr Tom Wellner Debbie Stein Martine Irman	Puneet Renjhen		

(c) Key Managerial Personnel and Senior Management Personnel of Investment Manager
Avinash P Rao (Chief Executive Officer w.e.f September 25, 2023)
Gaurav Malhotra (Chief Financial Officer w.e.f November 17, 2023)
Devjeet Ghosh (Compliance Officer w.e.f August 2, 2023)
Ankit Dewan (Company Secretary w.e.f November 17, 2023)

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Sustainable Energy Infra Trust
Notes to Standalone Financial Statement for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

III. Related Party Transactions:-

Particulars	Relationship of the related party	For the period from July 20, 2023 to March 31, 2024
Investment Management Fees (refer note 25)		
Sustainable Energy Infra Investment Managers Private Limited	Investment Manager	129.02
Reimbursement of expenses incurred on behalf of the Trust		
Sustainable Energy Infra Investment Managers Private Limited	Investment Manager	21.96
Mahindra Susten Private Limited	Sponsor	145.14
Trustee Fees including application, registration and annual fees		
Axis Trustee Limited	Trustee	1.89
Issue proceeds for offer for sale received in Escrow account and transferred to MSPL		
Mahindra Susten Private Limited	Sponsor	8,978.00
Unit applicaption money received including proceeds for offer for sale		
Mahindra and Mahindra Limited	Sponsor Group	449.00
2452991 Ontario Limited	Sponsor Group	9,000.00
2727622 Ontario Limited	Sponsor	679.00
Issuance and allotment of unit capital		
Mahindra and Mahindra Limited	Sponsor Group	449.00
2452991 Ontario Limited	Sponsor Group	9,000.00
2727622 Ontario Limited	Sponsor	679.00

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Sustainable Energy Infra Trust
Notes to Standalone Financial Statement for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

III. Related Party Transactions:-

Particulars	Relationship of the related party	For the period from July 20, 2023 to March 31, 2024
Issuance of units in exchange of purchase of equity shares of Emergent Solren Private Limited		
2452991 Ontario Limited	Sponsor Group	1,959.51
Mahindra and Mahindra Limited	Sponsor Group	2,940.49
Issuance of units in exchange of purchase of equity shares of Mega Suryaurja Private Limited		
Mahindra Susten Private Limited	Sponsor	2,590.00
Issuance of units in exchange of purchase of equity shares of Megasolis Renewables Private Limited		
Mahindra Susten Private Limited	Sponsor	11,260.00
Long term borrowings availed		
Axis Bank Limited	Promoter of Trustee	17,000.00
Repayment of Long term borrowings		
Axis Bank Limited	Promoter of Trustee	102.02
Interest cost		
Axis Bank Limited	Promoter of Trustee	268.44
Upfront fees paid on loan availed		
Axis Bank Limited	Promoter of Trustee	60.18
Secured loan given		
Megasolis Renewables Private Limited	Subsidiary	14,844.36
Neo Solren Private Limited	Subsidiary	1,077.32
Astra Solren Private Limited	Subsidiary	1,337.78
Brightsolar Renewable Energy Private Limited	Subsidiary	302.27
Mega Suryaurja Private Limited	Subsidiary	8,878.98
Emergent solren Private Limited	Subsidiary	7,559.30
Unsecured loan given		
Megasolis Renewables Private Limited	Subsidiary	4,977.09
Neo Solren Private Limited	Subsidiary	640.00
Astra Solren Private Limited	Subsidiary	800.00
Brightsolar Renewable Energy Private Limited	Subsidiary	180.00
Mega Suryaurja Private Limited	Subsidiary	3,924.28
Emergent solren Private Limited	Subsidiary	2,228.63
Interest income on loans given to subsidiaries		
Megasolis Renewables Private Limited	Subsidiary	541.16
Neo Solren Private Limited	Subsidiary	51.43
Astra Solren Private Limited	Subsidiary	61.96
Brightsolar Renewable Energy Private Limited	Subsidiary	13.96
Mega Suryaurja Private Limited	Subsidiary	334.73
Emergent solren Private Limited	Subsidiary	279.14
Interest received on loans given to subsidiaries		
Megasolis Renewables Private Limited	Subsidiary	175.00
Brightsolar Renewable Energy Private Limited	Subsidiary	11.20
Mega Suryaurja Private Limited	Subsidiary	130.00
Emergent solren Private Limited	Subsidiary	180.50

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IV. Related Party Balances

Particulars	Relationship of the related party	As at March 31, 2024
Secured loan given to Subsidiaries		
Megasolis Renewables Private Limited	Subsidiary	14,844.36
Neo Solren Private Limited	Subsidiary	1,077.32
Astra Solren Private Limited	Subsidiary	1,337.78
Brightsolar Renewable Energy Private Limited	Subsidiary	302.27
Mega Suryaurja Private Limited	Subsidiary	8,878.98
Emergent solren Private Limited	Subsidiary	7,559.30
Unsecured loan given to Subsidiaries		
Mega Suryaurja Private Limited	Subsidary	3,924.28
Megasolis Renewables Private Limited	Subsidary	4,977.09
Neo Solren Private Limited	Subsidiary	640.00
Astra Solren Private Limited	Subsidiary	800.00
Emergent solren Private Limited	Subsidiary	2,228.63
Brightsolar Renewable Energy Private Limited	Subsidiary	180.00
Interest receivable on secured loan given to Subsidiaries		
Mega Suryaurja Private Limited	Subsidiary	84.62
Emergent solren Private Limited	Subsidiary	81.86
Megasolis Renewables Private Limited	Subsidiary	227.34
Neo Solren Private Limited	Subsidiary	31.66
Astra Solren Private Limited	Subsidiary	37.24
Brightsolar Renewable Energy Private Limited	Subsidiary	0.57
Fees to Trustee payable		
Axis Trustee Limited	Trustee	0.55
Interest receivable on unsecured loan given to Subsidiaries		
Megasolis Renewables Private Limited	Subsidiary	138.82
Neo Solren Private Limited	Subsidiary	19.77
Astra Solren Private Limited	Subsidiary	24.71
Brightsolar Renewable Energy Private Limited	Subsidiary	2.19
Mega Suryaurja Private Limited	Subsidiary	120.11
Emergent solren Private Limited	Subsidiary	16.79
Advances towards services		
Sustainable Energy Infra Investment Managers Private Limited	Investment Manager	28.37
Long term borrowings		
Axis Bank Limited *	Promoter of Trustee	16,897.98

Note: All the above amounts are including taxes

*The Trust has entered into banking transactions including loans taken and interest thereof in the normal course of business with Axis Bank Limited in professional capacity.

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Details in respect of related party transactions involving acquisition of InvIT assets as required by Para 3.4.4(b)(iv) to SEBI Circular SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 are as follow:

For the period ended March 31, 2024

During the period, the Trust has acquired Megasolis Renewables Private Limited (MRPL) including its three subsidiaries [namely, Astra Solren Private Limited (ASPL), Neo Solren Private Limited (NSPL) and Brightsolar Renewable Energy Private Limited (BREPL)], Emergent Solren Private Limited (ESPL) and Mega Suryaurja Private Limited (MSUPL) from sponsor and sponsor group.

The Trust has issued 187,500,000 units amounting to INR 18,750.00 million in exchange for purchase of the equity shares of INR 18,750.00 million (refer note 8).

(a) Summary of valuation report

Particulars	**MRPL**	**ESPL**	**MSUPL**
Enterprise value (gross of cash and bank balance) (INR in million)	38,750.04	16,757.47	15,888.09
Method of valuation	Discounted Cash Flow	Discounted Cash Flow	Discounted Cash Flow
Discount Rate (WACC)	8.98%	9.15%	9.44%

Enterprise value as disclosed above is adjusted Enterprise value based solely on the fair valuation report dated December 12, 2023, of the independent valuer appointed by the Investment manager under the InvIT Regulations.

(b) There are no material conditions or obligations in relation to the said transaction.

(c) No external financing has been obtained for the acquistion of the entities mentioned in the above table and no fees or commission were received/to be received by any associate of the related party in relation to the transaction except fees amounting to INR 63.68 million in relation to offer issuance paid to Axis Capital Limited which is fellow subsidiary of Trustee.

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20. Details of utilization of proceeds of offer

The utilization of offer proceeds of INR 13,650.00 million is summarised below:

Objects of the issue as per the as per the final placement memorandum	Proposed utilization	Actual utilization upto March 31, 2024	Unutilized amount as at March 31, 2024
a) Providing loans to the Initial Portfolio Assets for repayment or pre-payment of debt availed from the MSPL Sponsor and certain lenders and financial institutions, including any accrued interest	12,750.00	12,750.00	Nil
b) General purposes*	563.29	563.29	Nil
c) Offer expenses	336.71	336.71	Nil
Total	**13,650.00**	**13,650.00**	**-**

*Actual utilization upto March 31, 2024 in General purposes includes INR 57.05 million for expenses which are in nature of Offer expenses.

21. Details of dues to micro, small and medium enterprises as defined under the MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 2, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. The information regarding MSMED has been determined to the extent such parties have been identified on the basis of information available with the Trust.

Particulars	For the period from July 20, 2023 to March 31, 2024
a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	1.24
b) The amount of interest paid by trust along with the amounts of the payment made to the supplier beyond the appointed day during the year;	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under this Act;	-
d) The amount of interest accrued and remaining unpaid at the end of the year;	-
e) The amount of further interest remaining due and payable even in the succeeding periods, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-

22. Earnings per Unit

Basic Earnings per unit amounts are calculated by dividing the profit for the period attributable to unitholders by the weighted average number of units outstanding during the period.

Diluted EPU amounts are calculated by dividing the profit for the period attributable to unitholders by the weighted average number of units outstanding during the period plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

Particulars	For the period from July 20, 2023 to March 31, 2024
Profit after tax as per standalone statement of profit and loss attributable to unitholder (Amount in INR million)	550.64
Weighted average number of units used in the calculation of basic and diluted earnings per unit (Nos.)	10,45,13,672
Earning Per Unit -	
-Basic (INR/Per Unit)	5.27
-Diluted (INR/Per Unit)*	5.27

**There were no dilutive units for the period from July 20, 2023 to March 31, 2024.*

23. Commitment and contingent liability

As on March 31, 2024 - Nil

24. Segment reporting

The Trust activities comprise of owning and investing in SPVs operating in renewable energy project in India to generate cashflow for distribution to the unitholders. Based on guiding principles given in Ind AS 108 "Operating Segment" this activity falls within a single operating segment and accordingly the disclosures of Ind AS 108 have not been provided separately. All operations of the Trust are in India and hence, there is only one geographic segment.

25. Project management fees and investment management fees

Details of fees paid to project manager and investment manager as required pursuant to SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44, dated May 15, 2024 issued under the InvIT Regulation:

Investment management fees

Investment Manager is entitled to fees amounting to sum of the cost of providing such services along with mark up of 10% of the cost (plus taxes as applicable) which is allocated to the Trust and the SPVs in such proportion as maybe determined from time to time.

Investment management fees for the period ended March 31, 2024 is INR 129.02 million out of which INR 46.27 million has been charged to statement of profit and loss and remaining amount for INR 82.75 million has been charged to other equity under retained earnings which relates to unit issue expenses.

During the year, certain amendments to the original Investment Management Agreement was made in relation to the fee payable to the Investment Manager in consideration for the services rendered by it through an amended and restated Investment Management Agreement which was executed on September 15, 2023.

Project management fees

Project management fees are paid by the SPVs to the Project Manager. There is no fees charged to standalone statement of profit and loss of the Trust.

26. The Trust was set up on July 20, 2023 as a contributory irrevocable trust, pursuant to the Trust Deed, under the provisions of the Indian Trusts Act, 1882. Trust was registered with SEBI on August 11,2023 as an Infrastructure Investment Trust (InvIT) under Regulation 3(1) of the InvIT Regulations having registration number IN/InvIT/23- 24/0027.Hence the audited consolidated financial statement is presented for the period from July 20, 2023 to March 31, 2024 and comparative periods are not presented.

27. Unit issue expenses mainly pertains to professional charges, audit fees, legal advisory fees and other related expenses incurred for listing of units on the National Stock Exchange.

28. The standalone financial statements were approved by the board of directors of the Investment Manger and authorized for issue on May 24, 2024.

For and on behalf of
Sustainable Energy Infra Investment Managers Private Limited
(Investment Manager of Sustainable Energy Infra Trust)

Debapratim Hajara	**Avinash Rao**	**Gaurav Malhotra**	**Devjeet Ghosh**
Director	Chief Executive Offi	Chief Financial Office	Compliance Officer
DIN: 09804007			
Place: Singapore	Place: Mumbai	Place: Mumbai	Place: Noida
Date: May 24, 2024	Date: May 24, 2024	Date: May 24, 2024	Date: May 24, 2024

CONSOLIDATED FINANCIAL STATEMENTS

Deloitte
Haskins & Sells LLP

Chartered Accountants
One International Centre
Tower 3, 32nd Floor,
Senapati Bapat Marg,
Elphinstone Road (West),
Mumbai - 400 013
Maharashtra, India
Phone: +91 22 6185 4000
Fax: +91 22 6185 4101

INDEPENDENT AUDITOR'S REPORT

To The Unitholders of Sustainable Energy Infra Trust
Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Sustainable Energy Infra Trust ("the Trust") and its subsidiaries (the trust and its subsidiaries together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at March 31, 2024, Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Unitholders' Equity, Consolidated Statement of Cashflows for the period from July 20, 2023 to March 31, 2024, Consolidated Statement of Net Assets at Fair Value as at March 31, 2024, Consolidated Statement of Total Returns at Fair Value and Consolidated Statement of Net Distributable Cash Flows for the period from July 20, 2023 to March 31, 2024 and a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries referred to in the Other Matters section below, the aforesaid Consolidated Financial Statements give the information required by the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, including any guidelines and circulars issued thereunder read with the SEBI circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (together referred to as the "InvIT Regulations") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, to the extent not inconsistent with the InvIT Regulations, of the consolidated state of affairs of the Group as at March 31, 2024, and their consolidated profit including other comprehensive income, their consolidated changes in unitholders' equity, their consolidated cashflows for the period from July 20, 2023 to March 31, 2024, their consolidated net assets at fair value as at March 31, 2024, their consolidated total returns at fair value and its net distributable cashflows for the period from July 20, 2023 to March 31, 2024.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) and other pronouncements issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

EMPHASIS OF MATTER

We draw attention to Note 2.2 (d) of the Consolidated financial statements, which describes the presentation of "Unit Capital" as "Equity" to comply with InvIT Regulations. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr No	Key Audit Matter	Audit Procedures
1	**Fair Value of Net Assets of the Trust:** In accordance with InvIT Regulations, the Trust discloses Statement of Net Assets at Fair Value which requires fair valuation of net assets. The fair value of net assets of the Trust is determined basis valuation by an independent valuer using discounted cash flow method. While there are several assumptions that are required to determine the fair value of net assets of the Trust, assumptions with the highest degree of estimate, subjectivity and impact on fair value are the valuation methodology used in determining the fair value, future cashflows estimated by the Management, relating to solar power generating plants, cost of debt, cost of equity and discount rate. Auditing these assumptions required a high degree of auditor judgment as the estimates made by the Management and the independent external valuer contain significant measurement uncertainty. Refer Statement of Net assets at fair value in the consolidated financial statements	**Principal audit procedures performed among others** Our audit procedures relating to the determination of the fair value of net assets included the following, among others: • Tested design, implementation and operating effectiveness of the internal control related to determination of fair value of assets. • Reviewed the independent external valuer's valuation reports to understand the method used, valuation techniques, assumptions and estimates. • Tested the reasonableness of the future cash flows shared by Management with external valuer by comparing it to source information used in preparing the forecasts and actual performance to support any significant expected future changes to the business. • Evaluated the Trust's independent external valuer's competence to perform the valuation. • Involved our internal fair valuation specialists to independently determine fair value of the Net Assets of the Trust as at the balance sheet date, which included assessment of reasonableness of the discount rate used by Management in valuation and the methodology to determine the fair value. • Compared the fair value determined based on report by the independent external valuer with that determined by our internal fair valuation specialist to assess the reasonableness of the fair valuation. • Tested the arithmetical accuracy of computation in the Consolidated Statement of Net Assets at Fair Value and evaluated adequacy of disclosures in the Consolidated Financial Statements as per requirement of InvIT Regulation.
2	**Acquisition of SPV's during the year:** The Group acquired 100% equity stake in solar power companies (SPV's) on January 10, 2024. The Group has accounted for this acquisition as a business combination	• We evaluated the design, implementation and operating effectiveness of the controls relating to 1) identification of assets acquired (including intangible assets) and liabilities assumed 2) purchase price allocation to identifiable assets and liabilities, 3) valuation methodology adopted to determine fair value.

	as per Ind AS 103 'Business Combination'. Accounting for the acquisition has involved judgement in order to: • determine whether the acquisition constitutes a business and the date on which control is established; • determine the fair value of consideration; • identify and measure the fair value of the identifiable assets acquired and liabilities assumed (including contingent liabilities if any); • allocate the purchase consideration between identifiable assets, liabilities and goodwill. This is a material acquisition for the Group and given the level of estimation and judgement required, we considered it to be a Key Audit Matter. The most significant judgements relate to the identification and valuation of intangible assets acquired. The identifiable intangible assets are customer contracts. This includes complex valuation considerations and requires the use of specialist. Refer note 31 to the Consolidated Financial Statements.	• We examined the terms and conditions of the share purchase agreements in order to evaluate the Group's assessment of whether the acquisition comprises a business, whether the Group obtained the control of acquiree and the date for satisfaction of the closing conditions to determine the acquisition date. • We have checked the purchase price paid with share purchase agreement. • We have assessed the Group's determinations of fair values for assets acquired and liabilities assumed and the methods used to fair value the said identifiable assets by: - Reviewing the valuation report prepared by the valuation specialists appointed by Management which includes fair value of tangible and intangible assets. - Evaluating the competence, objectivity and integrity of the valuation specialists appointed by Management. - Involving our internal valuation specialists in evaluation of the appropriateness of the valuation model used to determine the fair values of tangible assets and identified intangible asset, reasonableness of the discount rates used in their valuation and testing the mathematical accuracy of the calculation. • We have checked allocation of the purchase price to identifiable assets acquired and liabilities assumed (including contingent liabilities) with the valuation report prepared by the valuation specialist appointed by the Management. • Evaluated adequacy of disclosures in the Consolidated Financial Statements as per requirement of Ind AS 103 'Business Combination'.

Information Other than the Financial Statements and Auditor's Report Thereon

- Sustainable Energy Infra Investment Managers Private Limited ('Investment Manager') acting in its capacity as an Investment Manager of the Trust is responsible for the other information. The other information comprises the information and disclosures included in the Annual Report but does not include the consolidated financial statements, the standalone financial statements, and our auditor's reports thereon.

- Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by other auditors.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Management of Investment Manager ("the Management"), is responsible for the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in unitholders' equity, consolidated cashflows of the Group for the period from July 20, 2023 to March 31, 2024, consolidated statement of net assets at fair value as at March 31, 2024, total returns at fair value and net distributable cash flows for the period from July 20, 2023 to March 31, 2024 of the Trust and its subsidiaries in accordance with the InvIT Regulations, Ind AS and other accounting principles generally accepted in India, to the extent not inconsistent with the InvIT Regulations.

The respective Board of Directors of the Investment Manager and of the subsidiaries included in the Group are responsible for maintenance of adequate accounting records for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Investment Manager of the Trust, as aforesaid.

In preparing the consolidated financial statements, the Management and respective Board of Directors of the subsidiaries included in the Group are responsible for assessing the Trust's and subsidiaries ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management and respective Board of Directors of the subsidiaries either intends to liquidate the Trust and subsidiaries or to cease operations, or has no realistic alternative but to do so.

The Management and respective Board of Directors of the subsidiaries included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such subsidiaries included in the Consolidated Financial Statements of which we are the independent auditors. For the other subsidiaries included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated financial statements.

We communicate with those charged with governance of the Trust and subsidiaries included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of 4 subsidiaries, whose financial statements reflect total assets of Rs. 20,290.05 million as at March 31, 2024, total revenues of Rs. 631.66 million and net cash outflows amounting to Rs. 24.17 million for the period from July 20, 2023 to March 31, 2024, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statement is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements
Based on our audit and as required by InvIT Regulations, we report that:

a) We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purpose of our audit;

b) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Unitholders' Equity, Consolidated Statement of Cashflows, dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements;

c) In our opinion, the aforesaid Consolidated Financial Statements comply with Ind AS, and other accounting principles generally accepted in India, to the extent not inconsistent with the InvIT Regulations.

d) There were no amounts which were required to be transferred to the Investor Protection and Education Fund by the Trust and it subsidiaries.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/ W-100018)

Mehul Parekh
(Partner)
(Membership No. 121513)
(UDIN: 24121513BKEPGB3556)

Place: Mumbai
Date: May 24, 2024

Sustainable Energy Infra Trust (SEIT)
Consolidated Balance Sheet as at March 31, 2024
All amounts in INR million unless otherwise stated

Particulars	Note No.	As at March 31, 2024
ASSETS		
Non-current assets		
Property, plant and equipment	3	53,313.45
Capital work-in-progress	3A	77.41
Right-of-use asset	3B	1,095.20
Goodwill	4B	643.30
Others intangible assets	4A	12,723.88
Financial assets		
Other financial assets	5	2,787.42
Income tax asset (net)	6A	73.81
Other non-current assets	8	4.48
		70,718.95
Current assets		
Financial assets		
Trade receivables	9	632.33
Cash and cash equivalents	10	374.96
Other bank balances	10A	1,872.28
Other financial assets	5	1,725.57
Other current assets	8	100.07
		4,705.21
Total assets		**75,424.16**
EQUITY AND LIABILITIES		
Equity		
Unit capital	11	32,400.00
Other equity	11A	177.44
Total equity		**32,577.44**
Non-current liabilities		
Financial liabilities		
Borrowings	12	32,678.44
Lease liabilities	3C	588.09
Provisions	15	0.07
Deferred tax liabilities (net)	7	5,734.09
Other non-current liabilities	16	2,501.96
		41,502.65

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Sustainable Energy Infra Trust (SEIT)
Consolidated Balance Sheet as at March 31, 2024
All amounts in INR million unless otherwise stated

Particulars	Note No.	As at March 31, 2024
Current liabilities		
Financial liabilities		
Borrowings	12	984.27
Lease liabilities	3C	22.09
Trade and other payables	13	
- Total outstanding dues of micro enterprises and small enterprises		11.67
- Total outstanding dues of creditors other than micro enterprises and small enterprises		160.78
Other financial liabilities	14	27.57
Income tax liabilities (net)	6B	0.05
Other current liabilities	16	137.64
		1,344.07
Total liabilities		**42,846.72**
Total equity and liabilities		**75,424.16**
Summary of material accounting policies	2	

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of
Sustainable Energy Infra Investment Managers Private Limited
(Investment Manager of Sustainable Energy Infra Trust)

Mehul Parekh
Partner

Place: Mumbai
Date: May 24, 2024

Debapratim Hajara
Director
DIN: 09804007

Place: Singapore
Date: May 24, 2024

Avinash Rao
Chief Executive Officer

Place: Mumbai
Date: May 24, 2024

Gaurav Malhotra
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

Sustainable Energy Infra Trust (SEIT)
Consolidated Statement of Profit and Loss for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

Particulars	Note No.	For the period from July 20, 2023 to March 31, 2024
Income		
Revenue from operations	17	1,749.58
Other income	18	125.00
Total income		**1,874.58**
Expenses		
Project management fees	34	4.47
Investment management fees	34	100.58
Employee benefits expense	19	0.99
Insurance and security expenses		22.68
Trustee fees		1.89
Valuation expenses		3.36
Audit fees	20	14.98
Repairs and maintenance		103.77
Finance cost	21	660.06
Depreciation and amortisation expense	22	662.91
Registration fees		1.71
Custodian fees		0.49
Other expenses	23	206.49
Total expenses		**1,784.38**
Profit before tax		**90.20**
Tax expense		
Current tax expense/(credit)	7	8.27
Deferred tax expense/(credit)		(53.83)
		(45.56)
Profit for the period after tax		**135.76**

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Sustainable Energy Infra Trust (SEIT)
Consolidated Statement of Profit and Loss for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

Particulars	Note No.	For the period from July 20, 2023 to March 31, 2024
Other comprehensive income		
A. Items that will not be reclassified to profit or loss		-
B. Items that may be reclassified to profit or loss		-
Total other comprehensive income (A+B)		**-**
Total comprehensive income for the period		**135.76**
Earnings Per Unit:		
Basic and Diluted (in INR)	**29**	1.30
Summary of material accounting policies	**2**	

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

Mehul Parekh
Partner

Place: Mumbai
Date: May 24, 2024

For and on behalf of
Sustainable Energy Infra Investment Managers Private Limited
(Investment Manager of Sustainable Energy Infra Trust)

Debapratim Hajara
Director
DIN: 09804007

Place: Singapore
Date: May 24, 2024

Avinash Rao
Chief Executive Officer

Place: Mumbai
Date: May 24, 2024

Gaurav Malhotra
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

Sustainable Energy Infra Trust (SEIT)
Consolidated Statement of Cash Flows for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

Particulars	For the period from July 20, 2023 to March 31, 2024
A. Cash flows from operating activities	
Profit before tax	90.20
Adjustments for:	
Depreciation and amortisation expense	662.91
Interest income	(93.81)
Allowance for expected credit loss	3.01
Amortization of deferred income on safeguard duty and goods and service tax	(97.19)
Amortization of deferred income on viability gap funding	(4.06)
Amortization of deferred income on multi circuit tower	(0.32)
Unwinding of security deposit	(0.26)
Foreign exchange gain	(7.82)
Finance cost	660.06
Operating cash flows before working capital changes	**1,212.70**
Movements in working capital:	
(Increase) in trade receivables and unbilled revenue	(346.01)
(Increase) in other financial assets	43.87
(Increase) in other assets	(27.07)
Increase in trade payables	(11.11)
Increase in other financial liabilities	(1.54)
Increase in provisions	0.07
Increase in other liabilities	12.07
Cash flows from operations	**882.98**
Direct taxes paid (net of refunds)	(11.05)
Net cash generated by operating activities (A)	**871.93**
B. Cash flows from investing activities	
Purchase of property, plant & equipment and capital work-in-progress	(55.09)
Interest received	117.32
Investment in fixed deposit	(1,324.28)
Net cash used in investing activities (B)	**(1,262.05)**

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Sustainable Energy Infra Trust (SEIT)

Consolidated Statement of Cash Flows for the period from July 20, 2023 to March 31, 2024

All amounts in INR million unless otherwise stated

Particulars	For the period from July 20, 2023 to March 31, 2024
C. Cash flows from financing activities	
Proceeds of borrowings	34,000.00
Repayment of borrowings	(45,346.58)
Payment of lease liability	(14.73)
Finance costs paid	(2,443.77)
Payment of upfront fees on long term borrowings	(133.81)
Unit issue expenses	(308.67)
Issue of unit capital (refer note (ii))	13,650.00
Net cash used in financing activities (C)	**(597.56)**
Net decrease in cash and cash equivalents (A+B+C)	**(987.67)**
Cash and cash equivalents at the beginning of the period	-
Cash and cash equivalents on account of acquisition of subsidiaries	1,362.63
Cash and cash equivalents at the end of the period	**374.96**

Components of cash and cash equivalents at the end of the period

Particulars	As at March 31, 2024
Balances with banks	50.06
Fixed deposit with original maturity of less than three months	324.90
Total cash and cash equivalents	**374.96**

Notes:

(i) The above consolidated statement of cash flows has been prepared under the "indirect method" as set out in 'Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows'

Non-cash transaction:

(ii) The Trust has issued 187,500,000 units amounting to INR 18,750.00 million in exchange for purchase of the equity shares of subsidiaries aggregating to INR 18,750.00 million. The same has not been reflected in statement of cash flow. (refer note 11)

Details of assets and liabilities acquired in business combination is given below:

Fair value of assets and liabilities acquired (refer note 31)	18,457.05
Goodwill recognised	643.30
Capital reserve recognised	(350.35)
Purchase consideration	**18,750.00**

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Sustainable Energy Infra Trust (SEIT)
Consolidated Statement of Cash Flows for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

(iii) Reconciliation between opening and closing balances for liabilities arising from financing activities (including current maturities)

Particulars	Lease liabilities	Long term borrowings (including current maturities)
Opening balance as at July 20, 2023		**-**
Acquired on account of business combination	614.73	45,147.12
Interest payable on account of business combination	-	1,795.54
Proceeds of long term borrowings	-	34,000.00
Finance charge for the period	10.18	648.23
Amortisation of upfront fees	-	1.65
Lease payments	(14.73)	-
Repayment of long term borrowings	-	(45,346.58)
Impact on account of derivative financial instrument and foreign currency translation	-	(5.67)
Payment of upfront fees on long term borrowings	-	(133.81)
Finance cost paid	-	(2,443.77)
Closing balance as at March 31, 2024	**610.18**	**33,662.71**

(iv) The above cash flow excludes proceeds received in the cash escrow account amounting to INR 8,978.00 million on account of offer for sale made by Mahindra Susten Private Limited (selling unitholder) (refer note 11). These funds were remitted to selling unitholder.

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of
Sustainable Energy Infra Investment Managers Private Limited
(Investment Manager of Sustainable Energy Infra Trust)

Mehul Parekh
Partner

Place: Mumbai
Date: May 24, 2024

Debapratim Hajara
Director
DIN: 09804007

Place: Singapore
Date: May 24, 2024

Avinash Rao
Chief Executive Officer

Place: Mumbai
Date: May 24, 2024

Gaurav Malhotra
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

Sustainable Energy Infra Trust (SEIT)
Consolidated Statement of changes in unitholders equity for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

A. Unit capital

Particulars	No. of units	Amount
As at July 20, 2023	-	**-**
Units issued during the period	32,40,00,000	32,400.00
As at March 31, 2024	**32,40,00,000**	**32,400.00**

B. Other equity

Particulars	Attributable to unitholders		
	Capital reserve	Retained earnings	Total
As at July 20, 2023	**-**	**-**	**-**
Profit for the period	-	135.76	135.76
Other comprehensive income	-	-	-
Total comprehensive income for the period	**-**	**135.76**	**135.76**
On account of business combination (refer note 31)	350.35	-	350.35
Less: Unit issue expense (refer note 38)	-	(308.67)	(308.67)
As at March 31, 2024	**350.35**	**(172.91)**	**177.44**

Since, the Trust was registered pursuant to a trust deed dated July 20, 2023, the consolidated statement of changes in unit holder's equity has been prepared from the period July 20, 2023 to March 31, 2024.

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of
Sustainable Energy Infra Investment Managers Private Limited
(Investment Manager of Sustainable Energy Infra Trust)

Mehul Parekh
Partner

Place: Mumbai
Date: May 24, 2024

Debapratim Hajara
Director
DIN: 09804007

Place: Singapore
Date: May 24, 2024

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Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

Sustainable Energy Infra Trust (SEIT)
Statement of Net Assets at Fair Value as at March 31, 2024
All amounts in INR million unless otherwise stated

Disclosures as required by SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, issued under the InvIT Regulation.

A. Statement of net assets at fair value:

Particulars	As at March 31, 2024	
	Book Value	Fair Value
A. Total assets	75,424.16	80,300.01
B. Total Liabilities (at book value)	42,846.72	42,846.72
C. Net Assets (A-B)	**32,577.44**	**37,453.29**
D. Number of units (in million)	324.00	324.00
E. NAV (C/D) (amount in INR)	100.55	115.60

Project wise break up of fair value of total assets:

Name of Project	As at March 31, 2024
Megasolis Renewables Private Limited ("MRPL")	
Rewa project	14,816.00
ISTS project	15,839.00
Emergent Solren Private Limited ("ESPL")	
Goyalri project	4,793.00
SECI project	11,473.00
Mega Suryaurja Private Limited ("MSUPL")	16,052.00
Astra Solren Private Limited ("ASPL")	4,309.00
Neo Solren Private Limited ("NSPL")	2,885.00
Brightsolar Renewable Energy Private Limited ("BREPL")	930.00
Other assets of the Trust	35.22
Consolidation adjustments (net)	9,167.79
Total assets	**80,300.01**

B. Consolidated statement of total returns at fair value :

Particulars	For the period from July 20, 2023 to March 31, 2024
Total comprehensive income (as per the consolidated statement of profit and loss)	135.76
Add: Other changes in fair value not recognized in total comprehensive income	4,917.53
Total Return	**5,053.29**

Note: Total Assets includes the fair value of the assets attributable to the Trust as at reporting date. Total assets values and total returns as disclosed for the period are derived based on the valuation report issued by independent valuer appointed under the SEBI InvIT Regulations and relied on by the Statutory Auditors. Total return bas been determined basis the increment to net assets value as on March 31, 2024 compared to the unit capital issued during the period amounting to INR 32,400.00 million.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

Mehul Parekh
Partner

Place: Mumbai
Date: May 24, 2024

For and on behalf of
Sustainable Energy Infra Investment Managers Private Limited
(Investment Manager of Sustainable Energy Infra Trust)

Debapratim Hajara
Director
DIN: 09804007

Place: Singapore
Date: May 24, 2024

Avinash Rao
Chief Executive Officer

Place: Mumbai
Date: May 24, 2024

Gaurav Malhotra
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

Sustainable Energy Infra Trust (SEIT)
Consolidated Statement of Net Distributable Cash Flows for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

I. Statement of Net Distributable Cash Flows (NDCFs) of Sustainable Energy Infra Trust for the period from July 20, 2023 to March 31, 2024

Calculation of net distributable cash flows at the Trust level :

	Particulars	For the period from July 20, 2023 to March 31, 2024
1	**Cashflows from operating activities of the Trust (refer footnote 1(a))**	(210.38)
2	**Add:** Cash flows received from SPV's / Investment entities which represent distributions of NDCF computed as per relevant framework (refer footnote 2)	827.73
2a	**Add:** Cash flows received from SPV's out of the cash surplus balance available in that SPV on its acquisition by the Trust (refer footnote 1(b))	69.91
3	**Add:** Treasury income / income from investing activities of the Trust (interest income received from FD, any investment entities as defined in Regulation 18(5), tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	2.77
4	**Add:** Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs/Holdcos or Investment Entity adjusted for the following: • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations	-
5	**Add:** Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs/ Hold cos or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations, if such proceeds are not intended to be invested subsequently	-
6	**Less:** Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss Account of the Trust (refer footnote 1(a))	(669.85)
7	**Less:** Debt repayment at Trust level (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt in any form or funds raised through issuance of units)	(205.15)
8	**Less:** any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i). loan agreement entered with financial institution, or (ii). terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or (iii). terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos, or (iv). agreement pursuant to which the Trust operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called), or (v). statutory, judicial, regulatory, or governmental stipulations;	-
9	**Less:** any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-
	Net Distributable Cash Flows at Trust level (Distributable Income)	**(184.97)**

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Sustainable Energy Infra Trust (SEIT)
Consolidated Statement of Net Distributable Cash Flows for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

I. Statement of Net Distributable Cash Flows (NDCFs) of Sustainable Energy Infra Trust for the period from July 20, 2023 to March 31, 2024

Footnotes:

1. Calculation of the total distributable cashflows:

	Particulars	**For the period from July 20, 2023 to March 31, 2024**
i.	Net Distributable Cash Flows at Trust level (Distributable Income) as per above	(184.97)
ii.	Adjustment for expenses incurred out of the offer proceeds but included in the NDCF above (refer footnote 1(a))	591.33
iii.	Adjustment for funds received from the SPV out of the cash surplus balance available in that SPV on its acquisition and retained in the Trust (refer footnote 1(b))	(69.91)
	Total Distributable Cash Flows	**336.45**

1(a): NDCF has been computed after considering the expenses amounting to INR 591.33 million incurred by the Trust out of the offer proceeds raised towards offer expenses and general corporate purposes. In the absence of specific adjustment for such items in the format of computation of NDCF, the same has been adjusted in note 1 above while determining the total distribution by the Trust.

1(b): During the period, cash flow of INR 69.91 million was received by the Trust from one of the SPVs out of the cash surplus balance which was available in that SPV on its acquisition by the Trust. In accordance with note 5 of the SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD/P/CIR/2023/184 dated December 06, 2023, the Trust have exercised its option to retain the said cash surplus balance and accordingly the aforesaid amount have not been considered for distribution.

2. Includes actual cashflows received from SPVs to the Trust aggregating to INR 496.70 million until March 31, 2024 and the balance INR 400.94 million in the subsequent period.

Sustainable Energy Infra Trust (SEIT)
Consolidated Statement of Net Distributable Cash Flows for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

II. Statement of Net Distributable Cash Flows (NDCFs) of HoldCo. / SPVs

Calculation of net distributable cash flows at the SPVs level for the period from January 10, 2024 to March 31, 2024 (refer note 2):

	Particulars	NSPL	ASPL	BREPL	MRPL	MSUPL	ESPL
1	Cash flow from operating activities as per Cash Flow Statement of HoldCo/ SPV	76.24	64.61	74.30	354.66	255.41	245.59
2	Add: Cash Flows received from SPV's which represent distributions of NDCF computed as per relevant framework (relevant in case of HoldCos)	-	-	-	46.53	-	-
3	Add: Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	1.02	0.43	0.18	55.01	24.35	33.55
4	Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or Investment Entity adjusted for the following: • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations	-	-	-	9.17	-	-
5	Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs or Investment Entity not distributed pursuant to an earlier plan to reinvest as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-
6	Less: Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss Account and any shareholder debt / loan from Trust	(23.80)	(29.46)	(6.34)	(931.87)	(713.32)	(195.57)
7	Less: Debt repayment (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity raise as well as repayment of any shareholder debt / loan from Trust)	-	-	-	(82.32)	(2.23)	-

Sustainable Energy Infra Trust (SEIT)
Consolidated Statement of Net Distributable Cash Flows for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

II. Statement of Net Distributable Cash Flows (NDCFs) of HoldCo. / SPVs

	Particulars	NSPL	ASPL	BREPL	MRPL	MSUPL	ESPL
8	Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i). loan agreement entered with banks / financial institution from whom the Trust or any of its SPVs/ HoldCos have availed debt, or (ii). terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or (iii). terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos, or (iv). agreement pursuant to which the SPV/ HoldCo operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v). statutory, judicial, regulatory, or governmental stipulations;	-	-	-	-	-	(935.00)
9	Less: any capital expenditure on existing assets owned / leased by the SPV or Holdco, to the extent not funded by debt / equity or from reserves created in the earlier years	(17.82)	(1.50)	(12.22)	(22.59)	(15.67)	-
	Net Distributable Cash Flows for HoldCo/SPV's for the period from January 10, 2024 to March 31, 2024	**35.64**	**34.08**	**55.92**	**(571.41)**	**(451.46)**	**(851.43)**
10	Distribution out of the opening surplus cash acquired on acquisition of new SPVs	-	-	-	-	-	69.91
	Net Distributable Cash Flows for HoldCo/SPV's for the period from January 10, 2024 to March 31, 2024	**35.64**	**34.08**	**55.92**	**(571.41)**	**(451.46)**	**(781.52)**

Footnotes:

1 Calculation of the total distribution by SPVs

	Particulars	NSPL	ASPL	BREPL	MRPL	MSUPL	ESPL
i.	Net Distributable Cash Flows as per above	35.64	34.08	55.92	(571.41)	(451.46)	(781.52)
ii.	Adjustment for DSRAs created out of the opening surplus cash balance available in the SPV on the date of acquisition instead out of cash generated in the SPV during the period	-	-	-	-	-	935.00
iii.	Adjustment: Finance cost included in sr. no. 6 of NDCF table above but paid out of the loan proceeds from Trust #	22.32	27.78	5.98	901.28	703.53	27.02
	Total Distributable Cash Flows	**57.96**	**61.86**	**61.90**	**329.87**	**252.07**	**180.50**

Sustainable Energy Infra Trust (SEIT)
Consolidated Statement of Net Distributable Cash Flows for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

II. Statement of Net Distributable Cash Flows (NDCFs) of HoldCo. / SPVs

During the period, the Trust received offer proceeds of INR 13,650.00 million. Of the same, as per the permitted usage of the offer proceeds, the Trust have provided loans amounting to INR 12,750.00 million to SPVs for repayment/pre-payment of the subsisting debt (including interest accrued) of the SPVs. Further, Trust had availed a loan facility of INR 34,000.00 million during the period for the purpose of on-lending to the SPVs. Accordingly, aggregate amount of INR 46,750.00 million which were on-lent to the SPVs were utilized by the SPVs for payment of interest and repayment/pre-payment of loans by the SPVs as per the details mentioned in the below table.

	Funds received from the Trust which have been utilized to pay interest and principal	**Total**	**NSPL**	**ASPL**	**BREPL**	**MRPL**	**MSUPL**	**ESPL**
i.	Interest payment made out of the loan received from Trust (included in Sr. no. 6)	1,687.91	22.32	27.78	5.98	901.28	703.53	27.02
ii.	Principal repayment made out of the loan received from Trust (netted from Sr. no. 7)	45,062.09	1,695.00	2,110.00	476.28	18,920.17	12,099.73	9,760.91
	Total	**46,750.00**	**1,717.32**	**2,137.78**	**482.26**	**19,821.45**	**12,803.26**	**9,787.93**

2 Break up of the Net Distributable Cash Flows for HoldCo/SPV's calculated above:

	Particulars	**Total**	**NSPL**	**ASPL**	**BREPL**	**MRPL**	**MSUPL**	**ESPL**
i.	Distributable to Trust	897.64	51.43	61.86	21.90	329.87	252.07	180.50
ii.	Distributable to MRPL (Hold Co.)	46.53	6.53	-	40.00	-	-	-
	Total	**944.17**	**57.96**	**61.86**	**61.90**	**329.87**	**252.07**	**180.50**

3. The Trust has acquired subsidiaries with effective date from January 10, 2024 (refer note 31) hence the statement of net distributable cash flows (NDCF) of holdCo./ subsidiaries is prepared for the period from January 10, 2024 to March 31, 2024.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

Mehul Parekh
Partner

Place: Mumbai
Date:May 24, 2024

For and on behalf of
Sustainable Energy Infra Investment Managers Private Limited
(Investment Manager of Sustainable Energy Infra Trust)

Debapratim Hajara
Director
DIN: 09804007

Place: Singapore
Date: May 24, 2024

Avinash Rao
Chief Executive Officer

Place: Mumbai
Date: May 24, 2024

Gaurav Malhotra
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

Sustainable Energy Infra Trust
Notes to Consolidated Financial Statements

1. Corporate information

Sustainable Energy Infra Trust (the "Trust" or "SEIT") was set up on July 20, 2023, as a contributory irrevocable trust under the provision of the Indian Trusts Act, 1882. The Trust was registered as an infrastructure investment trust under the Securities Exchange Board of India ("SEBI") (Infrastructure Investment Trust) Regulations, 2014 as amended read together with circulars and guidelines issued thereunder (the "SEBI InvIT Regulations") on August 11, 2023, having registration number IN/InvIT/23-24/0027. The registered office address of the Trust is Mahindra Towers, Pandurang Budhkar Marg, Worli, Mumbai- 400018.

2726522 Ontario Limited and Mahindra Susten Private Limited ("MSPL") are the Sponsors of the Trust. The Trustee to the Trust is Axis Trustee Services Limited (the "Trustee"). Investment Manager for the Trust is Sustainable Energy Infra Investment Managers Private Limited (the "Investment Manager").

The investment objective of the Trust is to carry on the activities of and make investments as an infrastructure investment trust as permissible in terms of the InvIT Regulations and in accordance with the InvIT Documents. The Trust has been formed to invest in infrastructure assets primarily being in renewable energy projects in India. All the projects of entities acquired by the Trust during financial year 2023-2024 are held through special purpose vehicles ("SPVs" together with the Trust referred as "Group").
The consolidated financial statements comprise financial statements of Sustainable Energy Infra Trust and its six subsidiaries / Special Purpose Vehicle for the year ended March 31, 2024.
The details of incorporation of the SPVs included in the Group along with brief of principal activities and shareholding pattern of the SPVs are as given below:

Sr. No	Name of the SPV	Date of Incorporation	Principal activity	Shareholding by the trust	Nature of relationship	Name of the Shareholders along with percentage of Shareholding as at 31st March 2024th
1.	Megasolisis Renewables Private Limited ("MRPL"), Formerly known as Mahindra Renewables Private Limited	26 July 2010	Sale of power	100%	Subsidiary	Sustainable Energy Infra Trust (SEIT) (100%)
2.	Megasuryaurja Private Limited ("MSUPL")	12 January 2012	Sale of power	100%	Subsidiary	Sustainable Energy Infra Trust (SEIT) (100%)
3.	Emergent Solren Private Limited ("ESPL")	9 November 2022	Sale of power	100%	Subsidiary	Sustainable Energy Infra Trust (SEIT)
4.	Astra Solren Private Limited ("ASPL'")	14 October 2015	Sale of power	100%	Subsidiary	Megasolisis Renewables Private Limited (100%)
5.	Neo Solren Private Limited ("NSPL")	1 July 2015	Sale of power	100%	Subsidiary	Megasolisis Renewables Private Limited (100%)
6.	Bright Renewables Private Limited ("BREPL")	3 December 2013	Sale of power	100%	Subsidiary	Megasolisis Renewables Private Limited (100%)

2. Basis of preparation, Measurement and Material Accounting Policies

2.1 Purpose and Basis of preparation of the Consolidated Financial Statements

These financial statements are the Consolidated financial statements of the Trust and comprise of the balance sheet as at March 31, 2024, the statement of profit and loss including the statement of other comprehensive income, the statement of cash flow and the statement of changes in unit holders' equity for the period July 20, 2023, to March 31, 2024, the statement of net assets at fair value as at March 31, 2024, the statement of total returns at fair value for the period July 20, 2023 to March 31, 2024 and a summary of material accounting policies, other explanatory information and additional financial disclosures as required under the SEBI (Infrastructure Investment Trusts) Regulations, 2014. The financial statements were authorized for issue in accordance with resolutions passed by the Board of Directors of the Investment Manager on behalf of the SEIT on May 24, 2024.

The Consolidated Financial Statements have been prepared in accordance with the requirements of SEBI (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations"), as amended from time to time read with the SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 ("SEBI Circular"); Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) (Refer Note 11 on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Statement of compliance with Ind AS:
The consolidated financial statements for the period ended 31 March 2024 have been prepared in accordance with Ind AS, to the extent not inconsistent with the InvIT Regulations .

These financial statements have been prepared and presented on a historical cost convention, except for certain financial assets and liabilities measured at fair values at the end of each reporting period, as stated in the accounting policies below

The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern. The Consolidated financial statements are presented in Indian Rupees Millions except when otherwise indicated.

BASIS OF CONSOLIDATION
The consolidated financial statements comprise the financial statements of the Trust and its subsidiaries as at March 31, 2024. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that

group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent, i.e., year ended on March 31.

Consolidation procedure:

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the unit holders of the Trust and to the non-controlling interests (if any), even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Business combination and goodwill
Business combinations are accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are recognised in Consolidated Statement of Profit and Loss as incurred.
Acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received, with the exception of the costs of issuing debt or equity securities that are recognised in accordance with Ind AS 32 and Ind AS 109.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values except that deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements (as applicable) are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any noncontrolling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any), over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously
held interest in the acquiree (if any), the excess, after reassessment, is recognised in capital reserve through other comprehensive income or directly depending on whether there exists clear evidence of the underlying reason for classifying the business combination as a bargain purchase.

For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Goodwill

Goodwill is initially recognised and measured as set out above.
After initial recognition, goodwill is measured at cost less any accumulated impairment losses .Impairment is tested at least annually. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units or groups of cash-generating units that is expected to benefit from the synergies of the combination.
A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in the Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.
On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.2 Material Accounting Policies and Accounting Judgments and Estimates.

a) Use of estimates and judgments

In applying the Group's accounting policies which are described in notes below, the directors are required to make judgements that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.
The estimates and associated assumptions are based on historical experience and other factors that are relevant. Actual results may differ from these estimates.
The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Consolidated Financial Statements is included in the following notes:

(i) Recoverability of deferred tax assets:
In determining the recoverability of deferred income tax assets, the Group primarily considers the current and expected profitability of the company and their ability to utilise tax assets. The Group reviews its deferred income tax assets at every reporting year end, taking into consideration the availability of sufficient current and projected taxable profits, reversals of taxable temporary differences and tax planning strategies.

(ii) Impairment losses on financial assets:
The Group reviews its financial assets to assess impairment at regular intervals. The Group's credit risk is primarily attributable to its financial assets. In determining whether impairment losses should be recorded in the Consolidated Statement of Profit and Loss, the Group makes judgments as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows. Accordingly, an allowance for expected credit loss is made where there is an identified loss event or condition which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

At the reporting date, the historical credit loss observed default rates are updated and changes in the forward-looking estimates are analysed. ECL impairment loss allowance (or reversal) during the period is recognized as other expense in the Consolidated Statement of Profit and Loss.

(iii) Estimation of provisions and contingencies:
Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past events whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the Group. The Group exercises judgement and estimates in recognizing

the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from the originally estimated provision.

(iv) Useful lives of property, plant and equipment:

The useful lives of property, plant and equipment are reviewed at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets, and also their likely economic lives based on various internal and external factors including relative efficiency, the operating conditions of the asset, historical trend of Capacity utilization factor (CUF), historical planned and scheduled maintenance. It is possible that the estimates made based on existing experience are different from the actual outcomes and could cause a material adjustment to the carrying amount of property, plant, and equipment.

b) Revenue Recognition:

Revenue is recognized when control of the goods including power generation services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation by the Group. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangements.

The accounting policies for the specific revenue streams of the Group is:

i. Sales of Solar Power

Revenue is recognised over time for each period based on the volume of solar power supplied to the Customer as per the terms stated in the PPA at the metering point of the Customer.

ii. Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

iii. Verified Carbon Unit (VCU)

The Group accrues carbon emission reduction income in the period when it is reasonably certain that the Group will be able to comply with the conditions necessary to obtain such carbon emission reduction.

iv. Proceeds under change in law:

As per term of power purchase agreement (PPA), the Group has right to claim certain safeguard duty and Goods and Services Tax under the change in law clause. Such revenue is recognised over the tenure of the PPA once such claim is agreed by the customers and there is no uncertainty regarding ultimate collection of safeguard duty income.

v. Amortization of deferred income(Viability Gap Funding)

Government grants are recognized as a financial asset in the balance sheet as Viability Gap Funding ('VGF'). VGF is recognized as income over 25 years (i.e., useful life of the project). The grant received has a condition attached to it which specifies that if the project fails to generate any power continuously for 1 year anytime during the term of PPA, it will be treated as an event of default and termination. The SPV has fulfilled all the conditions as mentioned in the grant agreement.

c) Current versus Non-current classification

The Group presents its assets and liabilities as either current or non-current. An asset is treated as current when it is either:

i. it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle; or
ii. it is expected to be realised within twelve months from the reporting date; or
iii. it is held primarily for the purposes of being traded; or
iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date

All other assets are classified as non-current.

A liability is current when:

i. it is expected to be settled in the Group's normal operating cycle; or

ii. it is due to be settled within twelve months from the reporting date; or
iii. it is held primarily for the purposes of being traded; or
iv. the Group does not have an unconditional right to defer settlement of the liability for at least twelve months from the reporting date.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets or liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

d) Classification of Unitholder's fund

Under the provisions of the SEBI InvIT Regulations, Trust is required to distribute to Unitholders not less than ninety percent of the net distributable cash flows of Trust for each financial period. Accordingly, a portion of the unitholders' funds contains a contractual obligation of the Trust to pay to its Unitholders cash distributions. The Unitholders' funds could therefore have been classified as compound financial instrument which contain both equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 issued under the SEBI InvIT Regulations, the unitholders' funds have been classified as equity in order to comply with the mandatory requirements of Section H of Annexure A to the SEBI Circular dated May 15, 2024 dealing with the minimum disclosures for key financial statements. In line with the above, the distribution payable to unitholders is recognised as liability when the same is approved by the Investment Manager.

e) Net distributable cash flows to unit holders

The Trust recognises a liability to make cash distributions to Unit Holders when the distribution is authorised and a legal obligation has been created. As per the SEBI InvIT Regulations, a distribution is authorised when it is approved by the Board of Directors of the Investment Manager. A corresponding amount is recognised directly in equity.

f) Property plant and equipment:

i. Property plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price (net of trade discount and rebates) and any directly attributable cost of bringing the asset to its working condition for its intended use and for qualifying assets, borrowing costs capitalised in accordance with Ind AS 23. All repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

ii. Depreciation

Depreciation commences when an asset is ready for its intended use. Freehold land and assets held for sale are not depreciated.

Depreciation on other tangible assets is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values (residual value is considered at 5% of the original cost of the assets) over their useful lives or as prescribed in schedule II to the Companies Act 2013 whichever is higher. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Type of assets	Useful life
Plant and equipment – freehold	25 Years
Computers	3 Years

iii. Capital work in progress and Capital advances:

Assets under construction include the cost of property, plant and equipment that are not ready to use at the balance sheet date. Advances paid to acquire property, plant and equipment before the balance sheet date are disclosed under other non-current assets. Assets under construction are not depreciated as these assets are not yet available for use.

iv. Impairment:

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors or when the annual impairment testing of the asset is required,. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Group makes a reasonable estimate of the value in use.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the consolidated statement of profit and loss.

g) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated recognized and accumulated impairment losses. Internally generated intangibles, excluding recognize development costs, are not recognized and the related expenditure is reflected in consolidated statement of profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances) required to obtain the expected future cash flows from the asset.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The recognized period and the recognized method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the recognized period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

SEIT has acquired various SPVs during the period. Individually, these SPVs own one or more operating projects. Each of these projects have a separate power purchase agreement (PPA) and are operational assets with pre-agreed tariffs having balance PPA contract tenor ranging between 17.00 years to 23.5 years. Fair value attributed to these “Customer Contracts” is recognized as Intangible assets and is amortised over balance of PPA contract tenor of respective projects.

An intangible asset is derecognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit and loss.

h) Right-of-use assets

The Group recognises right-of-use assets (ROU) at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to dismantle. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Type of assets	**Useful life**
Land	25 Years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds (net of expenses incurred in connection with the sale) and the carrying amount of the asset and is recognised in the consolidated statement of profit or loss.

i) Borrowing Costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are recognized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

j) Foreign Currency:

Foreign currency transactions

Initial Recognition

The Group's financial statements are presented in Indian Rupee, which is also the Group's functional currency. All transactions that are not denominated in the Group's functional currency are foreign currency transactions. These transactions are initially recorded in the functional currency by applying the appropriate daily rate which best approximates the actual rate of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss.

Measurement of foreign currency items at the reporting date

Monetary items denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Nonmonetary items that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in the statement of profit and loss.

k) Fair value measurement

The Group measures financial instruments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

l) Taxes on Income:

Income tax comprises current and deferred tax. Income taxes are recognised in the statement of profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income. As per the Group's assessment, there are no material uncertainties over income tax treatments.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using applicable tax rates (and tax laws) enacted or substantially enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts.

Minimum Alternative Tax ('MAT')

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the consolidated statement of profit and loss. The credit available under the Act in respect of MAT paid is recognised as a deferred tax asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an deferred tax asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting and the corresponding amounts used for tax base.

Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction and does not give rise to equal taxable and deductible temporary differences
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill

Deferred tax assets (including assets on tax loses and untilised tax credits) are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on the tax rates and laws that have been enacted or substantively enacted by the reporting date.

SDeferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and the deferred tax relate to income taxes levied by the same tax authority on the same taxable entity for the assessment year.

m) Provisions and Contingent Liabilities:

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.
Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be

measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

A contingent asset is disclosed where an inflow of economic benefits is probable.

n) Financial Assets and Financial Liabilities:

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the consolidated statement of profit or loss.

(i) Financial assets

All financial assets by regular way of purchases or sales are recognised and derecognised on a trade date basis. Regular way of purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured at either amortised cost or fair value, depending on the classification of the financial assets

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in consolidated statement of profit or loss.

Financial assets at fair value through profit or loss (FVTPL)

Investments in debt / equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in consolidated statement of profit or loss. The net gain or loss recognised in consolidated statement of profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Group applies the expected credit loss (ECL) model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivable.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). The balance sheet presentation for various financial instruments is described below.

Financial assets measured at amortised cost, contractual revenue receivables and lease receivables, ECL is presented as as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flow from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of that financial asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in consolidated statement of profit or loss, if such gain or loss would have otherwise been recognised in consolidated statement of profit or loss on disposal of that financial asset.

(ii) Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in consolidated statement of profit or loss. The net gain or loss recognised in consolidated statement of profit or loss incorporates any interest paid on the financial liability.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in consolidated statement of profit or loss.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and/or payable is recognised in consolidated statement of profit or loss.

o) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. Cash and cash equivalents for the purpose of Consolidated Financial Statement include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

p) Earnings Per Unit

Basic earnings per unit is calculated by dividing the net profit or loss attributable to unit holders of the Trust by the weighted average number of units outstanding during the period. The weighted average number of units outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, split, and reverse split (consolidation of units) that have changed the number of units outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per unit, the net profit or loss for the period attributable to unit holders of the Trust and the weighted average number of units outstanding during the period are adjusted for the effects of all dilutive potential units.

q) Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted with the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

r) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. The Group also uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend or terminate the lease if the Group is reasonably certain based on relevant facts and circumstances that the option to extend or terminate will be exercised. If there is a change in facts and circumstances, the expected lease term is revised accordingly. The discount rate is generally based on the interest rate specific to the lease being evaluated or if that cannot be easily determined the incremental borrowing rate for a similar term is used. The Group has not recognised right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and restoration cost, less any lease incentives received. The right-of-use assets are subsequently depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. In addition, the right-of-use asset is reduced by impairment losses, if any.The lease liability is initially measured at amortised cost at the present value of the future lease payments. When a lease liability is remeasured, the corresponding adjustment of the lease liability is made to the carrying amount of the right-of-use asset or is recorded in consolidated statement of profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

s) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows

that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculations on detailed budget and forecast calculations. These budgets are prepared for the entire project life. Impairment losses of continuing operations are recognised in the statement of profit and loss.

To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Sustainable Energy Infra Trust (SEIT)
Notes to Consolidated Financial Statement for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

3. Property, plant and equipment

Description of assets	Land - Freehold	Plant and machinery	Computers	Total
At cost				
Gross carrying amount				
As at July 20, 2023	**-**	**-**	**-**	**-**
Additions on account of acquisitions (refer note 31)	2,297.00	51,320.51	**-**	53,617.51
Additions during the period	-	203.56	0.25	203.81
Disposal during the period	-	-	**-**	-
As at March 31, 2024	**2,297.00**	**51,524.07**	**0.25**	**53,821.32**
Accumulated depreciation				
As at July 20, 2023	**-**	**-**	**-**	**-**
Depreciation expense for the period	-	507.86	**0.01**	507.87
Disposal during the period	-	-	**-**	-
As at March 31, 2024	**-**	**507.86**	**0.01**	**507.87**
Net carrying amount				
As at March 31, 2024	**2,297.00**	**51,016.21**	**0.24**	**53,313.45**
As at July 20, 2023	-	-	-	-

Note:

(1) The title deeds of immovable properties included in Property, plant and equipment are held in name of their respective subsidiaries, except as below:
The Goyalri Project and the SECI Project were demerged from Mahindra Susten Private Limited (MSPL) into Emergent Solren Private Limited (ESPL) pursuant to demerger scheme approved by National Company Law Tribunal, Mumbai, vide a its order dated August 11, 2023. The scheme of demerger was effective from September 01, 2023.

Pursuant to the said demerger, ESPL is currently in process of transferring the title deed in respect of the land from MSPL to ESPL. Gross block and net block of land parcels which are in process of being transferred in name of ESPL is INR 650.00 million.

3A. Capital work-in-progress (CWIP)

Particulars	Amount
As at July 20, 2023	-
Additions on account of acquistions (refer note 31)	239.70
Additions during the period	1.29
Capitalised during the period	(163.58)
As at March 31, 2024	**77.41**

CWIP ageing schedule

Particulars	Amount
Projects temporarily suspended*	
< 1 year	77.41
1-2 years	-
2-3 years	-
> 3 years	-
Total	**77.41**

* Pertains to Rewa project which is temporarily suspended due to fire incident.

3B. Right-of-use asset

Particulars	Amount
Gross carrying Amount	
As at July 20, 2023	-
Additions on account of acquisitions (refer note 31)	1,108.78
Addition during the period	-
As at March 31, 2024	**1,108.78**
Accumulated amortisation	
As at July 20, 2023	-
Amortisation for the period	13.58
As at March 31, 2024	**13.58**
Net carrying amount	
As at March 31, 2024	**1,095.20**
As at July 20, 2023	**-**

3C. Lease liability

Particulars	As at March 31, 2024
Current	22.09
Non-current	588.09
Total	**610.18**

a) The Group has agreements for right-use-of land entered into by certain subsidiaries for the term of 25 to 30 years. Details of amount recognised in consolidated statement of profit and loss are as follows:

Amount recognised in consolidated statement of profit and loss	For the period from July 20, 2023 to March 31, 2024
Amortisation on right-of-use assets	13.58
Interest expense on lease liabilities	10.18
Total	**23.76**

b) The following table set outs maturity analysis of lease liabilities to be paid after the reporting date:

Maturity analysis	As at March 31, 2024
Less than 1 year	65.09
1 year - 3 years	130.18
3 years - 5 years	130.18
5 years and above	714.40

c) The total cash outflow of leases for the reporting period is INR 14.73 million.

d) Below are the carrying amount of lease liabilities and the movement during the period:

Particulars	Amount
As at July 20, 2023	-
Additions on account of acquisitions (refer note 31)	614.73
Interest unwinding on lease liability	10.18
Lease payments	(14.73)
As at March 31, 2024	**610.18**

4. Intangible assets

4A. Customer contract

The Trust has acquired certain subsidiaries (refer note 31) during the period. Individually, these subsidiaries own one or more operating projects. Each of these projects have a separate power purchase agreement (PPA) and have operational assets with pre-agreed tariffs.

Thr Group has assessed the fair valuation of these power project agreements on acquisition of the subsidiaries and have identified intangible assets in the nature of customer contracts.

Particulars	Customer contracts
Gross carrying amount	
As at July 20, 2023	**-**
Additions on account of acquisitions (refer note 31)	12,865.34
Additions during the period	-
As at March 31, 2024	**12,865.34**
Accumulated amortisation	
As at July 20, 2023	**-**
Amortisation expense during the period	141.46
As at March 31, 2024	**141.46**
Net carrying amount	
As at March 31, 2024	**12,723.88**
As at July 20, 2023	-

4B. Goodwill

The carrying amount of goodwill has been allocated to the cash generating units as follows (refer note 31):

Particulars	As at March 31, 2024
Goyalri project	149.92
SECI project	434.13
MSUPL Project	59.25
Total	**643.30**

Estimates used to measure recoverable amounts of projects:

The recoverable amount of Goyalri, SECI and MSUPL power plants have been determined following 'value in use' approach over tenure of respective long term power purchase agreements (PPA).

The key assumptions used in the value-in-use calculations are as follows:

Particulars	Goyalri Project	SECI Project	MSUPL Project	Basis
Discount rate	8.89%	9.22%	9.50%	Pre-tax discount rate has been derived based on current cost of borrowing and equity rate of return in line with the current market expectations.
Plant load factor	18.54%	20.07%	21.51%	Plant load factor (PLF) is estimated based on past trend of PLF and expected PLF in future years.
Balance tenure of PPA	18.22	22.76	23.36	Balance useful life basis the remaining term of PPA.
Tariff (in INR)	4.35	2.5	2.54	Tariff basis PPA.

Sensitivity to changes in assumptions:

The management has considered that any reasonable possible change in any one of the key assumptions would not result into carrying amount to exceed the recoverable amounts of the afore-mentioned power projects.

5. Other financial assets

Particulars	As at March 31, 2024	
	Current	Non- Current
Financial assets at amortised cost		
Security deposits	-	17.34
Interest accrued on deposits	75.73	-
Unbilled revenue	716.71	-
Safeguard duty (Refer note 35)	112.21	1,833.55
Fixed deposits with original maturity of more than 12 months*	820.92	936.53
Total	**1,725.57**	**2,787.42**

Note: The assets held by the Trust are in the process of being charged as security in favour of the lenders. (Refer Note no 12)

* Out of the fixed deposit with original maturity of more than 12 months mentioned above, INR 72.50 million is lien marked in favour of Axis Bank Limited for issuance of a performance bank guarantee and INR 935.00 million has been earmarked towards DSRA.

6A. Income tax assets (net)

Particulars	As at March 31, 2024
Advance tax and TDS receivable (net of provision for	73.81
Total	**73.81**

6B. Current tax liabilities (net)

Particulars	As at March 31, 2024
Current tax liabilities (net of advance tax of INR 1.15	0.05
Total	**0.05**

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7. Current tax and deferred tax

Income tax recognised in consolidated statement of profit and loss

Particulars	For the period from July 20, 2023 to March 31, 2024
Current tax:	
Current tax charge relating to current period	8.27
Total (A)	**8.27**
Deferred tax expense/(credit):	
Minimum alternate tax credit	(7.09)
Recognition of deferred tax for current period	(46.74)
Total (B)	**(53.83)**
Total income tax expense/(credit)(A+B)	**(45.56)**

Reconciliation of effective tax rate

Particulars	For the period from July 20, 2023 to March 31, 2024
Profit before tax	**90.20**
Tax at the rates applicable to respective entities	102.05
Tax effect of amounts which are not deductible/(taxable) in:	
- Non-deductible expenses	1.51
- Impact of exemption u/s 10(23FC) of the Income Tax Act, 1961 available to the Trust	(234.66)
- Temporary difference on which no deferred tax is created	67.63
- Others	17.92
Income tax expense recognised in consolidated statement of profit and loss for the period	**(45.56)**

Deferred tax balances

Particulars	As at March 31, 2024
Deferred tax assets	-
Deferred tax liabilities	5,734.09

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7. Current tax and deferred tax

Movement in deferred tax balances

Particulars	Balances as at July 20, 2023	Addition on account of acquisitions (refer note 31)	Recognised in profit and loss for the reporting period	Closing balance as at March 31, 2024
Tax effect of items constituting deferred tax liabilities				
Property, plant and equipment	-	9,252.80	275.96	9,528.76
Customer contracts	-	3,311.80	(36.51)	3,275.29
	-	**12,564.60**	**239.45**	**12,804.05**
Tax effect of items constituting deferred tax assets				
Unwinding of financial liability	-	-	1.02	1.02
Unabsorbed depreciation	-	6,423.12	368.72	6,791.83
Other assets	-	29.57	0.98	30.55
Expense allowed on payment basis	-	1.86	-	1.86
Allowance for expected credit loss	-	4.32	0.83	5.15
Safeguard duty	-	101.89	(20.13)	81.76
Borrowings	-	65.24	(65.24)	-
Minimum alternate tax	**-**	150.70	7.09	157.79
	-	**6,776.70**	**293.28**	**7,069.96**
Net deferred tax (assets)/liabilities	**-**	**5,787.90**	**(53.83)**	**5,734.10**

Unrecognised Deferred Tax Assets

In one the the subsidary (MSUPL), deferred tax assets (DTA) on unabsorbed depreciation of INR 159.29 million as at March 31, 2024 have not been recognised as there is no reasonable certainty supported by convincing evidences of their recoverability in the near future. The tax credit pertaining to unabsorbed depreciation does not have any expiry.

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8. Other assets

Particulars	As at March 31, 2024	
	Current	Non-current
Capital advances	-	4.38
Advances for goods and services:		
Advances to others	0.08	-
Advances to vendors	4.01	-
Advances to related parties (refer note 26)	66.97	-
Balances with government authorities	-	0.09
Prepaid expenses	29.01	-
Income tax paid under protest	-	0.01
Total	**100.07**	**4.48**

Note: The assets held by the Trust are in the process of being charged as security in favour of the lenders. (Refer Note no 12)

9. Trade receivables

Particulars	As at March 31, 2024
Trade receivables (unsecured)	
Undisputed Trade receivables - considered good	632.33
Undisputed Trade receivables - which has significant increase in credit risk	18.51
Undisputed Trade receivables - credit Impaired	-
Less: Loss allowance	(18.51)
Total	**632.33**

Ageing schedule as at March 31, 2024

Particulars	As at March 31, 2024
	Undisputed Trade receivables - considered good
Not Due	372.31
Less than 6 months	96.90
6 Months - 1 year	50.90
1-2 Years	112.22
2-3 Years	-
More than 3 Years	-
Total	**632.33**

Note:

1) The credit period given to customers range from 30 days to 90 days.

2) For disclosures related to credit risk, allowance for trade receivables under expected credit loss model and other disclosure, refer note no 24.

3) The management has assessed the overdue trade receivables as recoverable based on their subsequent receipts and favorable orders.

10. Cash and cash equivalents

Particulars	As at March 31, 2024
Balances with banks	
in current accounts	50.06
in fixed deposits with original maturity of less than 3 months	324.90
Total	**374.96**

10A. Other bank balances

Particulars	As at March 31, 2024
Fixed deposits with original maturity of greater than 3 months but less than 12 months	1,872.28
Total	**1,872.28**

11. Unit capital

a. Unit capital

Particulars	As at March 31, 2024
Issued, subscribed and fully paid up unit capital	
- 324,000,000 units of INR 100 each	32,400.00
Total	**32,400.00**

b. Reconciliation of the units outstanding at the beginning and at the end of the reporting period

Particulars	No. of units	Amount
Issued, subscribed and fully paid-up		
Balance as at July 20, 2023	-	-
Units issued during the period		
- in exchange for equity interest in subsidiaries (refer note1 below)	18,75,00,000	18,750.00
- pursuant to the initial offer in cash (refer note 2 below)	13,65,00,000	13,650.00
Balance as at March 31, 2024	**32,40,00,000**	**32,400.00**

Note:

1. During the period, the Trust has issued 187,500,000 units at INR 18,750.00 million against acquisition of equity shares of the subsidiaries from sponsor and sponsor group (refer note 31 for details).

Name of subsidiaries	Number of Units allotted for acquiring equity interest held in subsidiaries
Megasolis Renewables Private Limited (MRPL)	11,26,00,000
Emergent Solren Private Limited (ESPL)	4,90,00,000
Mega Suryaurja Private Limited (MSUPL)	2,59,00,000
Total number of units issued	**18,75,00,000**

2. Further, units aggregating to 226,280,000 of the Trust were offered through a private placement at a price of INR 100 per unit, aggregating to INR 22,628.00 million in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 including the rules, circulars and guidelines issued thereunder. The issue opened on January 4, 2024 and closed on January 8, 2024. The offer comprised of the following:
a) fresh issue of 136,500,000 units, aggregating to INR 13,650.00 million by Trust.
b) offer for sale of 89,780,000 units, aggregating to INR 8,978.00 million by Mahindra Susten Private Limited (sponsor and the selling unitholder).

c. Terms of/rights attached to units

The Trust has only one class of units. Each unitholder is entitled to one vote per unit. Pursuant to the InvIT Regulations and the Distribution Policy, the Trust shall declare and distribute at least 90% of the Distributable Income to the Unitholders, at least once in every financial year. The distribution when declared shall be paid in Indian Rupees.

Each Unit represents an undivided beneficial interest in the Trust. A Unitholder has no equitable or proprietary interest in the InvIT Assets and is not entitled to transfer of the InvIT Assets (or any part thereof) or any interest in the InvIT Assets (or any part thereof) of the Trust. A Unitholder's right is limited to the right to require due administration of the Trust in accordance with the provisions of the Trust Deed and the Investment Management Agreement.

d. Unitholders holding more than 5 % unit capital

Name of unitholders	Relationship	No. of units held as at March 31, 2024	Percentage of holding (%)
2452991 Ontario Limited	Sponsor Group	10,95,95,088	33.83%
Mahindra and Mahindra Limited	Sponsor Group	3,38,94,912	10.46%
Mahindra Susten Private Limited	Sponsor	4,87,20,000	15.04%
Asian Infrastructure Investment Bank	Unitholder	4,86,00,000	15.00%
Larsen and Toubro Limited	Unitholder	2,16,00,000	6.67%

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11A. Other equity

Particulars	Attributable to unitholders		
	Capital reserve	Retained earnings	Total
As at July 20, 2023	**-**	**-**	**-**
Profit for the period	-	135.76	135.76
Other comprehensive income for the period	-	-	-
Total comprehensive income for the period	**-**	**135.76**	**135.76**
On account of business combination (refer note 31)	350.35	-	350.35
Less: Unit issue expense (refer note 38)*	-	(308.67)	(308.67)
As at March 31, 2024	**350.35**	**(172.91)**	**177.44**

* Expenses allocable towards issuance of the Units have been reduced from the other equity in accordance with Ind AS 32 Financial Instruments: Presentation.

Nature and purpose of reserves

Retained earnings-

Retained earnings are profit or losses that the Group has earned till date.

Capital Reserve-

A gain on bargain purchase arising in a business combination where clear evidence of the underlying reasons does not exist, has been recognized directly in equity as capital reserve.

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12. Borrowings

Particulars	As at March 31, 2024	
	Current	Non current
Measured at amortised cost		
Secured borrowings:		
Term loan from banks and financial institution	-	33,794.87
Less: Current maturity of long term borrowings	992.80	(992.80)
Less: Unamortised upfront fee	(8.53)	(123.63)
Total	**984.27**	**32,678.44**

Note:

During the period, the Trust has availed a secured rupee term loan facility ("Facility") of INR 34,000.00 million from banks and financial institution for the purpose of granting loans and advance to its subsidiaries for repayment/prepayments of their outstanding obligations on existing debt facilities (including sponsor-promoter debt).

This Facility together with interest, additional interest, fees, commission and other monies in respect thereof, shall be secured by the following:

1) A first ranking pari passu security interest, on the following (other than over the erstwhile Sponsor Claims):
   a. all the accounts (other than the Debt Service Reserve Account) of the Trust;
   b. on all immovable assets (if any), moveable assets and the receivables of the Trust in relation to the subsidiaries, present and future;
2) a first ranking pari passu charge over all rights, interests, benefits and claims in respect of the insurance contracts of the Trust;
3) a first ranking exclusive Security Interest, by way of hypothecation on the Debt Service Reserve Account;
4) an agreement to assign the loans advanced by the Trust to the subsidiaries and the rights of the Trust thereto;
5) a pledge over 100% of the equity shares and other quasi equity securities of all subsidiaries held by the Trust and MRPL (as the case maybe) and their respective nominees on a fully diluted basis; and
6) a negative lien, other than on permitted disposals, on the immovable and movable assets (including current assets and cash flows) of the subsidiaries, subject to the rights of the relevant counterparties under the respective Power Purchase Agreements.

The security mentioned above is under process of creation. The loan carries interest rate at a Repo rate (issued by Reserve Bank of India) plus spread ranging from 1.55% to 1.70% p.a. Further for one of the financial institution the effective interest rate should not be lower than the base rate of the said financial institution. This loan is repayable in seventy seven structured quarterly instalments with last repayment in March 2043.

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13. Trade payables

Particulars	As at March 31, 2024
Trade payables	
total outstanding dues of micro and small enterprises (MSME) (refer note 28)	11.67
total outstanding dues of creditors other than micro and small enterprises (MSME)	160.78
Total	**172.45**

Ageing schedule as at March 31, 2024

Particulars	Total dues of micro and small enterprise	Total outstanding dues of creditors other than micro and small enterprises
Not due	11.67	147.97
Less than 1 year	-	12.81
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Total	**11.67**	**160.78**

Notes: Trade payables are payables in respect of the amount due on account of goods purchased or services received in the normal course of business.

14. Other financial liabilities

Particulars	As at March 31, 2024
	Current
Other financial liabilities measured at amortised cost	
Creditors for capital goods	27.46
Others	0.11
Total	**27.57**

15. Provisions

Particulars	As at March 31, 2024
	Non-current
Provision for employee benefits	
Gratuity	0.01
Leave encashment	0.06
Total	**0.07**

16. Other liabilities

Particulars	As at March 31, 2024	
	Current	Non Current
Statutory dues (including GST and TDS payable)	12.01	-
Deferred income towards		
Viability gap funding (VGF)	17.99	316.69
Multi circuit tower (MCT) revenue	1.40	30.80
Safeguard duty (SGD) claim due to change in law	82.91	1,691.70
GST claim due to change in law	23.33	462.77
Total	**137.64**	**2,501.96**

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17. Revenue from operations

Particulars	For the period from July 20, 2023 to March 31, 2024
Sale of solar power	1,652.39
Income accrued on change in law claims related to:	
Safeguard duty income	91.92
GST refund income	5.27
Total	**1,749.58**

A. Disaggregated revenue information:

Group's revenue is from only one segment i.e Sale of power.

B. Disaggregation of the Group's revenue from contracts with customers:

Particulars	For the period from July 20, 2023 to March 31, 2024
Revenue recognised at the point of time	-
Revenue recognised over the period of time	1,749.58
Total revenue from operations	**1,749.58**

C. Reconciliation of contract assets & contract liabilities:

Particulars	For the period from July 20, 2023 to March 31, 2024
Contract assets	-
Unbilled revenue on sale of power	
At the beginning of the period	-
Add: Addition on account of acquisiton (refer note 31)	176.18
Add: Revenue recognised during the period	1,652.39
Less: Billed during the period	(1,111.86)
At the end of the period (Refer note 5)	**716.71**
Contract liability	-

D. Reconciliation of revenue as per Ind AS 115:

Particulars	For the period from July 20, 2023 to March 31, 2024
Revenue on sale of power as per contracted prices	1,681.37
Less: Adjustment for rebate to customer	(28.98)
Revenue from contract with customers	**1,652.39**

18. Other income

Particulars	For the period from July 20, 2023 to March 31, 2024
Interest income	
On fixed deposit with banks	52.56
On safeguard duty receivable	41.06
On income tax refund	0.19
Insurance proceeds	18.73
Amortization of deferred income on viability gap funding	4.06
Amortization of deferred income on multi-circuit tower	0.32
Unwinding of security deposit	0.26
Net gain on foreign currency translation	7.82
Total	**125.00**

19. Employee benefits expense

Particulars	For the period from July 20, 2023 to March 31, 2024
Salaries and wages	0.89
Contribution to provident and other funds	0.03
Gratuity expenses (refer note 25)	0.01
Compensated absences (refer note 25)	0.06
Total	**0.99**

20. Audit fees

Particulars	For the period from July 20, 2023 to March 31, 2024
As auditors-statutory audit fees including fees in relation to filing of placement memorandum and related services*	14.92
For out-of-pocket expenses	0.06
Total	**14.98**

*Further, audit fees for these services amounting to INR 28.28 million has been charged to other equity which relates to unit issue expenses.

21. Finance cost

Particulars	For the period from July 20, 2023 to March 31, 2024
Interest expense on borrowings	647.97
Amortisation of upfront fees on long term borrowings	1.65
Interest on income tax	0.06
Interest on lease liability	10.18
Bank charges	0.20
Total	**660.06**

22. Depreciation and amortisation expense

Particulars	For the period from July 20, 2023 to March 31, 2024
Depreciation on property, plant and equipment	507.87
Amortisation of other intangible assets	141.46
Amortisation of right-of-use assets	13.58
Total	**662.91**

23. Other expenses

Particulars	For the period from July 20, 2023 to March 31, 2024
Legal and other professional services	125.77
Filing fees to SEBI for placement memorandum	27.73
Comprehensive charges (refer note below)	14.85
Rent on equipment	8.58
Statutory charges towards Rajasthan Renewable Energy Development Fund (RREDF)	9.83
Rates and taxes	4.22
Power charges	3.99
Allowance for expected credit loss	3.01
Listing fees	1.24
Corporate social responsibility expenses	1.00
Miscellaneous expenses	6.27
Total	**206.49**

Note:
Comprehensive charges includes charges for activities and services including the construction of internal evacuation infrastructure, administration charges and local area development charges for project site at Rewa, Madhya Pradesh.

24. Financial instruments

A) Capital management

For the purpose of the Group's capital management, capital includes issued unit capital and all other reserves (excluding capital reserves) attributable to the Unitholders of the Trust. The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise value to the Unitholders.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the distribution to the Unitholders (subject to the provisions of InvIT regulations which require distribution of at least 90% of the net distributable cash flows of Trust to unit holders), return capital to unitholders or issue new units. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio optimum. The Group includes within net debt, interest bearing loans and borrowings (including interest accrued) less cash & cash equivalents and other bank balances.

Particulars	As at March 31, 2024
Debts including accrued interest	33,662.71
Lease liabilities	610.18
Less: Cash & cash equivalents and other bank balances	2,247.24
Net debt (A)	**32,025.65**
Unit Capital	32,400.00
Retained earnings	(172.91)
Total capital of group (B)	**32,227.09**
Gearing ratio (A) /(A+ B)	**49.84%**

Financial Covenants

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

B) Financial instruments by category:

Accounting classification

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, Group has classified its financial instruments into three levels prescribed under the accounting standards.

Particulars	Carrying Value	Fair value hierarchy Level of input used in		
	As at March 31, 2024	Level 1	Level 2	Level 3
Financial assets				
At amortised cost				
Trade receivables	632.33	-	-	-
Cash and cash equivalents	374.96	-	-	-
Other bank balances	1,872.28	-	-	-
Other financial assets	4,512.99	-	-	-
Total financial assets	**7,392.56**	**-**	**-**	**-**

Particulars	Carrying Value	Fair value hierarchy Level of input used in		
	As at March 31, 2024	Level 1	Level 2	Level 3
Financial liabilities				
At amortised cost				
Lease liabilities	610.18	-	-	-
Borrowings*	33,794.87	-	-	-
Trade payables	172.45	-	-	-
Other financial liabilities	27.57	-	-	-
Total Financial liabilities	**34,605.07**	**-**	**-**	**-**

Note: The fair values of the assets and liabilities disclosed above are approximates of their carrying values.
*Includes unamortised upfront fees of INR 132.14 million in the above maturity table.

Measurement of fair values

The Group is required to present the statement of total assets at fair value and statement of total returns at fair value as per SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 issued under the InvIT Regulation, as a part of these financial statements- Refer Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value.

C) Financial risk management framework

Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. In order to manage the aforementioned risks, it operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

Credit risk

Credit risk management

Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss. To manage this, the Group periodically assesses the financial reliability of its customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. The Group applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables.

Group's investment of surplus funds into fixed deposits are monitored by the treasury department. These investments are made with banks and financial institutions with high credit ratings as are approved by the Board of Directors. The Group do not foresee any credit loss on these investments.

Liquidity risk

(i) Liquidity risk management

Liquidity risk is the risk that the Group may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Group's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral obligations. The Group requires funds both for short term operational needs as well as for long term investment objective. The Group closely monitors its liquidity position and deploys a robust cash management system. It aims to minimise these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents and liquid investments will provide liquidity.

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The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

Maturity analysis of financial liabilities as on March 31, 2024

Particulars	Less than 1 Year	1-3 Years	3-5 Years	More than 5 years	Total
Non-derivative financial liabilities					
Lease liabilities	65.09	130.18	130.18	714.40	1,039.86
Trade payable	172.45	-	-	-	172.45
Other financial liability	27.57	-	-	-	27.57
Borrowings*	992.80	1,985.60	2,516.00	28,300.45	33,794.85
Total	**1,257.91**	**2,115.78**	**2,646.18**	**29,014.85**	**35,034.73**

*Gross of unamortised upfront fees of INR 132.14 million in the above maturity table. Also interest on borrowings at variable rate are not included in the said amount.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk and commodity price risk. There has been no significant changes to Group's exposure to market risk or the methods in which they are managed or measured. The Group has a policy of investing surplus cash balances in fixed deposits which are subject to minimum market risk.

Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Unhedged foreign currency exposure as at March 31, 2024 is given below:

Amounts in million	Foreign currency equivalent		INR equivalent
Particulars	**Currency**	**As at March 31, 2024**	**As at March 31, 2024**
Trade payables	USD	0.06	4.74
Capital creditors	USD	0.03	2.36

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on all the SPV's profit before tax is due to changes in the fair value of monetary assets and liabilities. There are no exposure to other foreign currencies except as mentioned below.

Particulars	Impact on profit/(loss) for the period for a 5% change		
	Currency	Change	Effect on profit before tax
As at March 31, 2024	USD	5% appreciation	0.35
	USD	5% depreciation	(0.35)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Group's exposure to the risk of changes in market interest rates relates primarily to Group's long-term debt obligations with floating interest rates.

The Group's exposure to interest rate risk due to variable interest rate borrowings is as follows:

Particulars	As at March 31, 2024
Borrowings	
Floating rate borrowings (includes current maturities)	33,794.85
Total	**33,794.85**

Interest rate sensitivity

The sensitivity analysis below have been determined based on exposure to interest rate on liabilites carrying floating interest rates at the end of reporting period. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole period.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, Group's profit before tax shall be affected through the impact on floating rate borrowings, as follows:

Particulars	Total	
	Currency	Increase / decrease in basis points
As at March 31, 2024		
Interest rates - increase by 50 basis points	INR	(168.97)
Interest rates - decrease by 50 basis points	INR	168.97

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk). The Group is not exposed to price risk.

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25. Employee benefits obligation

(a) Defined contribution plan

Group's contribution to provident fund aggregating Rs 0.03 million in period ended March 31, 2024 has been recognised in the consolidated statement of profit or loss under the head employee benefits expense.

(b) Defined benefit plans

Gratuity (unfunded)

Group operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act,1972 or Group's scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The gratuity plan is unfunded. Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

Life expectancy

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant in the Group's defined benefit plans, where inflationary increases result in higher sensitivity to changes in life expectancy.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Defined benefit plans – as per actuarial valuation

Particulars	As at March 31, 2024
Discount rate(s)	7.21% p.a.
Expected rate(s) of salary increase	10.00% p.a.
Expected rate of employee turnover	10.00% p.a.

General description

Particulars	For the period from July 20, 2023 to March 31, 2024
1. Current service cost	0.01
2. Past service credit	-
3. Interest on net defined benefit liability / (asset)	-
Components of defined benefit costs recognised in consolidated statement of profit and loss (refer note 19)	**0.01**

Note: In this above disclosure "0.00" represents value less than INR 0.01 million.

26. Related party disclosure

As per SEBI InvIT Regulations and as per Ind AS 24, related parties with whom Trust has entered into any transactions have been disclosed below:

I. List of related parties as per the requirements of Ind AS-24-Related party disclosure

(a) Subsidaries (SPVs) (w.e.f January 10, 2024 refer note 1)

Megasolis Renewables Private Limited (formely known as Mahindra Renewables Private Limited)
Neo Solren Private Limited
Astra Solren Private Limited
Brightsolar Renewable Energy Private Limited
Mega Suryaurja Private Limited
Emergent solren Private Limited

(b) Other related parties under Ind AS-24 with whom transactions have taken place during the period

2726522 Ontario Limited (Sponsor)
Mahindra Susten Private Limited (Sponsor)
2452991 Ontario Limited (Sponsor Group)
Mahindra and Mahindra Limited (Sponsor Group)
Sustainable Energy Infra Investment Managers Private Limited (Investment Manager)
Green Energy Infra Project Managers Private Limited (Project Manager)

II. Other parties*

Mahindra Teqo Private Limited
Mahindra Integrated Business Solutions

III. List of related parties as per Regulation 2(1)(zv) of the InvIT Regulations

(a) Parties to the InvIT

2726522 Ontario Limited (Sponsor)
Mahindra Susten Private Limited (Sponsor)
Ontario Teachers' Pension Plan Board (Sponsor Group)
2452991 Ontario Limited (Sponsor Group)
Mahindra and Mahindra Limited (Sponsor Group)
Sustainable Energy Infra Investment Managers Private Limited (Investment Manager)
Green Energy Infra Project Managers Private Limited (Project Manager)
Axis Trustee Services Limited (Trustee)

* Disclosed voluntary although not covered under the definition of Related Parties as per Ind AS 24, Related party disclosures, following the best corporate governance practices.

(b) Promoters, Directors and Partners of the persons mentioned in clause II.(a) above

Particulars	**2452991 Ontario Limited**	**Mahindra Susten Private Limited**	**Mahindra and Mahindra Limited**	**2726522 Ontario Limited**
Promoters	Ontario Teachers' Pension Plan Board	Mahindra Holdings Limited	Anand Mahindra	Ontario Teachers' Pension Plan Board
Directors	Jeffrey Davis Ahren Estabrooks	Ramesh Iyer Manoj Bhatt Amit Kumar Sinha Puneet Renjhen Deepak Thakur Anjali Gupta Diwakar Gupta Debapratim Hajara Bruce Ross Crane	Anand Mahindra Dr. Anish Shah Rajesh Jejurikar Vikram Singh Mehta T. N. Manoharan Shikha Sharma Haigreve Khaitan Vishakha N Desai Nisaba Godrej Muthiah Murugappan	Bruce Ross Crane

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Particulars	Ontario Teachers' Pension Plan Board	Sustainable Energy Infra Investment Managers Private Limited	Green Energy Infra Project Managers Private Limited	Axis Trustee Services Limited
Promoters	NA	2726522 Ontario Limited	2726522 Ontario Limited	Axis Bank Limited
Directors	Cathryn (Cathy) Cranston	Priya Subbaraman (w.e.f August 02, 2023)	Bharat Goenka (w.e.f August 21, 2023)	Rajesh Kumar Dahiya (untill January 15, 2024)
	Patti Croft	Sadashiv S. Rao (w.e.f August 02, 2023)	Puneet Renjhen (untill August 31, 2023)	Ganesh Sankaran (untill January 15, 2024)
	Monika Federau	Sumit Dayal (w.e.f August 02, 2023)	Bruce Ross Crane	Sumit Bali (w.e.f January 16, 2024)
	Cindy Forbes	Bruce Ross Crane	Debapratim Hajara	Prashant Joshi (w.e.f January 16, 2024)
	Tim Hodgson	Debapratim Hajara		Deepa Rath
	Gene Lewis	Puneet Renjhen		
	M. George Lewis			
	Steve McGirr			
	Tom Wellner			
	Debbie Stein			
	Martine Irman			

(c) Key Managerial Personnel and Senior Management Personnel of Investment Manager
Avinash P Rao (Chief Executive Officer w.e.f September 25, 2023)
Gaurav Malhotra (Chief Financial Officer w.e.f November 17, 2023)
Devjeet Ghosh (Compliance Officer w.e.f August 2, 2023)
Ankit Dewan (Company Secretary w.e.f November 17, 2023)

III. Related Party Transactions:-

Particulars	Relationship of the related party	For the period from July 20, 2023 to March 31, 2024
Investment Management Fees		
Sustainable Energy Infra Investment Managers Private Limited (refer note 34)	Investment Manager	183.33
Project Management Fees		
Green Energy Infra Project Managers Private Limited (refer note 34)	Project Manager	4.47
Reimbursement of expenses incurred on behalf of the Trust		
Sustainable Energy Infra Investment Managers Private Limited	Investment Manager	21.96
Mahindra Susten Private Limited	Sponsor	145.14
Trustee Fees including application, registration and annual fees		
Axis Trustee Limited	Trustee	1.89
Unit applicaption money received including proceeds for offer for sale		
Mahindra and Mahindra Limited	Sponsor Group	449.00
2452991 Ontario Limited	Sponsor Group	9,000.00
2727622 Ontario Limited	Sponsor	679.00
Issue proceeds for offer for sale received in Escrow account and transferred to MSPL		
Mahindra Susten Private Limited	Sponsor	8,978.00

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Sustainable Energy Infra Trust
Notes to Consolidated Financial Statement for the period from July 20, 2023 to March 31, 2024
All amounts in INR million unless otherwise stated

Related Party Transactions:-

Particulars	Relationship of the related party	For the period July 20, 2023 to March 31, 2024
Issuance and allotment of unit capital		
Mahindra and Mahindra Limited	Sponsor	449.00
2452991 Ontario Limited	Sponsor	9,000.00
2727622 Ontario Limited	Sponsor Group	679.00
Issuance of units in exchange of purchase of equity shares of Emergent Solren Private Limited		
2452991 Ontario Limited	Sponsor Group	1,959.51
Mahindra and Mahindra Limited	Sponsor Group	2,940.49
Issuance of units in exchange of purchase of equity shares of Mega Suryaurja Private Limited		
Mahindra Susten Private Limited	Sponsor	2,590.00
Issuance of units in exchange of purchase of equity shares of Megasolis Renewables Private Limited		
Mahindra Susten Private Limited	Sponsor	11,260.00
Long term borrowings availed		
Axis Bank Limited	Promoter of Trustee	17,000.00
Repayment of Long term borrowings		
Axis Bank Limited	Promoter of Trustee	102.02
Interest cost		
Axis Bank Limited	Promoter of Trustee	268.44
Upfront fees paid on loan availed		
Axis Bank Limited	Promoter of Trustee	60.18
Receiving of services/supplies		
Mahindra Susten Private Limited	Sponsor	18.61
Mahindra Integrated Business Solutions	Other related party	0.19
Mahindra Teqo Private Limited	Other related party	88.89
Mahindra and Mahindra Limited	Sponsor Group	-
Loan repaid		
Mahindra Susten Private Limited	Sponsor	12,878.05
Interest paid		
Mahindra Susten Private Limited	Sponsor	1,711.12
Purchase of property, plant and equipment/CWIP		
Mahindra Teqo Private Limited	Other related party	6.15
Advance given		
Mahindra Susten Private Limited	Sponsor	11.23

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IV. Related party balances:-

Particulars	Relationship of the related party	As at March 31, 2024
Long term borrowings*		
Axis Bank Limited	Promoter of Trustee	16,897.98
Trade payables		
Mahindra Teqo Private Limited	Other related party	35.37
Mahindra Susten Private Limited	Sponsor	62.49
Mahindra Integrated Business Solutions	Other related party	0.19
Green Energy Infra Project Managers Private Limited	Project Manager	2.37
Axis Trustee Limited	Trustee	0.55
Advances		
Mahindra Susten Private Limited	Sponsor	11.23
Sustainable Energy Infra Investment Managers Private Limted	Investment Manager	55.74
Trade receivable		
Mahindra and Mahindra Limited	Sponsor	0.17

Note: All the above amounts are including taxes
*The Trust has entered into banking transactions in the normal course of business with Axis Bank Limited in professional capacity which are not included above.

Details in respect of related party transactions involving acquisition of InvIT assets as required by Para 3.4.4(b)(iv) to SEBI Circular SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 are as follow:

For the period ended from July 20, 2023 to March 31, 2024
During the period, the Trust has acquired Megasolis Renewables Private Limited (MRPL) including its three subsidiaries [namely, Astra Solren Private Limited (ASPL), Neo Solren Private Limited (NSPL) and Brightsolar Renewable Energy Private Limited (BREPL)], Emergent Solren Private Limited (ESPL) and Mega Suryaurja Private Limited (MSUPL) from sponsor and sponsor group.
The Trust has issued 187,500,000 units amounting to INR 18,750.00 million in exchange for purchase of the equity shares of INR 18,750.00 million (refer note 11).

(a) Summary of valuation report

Particulars	MRPL	ESPL	MSUPL
Enterprise value (gross of cash and cash equivalents)	38,750.04	16,757.47	15,888.09
Method of valuation	Discounted Cash Flow	Discounted Cash Flow	Discounted Cash Flow
Discount Rate (WACC)	8.98%	9.15%	9.44%

Enterprise value disclosed above are adjusted enterprise value based solely on the fair valuation report dated December 12, 2023, of the independent valuer appointed by the Investment manager under the InvIT Regulations.

(b) There are no material conditions or obligations in relation to the said transaction.

(c) No external financing has been obtained for the acquistion of the entities mentioned in the above table and no fees or commission were received/to be received by any associate of the related party in relation to the transaction except fees amounting to INR 63.68 million in relation to offer issuance paid to Axis Capital Limited which is fellow subsidiary of Trustee.

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27. Details of utilization of proceeds of offer

The utilization of offer proceeds of INR 13,650.00 million is summarised below:

Objects of the issue as per the final placement memorandum	Proposed utilization	Actual Utilization upto March 31, 2024	Unutilized amount as at March 31, 2024
a) Providing loans to the Initial Portfolio Assets for repayment or pre-payment of debt availed from the MSPL Sponsor and certain lenders and financial institutions, including any accrued interest	12,750.00	12,750.00	-
b) General purposes*	563.29	563.29	-
c) Offer expenses	336.71	336.71	-
Total	**13,650.00**	**13,650.00**	**-**

*Actual utilization upto March 31, 2024 in General purposes includes INR 57.05 million for expenses which are in nature of Offer expenses.

28. Details of dues to micro, small and medium enterprises as defined under the MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. The information regarding MSMED has been determined to the extent such parties have been identified on the basis of information available with the Group.

Particulars	For the period from July 20, 2023 to March 31, 2024
a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	11.67
b) The amount of interest paid by Group along with the amounts of the payment made to the supplier beyond the appointed day during the year;	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under this Act;	-
d) The amount of interest accrued and remaining unpaid at the end of the period;	-
e) The amount of further interest remaining due and payable even in the succeeding periods, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-

29. Earnings Per Unit (EPU)

The computation of earnings per unit is set out below:

Basic EPU amounts are calculated by dividing the profit for the period attributable to unitholders by the weighted average number of units outstanding during the period.

Diluted EPU amounts are calculated by dividing the profit for the period attributable to unitholders by the weighted average number of units outstanding during the period plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

Particulars	For the period from July 20, 2023 to March 31, 2024
Profit after tax as per consolidated statement of profit and loss attributable to unitholder (Amount in INR million)	135.76
Weighted average number of units used in the calculation of basic and diluted earnings per unit (Nos.)	10,45,13,672
Earning Per Unit -	
-Basic (INR/Per Unit)	1.30
-Diluted (INR/Per Unit)*	1.30

**There were no dilutive units for the period from July 20, 2023 to March 31, 2024.*

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30. Commitment and contingent liability

Particulars	As at March 31, 2024
a) Claims against the company not acknowledged as debt	
- Towards Building and Other Construction Workers (BOCW) (refer note 1)	120.90
- Others (refer note 2)	260.24
b) Income tax disputed demands	41.29
Total	**422.43**

Note :

1. During the previous years, demand for BOCW cess amounting to INR 120.90 million was raised on one of the Subsidiary by the Labour Department claiming BOCW on full contract price instead of construction cost of the project. The company has filed appeal before MP High Court for questioning of this demand.

2. In FY 2019-20 and 2020-21, MRPL had disposed of 100% of its interest in Cleansolar Renewable Energy Private Limited (CREPL) and Divine Solren Private Limited (DSPL) to CLP India Private Limited (CLP). In accordance with the share purchase agreement dated February 20, 2020 executed by MRPL with CLP, MRPL has agreed to indemnify CLP for any losses, payable arising out of certain tax litigations on CREPL and DSPL. This indemnity is valid till settlement of said litigation.

31. Disclosure pursuant to Ind AS 103 "Business Combinations"

Acquisition of subsidiaries

(i). On January 10, 2024 (effective acquisition date), the Trust acquired entire equity share capital and control of the following companies:

a) Megasolis Renewables Private Limited (MRPL). MRPL holds 100% equity shares of three subsidiaries [namely, Astra Solren Private Limited (ASPL), Neo Solren Private Limited (NSPL) and Brightsolar Renewable Energy Private Limited (BREPL)]

b) Emergent Solren Private Limited (ESPL)

c) Mega Suryaurja Private Limited (MSUPL)

collectively referred as "Subsidiaries".

The Trust has entered into a share purchase agreement (“SPA”) providing the Trust the right to direct the relevant activities of the subsidiaries and the acquisition of subsidiaries qualifies as a business as defined in Ind AS 103 Business Combination. The financial statements of aforesaid subsidiaries have been considered from effective date of acquisition to March 31, 2024 in the consolidated financial statement of Trust.

The subsidiaries were acquired for an aggregate purchase consideration of INR 18,750.00 million by issuance of 187,500,000 units of the Trust. The Trust has carried out a fair valuation of the net assets of the subsidiaries wherein purchase consideration was allocated to the assets and liabilities of the subsidiaries acquired and accordingly the goodwill / capital reserve has been recorded in the consolidated financial statements.

(ii).The assets and liabilities acquired as a result of the acquisition are as follows:

Particulars	MRPL*	ESPL	MSUPL	Total
ASSETS				
Property, plant and equipment	28,464.90	12,933.50	12,219.10	53,617.51
Capital work-in-progress	158.46	-	81.24	239.70
Right-of-use assets	1,108.78	-	-	1,108.78
Other intangible asset (customer contract)	7,353.67	2,430.31	3,081.36	12,865.34
Income tax assets (net)	67.41	-	3.62	71.03
Financial assets				
Trade receivables	640.40	94.00	95.45	829.85
Cash and cash equivalents	1,138.30	192.75	31.58	1,362.63
Other bank balances	-	1,098.83	-	1,098.83
Earmarked balances with banks	706.61	-	500.00	1,206.61
Other financial assets	1,393.50	76.29	48.56	1,518.35
Other assets	60.83	14.16	13.05	88.04
Total assets (a)	**41,092.86**	**16,839.84**	**16,073.96**	**74,006.66**

(ii).The assets and liabilities acquired as a result of the acquisition are as follows:

Particulars	MRPL*	ESPL	MSUPL	Total
Liabilities				
Financial liabilities				
Borrowings	23,283.76	9,761.39	12,101.96	45,147.12
Lease liabilities	614.73	-	-	614.73
Other financial liabilities	955.50	185.37	710.06	1,850.93
Deferred tax liabilities (net)	2,599.61	2,499.10	689.19	5,787.90
Trade and other payables	96.10	78.03	9.48	183.61
Other liabilities	1,932.80	-	32.52	1,965.32
Total liabilities (b)	**29,482.51**	**12,523.89**	**13,543.22**	**55,549.61**
Net assets (c) = (a)-(b)	11,610.35	4,315.95	2,530.75	18,457.05
Purchase consideration (d)	**11,260.00**	**4,900.00**	**2,590.00**	**18,750.00**
Capital reserve (d)-(c)	**(350.35)**	**-**	**-**	**(350.35)**
Goodwill (d)-(c)	**-**	**584.05**	**59.25**	**643.30**

* Represents consolidated numbers for MRPL and its subsidiaries.

(iii) Factors that make up the goodwill recognised

The goodwill is attributable mainly to long term power purchase contracts. None of the goodwill recognised is expected to be deductible for tax purposes.

(iv) Purchase consideration:

Particulars	MRPL	ESPL	MSUPL	Total
Number of units issued of INR 100 each	11,26,00,000	4,90,00,000	2,59,00,000	18,75,00,000
Consideration value (INR in million)	11,260.00	4,900.00	2,590.00	18,750.00

(v) Entity wise Revenue and Profit after tax from the effective acquistion date till March 31, 2024

Particulars	MRPL	ESPL	MSUPL	Total
Revenue from operations	1,077.58	361.15	310.84	1,749.58
Profit after tax	(120.11)	(83.80)	(268.72)	(472.63)

(vi) Entity wise Revenue and Profit after tax for the year ending March 31, 2024

Particulars	MRPL	ESPL	MSUPL	Total
Revenue from operations	4,146.90	1,671.43	1,440.66	7,259.00
Profit after tax	(101.33)	(225.91)	(526.03)	(853.27)

32. List of subsidiaries consolidated (w.e.f January 10, 2024)

Name of entities	Country of incorporation	Effective ownership as at March 31, 2024
1. Astra Solren Private Limited (ASPL)	India	100%
2. Brightsolar Renewable Energy Private Limited (BREPL)	India	100%
3. Emergent Solren Private Limited (ESPL)	India	100%
4. Megasolis Renewables Private Limited (MRPL)	India	100%
5. Mega Suryaurja Private Limited (MSUPL)	India	100%
6. Neo Solren Private Limited (NSPL)	India	100%

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33. Segment reporting

Group's activities comprise of owning and operating renewable energy projects in India to generate cashflow for distribution to the unitholders. Based on the guiding principles given in Ind AS - 108 "Operating Segments", this activity falls within a single operating segment and accordingly the disclosures of Ind AS -108 have not been separately given. All the business operations of the Trust and its subsidiaries are in India and hence, there is only one geographic segment.

34. Project management fees and investment management fees

Details of fees paid to project manager and investment manager as required pursuant to SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 are as under:

Project management fees

Pursuant to the Project Implementation and Management Agreement dated December 12 2023 , Project Manager is entitled to fees amounting to sum of the cost of providing such services along with mark up of 10% of cost (plus taxes as applicable) which is allocated to the Subsidiaries in such proportion as may be determined from time to time.

Consolidated statement of profit and loss for the period ended March 31 2024, includes amount of INR 4.47 million towards Project Management fees. There are no changes during the period in the methodology for computation of fees paid to Project Manager.

Investment management fees

Investment Manager is entitled to fees amounting to sum of the cost of providing such services along with mark up of 10% of the cost (plus taxes as applicable) which is allocated to the Trust and the subsidiaries in such proportion as may be determined from time to time.

Investment management fees for the period ended March 31, 2024 is INR 183.33 million out of which INR 100.58 million has been charged to consolidated statement of profit and loss and remaining amount for INR 82.75 million has been charged to other equity under retained earnings which relates to unit issue expenses. For fees for the period from July 20, 2024 to March 31, 2024 (refer note 26).

During the period, certain amendments to the original Investment Management Agreement was made in relation to the fee payable to the Investment Manager in consideration for the services rendered by it through an amended and restated Investment Management Agreement which was executed on September 15, 2023.

35. Claim under change in law

Safeguard duty- Rewa project

Subsequent to subsidiaries entering into PPA, there have been certain change in laws on account of which the customers have agreed for change in law claims filed by the Subsidiaries for compensation for additional cost incurred due to such change in laws.

a) Claim for increase in Safeguard Duty (SGD) in Rewa project- During the previous years, claim for INR 1,308.96 million was accepted by the customer to be paid over 13 years on monthly payment basis along with interest @ SBI MCLR + 250 points

b) Claim for increase in SGD in ISTS-01 project- During the reporting period, claim for INR 763.78 million was accepted by the customer to be paid over 15 years on monthly payment basis along with interest at 9.00% p.a.

c) Claim for increase in GST in Rewa project- During the previous years, claim for INR 583.20 million was accepted by the customer and paid fully.

These claims have been recognized as receivables and performance obligation as deferred revenue under Other Liabilities. On account of the same, there is receivable of INR 1,945.76 million and deferred revenue of INR 2,260.71 million as on March 31, 2024 (refer note 5 and 16)

36. The Trust was set up on July 20, 2023 as a contributory irrevocable trust, pursuant to the Trust Deed, under the provisions of the Indian Trusts Act, 1882. Trust was registered with SEBI on August 11, 2023 as an Infrastructure Investment Trust (InvIT) under Regulation 3(1) of the InvIT Regulations having registration number IN/InvIT/23- 24/0027. Hence the audited consolidated financial statement is presented for the period from July 20, 2023 to March 31, 2024 and comparative periods are not presented.

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37. Other statutory information

i) The Group has not traded or invested in Crypto currency or Virtual Currency during the reporting period.

ii) The Group does not hold benami property and no proceedings under Benami transaction (Prohibition) Act 1988 have been initiated against the Group.

iii) The Group does not have any transactions with companies struck off.

iv) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

v) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

vi) The Group has not advanced or loaned or invested (either from borrowed fund or share premium or any other source or kind of fund) by the company to or in any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

vii) The Group did not have any long-term contracts including derivative contract for which there were any material foreseeable losses.

viii) The Group has not been declared a wilful defaulter by any bank/ financial institution or any other lender during the period.

38. Unit issue expenses mainly pertains to professional charges, audit fees, legal advisory fees and other related expenses incurred for listing of units on the National Stock Exchange.

39. The consolidated financial statements were approved by the board of directors of the Investment Manger and authorized for issue on May 24, 2024.

For and on behalf of
Sustainable Energy Infra Investment Managers Private Limited
(Investment Manager of Sustainable Energy Infra Trust)

Debapratim Hajara	**Avinash Rao**	**Gaurav Malhotra**
Director	Chief Executive Officer	Chief Financial Officer
DIN: 09804007		
Place: Singapore	Place: Mumbai	Place: Mumbai
Date: May 24, 2024	Date: May 24, 2024	Date: May 24, 2024

Devjeet Ghosh
Compliance Officer

Place: Noida
Date: May 24, 2024

VALUATION REPORT

Prepared for:

Sustainable Energy Infra Trust ("the Trust")

Sustainable Energy Infra Investment Managers Private Limited
("the Investment Manager")

Valuation as per SEBI (Infrastructure Investment Trusts) Regulations, 2014 as amended

Fair Enterprise Valuation

Valuation Date: 31st March 2024

Report Date: 23rd May 2024

Mr. S Sundararaman,
Registered Valuer,
IBBI Registration No - IBBI/RV/06/2018/10238

S. SUNDARARAMAN
Registered Valuer
Registration No - IBBI/RV/06/2018/10238

RV/SSR/R/2025/09 **Date: 23rd May 2024**

Sustainable Energy Infra Trust
(acting through Axis Trustee Services Limited [in its capacity as "the Trustee" of the Trust])
Mahindra Tower
Pandurang Budhkar Marg
Near Doordarshan Kendra
Mumbai – 400018

Sustainable Energy Infra Investment Managers Private Limited
(acting as the Investment Manager to Sustainable Energy Infra Trust)
Mahindra Tower
Pandurang Budhkar Marg
Near Doordarshan Kendra
Mumbai – 400018

Sub: Financial Valuation as per SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended ("the SEBI InvIT Regulations")

Dear Sir(s)/Madam(s),

I, Mr. S. Sundararaman ("**Registered Valuer**" or "**RV**" or "**I**" or "**My**" or "**Me**") bearing IBBI registration number IBBI/RV/06/2018/10238, have been appointed vide letter dated 11th April 2024 as an independent valuer, as defined under the SEBI InvIT Regulations, by Sustainable Energy Infra Investment Managers Private Limited ("**SIIMPL**" or "**the Investment Manager**") acting as the investment manager for Sustainable Energy Infra Trust ("**the Trust**" or "**InvIT**"), an infrastructure investment trust, registered with the Securities Exchange Board of India ("**SEBI**") and Axis Trustee Services Limited ("**the Trustee**") acting as the trustee for the Trust, for the purpose of the financial valuation of the special purpose vehicles (defined hereinafter below) as per the requirements of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**the SEBI InvIT Regulations**").

Following special purpose vehicles are owned by the Trust:

Sr. No.	Name of the SPV	Project	Capacity (AC)	Term
1	Megasolis Renewables Private Limited	Rewa Project	250 MW	MRPL
		ISTS Project	250 MW	
2	Emergent Solren Private Limited	Goyalri Project	60 MW	ESPL
		SECI RJ Project	200 MW	
3	Mega Suryaurja Private Limited	MSUPL Project	250 MW	MSUPL
4	Astra Solren Private Limited	ASPL Project	65 MW	ASPL
5	Neo Solren Private Limited	NSPL Project	42 MW	NSPL
6	Brightsolar Renewable Energy Private Limited	BREPL Project	10 MW	BREPL

(Hereinafter all the six companies mentioned above are together referred to as "**the SPVs"** and all the eight projects mentioned above are together referred to as "**the Projects**")

I understand that the InvIT, acting through the Trustee, has acquired the equity stake in the SPVs, mentioned in the above table, following which units of the Trust have been issued to its unitholders including the Sponsors by the Trust, which are listed on the National Stock Exchange **("NSE")** consequent to a private placement of the Trust.

These SPVs were acquired by the Trust and are to be valued as per Regulation 21(4) contained in the Chapter V of the SEBI InvIT Regulations.

In this regard, the Investment Manager and the Trustee intend to undertake the fair enterprise valuation of the SPVs as on 31st March 2024 as per the provisions of the SEBI InvIT Regulations. I am enclosing the Report providing my opinion on the fair enterprise value of the SPVs as defined hereinafter on a going concern basis as at 31st March 2024 ("**Valuation Date**").

Enterprise Value ("**EV**") is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities. The attached Report details the valuation methodologies used, calculations performed and the conclusion reached with respect to this valuation.

I was further requested by the Investment Manager to provide the adjusted enterprise value of the SPVs as at 31st March 2024, where the adjusted enterprise value ("Adjusted EV") is derived as the EV as defined above plus cash or cash equivalents of the SPVs as at 31st March 2024.

I have relied on explanations and information provided by the Investment Manager. Although, I have reviewed such data for consistency, those are not independently investigated or otherwise verified. My team and I have no present or planned future interest in the Trust, the SPVs or the Investment Manager except to the extent of this appointment as an independent valuer and the fee for this **Valuation Report** ("**Report**") which is not contingent upon the values reported herein. The valuation analysis should not be construed as investment advice, specifically, I do not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Trust.

The analysis must be considered as a whole. Selecting portions of any analysis or the factors that are considered in this Report, without considering all factors and analysis together could create a misleading view of the process underlying the valuation conclusions. The preparation of a valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis.

The information provided to me by the Investment Manager in relation to the SPVs included but not limited to historical financial statements, forecasts/projections, other statements and assumptions about future matters like forward-looking financial information prepared by the Investment Manager. The forecasts and projections as supplied to me are based upon assumptions about events and circumstances which are yet to occur. I have not tested individual assumptions or attempted to substantiate the veracity or integrity of such assumptions in relation to the forward-looking financial information, however, I have made sufficient enquiry to satisfy myself that such information has been prepared on a reasonable basis.

Notwithstanding anything above, I cannot provide any assurance that the forward looking financial information will be representative of the results which will actually be achieved during the cash flow forecast period.

The valuation provided by me and the valuation conclusion are included herein and the Report complies with the SEBI InvIT Regulations and guidelines, circular or notification issued by SEBI thereunder.

Please note that all comments in the Report must be read in conjunction with the caveats to the Report, which are contained in Section 10 of this Report. This letter, the Report and the summary of valuation included herein can be provided to the Trust's advisors and may be made available for the inspection to the public, SEBI, the stock exchanges and any other regulatory and supervisory authority, as may be required.

I draw your attention to the limitation of liability clauses in Section 10 of this Report.

This letter should be read in conjunction with the attached Report.

Yours faithfully,

_____

S. Sundararaman
Registered Valuer
IBBI Registration No.: IBBI/RV/06/2018/10238
Place: Chennai
UDIN: 24028423BKGAAW6563

Definition, abbreviation & glossary of terms

Abbreviations	Meaning
APSPDCL	Andhra Pradesh Southern Power Distribution Company Limited
ASPL	Astra Solren Private Limited
BREPL	Brightsolar Renewable Energy Private Limited
Capex	Capital Expenditure
CAD	Canadian Dollar
CER	Certified Emission Reduction
COD	Commercial Operation Date
DISCOM	Distribution Companies
DMRC	Delhi Metro Rail Corporation
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
ERP	Equity Risk Premium
ESPL	Emergent Solren Private Limited
EV	Enterprise Value
FCFF	Free Cash Flow to the Firm
FDI	Foreign Direct Investment
FY	Financial Year Ended 31st March
GAAP	Generally Accepted Accounting Principles
GW	Giga Watts
Ind AS	Indian Accounting Standards
INR	Indian Rupee
Investment Manager/ SIIMPL	Sustainable Energy Infra Investment Managers Private Limited
IVS	ICAI Valuation Standards 2018
kWh	Kilo Watt Hour
Mn	Million
MPPMCL	MP Power Management Company Limited
MRPL	Megasolis Renewables Private Limited
MSUPL	Mega Suryaurja Private Limited
NAV	Net Asset Value Method
NCA	Net Current Assets, Excluding Cash and Bank Balances
NSPL	Neo Solren Private Limited
NTPC	National Thermal Power Corporation
O&M	Operation & Maintenance
PPP	Public Private Partnership
RV	Registered Valuer
SEBI	Securities and Exchange Board of India
SEBI InvIT Regulations	SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended
SECI	Solar Energy Corporation of India Limited
Sponsors	Mahindra Susten Private Limited and 2726522 Ontario Limited
SPV	Special Purpose Vehicle
the Trust or InvIT	Sustainable Energy Infra Trust
the Trustee	Axis Trustee Services Limited
TSNPDCL	Telangana State Northern Power Distribution Company Limited
WACC	Weighted Average Cost of Capital

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1. Executive Summary

1.1. Background

The Trust

1.1.1. Sustainable Energy Infra Trust ("the **Trust**") was registered on 11th August 2023. The Trust is registered with Securities and Exchange Board of India ("SEBI") pursuant to the SEBI (Infrastructure Investment Trust) Regulations, 2014 ("SEBI InvIT Regulations") with effect from 11th August 2023, bearing registration number IN/INVIT/23-24/0027. The Trust has acquired the SPVs and would be responsible for holding the SPVs in trust and for the benefit of the unitholders, undertaking the activities and other duties specified as per the SEBI InvIT Regulations.

1.1.2. The objective and purpose of the InvIT is to carry on the activities of an infrastructure investment trust, as permissible under the InvIT Regulations, to raise funds through the InvIT, to make Investments in accordance with the InvIT Regulations and the Investment Strategy and to carry on the activities as may be required for operating the InvIT including incidental and ancillary matters thereto. It is established to own and operate renewable power generation assets in India. The units of the Trust are listed on the National Stock Exchange of India Limited (**"NSE"**) since 15th January 2024.

1.1.3. Axis Trustee Services Limited ("**the Trustee**") has been appointed as the Trustee of the Sustainable Energy Infra Trust.

1.1.4. Unitholding of the trust as on 31st March 2024

Name of Unitholder	Nos. of Shares	Shareholding
Sponsor & Sponsor Group	199,000,000	61.42%
Non-institutional investors	125,000,000	38.58%
Total	**324,000,000**	**100%**

The Sponsors

1.1.5. Mahindra Susten Private Limited and 2726522 Ontario Limited (""**the Sponsors**") have floated an infrastructure investment trust under the SEBI InvIT Regulations called Sustainable Energy Infra Trust" ("**SEIT**" or "**the Trust**") .

Mahindra Susten Private Limited

1.1.6. Mahindra Susten Private Limited was incorporated on 19th September 2010 under Companies Act, 1956. Over the years, they have developed 1.5 GWp+ of IPP renewable assets and further developing 1.9 GWp+ of IPP projects contributing to India's RE targets. As the clean-tech arm of the Mahindra Group, they have also successfully executed 4.2 GWp+ of renewable projects as an EPC in India and across the globe. MSPL is backed by one of India's largest groups, Mahindra Group with a minority stake owned by OTPP (AUM of CAD 247.5 Bn as of 31st December 2023).

1.1.7. The Shareholding of MSPL on 31st March 2024 is as follows:

Name of Shareholder	Nos. of Shares	Shareholding
Mahindra Holdings Limited	234,593,167	60%
2452991 Ontario Limited	156,330,289	40%
Total	**390,923,456**	**100%**

2726522 Ontario Limited

1.1.8. 2726522 Ontario Limited was incorporated on 13th November 2021 under the laws of Canada.

1.1.9. It is a 100% subsidiary of Ontario Teachers' Pension Plan Board.

1.1.10. Ontario Teachers' Pension Plan Board ("OTPPB"), being an associate of the OTPP Sponsor, is the largest single-profession pension plan in Canada with net assets of CAD 247.5 Bn as at 31st December 2023. OTPPB invests in more than 50 countries in a broad array of assets including public and private equities, fixed income, credit, commodities, natural resources, infrastructure, real estate and venture growth to deliver retirement income for 340,000 working members and pensioners.

Investment Manager

1.1.11. Sustainable Energy Infra Investment Managers Private Limited ("**SIIMPL**" or "**the Investment Manager**") has been appointed as the Investment Manager to the Trust by the Trustee and will be responsible to carry out the duties of such person as mentioned under the SEBI InvIT Regulations.

Name of Shareholder	Nos. of Shares	Shareholding
Mahindra Sustainable Energy Private Limited	5,200,000	40%
2726522 Ontario Limited	7,800,000	60%
Total	**13,000,000**	**100%**

Project Manager

1.1.12. Green Energy Infra Project Managers Private Limited ("**GEIPMPL**" or "**the Project Manager**") has been appointed as the Project Manager to the Trust pursuant to a resolution passed by the Board of Directors of the Investment Manager and will be responsible to carry out the duties of such person as mentioned under the SEBI InvIT Regulations.

Name of Shareholder	Nos. of Shares	Shareholding
Mahindra Sustainable Energy Private Limited	4,000	40%
2726522 Ontario Limited	6,000	60%
Total	**10,000**	**100%**

1.1.13. **Financial Assets to be Valued**

The financial assets under consideration are valued at Enterprise Value and Adjusted Enterprise Value of the following the SPVs (Project-wise):

Sr. No.	Name of the SPV	Project	Term
1	Megasolis Renewables Private Limited	Rewa Project	MRPL
		ISTS Project	
2	Emergent Solren Private Limited	Goyalri Project	ESPL
		SECI RJ Project	
3	Mega Suryaurja Private Limited	MSUPL Project	MSUPL
4	Astra Solren Private Limited	ASPL Project	ASPL
5	Neo Solren Private Limited	NSPL Project	NSPL
6	Brightsolar Renewable Energy Private Limited	BREPL Project	BREPL

(Together referred to as "the **SPVs**" and "the **Projects**" respectively)

1.1.14. **Purpose of Valuation**

I understand that the InvIT, acting through the Trustee, has acquired the equity stake in the SPVs, mentioned in the above table, following which units of the Trust have been issued to its unitholders including the Sponsors by the Trust, which are listed on the National Stock Exchange **("NSE")** consequent to a private placement of the Trust.

These SPVs were acquired by the Trust and are to be valued as per Regulation 21(4) contained in the Chapter V of the SEBI InvIT Regulations.

1.1.15. In this regard, the Investment Manager has appointed me, S. Sundararaman ("**Registered Valuer**" or "**RV**" or "**I**" or "**My**" or "**Me**") bearing IBBI registration number IBBI/RV/06/2018/10238 to undertake the fair valuation of the SPVs at the enterprise level as per the extant provisions of the SEBI InvIT Regulations issued by SEBI. Enterprise Value ("**EV**") is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.

1.1.16. I declare that:

i. I am competent to undertake the financial valuation in terms of the SEBI InvIT Regulations;

ii. I am not an associate of the Sponsors(s) or investment manager or trustee and I have not less than five years of experience in valuation of infrastructure assets;

iii. I am independent and have prepared the Report on a fair and unbiased basis;

iv. I have valued the SPVs based on the valuation standards as specified / applicable as per SEBI InvIT Regulations.

1.1.17. This Report covers all the disclosures required as per the SEBI InvIT Regulations and the Valuation of the SPVs is impartial, true and fair and in compliance with the SEBI InvIT Regulations.

1.2. Scope of Valuation

1.2.1. Nature of the Asset to be Valued

The RV has been mandated by the Investment Manager to arrive at the Enterprise Value of the SPVs at the Project Level. Enterprise Value is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash and cash equivalents to meet those liabilities.

Further, on the request of the Investment Manager, I have calculated Adjusted Enterprise Value of the SPVs which is derived as the EV as defined above plus cash or cash equivalents of the SPVs as at the valuation date.

1.2.2. Valuation Base

Valuation Base means the indication of the type of value being used in an engagement. In the present case, I have determined the fair value of the SPVs at the enterprise level. Fair Value Bases defined as under:

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date. It is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Fair value or Market value is usually synonymous to each other except in certain circumstances where characteristics of an asset translate into a special asset value for the party(ies) involved.

Valuation Date

Valuation Date is the specific date at which the value of the assets to be valued gets estimated or measured. Valuation is time specific and can change with the passage of time due to changes in the condition of the asset to be valued. Accordingly, valuation of an asset as at a particular date can be different from other date(s).

The Valuation Date considered for the fair enterprise valuation of the SPVs is 31st March 2024 ("**Valuation Date**"). The RV is not aware of any other events having occurred since 31st March 2024 till date of this Report which he deems to be significant for his valuation analysis.

1.2.3. Premise of Value

Premise of Value refers to the conditions and circumstances how an asset is deployed. In the present case, RV has determined the fair enterprise value of the SPVs on a Going Concern Value defined as under:

Going Concern Value

Going Concern value is the value of a business enterprise that is expected to continue to operate in the future. The intangible elements of going concern value result from factors such as having a trained work force, an operational plant, necessary licenses, systems, and procedures in place etc. For current valuation exercise, we have determined the fair enterprise value of the SPVs on a Going Concern Value, till the end of the tenure of their respective PPAs.

1.3. **Summary of Valuation**

I have assessed the fair enterprise value of each of the SPVs on a stand-alone basis by using the Discounted Cash Flow ("**DCF**") method under the income approach. Following table summarizes my explaination on the usage or non usage of different valuation methods:

Valuation Approach	Valuation Methodology	Used	Explanation
Cost Approach	Net Asset Value	No	NAV does not capture the future earning potential of the business. Hence, NAV method has been considered for background reference only.
Income Approach	Discounted Cash Flow	Yes	All the SPVs are generating income based on pre-determined power purchase agreements. Hence, the growth potential of the SPVs and the true worth of its business would be reflected in its future earnings potential and therefore, DCF Method under the income approach has been considered as an appropriate method for the present valuation exercise.
Market Approach	Market Price	No	The equity shares of the SPVs are not listed on any recognized stock exchange in India. Hence, I was unable to apply the market price method.
	Comparable Companies	No	In the absence of any exactly comparable listed companies with characteristics and parameters similar to that of the SPVs, I am unable to consider this method for the current valuation.
	Comparable Transactions	No	In the absence of adequate details about the Comparable Transactions, I was unable to apply the CTM method.

Under the DCF Method, the Free Cash Flow to Firm ("**FCFF**") has been used for the purpose of valuation of each of the SPVs. In order to arrive at the fair EV of the individual SPVs under the DCF Method, I have relied on the audited financial statements as at 31st March 2024 prepared in accordance with the Indian Accounting Standards (Ind AS) and the financial projections of the respective SPVs prepared by the Investment Manager as at the Valuation Date based on their best judgement.

The discount rate considered for the respective SPVs for the purpose of this valuation exercise is based on the Weighted Average Cost of Capital ("**WACC**") for each of the SPVs.

The term of the PPA is 25 years from COD for all of the SPVs. The ownership of the underlying assets (tangible assets) except the leasehold land in Rewa and ASPL, shall remain with the SPVs even after the expiry of PPA term. As the cash flows beyond the end of PPA term are relatively uncertain on account of factors like degradation of panels, technology factor, tariff rate, extension of licenses (wherever required), determination of tariff rate, etc., the terminal period value (i.e. value on account of cash flows to be generated after the expiry of PPA period) has been considered based only on the salvage value of the plant & machinery, sale of freehold land and realisation of working capital at the end of their respective PPA term.

Further the SPVs generate cash flows from the sale of CER units which are earned based on the unit generated through out the life of the PPA. Since these cash flows are relatively uncertain, on account of factors such as uncertainilty of selling rate, demand for the units etc, I have considered a different discount rate for arriving at the value of cash flows from such CER units.

The sum of the discounted value of the above free cash flows is the enterprise value of the SPVs.

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Based on the methodology and assumptions discussed further, RV has arrived at the fair enterprise value of the SPVs (Project-wise) as on the Valuation Date:

Sr. No.	SPVs	Projects	~Projection Period (Balance Project Period)	Capacity (AC)	Fair EV* (INR Mn)	Adjusted Fair EV** (INR Mn)
1	MRPL	Rewa	~ 20 Years 9 Months	250 MW	13,937	14,816
		ISTS	~ 22 Years 7 Months	250 MW	14,917	15,839
2	ESPL	Goyalri	~ 18 Years 0 Months	60 MW	3,858	4,793
		SECI RJ	~ 22 Years 8 Months	200 MW	11,172	11,473
3	MSUPL	MSUPL	~ 23 Years 3 Months	250 MW	15,389	16,052
4	ASPL	ASPL	~ 18 Years 2 Months	65 MW	4,154	4,309
5	NSPL	NSPL	~ 18 Years 7 Months	42 MW	2,756	2,885
6	BREPL	BREPL	~ 16 Years 9 Months	10 MW	870	930
Total				**1,127 MW**	**67,053**	**71,098**

** Enterprise Value ("EV") is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.*

*** Further, on the request of the Investment Manager, I have calculated Adjusted Enterprise Value of the SPVs as the EV (derived as above) plus cash or cash equivalents of the SPVs as at the Valuation Date.*

(Refer Appendix 1 & 2 for the detailed workings)

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2. Procedures adopted for current valuation exercise

2.1. I have performed the valuation analysis, to the extent applicable, in accordance with ICAI Valuation Standards 2018 ("**IVS**") issued by the Institute of Chartered Accountants of India.

2.2. In connection with this analysis, I have adopted the following procedures to carry out the valuation analysis:

2.2.1. Requested and received financial and qualitative information relating to the SPVs;

2.2.2. Obtained and analyzed data available in public domain, as considered relevant by me;

2.2.3. Discussions with the Investment Manager on:

- Understanding of the business of the SPVs – business and fundamental factors that affect its earning-generating capacity including strengths, weaknesses, opportunities and threats analysis and historical and expected financial performance;

2.2.4. Undertook industry analysis:

- Research publicly available market data including economic factors and industry trends that may impact the valuation;
- Analysis of key trends and valuation multiples of comparable companies/comparable transactions, if any, using proprietary databases subscribed by me;

2.2.5. Analysis of other publicly available information;

2.2.6. Selection of valuation approach and valuation methodology/(ies), in accordance with IVS, as considered appropriate and relevant by me;

2.2.7. Conducted physical site visit of the Projects of all the SPVs;

2.2.8. Determination of fair value of the EV and Adjusted EV of the SPVs on a going concern basis at the Valuation Date;

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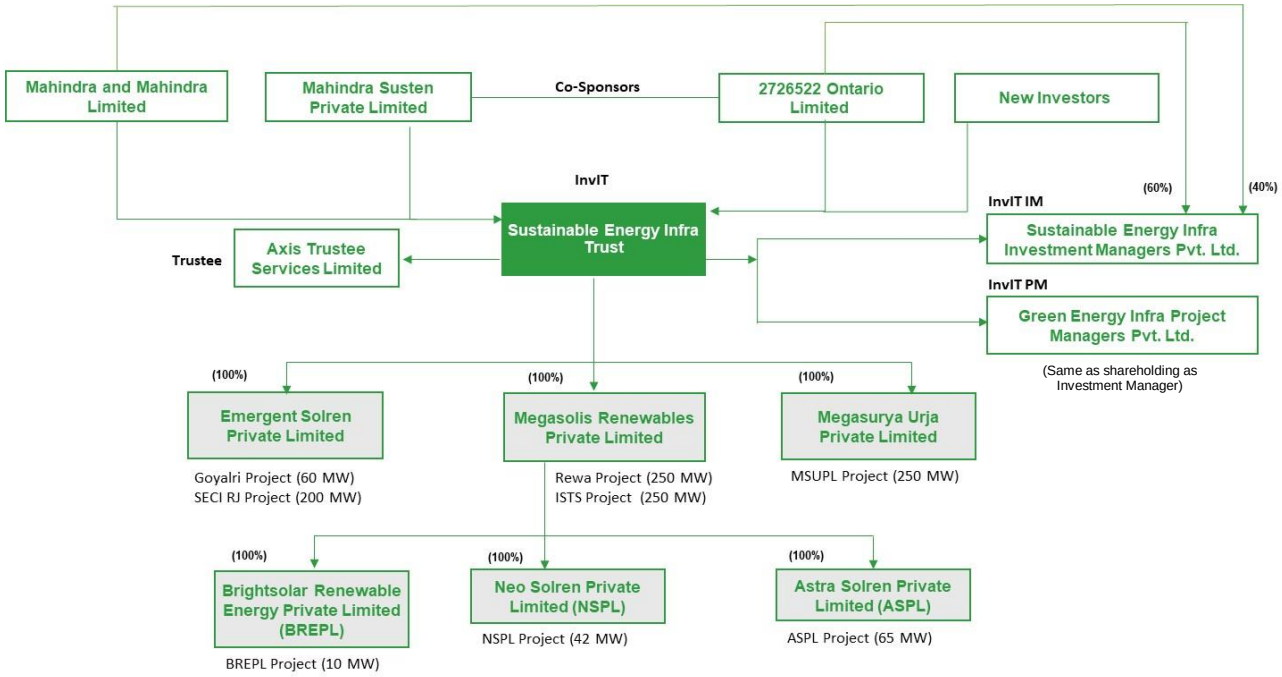
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3. Overview of the InvIT and SPVs

3.1. The Trust

3.1.1. Sustainable Energy Infra Trust ("the **Trust**") is Sponsored by Mahindra Susten Private Limited and 2726522 Ontario Limited. The Trust is registered with the SEBI as an InvIT with effect from 11th August 2023.

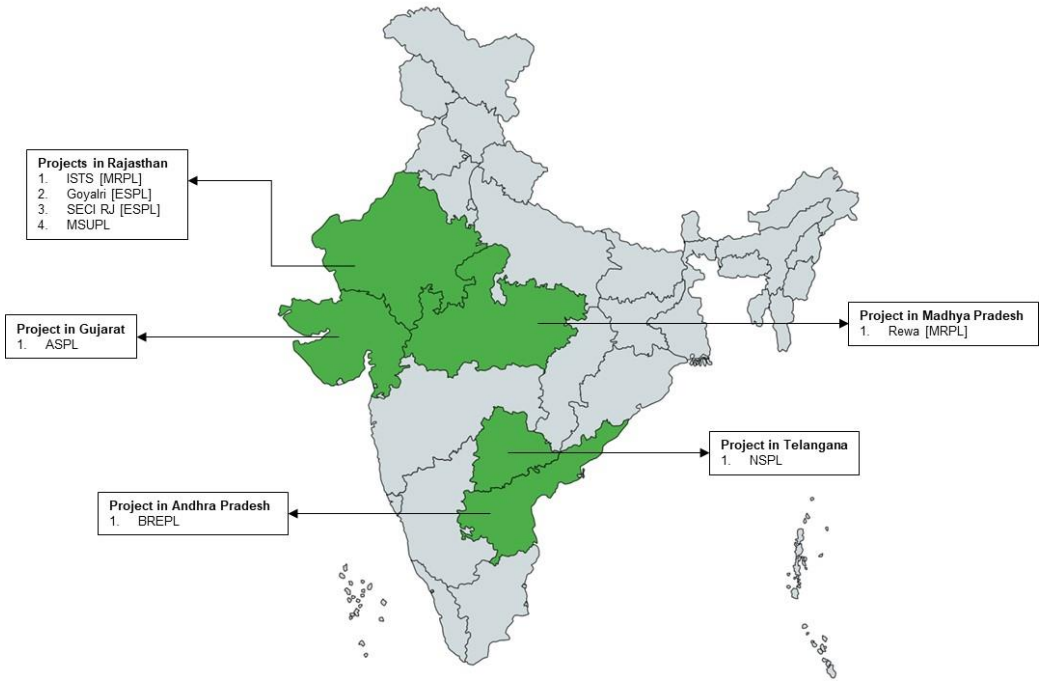
3.1.2. Group Structure of the Trust:



Source: Investment Manager

**The 40% shareholding of the IM and PM is held by Mahindra and Mahindra Limited through a 100% subsidiary-Mahindra Sustainable Energy Private Limited*

3.1.3. Following is a map of India showing the locations of the projects held by SPVs of the Trust:



Source: Investment Manager

3.1.4. The Trust has acquired 100% control of the equity shares in the SPVs during the month of January 2024 in lieu of units of the Trust issued to the shareholders at the below mentioned value:

	INR Mn
SPVs Name	**100% Equity Value**
MRPL	11,260
ESPL	4,900
MSUPL	2,590
Total	**18,750**

Purchase price of MRPL includes two projects namely Rewa and ISTS Projects along with its subsidiaries namely ASPL, NSPL and BREPL. Purchase price of ESPL includes projects of Goyalri and SECI RJ.

3.1.5. The Enterprise Values of the SPVs as on 31st March 2023 and 30th September 2023 are as follows:-

		INR Mn
Previous Fair EV	**31-Mar-23**	**30-Sep-23**
Rewa	14,203	13,973
ISTS	14,513	14,635
Goyalri	4,199	4,012
SECI RJ	11,381	11,423
MSUPL	15,197	15,260
ASPL	4,355	4,233
NSPL	2,965	2,779
BREPL	970	935
Total	**67,782**	**67,249**

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Background of the SPVs

3.2. Megasolis Renewables Private Limited ("MRPL"):

MRPL is mainly engaged in the business as a producer and distributor of solar power by using solar cells, photo voltaic solar modules, photo voltaic solar system/subsystem, tracker or fixed tilt, concentrated solar power and to provide related services. Currently MRPL has mainly two major projects, Rewa Project and ISTS Project. Summary of both the projects are as follows:

Rewa Project

Parameters	Details
Installed Capacity (AC)	250.00 MW
Installed Capacity (DC)	336.30 MWp
Plant Location	Rewa, Madhya Pradesh
Actual COD	3rd January 2020
Land Area	1,256 Acres
O&M Contractor	Mahindra Teqo Private Limited
PPA Counterparty	MPPMCL and DMRC
PPA Date	13th April 2017
PPA Term	25 years from Actual COD
PPA Tariff	2.98 INR/KWh*
CER Registry	Verra Registry
CER Registration Status	Registered
Proposed Trust's stake	100% economic ownership

**Tariff of Rewa is subject to escalation as per the terms of the PPA*

Source: Investment Manager

Rewa Project is engaged in carrying on the business of setting up, generating and selling of renewable power from its ground mounted solar power plants located in Rewa Ultra Mega Solar Park at Rewa, Madhya Pradesh. Rewa Project had entered into a PPA with MPPMCL and DMRC on 13th April 2017 for implementation of a 336.3 MWp Solar Photovoltaic Power Generation Unit in the State of Madhya Pradesh, under which it has a commitment to sell electricity for a period of 25 years.

My team had conducted physical site visit of the Rewa Project on 16th June 2023. Following are the pictures of the plant site:

Rewa Solar Plant, Rewa, Madhya Pradesh.



ISTS Project

Parameters	Details
Installed Capacity (AC)	250.00 MW
Installed Capacity (DC)	362.00 MWp
Plant Location	Baap, Rajasthan
Actual COD	29th October 2021
Land Area	1,345 Acres
O&M Contractor	Mahindra Teqo Private Limited
PPA Counterparty	SECI
PPA Date	25th October 2018
PPA Term	25 Years
PPA Tariff	2.53 INR/KWh
CER Registry	Gold Standard Registry
CER Registration Status	Registered
Proposed Trust's stake	100% economic ownership

Source: Investment Manager

ISTS Project is engaged in carrying on the business of setting up, generating and selling of renewable power from its ground mounted solar power plants located at Baap, Rajasthan. ISTS Project had entered into a PPA with SECI on 25th October 2018 for implementation of a 362 MWp Solar Photovoltaic Power Generation Unit in the State of Rajasthan, under which it has a commitment to sell electricity for a period of 25 years.

My team had conducted physical site visit of ISTS Project on 11th June 2023. Following are the pictures of the plant site:

ISTS Solar Plant, Baap, Rajasthan.



3.3. Emergent Solren Private Limited ("ESPL"):

ESPL is mainly engaged in the business of production and sale of solar power. The Honourable National Company Law Tribunal, Mumbai Bench by virtue of its order dated 11th August 2023 has approved the Scheme of Arrangement for the demerger of the Solar Power Business (defined as the two solar projects i.e. Goyalri Project and SECI RJ Project) of the demerged company (MSPL) to ESPL under Sections 230 to 232 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("the Scheme"). Accordingly, all the assets and liabilities pertaining to the Solar Power Business Undertaking, as defined in the Scheme, stand transferred and vested into ESPL from its Effective Date as the Appointed Date i.e. 1st September 2023 as represented to us by the Investment Manager. Pursuant to the said demerger, an addendum to the PPA or a revised PPA is planned to be executed with the customer i.e. NTPC. This PPA is in final stages of drafting. The Company is also currently in process of transferring the title deed in respect of the land from MSPL to ESPL as represented by the Investment Manager.

Summary of both the projects are as follows:

Goyalri Project:

Parameters	Details
Installed Capacity (AC)	60.00 MW
Installed Capacity (DC)	78.00 MWp
Plant Location	Goyalri, Rajasthan
Actual COD	31st March 2017
Land Area	436 Acres
O&M Contractor	Mahindra Teqo Private Limited
PPA Counterparty	NTPC
PPA Date	29th August 2016
PPA Term	25 Years
PPA Tariff	4.35 INR/KWh
CER Registry	Verra Registry
CER Registration Status	Registered
Proposed Trust's stake	100% economic ownership

Source: Investment Manager

Goyalri Project is engaged in carrying on the business of setting up, generating and selling of renewable power from its ground mounted solar power plants located at Goyalri, Rajasthan (78 MWp). The Project had entered into 6 PPAs with NTPC on 29th August 2016 for implementation of a 78(6*13=78) MWp Solar Photovoltaic Power Generation Unit in the State of Rajasthan, under which it has a commitment to sell electricity for a period of 25 years.

For Goyalri solar project, physical site visit was carried out by my team on 26th April 2024. Following are the pictures of the plant site:

Goyalri Solar Plant, Goyalri, Rajasthan



SECI RJ:

Parameters	Details
Installed Capacity (AC)	200.00 MW
Installed Capacity (DC)	280.00 MWp
Plant Location	Kolayat, Rajasthan
Actual COD	1st December 2021
Land Area	858 Acres
O&M Contractor	Mahindra Teqo Private Limited
PPA Counterparty	SECI
PPA Date	16th October 2014
PPA Term	25 years from Actual COD
PPA Tariff	2.50 INR/KWh
CER Registry	Gold Standard Registry
CER Registration Status	Registered
Proposed Trust's stake	100% economic ownership

Source: Investment Manager

SECI RJ Project is engaged in carrying on the business of setting up, generating and selling of renewable power from its ground mounted solar power plants located at Kolayat (280 MWp) in Rajasthan. The Project had entered into a PPA with SECI on 16th October 2014 for implementation of a 280 MWp Solar Photovoltaic Power Generation Unit in the State of Rajasthan, under which it has a commitment to sell electricity for a period of 25 years.

My team had conducted physical site visit of SECI RJ Project on 26th April 2024. Following are the pictures of the plant site:

SECI RJ Solar Plant, Kolayat, Rajasthan



3.4. Mega Suryaurja Private Limited ("MSUPL")

Summary of project details of MSUPL are as follows:

Parameters	Details
Installed Capacity (AC)	250.00 MW
Installed Capacity (DC)	335.00 MWp
Plant Location	Kolayat, Rajasthan
Actual COD	30th June 2022
Land Area	970 Acres
O&M Contractor	Mahindra Teqo
PPA Counterparty	SECI
PPA Date	31st May 2020
PPA Term	25 Years
PPA Tariff	2.54 INR/KWh
CER Registry	Gold Standard Registry
CER Registration Status	Registered
Proposed Trust's stake	100% economic ownership

Source: Investment Manager

MSUPL is engaged in carrying on the business of setting up, generating and selling of renewable power from its ground mounted solar power plants located at Sami, Kolayat, Rajasthan. The Company had entered into a PPA with SECI on 31th May 2020 for implementation of a 335.00 MWp Solar Photovoltaic Power Generation Unit in the State of Rajasthan, under which it has a commitment to sell electricity for a period of 25 years.

My team had conducted physical site visit of MSUPL on 12nd June 2023. Following are the pictures of the Plant site:

MSUPL Solar Plant, Kolayat, Rajasthan.



3.5. Astra Solren Private Limited ("ASPL")

ASPL is a wholly owned subsidiary of MRPL. Summary of project details of ASPL are as follows:

Parameters	Details
Installed Capacity (AC)	65.00 MW
Installed Capacity (DC)	84.50 MWp
Plant Location	Charanka, Gujarat
Actual COD	24th May 2017
Land Area	Plant-1: 174 Acres; Plant-2: 113 Acres
O&M Contractor	Mahindra Teqo
PPA Counterparty	SECI
PPA Date	28th August 2016
PPA Term	25 Years
PPA Tariff	4.43 INR/KWh
CER Registry	Verra Registry
CER Registration Status	Registered
Proposed Trust's stake	100% economic ownership

Source: Investment Manager

ASPL is engaged in carrying on the business of setting up, generating and selling of renewable power from its ground mounted solar power plants(32.5 MWp & 52MWp) located at Charanka in Gujarat. It had entered into a Power Purchase Agreement ("PPA") with Solar Energy Corporation of India Ltd. ("SECI") on 4th August 2016 for 52 MWp and 28th August 2016 for 32.5 MWp for implementation of a 82.50 MWp Solar Photovoltaic Power Generation Unit in the State of Gujarat, under which it has a commitment to sell electricity for a period of 25 years.

My team had conducted physical site visit of ASPL on 22nd June 2023. Following are the pictures of the Plant site:

ASPL Solar Plant, Charanka, Gujarat



3.6. Neo Solren Private Limited ("NSPL")

NSPL is a wholly owned subsidiary of MRPL. Summary of project details of NSPL are as follows:

Parameters	Details
Installed Capacity (AC)	42.00 MW
Installed Capacity (DC)	49.68 MWp
Plant Location	Waddekothapally, Telangana
Actual COD	6th November 2017
Land Area	317.5 Acres
O&M Contractor	Mahindra Teqo
PPA Counterparty	TSNPDCL
PPA Date	24th February 2016
PPA Term	25 Years
PPA Tariff	5.59 INR/KWh
CER Registration Status	Not Registered
Proposed Trust's stake	100% economic ownership

Source: Investment Manager

NSPL is engaged in carrying on the business of setting up, generating and selling of renewable power from its ground mounted solar power plants located at Waddekothapally, Telangana. The Company had entered into a PPA with TSNPDCL on 24th February 2016 for implementation of a 49.68 MWp Solar Photovoltaic Power Generation Unit in the State of Telangana, under which it has a commitment to sell electricity for a period of 25 years.

My team had conducted physical site visit of NSPL on 1st May 2024. Following are the pictures of the Plant site:

NSPL Solar Plant, Waddekothapally, Telangana



3.7. Brightsolar Renewable Energy Private Limited ("BREPL")

BREPL is a wholly owned subsidiary of MRPL. Summary of project details of BREPL are as follows:

Parameters	Details
Installed Capacity (AC)	10.00 MW
Installed Capacity (DC)	12.50 MWp
Plant Location	Jammalabanda, Andhra Pradesh
Actual COD	5th January 2016
Land Area	46.2 Acres
O&M Contractor	Mahindra Teqo
PPA Counterparty	APSPDCL
PPA Date	4th December 2014
PPA Term	25 years
PPA Tariff	5.99 INR/KWh*
CER Registration Status	Not Registered
Proposed Trust's stake	100% economic ownership

**Tariff of Rewa is subject to escalation as per the terms of the PPA*

Source: Investment Manager

BREPL Solar Private is engaged in carrying on the business of setting up, generating and selling of renewable power from its ground mounted solar power plants located at Jammalabanda, Andhra Pradesh. The Company had entered into a PPA with APSPDCL on 4th December 2014 for implementation of a 12.50 MWp Solar Photovoltaic Power Generation Unit in the State of Andhra Pradesh, under which it has a commitment to sell electricity for a period of 25 years

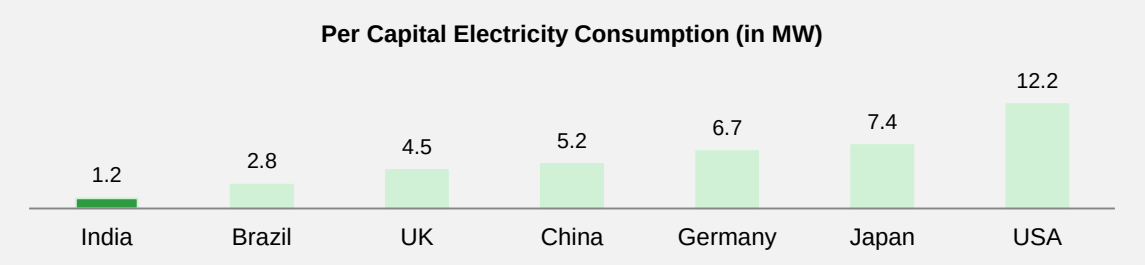
My team had conducted physical site visit of BREPL on 30th April 2024. Following are the pictures of the Plant site:

BREPL Solar Plant, Jammalabanda, Andhra Pradesh



4. Overview of the Industry

4.1 India is the most populous democracy in the world with a population of more than 1.4 billion. India's GDP grew 8.4% in the third quarter of Financial Year 2024. An efficient, resilient, and financially robust power sector is essential for the growth of the Indian economy. A series of reforms in the 1990s and the Electricity Act 2003 as amended from time to time have moved the Indian power sector towards being a competitive market with multiple buyers and sellers supported by regulatory and oversight bodies.



4.2 India is the 3rd largest energy consuming country in the world. It stands 4th globally in renewable energy installed capacity,4th wind power capacity and in 5th solar Power capacity (as per REN21 Renewables 2023 Global Status Report).The country has set an enhanced target at the COP26 of 500 GW of non-fossil fuel-based energy by 2030. This has been a key pledge under the Panchamrit Scheme. This is the world's largest expansion plan in renewable energy.

4.3 India's installed non-fossil fuel capacity has increased 396% in the last 8.5 years and stands at more than 186.46 Giga Watts (including large Hydro and nuclear), about 44% of the country's total capacity (as of October 2023). In addition, 114.08 GW of capacity is under implementation and 55.13 GW capacity is under tendering. The installed solar energy capacity has increased by 24.4 times in the last 9 years and stands at 73.32 GW as of December 2023. The installed Renewable energy capacity (including large hydro) has increased by around 128 % since 2014.

4.4 Electricity security has improved through the creation of one national power system and major investments in clean energy. India is now working on integrating higher shares of variable renewable energy into the energy mix.

4.5 The Central Electricity Authority (CEA) estimates India's power requirement to grow to reach 817 GW by 2030. As the economy grows, the electricity consumption is projected to reach 15,280 TWh in 2040 from 4,926 TWh in 2012. Most of the demand will come from the real estate and transport sectors.

A. Global Renewable Energy Outlook

4.6 Energy is at the heart of development. Energy makes possible the investments, innovations, and new industries that drive jobs, inclusive growth, and shared prosperity on a more livable planet. Scaling up renewables and energy efficiency, and investing in electrification at scale, while phasing-down fossil fuels, is critical for providing clean energy.

4.7 The amount of renewable energy capacity added to energy systems around the world grew by 50% in 2023, reaching almost 510 gigawatts (GW), with solar PV accounting for three-quarters of additions worldwide, according to Renewables 2023, the latest edition of the IEA's annual market report on the sector. The largest growth took place in China, which commissioned as much solar PV in 2023 as the entire world did in 2022, while China's wind power additions rose by 66% year-on-year. The increases in renewable energy capacity in Europe, the United States and Brazil also hit all-time highs.

4.8 Under existing policies and market conditions, global renewable capacity is forecast to reach 7,300 GW by 2028. This growth trajectory would see global capacity increase to 2.5 times its current level by 2030, falling short of the tripling goal.

4.9 The driving forces behind growth in renewable energy capacity includes robust policy support, energy security priorities and improved competitiveness against fossil fuels, outweighing challenges like higher costs and supply chain issues.

4.10 Escalating electricity prices from the energy crisis prompted policymakers, particularly in Europe, to prioritize energy security and seek alternatives to imported fossil fuels. This shift favors solar PV, especially for quick installation of residential and commercial systems to meet surging requirement for renewable energy.

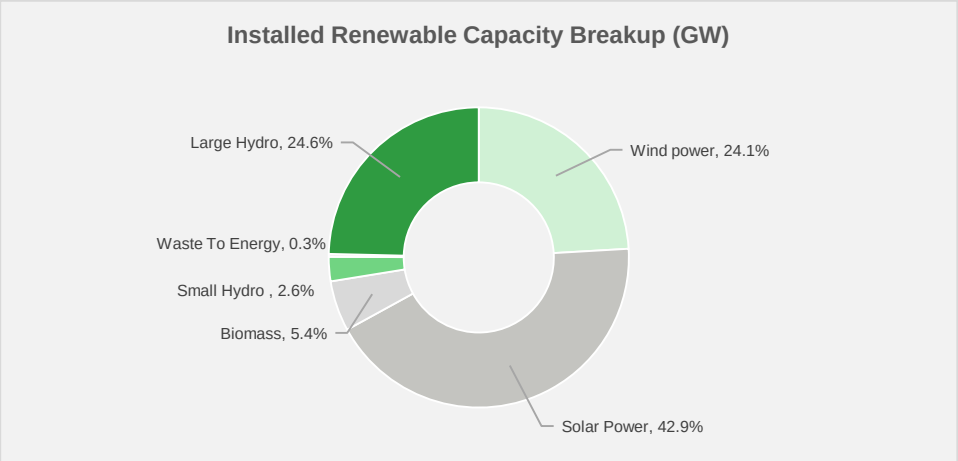
4.11 According to IEA's Renewable 2023 Report, over the coming five years several renewable energy milestones are expected to be achieved:

- In 2024, wind and solar PV together generate more electricity than hydropower.
- In 2025, renewables surpass coal to become the largest source of electricity generation.
- Wind and solar PV each surpass nuclear electricity generation in 2025 and 2026 respectively.
- In 2028, renewable energy sources account for over 42% of global electricity generation, with the share of wind and solar PV doubling to 25%.

4.12 The renewable energy sector is expected to focus on various areas, including advanced solar photovoltaic (PV) technology, robotics, artificial intelligence (AI), large-scale data analysis (big data), decentralized energy storage systems, integration with power grids, blockchain technology, the production of green hydrogen, bioenergy, hydropower and wind power

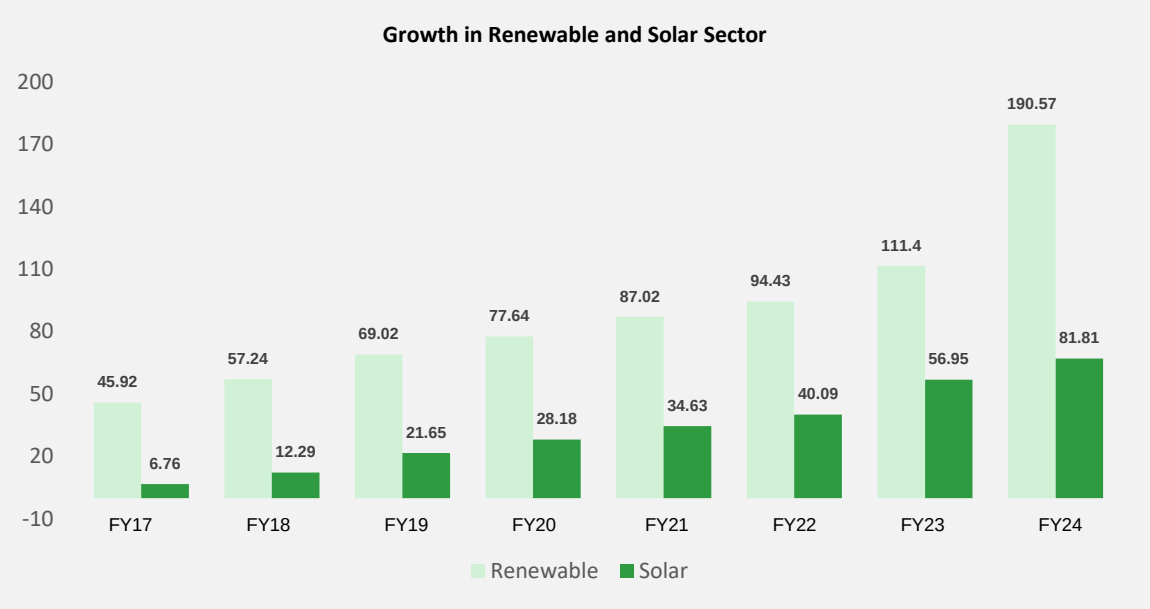
Indian Renewable Energy Outlook

4.13 Renewable energy sources have a combined installed capacity of 143+ GW. As of March 2024, Renewable energy sources, including large hydropower, have a combined installed capacity of 190.57 GW. The following is the installed capacity for Renewables:



Source: PIB

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Source:PIB

4.14 India has set a target to reduce the carbon intensity of the nation's economy by less than 45% by the end of the decade, achieve 50 percent cumulative electric power installed by 2030 from renewables, and achieve net-zero carbon emissions by 2070. India aims for 500 GW of renewable energy installed capacity by 2030.

4.15 As on 31-12-2023, 51 Solar Parks with an aggregate capacity of 37,740 MW have been sanctioned in 12 States in the country since launch of the Scheme i.e. December 2014. An aggregate capacity of 10,504 MW of solar projects have been commissioned in 20 Solar Parks, so far.

Budget Overview: Renewable Energy Sector

4.16 The 2024-25 Interim Budget provided for a budgetary allocation of Rs 10,000 Cr to solar power grid projects in FY2025 BE, which is massive 110% increase from Rs 4,557 Cr allocated in FY2024 Revised Estimates.

4.17 Through rooftop solarization, one crore households will be enabled to obtain up to 300 units free electricity every month. Each household is expected to save Rs.15000 to Rs.18000 annually.

4.18 Viability gap funding will be provided for harnessing offshore wind energy potential for initial capacity of one giga-watt

4.19 Coal gasification and liquefaction capacity of 100 MT will be set up by 2030. This will also help in reducing imports of natural gas, methanol, and ammonia.

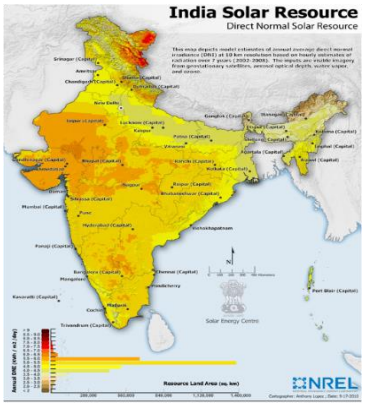
4.20 Phased mandatory blending of compressed biogas (CBG) in compressed natural gas (CNG) for transport and piped natural gas (PNG) for domestic purposes will be mandated.

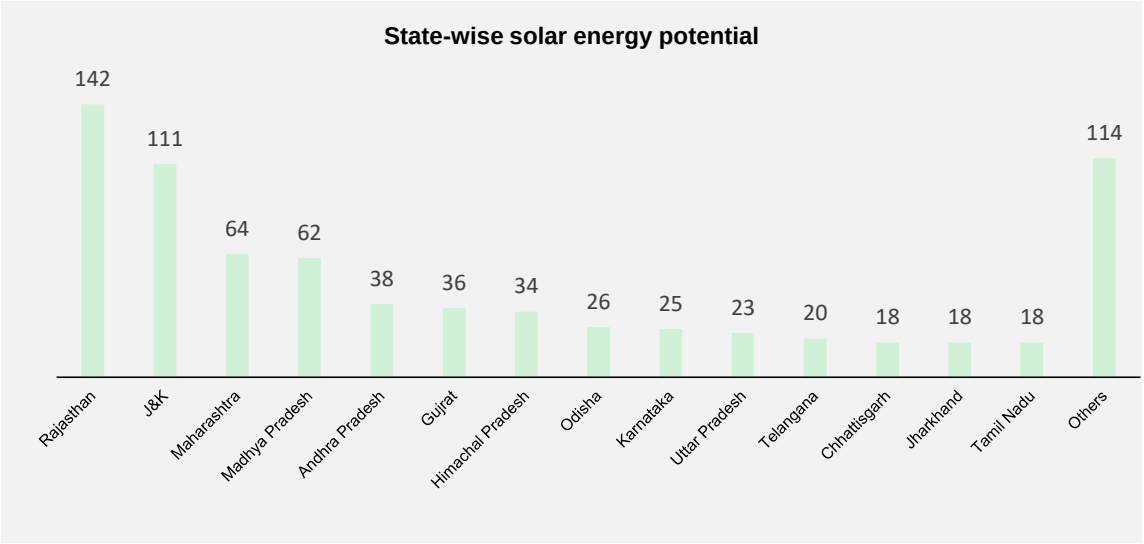
4.21 Financial assistance will be provided for procurement of biomass aggregation machinery to support collection.

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B. Indian Solar Industry Outlook

4.22 India is endowed with vast solar energy potential. About 5,000 trillion kWh per year energy is incident over India's land area with most parts receiving 4-7 kWh per sq. m per day. Solar photovoltaic power can effectively be harnessed providing huge scalability in India. Solar also provides the ability to generate power on a distributed basis and enables rapid capacity addition with short lead times. Off-grid decentralized and low-temperature applications will be advantageous from a rural application perspective and meeting other energy needs for power, heating and cooling in both rural and urban areas. From an energy security perspective, solar is the most secure of all sources, since it is abundantly available. Theoretically, a small fraction of the total incident solar energy (if captured effectively) can meet the entire country's power requirements.





Source: PIB

4.23 National Institute of Solar Energy has assessed the Country's solar potential of about 748 GW assuming 3% of the waste land area to be covered by Solar PV modules. Solar energy has taken a central place in India's National Action Plan on Climate Change with National Solar Mission as one of the key Missions. National Solar Mission (NSM) was launched on 11th January, 2010. NSM is a major initiative of the Government of India with active participation from States to promote ecological sustainable growth while addressing India's energy security challenges. It will also constitute a major contribution by India to the global effort to meet the challenges of climate change. The Mission's objective is to establish India as a global leader in solar energy by creating the policy conditions for solar technology diffusion across the country as quickly as possible. The Mission targets installing 100 GW grid-connected solar power plants by the year 2022. This is in line with India's Intended Nationally Determined Contributions (INDCs) target to achieve about 40 percent cumulative electric power installed capacity from non-fossil fuel based energy resources and to reduce the emission intensity of its GDP by 33 to 35 percent from 2005 level by 2030.

4.24 Recently, India stands 4th in solar PV deployment across the globe as on end of 2023. Solar power installed capacity has reached around 82 GW as on 31st March, 2024. Presently, solar tariff in India is very competitive and has achieved grid parity.

4.25 As per the Central Electricity Authority (CEA) estimates, by 2029-30, the share of renewable energy generation would increase from 18% to 44%, while that of thermal is expected to reduce from 78% to 52%. The share of solar energy of overall RE installed capacity has increased from 7.5% in 2014 to around 39.7% in 2020, growing at a CAGR of 53.7%.

C. Understanding key terms used in the solar industry

4.26 **Plant Load Factor (PLF)**

- The Central Electricity Regulatory Commission defines Plant Load Factor as a percentage of energy sent out by the power plant corresponding to installed capacity in that period. In the context of solar power plants, it reflects how efficiently the plant is utilizing its installed solar panel capacity to generate electricity over a specific period, often a year. In India, the Ministry of Power has, since the early 90s, used the Plant Load Factor as a metric to check the efficiency of a plant. A PLF norm has been set, and incentives are being given to those producers who produce power in excess of the norm.

  PLF= (Actual Energy Output/(Installed Capacity*Total Time))*100
  Where,
  Actual Energy Output: The total amount of energy generated by the solar power plant over the chosen time period.
  Installed Capacity: The maximum power output the solar panels are designed to produce under ideal conditions (rated capacity).
  Total Time: The duration for which the plant has been operating (usually measured in hours).

- A low PLF is bad for the power plant as it indicates that the plant is not being used to its optimal capacity. This will increase the per-unit cost of the power thus produced, making it unattractive for purchase by DISCOMs. A higher PLF, on the other hand, will generate a greater total output which will reduce the cost per unit of energy generated. The higher the output, the lesser will be cost per unit. The additional energy produced would also result in an increase in revenue of the plant.

- The average Plant Load Factor (PLF) for solar power plants can vary significantly depending on factors such as location, technology, weather conditions, maintenance practices, and the design of the solar plant. Generally, PLF for solar power plants is influenced by the availability of sunlight, which can vary based on the geographical location and weather patterns.

- On average, well-designed and efficiently operated solar power plants can achieve PLFs in the range of 15% to 25%. However, some high-performing solar installations can achieve even higher PLFs, exceeding 25%.

- The trend in PLF in the solar industry has been improving over the years due to advancements in solar technology, improved design practices, better site selection, and increased experience in operation and maintenance. As technology has progressed, solar panels have become more efficient at converting sunlight into electricity, and better forecasting and monitoring systems have allowed operators to optimize their plants' performance. Additionally, the growth of solar power capacity in regions with abundant sunlight has contributed to better overall PLF figures.

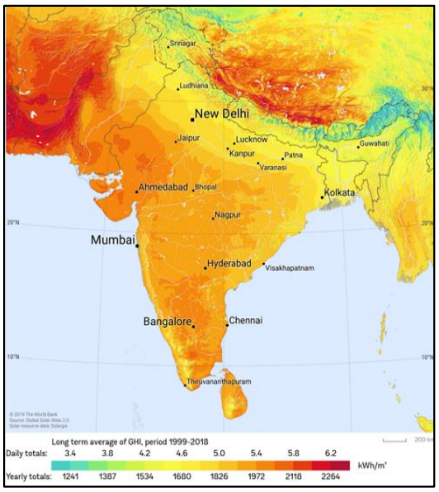
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4.27 **Solar Irradiation**

- Solar irradiance is the output of light energy from the sun that reaches the earth. It is measured in terms of the amount of sunlight that hits a square meter of a surface in one second.

- Solar irradiance is a key factor in determining the energy output of solar power plants. By understanding the local solar irradiance conditions, engineers can design solar installations to capture the maximum amount of available sunlight. It also plays a crucial role in sizing solar panels, predicting energy production, and optimizing the orientation and tilt angles of panels to achieve higher energy yields.

- In conclusion, solar irradiance is the foundation of solar energy generation. It's the primary resource that solar panels capture and convert into electricity. Understanding local irradiance patterns is crucial for effective solar power plant design, operation, and energy yield optimization.



- Solar irradiance is influenced by various factors, including:

  Time of Day: Irradiance is highest when the sun is directly overhead (solar noon) and decreases in the morning and evening.
  Season: Irradiance varies with the sun's angle in the sky, which changes with the seasons.
  Geographical Location: Solar irradiance is generally higher near the equator and lower toward the poles.
  Weather Conditions: Cloud cover, air pollution, and atmospheric conditions can attenuate or scatter sunlight, affecting irradiance levels.

4.28 **Degradation**

Solar panels convert solar radiation into electrical energy. The ability to do so declines steadily and irreversibly over time. The degradation may be in a cell or parts of a module or both. The ability to accurately predict power delivery over time is vital to assess the credit risk profile of a project. The thumb rule in the industry is 0.50% system degradation per annum. Anything higher is considered a risk to cash generating ability and, by extension, to debt servicing ability. Degradation depends on many factors such as technology, panel quality and maintenance

4.29 **GHI**

Global Horizontal Irradiance (GHI) is the amount of terrestrial irradiance falling on a surface horizontal to the surface of the earth. GHI can be measured with a variety of instruments. The most common instrument used to measure GHI is called a pyranometer which has a hemispherical (180°) view angle.

4.30 **Perfomance Ratio (PR)**

The performance ratio (PR) is a metric used in the PV industry to measure the relationship between a plant's actual and theoretical energy outputs. It's calculated by dividing the energy generated by the plant (kWh), by the irradiance (kWh/m2), then multiplying by the active area of the PV module (m2), and finally multiplying by the PV module efficiency. The PR is stated as a percentage and is independent of location.

4.31 **PAF**

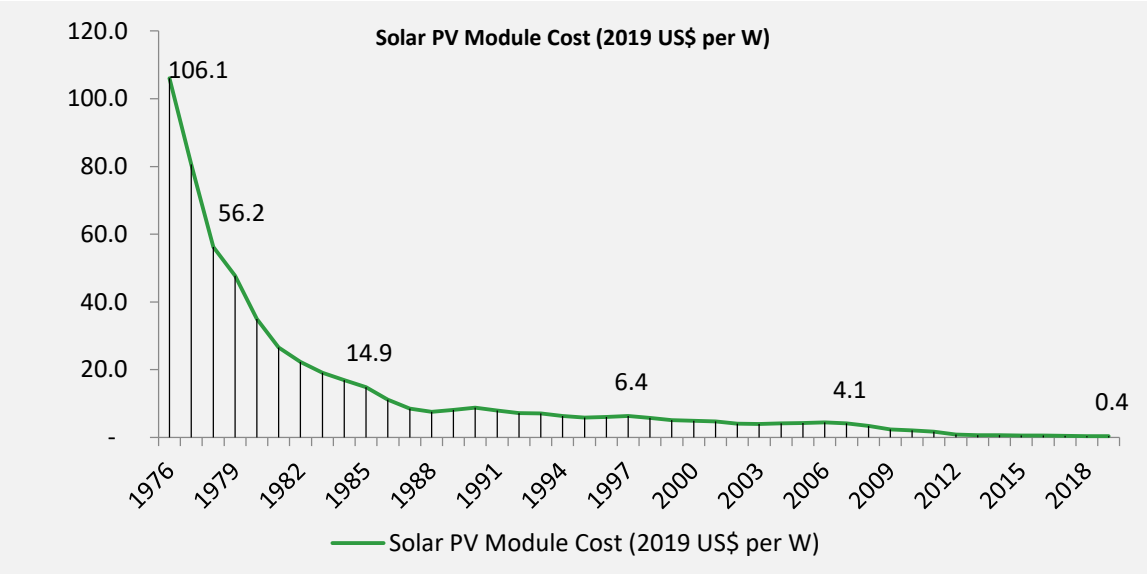
Plant Availability Factor (PAF) is the ratio of a power plant's actual operating hours to its scheduled operating hours during a given period. In a solar PV power plant, PAF is an important factor that depends on the functioning of its components and grid regulation. A high PAF indicates that the plant is operating efficiently and reliably, while a low PAF can lead to higher downtime and revenue loss.

4.32 **DSM Charges**

Any demand-supply imbalance of electricity leads to a fluctuation in the grid frequency from the standard value, which is set at 50 Hertz (Hz) in India. A significant drop or rise in frequency could lead to a power system blackout. Therefore, the Indian Electricity Grid Code (IEGC) 2010 restricts the operational frequency between 49.90 to 50.05 Hz. To maintain the frequency within the band, the power distribution companies must predict demand accurately and schedule supply accordingly.

Deviation Settlement Mechanism (DSM) is a regulatory mechanism by which grid stability is achieved by imposing penalty and incentives for over drawl/injection or under drawl/injection from the schedule. DSM is a frequency linked mechanism. It is not related to any market conditions.

4.33 India's solar power tariffs are expected to touch ₹2.6-2.7 per unit due to the increase in the goods and services tax (GST) on renewable energy equipment and a proposed customs duty on imported solar modules, according to Crisil Ratings. According to a recent research report released by India Ratings, the decline in solar tariffs is being driven by (a) Advancement in panel designs enabling a higher capacity utilisation factor (CUF); (b) Lower financing costs due to declining interest rates and (c) Lower capital cost/MW of around ₹ 40 million/MW due to declining Panel costs as can be seen in the below chart:



Source: ourworldindata.org

4.34 **Challenges**

- There are several challenges to overcome, including regulatory and policy inconsistencies, changes in duties, and payment delays by distribution companies (DISCOMs), among others.
- Payment disputes by DISCOMs were also rampant, slowing down any progress made by developers. The government's introduction of credit mechanisms and amendments to policies has done little in the way of negating these issues.
- A 25% Safeguard Duty (SGD) was announced on solar cell and module imports from China and Malaysia between July 30, 2018, and July 29, 2019. The duty was set at 25% for the first year, followed by a phased down approach for the second year, with the rate set to be lowered by 5% every six months until July 2020.
- Manufacturers of solar modules, ancillary products, system integrators, and raw material suppliers in the solar photovoltaic space complained that the government's protectionist policies were increasing costs for smaller local manufacturers and had loopholes.
- Tender cancellations, tariff re-negotiations by a few states had increased the uncertainty of some of the large-scale projects and hence delayed their executions.

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5. Valuation Methodology and Approach

5.1. The present valuation exercise is being undertaken in order to derive the fair EV of the SPVs.

5.2. The valuation exercise involves selecting a method suitable for the purpose of valuation, by exercise of judgment by the valuers, based on the facts and circumstances as applicable to the business of the company to be valued.

5.3. There are three generally accepted approaches to valuation:

(a) "Cost" approach
(b) "Market" approach
(c) "Income" approach

5.4. Cost Approach

The cost approach values the underlying assets of the business to determine the business value. This valuation method carries more weight with respect to holding companies than operating companies. Also, cost value approaches are more relevant to the extent that a significant portion of the assets are of a nature that could be liquidated readily if so desired.

Net Asset Value ("NAV") Method

The NAV Method under Cost Approach considers the assets and liabilities, including intangible assets and contingent liabilities. The Net Assets, after reducing the dues to the preference shareholders, if any, represent the value of a company.

The NAV Method is appropriate in a case where the main strength of the business is its asset backing rather than its capacity or potential to earn profits. This valuation approach is also used in cases where the firm is to be liquidated, i.e. it does not meet the "Going Concern" criteria.

As an indicator of the total value of the entity, the NAV method has the disadvantage of only considering the status of the business at one point in time.

Additionally, NAV does not properly take into account the earning capacity of the business or any intangible assets that have no historical cost. In many aspects, NAV represents the minimum benchmark value of an operating business.

5.5. Market Approach

Under the Market approach, the valuation is based on the market value of the company in case of listed companies, and comparable companies' trading or transaction multiples for unlisted companies. The Market approach generally reflects the investors' perception about the true worth of the company.

Comparable Companies Multiples ("CCM") Method

The value is determined on the basis of multiples derived from valuations of comparable companies, as manifest in the stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

Comparable Transactions Multiples ("CTM") Method

Under the CTM Method, the value is determined on the basis of multiples derived from valuations of similar transactions in the industry. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. Few of such multiples are EV/Earnings before Interest, Taxes, Depreciation & Amortization ("**EBITDA**") multiple and EV/Revenue multiple.

Market Price Method

Under this method, the market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

5.6. Income Approach

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.

DCF Method

Under DCF Method value of a company can be assessed using the Free Cash Flow to Firm Method ("**FCFF**") or Free Cash Flow to Equity Method ("**FCFE**"). Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows represent the cash available for distribution to both, the owners and creditors of the business. The free cash flows in the explicit period and those in perpetuity are discounted by the WACC. The WACC, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of future cash flows as it considers equity-debt risk by incorporating debt-equity ratio of the firm.

The perpetuity (terminal) value is calculated based on the business' potential for further growth beyond the explicit forecast period. The "Constant Growth Model" is applied, which implies an expected constant level of growth for perpetuity in cash flows over the last year of forecast period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business' future operations. The EV (aggregate of the present value of explicit period and terminal period cash flows) so derived, is further reduced by the value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of the business.

5.7. Conclusion on Valuation Approach

It is pertinent to note that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond my control. In performing my analysis, I have made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the SPVs. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the SPVs, and other factors which generally influence the valuation of companies and their assets.

The goal in selection of valuation approaches and methods for any business is to find out the most appropriate method under particular circumstances on the basis of available information. No one method is suitable in every possible situation. Before selecting the appropriate valuation approach and method, I have considered various factors, inter-alia, the basis and premise of current valuation exercise, purpose of valuation exercise, respective strengths and weaknesses of the possible valuation approach and methods, availability of adequate inputs or information and its reliability and valuation approach and methods considered by the market participants.

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Conclusion on Cost Approach

The existing book value of the SPVs (Project-wise) comprising of the value of its Net fixed assets, Net intangible assets and working capital based on the provisional standalone financial statements as at 31st March 2024 prepared as per Indian Accounting Standards (Ind AS) are as under:

SPV	Project	Book EV* (In INR Mn)	Adjusted Book EV** (In INR Mn)
MRPL	Rewa	10,084	10,963
	ISTS	10,878	11,800
ESPL	Goyalri	2,192	3,127
	SECI RJ	6,923	7,224
MSUPL	MSUPL	12,551	13,214
ASPL	ASPL	3,061	3,217
NSPL	NSPL	2,462	2,591
BREPL	BREPL	701	761
Total		**48,852**	**52,897**

** Enterprise Value ("**EV**") is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.*

*** Adjusted Enterprise Value of the SPVs is calculated as EV (derived as above) plus cash or cash equivalents of the SPVs as at the Valuation Date.*

In the present case, the future earnings of SPVs are represented by the PPA signed by the SPVs with their respective PPA counterparties. Further, on account of such signed PPA, there are regulatory or legal restrictions to create assets of substantially the same level of utility. In such scenario, the true worth of the business is reflected in its future earning capacity rather than the historical cost of the project. Accordingly, since the NAV does not capture the future earning potential of the business, I have not considered the cost approach for the current valuation exercise.

Conclusion on Market Approach

The present valuation exercise is to arrive at the fair EV of the SPVs engaged in the solar power generation business for a specific tenure. Further, the tariff revenue & expenses are very specific to the SPVs depending on the nature of their geographical location & stage of project.

For renewable energy projects, the challenge will likely be and is, that each solar project is unique and the added financial value of any financial or technical parameter may differ substantially. Due to the rapidly changing tariff rates and technology, two projects on two almost identical sites, with identical output, built within a month of each other but under different tariff regimes or different technology or both, could have significantly different values. Further, the analysis of the market based transactions is depended on unique factors specific to the project under consideration which is relatively unknown. Accordingly, on account of limitation on the data availability, I am unable to consider the CCM Method. In the absence of adequate details about the Comparable Transactions, I was unable to apply the CTM method. Currently, the equity shares of the SPVs are not listed on any recognized stock exchange of India. Hence, I was unable to apply market price method.

Conclusion on Income Approach

Currently, each of the SPVs are completed and are revenue generating SPVs. Majority of cash flows of the SPVs for the projected period are driven by the contracts entered by the SPVs as on date like the PPA, O&M Agreements, etc. Apart from this, revenue is also generated from sale of CER Units which are earned on generation of renewable energy. Accordingly, since all the SPVs are generating income and since the Investment Manager has provided me with the financial projections of the SPVs for the balance tenor of such PPA, DCF Method under the income approach has been considered as the appropriate method for the present valuation exercise.

6. Valuation of the SPVs

6.1. I have estimated the fair EV of the SPVs using the DCF Method. While carrying out this engagement, I have relied extensively on the information made available to me by the Investment Manager. I have considered projected financial statements of the SPVs as provided by the Investment Manager.

6.2.

Valuation

6.3. The key assumptions of the projections provided to us by the Investment Manager are divided into two parts:

A. Key Assumptions for cash flows dependent on the terms of the respective PPAs of the SPVs

B. Key Assumptions for cash flows pertaining to Certified Emission Reduction ("CER") Units.

A. Key Assumptions for Cash Flows dependent on the terms of PPA:

Cash Flows falling under this category are mainly driven by the revenue and operations required as per the terms of the respective SPVs PPAs, O&M Agreements, etc

6.4. **Revenue from Sale of electricity units:**

The revenues generated by the SPVs are correlated to the amount of electricity generated, which in turn is dependent upon available irradiance and weather conditions generally. Irradiance and weather conditions have natural variations from season to season and from year to year and may also change permanently because of climate change or other factors.The total kilowatt hour units expected to be generated annually during the tenure of PPA are estimated using budgeted plant load factors based on inter-alia the forecasted irradiance and weather conditions.

The contractual tariff rates are applied to this annual estimate to determine the total estimated revenue over the term of the PPA. The Plant Load Factor ("PLF") is the ratio of the actual output of a solar power plant over the reporting period to their potential output if it were possible for them to operate at full rated capacity.

The PLF is not the same as the availability factor. The availability factor of a power plant is the amount of time that it is able to produce electricity over a certain period, divided by the amount of the time in the period. The availability of a power plant varies greatly depending on the type of fuel, the design of the plant and how the plant is operated. The variability in the PLF is a result of seasonality, cloud covers, air pollution, and daily rotation of the earth, equipment efficiency losses, breakdown of transmission system and grid availability. Another factor that affects the PLF is the performance ratio of the plant. The performance ratio is a measure of the quality of a PV plant that is independent of location and it therefore often described as a quality factor. The performance ratio (PR) describes the relationship between the actual and theoretical energy outputs of the PV plant.The plant load factor is effective in measuring the performance of the power plants. Higher plant load factor at a plant indicates increased electricity generation. Monitoring plant load factor on real time allows the Investment Manager to respond rapidly to potential generation anomalies. Projections of solar resources depend on assumptions about weather patterns, shading and irradiance, which are inherently uncertain and may not be consistent with actual conditions at the site. In the present valuation, the technical team of the Investment Manager has prepared the PLF estimates for the projected period after considering the variance on account of seasonal factors. I have relied on the projections provided by the Investment Manager for the projected PLF of the SPVs. I have corroborated the assumptions made by the Investment Manager in relation to the projected PLF of the SPVs with an independent technical report.

6.5. **Revenue in relation to the SGD Claim in case of Rewa Project, ISTS Project and SECI RJ Project:**

As informed by the Investment Manager, Rewa Project, ISTS Project and SECI RJ Project are expected to receive SGD Revenue for increase in the capital expenditure for their respective projects due to the introduction of Safeguard Duty on import of solar panels.

In relation to Rewa Project and ISTS Project, the SPVs have received the order dated 24th January 2021 and 16th October 2023 respectively, from CERC. The Investment Manager has considered cash flows based on this order wherein monthly annuity payments are to be received over a period of 13 years for Rewa Project and 15 years for ISTS Project in lieu of the claims approved.

In relation to SECI RJ Project, the SPV has filed an appeal with the Appellate Tribunal of Electricity(New Delhi) on 20th May 2022. Taking precedence of the Rewa Project and ISTS Project and considering that the case is

pending before Appellate Tribunal, I have relied on the information provided by the Investment Manager wherein it has been assumed that the cash flows will start accruing from FY 26.

6.6. **Revenue in relation to the GST Annuity Claim in case of MSUPL Project**

As informed by the Investment Manager, MSUPL Project shall receive GST Annuities from its customers i.e. SECI for increase in the rate of GST on solar power-based devices in case of MSUPL Project which are claimed as Change in Law in terms of the respective PPA(s).

The claim has been filed with CERC on 13th April 2023. CERC, vide order dated 19th May 2024, has ruled that MSUPL is entitled to relief for the same. Since, reconciliation of additional expenditure on account of change in law events is currently pending between the contracting parties, I have relied on the information provided by the Investment Manager wherein it has been assumed that the cash flows will start accruing from FY 26.

6.7. **Expenses:**

I have relied on the projections provided by the Investment Manager for expenses and have checked the reasonableness of the same, by analyzing the past trend in expenses and the expenses projected by the SPVs.

Operations & Maintenance ("O&M"): O&M expenditure is estimated by the Investment Manager for the projected period on the basis of the O&M Agreements and other cleaning charges estimated for each of the SPVs.

Solar Park Charges/ Annual Lease Payments: I understand from the Investment Manager that currently two Projects, i.e., ASPL Project and Rewa Project are located in Gujarat Solar Park and Rewa Ultra Mega Solar Park respectively. Accordingly, these projects incur costs in the form of solar park charges and lease rent which are payable based on agreement with such Solar Parks.

Insurance Expenses: I understand from the Investment Manager that the insurance expenses of the SPVs are not reasonably expected to inflate for the projected period. I have relied on the projections provided by the Investment Manager on insurance expenses for the projected period, which are based on the existing insurance costs of the SPVs.

Other Expenses: Other Expenses represented by the Investment Manager includes Waterless Robotic Cleaning Expenses, Inverter Maintenance Charges/ Replacements costs, Statutory Charges, Legal and Professional Expenses, Import Charges (wherever applicable), other Operating Expenses, etc. I have relied on the estimate of these expenses as provided by the Investment Manager.

6.8. **Capital Expenditure ("Capex"):** I understand that the SPVs have sourced majority of its components such as solar panels and inverters directly from multiple manufacturers with industry standard warranty and guarantee terms. I understand that the SPVs are not expected to incur any major Capex in the projected period for the SPVs.

6.9. **Taxes and Tax Incentive:.** As per the discussions with the Investment Manager, the old provisions of Income Tax Act have been considered for ASPL, NSPL and BREPL till the same is beneficial in the form of reduced tax out flow on account of benefits of MAT under section 115JB. After the MAT credit is exhausted, wherever found appropriate by the management, these SPVs would shift to the new tax regime under section 115BAA (with a base rate of tax of 22%, surcharge of 10%). As per the discussions with the Investment Manager, the new provisions of Income Tax Act under section 115BAA have been considered for MRPL, ESPL and MSUPL.

6.10. **Working Capital:** The Investment Manager has represented the working capital requirement of the SPVs for the projected period in terms of trade payables days and trade receivables (Debtors & Unbilled revenue) days. The operating working capital assumptions for the projections as provided by the Investment Manager comprises of trade payables and trade receivables related to the operating revenue and expenses. The trade payables days are 0 days (of annual expenses), and trade receivables days vary between 60-180 days (of annual revenue), based on the PPA counterparty and the historical collection trends. In case of BREPL, it is assumed that past accumulated receivables will be paid back at the end of the PPA term in the absence of any specific information.

6.11. **Terminal Value:** Terminal value represents the present value at the end of explicit forecast period of all subsequent cash flows till the end of the life of the asset or into perpetuity if the asset has an indefinite life. The term of the PPA is 25 years for all the SPVs. The ownership of the underlying assets (tangible assets) shall remain with the SPVs even after the expiry of PPA term. As the cash flows beyond 25 years are relatively uncertain on account of factors like degradation of panels, technology factor, tariff rate, extension of land lease (wherever applicable), etc., the terminal period value (i.e. value on account of cash flows to be generated after the expiry of PPA period) has been considered based on the salvage value of the plant & machinery, sale of freehold land and realisation of working capital at the end of their respective PPA term of 25 years.

6.12. **Impact of Ongoing Material Litigation on Valuation**

As on 31st March 2024, there are ongoing litigations as shown in Appendix 4. Further, Investment Manager has informed us that majority of the cases are low to medium risk and accordingly no material outflow is expected against the litigations.

B. Key Assumptions for Cash Flows pertaining to Certified Emission Reduction ("CER"):

The SPVs are also engaged in selling CER units to carbon credit traders/ end users. I understand from the Investment Manager that the SPVs other than BREPL and NSPL have received the necessary registrations / certifications. Hence revenue generated from this activity has been estimated by the Investment Manager during the projected period for all the SPVs except BREPL and NSPL. The Cash Flows under this category are driven by market forces of demand and supply.

6.13. **Revenue on Sale of Certified Emission Reduction ("CER") units:** The Investment Manager has estimated the revenue from sale of CER units based on projected units generated by the SPVs from their respective Solar Plant(s), whereas the estimated selling price of CER is based on a market study provided to us by the Investment Manager. I have relied on the projections of the Investment Manager for arriving at the revenue from sale of CER.

6.14. **Expenses / Capital Expenditure:** I have been informed by the Investment Manager that no separate expenses or capital expenditure is expected to be incurred by the SPVs for selling the CER units earning. The general admin expenses are already considered while projecting the expenses in Para 6.6 above.

6.15. **Taxes and Tax Incentive:** As per the discussions with the Investment Manager, Income generated from Sale of Carbon Credit are taxable under section 115BBG of the Income Tax Act at a beneficial rate of 10% (base rate of tax).

6.16. **Working Capital:** The Investment Manager has represented the working capital requirement of the SPVs will be negligible. Based on the past trend, the Investment Manager has represented that income generated from the sale of CER units is typically received concurrent with the sales themselves. Therefore, for the forecasted period concerning CER Income, the Investment Manager has projected a trade receivable period of 0 days.

Calculation of Weighted Average Cost of Capital

6.17. **Cost of Equity:**

Cost of Equity (CoE) is a discounting factor to calculate the returns expected by the equity holders depending on the perceived level of risk associated with the business and the industry in which the business operates.

For this purpose, I have used the Capital Asset Pricing Model (CAPM), which is a commonly used model to determine the appropriate cost of equity for the SPVs.

K(e) = Rf + (ERP* Beta) + CSRP

Wherein:

K(e) = cost of equity

Rf = risk free rate

ERP = Equity Risk Premium

Beta = a measure of the sensitivity of assets to returns of the overall market

CSRP = Company Specific Risk Premium (In general, an additional company-specific risk premium will be added to the cost of equity calculated pursuant to CAPM).

For the valuation exercise, I have arrived at adjusted cost of equity of the SPVs based on the above calculation (Refer Appendix 2).

6.18. **Risk Free Rate:**

I have applied a risk free rate of return of 6.97% on the basis of the zero coupon yield curve as on 31st March 2024 for government securities having a maturity period of 10 years, as quoted on the website of Clearing Corporation of India Limited ("CCIL").

6.19. **Equity Risk Premium ("ERP"):**

Equity Risk Premium is a measure of premium that investors require for investing in equity markets rather than bond or debt markets. The equity risk premium is estimated based on consideration of historical realised returns on equity investments over a risk-free rate as represented by 10 year government bonds. Based on the aforementioned, a 7% equity risk premium for India is considered appropriate.

6.20. **Beta:**

Beta is a measure of the sensitivity of a company's stock price to the movements of the overall market index. In the present case, I find it appropriate to consider the beta of companies in similar business/ industry to that of the SPVs.

Beta for cash flows dependent on the terms of PPA:

For the valuation of the SPVs, I find it appropriate to consider the beta of NTPC Limited, NLCC and Tata Power Limited for an appropriate period.

I have further unlevered the beta of such companies based on market debt-equity of the respective company using the following formula:

Unlevered Beta = Levered Beta / [1 + (Debt / Equity) *(1-T)]

Further I have re-levered it based on debt-equity at 70:30 based on the industry Debt: Equity ratio using the following formula:

Re-levered Beta = Unlevered Beta * [1 + (Debt / Equity) *(1-T)]

Accordingly, as per above, I have arrived at re-levered betas of the SPVs. (Refer Appendix 2)

Beta for cash flows pertaining to Certified Emission Reduction ("CER"):

For the purpose of determination of Ke for discounting CER Cash Flows, I find it appropriate to consider the beta of one (1) considering the risk in the absence of any comparable companies for this business activitiy. I have considered debt-equity at 0:100 for the cash flows pertaining to CER. Accordingly, the re-levered beta of 1 has been considered for all the SPVs for the cash flows pertaining to CER.

6.21. **Company Specific Risk Premium ("CSRP"):**

Discount Rate is the return expected by a market participant from a particular investment and shall reflect not only the time value of money but also the risk inherent in the asset being valued as well as the risk inherent in achieving the future cash flows. In the present case, I find it appropriate to consider 0% CSRP.

6.22. **Cost of Debt:**

The calculation of Cost of Debt post-tax can be defined as follows:

K(d) = K(d) pre-tax * (1 - T)

Wherein:

K(d) = Cost of debt

T = tax rate as applicable

For the current valuation exercise, pre-tax cost of debt has been considered as 8.09%, as represented by the Investment Manager.

6.23. **Weighted Average Cost of Capital (WACC):**

WACC for cash flows dependent on the terms of PPA:

The discount rate, or the WACC, is the weighted average of the expected return on equity and the cost of debt. The weight of each factor is determined based on the company's optimal capital structure.

Formula for calculation of WACC:

WACC = [K(d) * Debt /(Debt + Equity)] + [K(e) * (1 - Debt /(Debt + Equity))]

Accordingly, as per above, I have arrived at the WACC for the explicit period of the SPVs.

(Refer Appendix 2 for detailed workings).

WACC for cash flows pertaining to CER:

For the purpose of determination of WACC for discounting CER Cash Flows, I find it appropriate to consider a debt-equity of 0:100. Hence in this case WACC will be equal to the Cost of Equity calculated above.

Accordingly, as per above, I have arrived the WACC for discounting the cash flows pertaining to CER income.

(Refer Appendix 2 for detailed workings).

6.24. **Cash Accrual Factor (CAF) and Discounting Factor**

Discounted cash flow requires to forecast cash flows in future and discount them to the present in order to arrive at present value of the asset as on Valuation Date. To discount back the projections we take in use cash accrual factor. The Cash Accrual Factor refers to the duration between the Valuation date and the point at which each cash flow is expected to accrue. Since the cash inflows and outflows occur continuously year-round, it could be inaccurate to assume that the cash proceeds are all received at the end of each year. As a compromise, mid-year discounting is integrated into DCF models to assume that FCFs are received in the middle of the annual period.

Accordingly, the cash flows during each year of the projected period are discounted back from the mid-year to Valuation Date.

Discounted cash flow is equal to sum of the cash flow in each period divided by discounting factor, where the discounting factor is determined by raising one plus discount rate (WACC) to the power of the CAF.

$DCF = [CF_1 / (1+r)^{CAF1}] + [CF_2 / (1+r)^{CAF2}] + ... + [CF_n /(1+r)^{CAFn}]$

Where,

CF = Cash Flows,

CAF = Cash accrual factor for particular period

R = Discount Rate (i.e. WACC)

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7. Valuation Conclusion

7.1. The current valuation has been carried out based on the discussed valuation methodology explained herein earlier. Further, various qualitative factors, the business dynamics and growth potential of the business, having regard to information base, management perceptions, key underlying assumptions and limitations were given due consideration.

7.2. I have been represented by the Investment Manager that there is no potential devolvement on account of the contingent liability as of valuation date; hence no impact has been factored in to arrive at fair EV of the SPVs.

7.3. Based on the above analysis, the fair EV and fair adjusted EV as on the Valuation Date of the SPVs (Project-wise) is as mentioned below:

Sr. No.	SPVs	Projects	~Projection Period (Balance Project Period)	Capacity (AC)	Fair EV* (INR Mn)	Adjusted Fair EV** (INR Mn)
1	MRPL	Rewa	~ 20 Years 9 Months	250 MW	13,937	14,816
		ISTS	~ 22 Years 7 Months	250 MW	14,917	15,839
2	ESPL	Goyalri	~ 18 Years 0 Months	60 MW	3,858	4,793
		SECI RJ	~ 22 Years 8 Months	200 MW	11,172	11,473
3	MSUPL	MSUPL	~ 23 Years 3 Months	250 MW	15,389	16,052
4	ASPL	ASPL	~ 18 Years 2 Months	65 MW	4,154	4,309
5	NSPL	NSPL	~ 18 Years 7 Months	42 MW	2,756	2,885
6	BREPL	BREPL	~ 16 Years 9 Months	10 MW	870	930
Total				**1127 MW**	**67,053**	**71,098**

** Enterprise Value ("EV") is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.*

*** Further, on the request of the Investment Manager, I have calculated Adjusted Enterprise Value of the SPVs as the EV (derived as above) plus cash or cash equivalents of the SPVs as at the Valuation Date.*

(Refer Appendix 1 & 2 for the detailed workings)

7.4. The fair EV of the SPVs is estimated using DCF method. The valuation requires Investment Manager to make certain assumptions about the model inputs including forecast cash flows, discount rate, and credit risk.

7.5. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.

7.6. Accordingly, I have conducted sensitivity analysis on certain model inputs, the results of which are as indicated below:

1. Weighted Average Cost of Capital (WACC) by increasing / decreasing it by 0.5%
2. WACC by increasing / decreasing it by 1.0%
3. PLF by increasing / decreasing it by 0.5%
4. PLF by increasing / decreasing it by 1.0%
5. Operating Expenses by increasing / decreasing it by 20%

Sensitivity Analysis of Enterprise Value

1. Fair Enterprise Valuation Range based on WACC parameter (0.5%)

INR Mn

Sr. No.	SPVs	Project	WACC +0.5%*	EV	Base WACC*	EV	WACC -0.5%*	EV
1	MRPL	Rewa	9.13%	13,506	8.63%	13,937	8.13%	14,393
		ISTS	9.13%	14,452	8.63%	14,917	8.13%	15,410
2	ESPL	Goyalri	8.84%	3,744	8.34%	3,858	7.84%	3,978
		SECI RJ	8.84%	10,798	8.34%	11,172	7.84%	11,569
3	MSUPL	MSUPL	9.28%	14,885	8.78%	15,389	8.28%	15,924
4	ASPL	ASPL	8.76%	4,033	8.26%	4,154	7.76%	4,282
5	NSPL	NSPL	8.94%	2,670	8.44%	2,756	7.94%	2,846
6	BREPL	BREPL	8.87%	843	8.37%	870	7.87%	898
Total				**64,932**		**67,053**		**69,300**

**CER is discounted at a base WACC of 13.97% and similar sensitivity run is performed to the CER value which is included in total EV value shown above. Accordingly CER is discounted at 14.47% and 13.47% when WACC is increased and decreased by 0.5% respectively.*

2. Fair Enterprise Valuation Range based on WACC parameter (1.0%)

INR Mn

Sr. No.	SPVs	Project	WACC +1.0%*	EV	Base WACC*	EV	WACC -1.0%*	EV
1	MRPL	Rewa	9.63%	13,099	8.63%	13,937	7.63%	14,876
		ISTS	9.63%	14,013	8.63%	14,917	7.63%	15,934
2	ESPL	Goyalri	9.34%	3,637	8.34%	3,858	7.34%	4,105
		SECI RJ	9.34%	10,446	8.34%	11,172	7.34%	11,991
3	MSUPL	MSUPL	9.78%	14,410	8.78%	15,389	7.78%	16,492
4	ASPL	ASPL	9.26%	3,917	8.26%	4,154	7.26%	4,416
5	NSPL	NSPL	9.44%	2,589	8.44%	2,756	7.44%	2,942
6	BREPL	BREPL	9.37%	818	8.37%	870	7.37%	928
Total				**62,930**		**67,053**		**71,684**

**CER is discounted at a base WACC of 13.97% and similar sensitivity run is performed to the CER value which is included in total EV value shown above. Accordingly CER is discounted at 14.97% and 12.97% when WACC is increased and decreased by 1.0% respectively.*

3. Fair Enterprise Valuation Range based on Plant Load Factor (PLF) parameter (0.5%)

INR Mn

Sr. No.	SPVs	Project	EV at PLF -0.5%	EV at Base PLF	EV at PLF +0.5%
1	MRPL	Rewa	13,518	13,937	14,355
		ISTS	14,583	14,917	15,231
2	ESPL	Goyalri	3,668	3,858	4,024
		SECI RJ	10,908	11,172	11,414
3	MSUPL	MSUPL	15,090	15,389	15,673
4	ASPL	ASPL	4,040	4,154	4,273
5	NSPL	NSPL	2,672	2,756	2,840
6	BREPL	BREPL	843	870	896
Total			**65,322**	**67,053**	**68,707**

4. Fair Enterprise Valuation Range based on Plant Load Factor (PLF) parameter (1.0%)

INR Mn

Sr. No.	SPVs	Project	EV at PLF -1.0%	EV at Base PLF	EV at PLF +1.0%
1	MRPL	Rewa	13,099	13,937	14,773
		ISTS	14,216	14,917	15,532
2	ESPL	Goyalri	3,478	3,858	4,165
		SECI RJ	10,636	11,172	11,643
3	MSUPL	MSUPL	14,760	15,389	15,948
4	ASPL	ASPL	3,920	4,154	4,392
5	NSPL	NSPL	2,584	2,756	2,925
6	BREPL	BREPL	815	870	924
Total			**63,509**	**67,053**	**70,301**

5. Fair Enterprise Valuation Range based on Operating Expense parameter (20%)

INR Mn

Sr. No.	SPVs	Project	EV at Expenses +20%	EV at Base Expenses	EV at Expenses -20%
1	MRPL	Rewa	13,427	13,937	14,447
		ISTS	14,575	14,917	15,260
2	ESPL	Goyalri	3,737	3,858	3,980
		SECI RJ	10,947	11,172	11,397
3	MSUPL	MSUPL	15,088	15,389	15,690
4	ASPL	ASPL	4,014	4,154	4,298
5	NSPL	NSPL	2,666	2,756	2,846
6	BREPL	BREPL	829	870	910
Total			**65,282**	**67,053**	**68,829**

The above represents reasonable range of fair enterprise valuation of the SPVs.

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Sensitivity Analysis of Adjusted Enterprise Value

1. Adjusted Fair Enterprise Valuation Range based on WACC parameter (0.5%)

INR Mn

Sr. No.	SPVs	Project	WACC +0.5%*	EV	Base WACC*	EV	WACC -0.5%*	EV
1	MRPL	Rewa	9.13%	14,385	8.63%	14,816	8.13%	15,272
		ISTS	9.13%	15,374	8.63%	15,839	8.13%	16,332
2	ESPL	Goyalri	8.84%	4,679	8.34%	4,793	7.84%	4,913
		SECI RJ	8.84%	11,099	8.34%	11,473	7.84%	11,870
3	MSUPL	MSUPL	9.28%	15,548	8.78%	16,052	8.28%	16,587
4	ASPL	ASPL	8.76%	4,188	8.26%	4,309	7.76%	4,437
5	NSPL	NSPL	8.94%	2,799	8.44%	2,885	7.94%	2,976
6	BREPL	BREPL	8.87%	904	8.37%	930	7.87%	958
Total				**68,977**		**71,098**		**73,345**

**CER is discounted at a base WACC of 13.97% and similar sensitivity run is performed to the CER value which is included in total EV value shown above. Accordingly CER is discounted at 14.47% and 13.47% when WACC is increased and decreased by 0.5% respectively.*

2. Adjusted Fair Enterprise Valuation Range based on WACC parameter (1.0%)

INR Mn

Sr. No.	SPVs	Project	WACC +1.0%*	EV	Base WACC*	EV	WACC -1.0%*	EV
1	MRPL	Rewa	9.63%	13,978	8.63%	14,816	7.63%	15,755
		ISTS	9.63%	14,935	8.63%	15,839	7.63%	16,856
2	ESPL	Goyalri	9.34%	4,571	8.34%	4,793	7.34%	5,040
		SECI RJ	9.34%	10,748	8.34%	11,473	7.34%	12,292
3	MSUPL	MSUPL	9.78%	15,073	8.78%	16,052	7.78%	17,155
4	ASPL	ASPL	9.26%	4,073	8.26%	4,309	7.26%	4,572
5	NSPL	NSPL	9.44%	2,718	8.44%	2,885	7.44%	3,072
6	BREPL	BREPL	9.37%	878	8.37%	930	7.37%	988
Total				**66,974**		**71,098**		**75,729**

**CER is discounted at a base WACC of 13.97% and similar sensitivity run is performed to the CER value which is included in total EV value shown above. Accordingly CER is discounted at 14.97% and 12.97% when WACC is increased and decreased by 1.0% respectively.*

3. Adjusted Fair Enterprise Valuation Range based on Plant Load Factor (PLF) parameter (0.5%)

INR Mn

Sr. No.	SPVs	Project	EV at PLF -0.5%	EV at Base PLF	EV at PLF +0.5%
1	MRPL	Rewa	14,397	14,816	15,234
		ISTS	15,505	15,839	16,153
2	ESPL	Goyalri	4,603	4,793	4,959
		SECI RJ	11,209	11,473	11,716
3	MSUPL	MSUPL	15,753	16,052	16,336
4	ASPL	ASPL	4,195	4,309	4,428
5	NSPL	NSPL	2,801	2,885	2,969
6	BREPL	BREPL	903	930	957
Total			**69,367**	**71,098**	**72,752**

4. Adjusted Fair Enterprise Valuation Range based on Plant Load Factor (PLF) parameter (1.0%)

INR Mn

Sr. No.	SPVs	Project	EV at PLF -1.0%	EV at Base PLF	EV at PLF +1.0%
1	MRPL	Rewa	13,978	14,816	15,652
		ISTS	15,138	15,839	16,454
2	ESPL	Goyalri	4,413	4,793	5,099
		SECI RJ	10,937	11,473	11,945
3	MSUPL	MSUPL	15,424	16,052	16,611
4	ASPL	ASPL	4,075	4,309	4,547
5	NSPL	NSPL	2,713	2,885	3,054
6	BREPL	BREPL	876	930	984
Total			**67,554**	**71,098**	**74,346**

5. Adjusted Fair Enterprise Valuation Range based on Operating Expense parameter (20%)

INR Mn

Sr. No.	SPVs	Project	EV at Expenses +20%	EV at Base Expenses	EV at Expenses -20%
1	MRPL	Rewa	14,306	14,816	15,326
		ISTS	15,497	15,839	16,182
2	ESPL	Goyalri	4,671	4,793	4,914
		SECI RJ	11,248	11,473	11,698
3	MSUPL	MSUPL	15,751	16,052	16,353
4	ASPL	ASPL	4,169	4,309	4,454
5	NSPL	NSPL	2,795	2,885	2,976
6	BREPL	BREPL	889	930	970
Total			**69,327**	**71,098**	**72,873**

The above represents reasonable range of fair enterprise valuation of the SPVs.

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8. Additional Procedures to be complied with in accordance with InvIT regulations

8.1. **Scope of Work**

The Schedule V of the SEBI InvIT Regulations prescribes the minimum set of mandatory disclosures to be made in the valuation report. In this reference, the minimum disclosures in valuation report may include following information as well, so as to provide the investors with the adequate information about the valuation and other aspects of the underlying assets of the InvIT.

The additional set of disclosures, as prescribed under Schedule V of InvIT Regulations, to be made in the valuation report of the SPVs are as follows:

- List of one-time sanctions/approvals which are obtained or pending;
- List of up to date/overdue periodic clearances;
- Statement of assets;
- Estimates of already carried as well as proposed major repairs and improvements along with estimated time of completion;
- Revenue pendencies including local authority taxes associated with InvIT asset and compounding charges, if any;
- On-going material litigations including tax disputes in relation to the assets, if any;
- Vulnerability to natural or induced hazards that may not have been covered in town planning/ building control.

8.2. **Limitations**

This Report is based on the information provided by the representatives of the Investment Manager. The exercise has been restricted and kept limited to and based entirely on the documents, records, files, registers and information provided to me. I have not verified the information independently with any other external source.

I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as original, and the conformity of the copies or extracts submitted to me with that of the original documents.

I have assumed that the documents submitted to me by the representatives of Investment Manager in connection with any particular issue are the only documents related to such issue.

I have reviewed the documents and records from the limited perspective of examining issues noted in the scope of work and I do not express any opinion as to the legal or technical implications of the same.

8.3. **Analysis of Additional Set of Disclosures for the SPVs**

A. The Trust has acquired 100% control of the equity shares in the SPVs during the month of January 2024 in lieu of units of the Trust issued to the shareholders at the below mentioned value:

	INR Mn
SPVs Name	**100% Equity Value**
MRPL	11,260
ESPL	4,900
MSUPL	2,590
Total	**18,750**

Purchase price of MRPL includes two projects namely Rewa and ISTS Projects along with its subsidiaries namely ASPL, NSPL and BREPL. Purchase price of ESPL includes projects of Goyalri and SECI RJ.

B. The Enterprise Values of the SPVs as on 31st March 2023 and 30th September 2023 are as follows:-

INR Mn

Previous Fair EV	31-Mar-23	30-Sep-23
Rewa	14,203	13,973
ISTS	14,513	14,635
Goyalri	4,199	4,012
SECI RJ	11,381	11,423
MSUPL	15,197	15,260
ASPL	4,355	4,233
NSPL	2,965	2,779
BREPL	970	935
Total	**67,782**	**67,249**

C. List of one-time sanctions/approvals which are obtained or pending:

The list of sanctions/ approvals obtained by the SPVs till 31st March 2024 is provided in Appendix 3.1 to Appendix 3.6. There are no applications for government sanctions/approvals required by the SPVs related to the power plants for which approval is pending as on 31st March 2024 expect in case of SECI RJ Project where an application for fire approval is pending.

D. List of up to date/ overdue periodic clearances:

The list of clearances obtained by the SPVs till 31st March 2024 is provided in Appendix 3.1 to Appendix 3.6. Investment Manager has confirmed that the SPVs are not required to take any periodic clearances other than those mentioned in Appendix 3.1 to Appendix 3.6.

E. Statement of assets included:

The details of assets of the SPVs as at 31st March 2024 are as mentioned below:

INR Mn

Sr. No.	SPVs	Land	Net Fixed Assets	Non-Current Assets	Current Assets
1	MRPL	723	20,119	78	2,396
2	ESPL	620	9,582	-	1,424
3	MSUPL	485	11,971	0	147
4	ASPL	-	2,755	503	357
5	NSPL	379	1,951	8	281
6	BREPL	38	496	-	243
Total		**2,245**	**46,874**	**589**	**4,846**

F. Estimates of already carried as well as proposed major repairs and improvements along with estimated time of completion:

I have been informed that the maintenance is regularly carried out by the SPVs in order to maintain the working condition of the assets. However, as mentioned in Para 6.7, following are the project wise forecast for the improvements/ capex which is to be incurred by the SPVs.

SPVs	Projects	FY25 - End of Project* (INR Mn)
MRPL	Rewa	-
	ISTS	-
ESPL	Goyalri	-
	SECI RJ	-
MSUPL	MSUPL	-
ASPL	ASPL	-
NSPL	NSPL	-
BREPL	BREPL	-

** I have been informed by the investment manager that no further improvements/ capex expected to be incurred by the SPVs post FY24.*

G. Revenue pendencies including local authority taxes associated with InvIT asset and compounding charges, if any:

Investment Manager has informed me that there are no material dues including local authority taxes (such as Municipal Tax, Property Tax, etc.) pending to be payable to the government authorities with respect to the SPVs (except as disclosed in Anexure 5).

H. On-going material litigations including tax disputes in relation to the assets, if any:

As informed by the Investment Manager, the status of ongoing litigations and tax assessments are updated in Appendix 4 and 5 respectively.

Investment Manager has informed us that it expects majority of the cases to be settled in favour of the SPVs. Further, Investment Manager has informed us that majority of the cases are having low to medium risk and accordingly no material outflow is expected against the litigations.

Hence, I have relied on the Investment Manager with respect to the current status of the abovementioned cases. The Investment Manager has informed me that these cases are covered under indemnity provided by the erstwhile shareholders of the SPVs.

I. Vulnerability to natural or induced hazards that may not have been covered in town planning/ building control: Investment Manager has confirmed to me that there are no such natural or induced hazards which have not been considered in town planning/ building control.

9. Sources of Information

9.1. For the purpose of undertaking this valuation exercise, I have relied on the following sources of information provided by the Investment Manager:

a. Audited financial statements of MRPL, MSUPL, ASPL, NSPL and BREPL for the Financial Year ("FY") ended 31st March 2020, 31st March 2021, 31st March 2022, 31st March 2023;

b. Provisional financial statements of MRPL, ESPL MSUPL, ASPL, NSPL and BREPL for the period ending 31st March 2024;

c. Provisional financial statements of ESPL for the Financial Year ("FY") ended 31st March 2020, 31st March 2021, 31st March 2022, 31st March 2023

d. Project-wise provisional financial statements for projects under MRPL and ESPL for the Financial Year ("FY") ended 31st March 2022, 31st March 2023 and 31st March 2024;

e. Projected financial information for the remaining project life for each of the SPVs;

f. Details of projected Capital Expenditure (Capex);

g. Details of Brought Forward Losses, Written Down Value (WDV) and MAT credit (as per Income Tax Act) of the SPVs as at 31st March 2024;

h. Income Tax Returns of all the SPVs for AY 2023 – 24;

i. Power Purchase Agreements (PPA) entered into by the SPVs with its respective customer;

j. Technical Due Diligence Report issued in the month of June 2023 by M/s SgurrEnergy Private Limited.

k. List of licenses / approvals, details of tax litigations, civil proceeding and arbitrations of the SPVs;

l. Management Representation Letter by the Investment Manager dated 21st May 2024;

m. Relevant data and information about the SPVs/ Projects provided to us by the Investment Manager either in written or oral form or in the form of soft copy;

n. Information provided by leading database sources, market research reports and other published data.

9.2. The information provided to me by the Investment Manager in relation to the SPVs/ Project included but not limited to historical financial statements, forecasts/projections, other statements and assumptions about future matters like forward-looking financial information prepared by the Investment Manager. The forecasts and projections as supplied to me are based upon assumptions about events and circumstances which are yet to occur.

9.3. I have not tested individual assumptions or attempted to substantiate the veracity or integrity of such assumptions in relation to the forward-looking financial information, however, I have made sufficient enquiries to satisfy myself that such information has been prepared on a reasonable basis.

9.4. Notwithstanding anything above, I cannot provide any assurance that the forward looking financial information will be representative of the results which will actually be achieved during the cash flow forecast period.

10. Exclusions and Limitations

10.1. My Report is subject to the limitations detailed hereinafter. This Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.

10.2. Valuation analysis and results are specific to the purpose of valuation and is not intended to represent value at any time other than the valuation date of 31st March 2024 ("Valuation Date") mentioned in the Report and as per agreed terms of my engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

10.3. This Report, its contents and the results are specific to (i) the purpose of valuation agreed as per the terms of my engagements; (ii) the Valuation Date; and (iii) are based on the financial information of the SPVs till 31st March 2024. The Investment Manager has represented that the business activities of the SPVs have been carried out in normal and ordinary course between 31st March 2024 and the Report Date and that no material changes have occurred in the operations and financial position between 31st March 2024 and the Report date.

10.4. The scope of my assignment did not involve me performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by me during the course of my work. The assignment did not involve me to conduct the financial or technical feasibility study. I have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the SPVs or any of other entity mentioned in this Report and have considered them at the value as disclosed by the SPVs in their regulatory filings or in submissions, oral or written, made to me.

10.5. In addition, I do not take any responsibility for any changes in the information used by me to arrive at my conclusion as set out herein which may occur subsequent to the date of my Report or by virtue of fact that the details provided to me are incorrect or inaccurate.

10.6. I have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to me or used by me; I have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the SPVs or any other entity mentioned in the Report. Nothing has come to my knowledge to indicate that the material provided to me was misstated or incorrect or would not afford reasonable grounds upon which to base my Report.

10.7. This Report is intended for the sole use in connection with the purpose as set out above. It can however be relied upon and disclosed in connection with any statutory and regulatory filing in connection with the provision of SEBI InvIT Regulations. However, I will not accept any responsibility to any other party to whom this Report may be shown or who may acquire a copy of the Report, without my written consent.

10.8. It is clarified that this Report is not a fairness opinion under any of the stock exchange/ listing regulations. In case of any third party having access to this Report, please note this Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for their purpose.

10.9. Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to me or used by me up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and I shall not be obliged to update, revise or reaffirm this Report if information provided to me changes.

10.10. This Report is based on the information received from the sources as mentioned in Section 9 of this Report and discussions with the Investment Manager. I have assumed that no information has been withheld that could have influenced the purpose of my Report.

10.11. Valuation is not a precise science and the conclusions arrived at in many cases may be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. I have arrived at an indicative EV based on my analysis. While I have provided an assessment of the value based on an analysis of information available to me and within the scope of my engagement, others may place a different value on this business.

10.12. Any discrepancies in any table / appendix between the total and the sums of the amounts listed are due to rounding-off.

10.13. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as

predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.

10.14. I do not carry out any validation procedures or due diligence with respect to the information provided/extracted or carry out any verification of the assets or comment on the achievability and reasonableness of the assumptions underlying the financial forecasts, save for satisfying ourselves to the extent possible that they are consistent with other information provided to me in the course of this engagement.

10.15. My conclusion assumes that the assets and liabilities of the SPVs, reflected in their respective latest balance sheets remain intact as of the Report date, except for changes occurring due to ordinary course of business.

10.16. Whilst all reasonable care has been taken to ensure that the factual statements in the Report are accurate, neither myself, nor any of my associates, officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, I make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. I expressly disclaim any and all liabilities, which may arise based upon the information used in this Report. I am not liable to any third party in relation to the issue of this Report.

10.17. The scope of my work has been limited both in terms of the areas of the business & operations which I have reviewed and the extent to which I have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.

10.18. For the present valuation exercise, I have also relied on information available in public domain; however the accuracy and timelines of the same has not been independently verified by me.

10.19. In the particular circumstances of this case, my liability (in contract or under any statute or otherwise) for any economic loss or damage arising out of or in connection with this engagement, however the loss or damage caused, shall be limited to the amount of fees actually received by me from the Investment Manager, as laid out in the engagement letter for such valuation work.

10.20. In rendering this Report, I have not provided any legal, regulatory, tax, accounting or actuarial advice and accordingly I do not assume any responsibility or liability in respect thereof.

10.21. This Report does not address the relative merits of investing in InvIT as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

10.22. I am not an advisor with respect to legal, tax and regulatory matters. No investigation of the SPVs' claim to title of assets has been made for the purpose of this Report and the SPVs' claim to such rights have been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

10.23. I have no present or planned future interest in the Trust, Investment Manager or the SPVs and the fee for this Report is not contingent upon the values reported herein. My valuation analysis should not be construed as investment advice; specifically, I do not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Investment Manager or SPVs.

10.24. I have submitted the draft valuation report to the Trust & Investment Manager for confirmation of accuracy of factual data used in my analysis and to prevent any error or inaccuracy in this Report.

Limitation of Liabilities

10.25. It is agreed that, having regard to the RV's interest in limiting the personal liability and exposure to litigation of its personnel, the Sponsors, the Investment Manager and the Trust will not bring any claim in respect of any damage against the RV personally.

10.26. In no circumstances RV shall be responsible for any consequential, special, direct, indirect, punitive or incidental loss, damages, negligence or expenses (including loss of profits, data, business, opportunity cost, goodwill or indemnification) in connection with the performance of the services whether such damages are based on breach of contract, tort, strict liability, breach of warranty, or otherwise, even if the Investment Manager had contemplated and communicated to RV the likelihood of such damages. Any decision to act upon the deliverables (including this Report) is to be made by the Investment Manager and no communication by RV should be treated as an invitation or inducement to engage the Investment Manager to act upon the deliverable(s).

10.27. It is clarified that the Investment Manager will be solely responsible for any delays, additional costs, or other liabilities caused by or associated with any deficiencies in their responsibilities, misrepresentations, incorrect and incomplete information including information provided to determine the assumptions.

10.28. RV will not be liable if any loss arises due to the provision of false, misleading or incomplete information or documentation by the Investment Manager.

10.29. Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to me or used by me up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and I shall not be obliged to update, revise or reaffirm this Report if information provided to me changes

Yours faithfully,

_____

S. Sundararaman
Registered Valuer
IBBI Registration No.: IBBI/RV/06/2018/10238
Place: Chennai
UDIN: 24028423BKGAAW6563

Appendix 1 – Valuation of SPVs as on 31st March 2024

Abbreviations	Meaning
EBITDA	Operating Earnings Before Interest, Taxes, Depreciation and Amortization
Capex	Capital Expenditure
WC	Working Capital
FCFF	Free Cash Flow to the Firm
CAF	Cash Accrual Factor
DF	Discounting Factor
PV	Present value

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Appendix 1.1 – Valuation of MRPL as on 31st March 2024 – (A) Rewa Project

INR Mn

Cash flows pertaining to Sale of Electricity												Cash flows pertaining to CER				Total PV of Cash Flows
Year	Revenue	EBITDA	EBITDA Margin	Capex	Changes in WC	Taxation	FCFF	CAF	WACC	DF	PV of Cash Flows	Net CER Cash Flows	WACC	DF	PV of Cash Flows	
											A				B	A+B
FY25	1,797	1,525	85%	-	62	-	1,463	0.50	8.63%	0.96	1,404	49	13.97%	0.94	46	1,450
FY26	1,811	1,535	85%	-	3	-	1,532	1.50	8.63%	0.88	1,353	79	13.97%	0.82	65	1,418
FY27	1,828	1,545	85%	-	3	-	1,542	2.50	8.63%	0.81	1,254	88	13.97%	0.72	63	1,317
FY28	1,849	1,558	84%	-	3	-	1,555	3.50	8.63%	0.75	1,164	139	13.97%	0.63	88	1,252
FY29	1,861	1,560	84%	-	3	-	1,557	4.50	8.63%	0.69	1,073	101	13.97%	0.56	56	1,129
FY30	1,877	1,498	80%	-	3	-	1,495	5.50	8.63%	0.63	948	114	13.97%	0.49	56	1,004
FY31	1,893	1,574	83%	-	3	262	1,310	6.50	8.63%	0.58	765	119	13.97%	0.43	51	816
FY32	1,914	1,587	83%	-	3	396	1,188	7.50	8.63%	0.54	639	119	13.97%	0.38	45	683
FY33	1,924	1,589	83%	-	3	400	1,187	8.50	8.63%	0.49	587	174	13.97%	0.33	57	645
FY34	1,940	1,595	82%	-	3	403	1,190	9.50	8.63%	0.46	542	118	13.97%	0.29	34	576
FY35	1,872	1,519	81%	-	2	385	1,131	10.50	8.63%	0.42	474	118	13.97%	0.25	30	504
FY36	1,779	1,416	80%	-	1	360	1,054	11.50	8.63%	0.39	407	117	13.97%	0.22	26	433
FY37	1,765	1,395	79%	-	(1)	355	1,041	12.50	8.63%	0.36	370	117	13.97%	0.20	23	393
FY38	1,756	1,449	82%	-	(1)	369	1,081	13.50	8.63%	0.33	354	116	13.97%	0.17	20	373
FY39	1,748	1,433	82%	-	(1)	365	1,070	14.50	8.63%	0.30	322	115	13.97%	0.15	17	339
FY40	1,744	1,421	81%	-	(1)	362	1,060	15.50	8.63%	0.28	294	115	13.97%	0.13	15	309
FY41	1,730	1,389	80%	-	(1)	354	1,036	16.50	8.63%	0.26	264	115	13.97%	0.12	13	278
FY42	1,722	1,371	80%	-	(1)	350	1,023	17.50	8.63%	0.23	240	114	13.97%	0.10	12	252
FY43	1,713	1,351	79%	-	(1)	345	1,008	18.50	8.63%	0.22	218	113	13.97%	0.09	10	228
FY44	1,709	1,399	82%	-	(1)	357	1,043	19.50	8.63%	0.20	208	113	13.97%	0.08	9	216
FY45	1,210	989	82%	-	(81)	254	816	20.38	8.63%	0.19	151	162	13.97%	0.07	11	162
Present Value of Explicit Period Cash Flows																13,776
Present Value of Terminal Period (Salvage)																161
Enterprise Value																**13,937**
(+) Closing cash or cash equivalents as at the Valuation Date																879
Adjusted Enterprise Value																**14,816**

Appendix 1.1 – Valuation of MRPL as on 31st March 2024 – (B) ISTS Project

INR Mn

Cash flows pertaining to Sale of Electricity												Cash flows pertaining to CER				Total PV of Cash Flows
Year	Revenue	EBITDA	EBITDA Margin	Capex	Changes in WC	Taxation	FCFF	CAF	WACC	DF	PV of Cash Flows	Net CER Cash Flows	WACC	DF	PV of Cash Flows	
											A				B	A+B
FY25	1,756	1,595	91%	-	(23)	-	1,618	0.50	8.63%	0.96	1,552	123	13.97%	0.94	115	1,668
FY26	1,651	1,488	90%	-	(1)	-	1,489	1.50	8.63%	0.88	1,315	236	13.97%	0.82	194	1,509
FY27	1,645	1,475	90%	-	(1)	-	1,476	2.50	8.63%	0.81	1,200	262	13.97%	0.72	189	1,389
FY28	1,643	1,461	89%	-	(1)	-	1,462	3.50	8.63%	0.75	1,094	415	13.97%	0.63	263	1,357
FY29	1,634	1,444	88%	-	(1)	-	1,445	4.50	8.63%	0.69	995	303	13.97%	0.56	168	1,163
FY30	1,628	1,431	88%	-	(1)	-	1,432	5.50	8.63%	0.63	908	341	13.97%	0.49	166	1,074
FY31	1,622	1,418	87%	-	(1)	236	1,183	6.50	8.63%	0.58	691	355	13.97%	0.43	152	843
FY32	1,620	1,409	87%	-	(1)	352	1,058	7.50	8.63%	0.54	569	522	13.97%	0.38	196	764
FY33	1,609	1,390	86%	-	(1)	350	1,041	8.50	8.63%	0.49	515	356	13.97%	0.33	117	632
FY34	1,601	1,375	86%	-	(1)	348	1,028	9.50	8.63%	0.46	468	353	13.97%	0.29	102	570
FY35	1,594	1,361	85%	-	(1)	346	1,016	10.50	8.63%	0.42	426	352	13.97%	0.25	89	515
FY36	1,590	1,351	85%	-	(1)	344	1,008	11.50	8.63%	0.39	389	351	13.97%	0.22	78	467
FY37	1,579	1,334	85%	-	(1)	340	995	12.50	8.63%	0.36	354	349	13.97%	0.20	68	422
FY38	1,571	1,320	84%	-	(1)	336	985	13.50	8.63%	0.33	322	347	13.97%	0.17	59	382
FY39	1,556	1,301	84%	-	(1)	331	971	14.50	8.63%	0.30	292	345	13.97%	0.15	52	344
FY40	1,467	1,206	82%	-	(1)	308	900	15.50	8.63%	0.28	249	344	13.97%	0.13	45	295
FY41	1,456	1,188	82%	-	(1)	304	886	16.50	8.63%	0.26	226	343	13.97%	0.12	40	266
FY42	1,449	1,172	81%	-	(1)	300	874	17.50	8.63%	0.23	205	341	13.97%	0.10	35	240
FY43	1,442	1,149	80%	-	(1)	294	856	18.50	8.63%	0.22	185	339	13.97%	0.09	30	215
FY44	1,438	1,138	79%	-	(1)	292	848	19.50	8.63%	0.20	169	338	13.97%	0.08	26	195
FY45	1,427	1,120	78%	-	(1)	287	834	20.50	8.63%	0.18	153	336	13.97%	0.07	23	176
FY46	1,420	1,079	76%	-	(1)	283	797	21.50	8.63%	0.17	134	334	13.97%	0.06	20	155
FY47	444	194	44%	-	(160)	56	298	22.29	8.63%	0.16	47	349	13.97%	0.05	19	66
Present Value of Explicit Period Cash Flows																14,706
Present Value of Terminal Period (Salvage)																212
Enterprise Value																**14,917**
(+) Closing cash or cash equivalents as at the Valuation Date																922
Adjusted Enterprise Value																**15,839**

Appendix 1.2 – Valuation of ESPL as on 31st March 2024 – (A) Goyalri Project

INR Mn

Cash flows pertaining to Sale of Electricity												Cash flows pertaining to CER				Total PV of Cash Flows
Year	Revenue	EBITDA	EBITDA Margin	Capex	Changes in WC	Taxation	FCFF	CAF	WACC	DF	PV of Cash Flows	Net CER Cash Flows	WACC	DF	PV of Cash Flows	
											A				B	A+B
FY25	548	484	88%	-	73	-	412	0.50	8.34%	0.96	396	22	13.97%	0.94	21	416
FY26	544	479	88%	-	(1)	-	479	1.50	8.34%	0.89	425	42	13.97%	0.82	34	459
FY27	539	471	87%	-	(1)	34	438	2.50	8.34%	0.82	359	46	13.97%	0.72	33	392
FY28	536	465	87%	-	(1)	107	358	3.50	8.34%	0.76	271	69	13.97%	0.63	44	314
FY29	530	454	86%	-	(1)	108	346	4.50	8.34%	0.70	241	53	13.97%	0.56	29	271
FY30	525	447	85%	-	(1)	109	338	5.50	8.34%	0.64	218	60	13.97%	0.49	29	247
FY31	521	439	84%	-	(1)	108	331	6.50	8.34%	0.59	197	62	13.97%	0.43	27	223
FY32	518	433	84%	-	(1)	108	326	7.50	8.34%	0.55	179	94	13.97%	0.38	35	214
FY33	512	423	83%	-	(1)	106	318	8.50	8.34%	0.51	161	62	13.97%	0.33	20	181
FY34	507	415	82%	-	(1)	104	312	9.50	8.34%	0.47	146	62	13.97%	0.29	18	164
FY35	503	408	81%	-	(1)	102	306	10.50	8.34%	0.43	132	62	13.97%	0.25	16	148
FY36	500	402	81%	-	(1)	101	302	11.50	8.34%	0.40	120	61	13.97%	0.22	14	134
FY37	494	394	80%	-	(1)	99	296	12.50	8.34%	0.37	109	61	13.97%	0.20	12	120
FY38	490	384	79%	-	(1)	97	288	13.50	8.34%	0.34	98	61	13.97%	0.17	10	108
FY39	485	377	78%	-	(1)	95	283	14.50	8.34%	0.31	89	61	13.97%	0.15	9	98
FY40	482	372	77%	-	(1)	93	279	15.50	8.34%	0.29	80	60	13.97%	0.13	8	88
FY41	477	363	76%	-	(1)	91	272	16.50	8.34%	0.27	73	60	13.97%	0.12	7	79
FY42	472	373	79%	-	(1)	94	280	17.50	8.34%	0.25	69	83	13.97%	0.10	8	77
Present Value of Explicit Period Cash Flows																3,735
Present Value of Terminal Period (Salvage)																123
Enterprise Value																**3,858**
(+) Closing cash or cash equivalents as at the Valuation Date																935
Adjusted Enterprise Value																**4,793**

Appendix 1.2 – Valuation of ESPL as on 31st March 2024 – (B) SECI RJ Project

INR Mn

Cash flows pertaining to Sale of Electricity												Cash flows pertaining to CER				Total PV of Cash Flows
Year	Revenue	EBITDA	EBITDA Margin	Capex	Changes in WC	Taxation	FCFF	CAF	WACC	DF	PV of Cash Flows	Net CER Cash Flows	WACC	DF	PV of Cash Flows	
											A				B	A+B
FY25	1,220	1,113	91%	-	124	-	989	0.50	8.34%	0.96	950	94	13.97%	0.94	88	1,038
FY26	1,240	1,133	91%	-	(1)	-	1,134	1.50	8.34%	0.89	1,005	183	13.97%	0.82	151	1,156
FY27	1,310	1,198	91%	-	(1)	85	1,113	2.50	8.34%	0.82	911	203	13.97%	0.72	146	1,057
FY28	1,309	1,188	91%	-	(1)	274	915	3.50	8.34%	0.76	691	319	13.97%	0.63	202	893
FY29	1,300	1,173	90%	-	(1)	280	894	4.50	8.34%	0.70	623	234	13.97%	0.56	130	753
FY30	1,294	1,163	90%	-	(1)	284	880	5.50	8.34%	0.64	566	264	13.97%	0.49	129	695
FY31	1,288	1,151	89%	-	(1)	284	868	6.50	8.34%	0.59	516	275	13.97%	0.43	118	633
FY32	1,285	1,146	89%	-	(1)	285	862	7.50	8.34%	0.55	472	410	13.97%	0.38	154	626
FY33	1,276	1,131	89%	-	(1)	283	849	8.50	8.34%	0.51	430	275	13.97%	0.33	91	520
FY34	1,270	1,121	88%	-	(1)	281	841	9.50	8.34%	0.47	393	273	13.97%	0.29	79	472
FY35	1,264	1,111	88%	-	(1)	279	833	10.50	8.34%	0.43	359	272	13.97%	0.25	69	428
FY36	1,262	1,105	88%	-	(1)	278	828	11.50	8.34%	0.40	330	271	13.97%	0.22	60	390
FY37	1,253	1,091	87%	-	(1)	274	818	12.50	8.34%	0.37	300	270	13.97%	0.20	53	353
FY38	1,247	1,080	87%	-	(1)	272	810	13.50	8.34%	0.34	274	268	13.97%	0.17	46	320
FY39	1,216	1,046	86%	-	(1)	263	784	14.50	8.34%	0.31	245	267	13.97%	0.15	40	285
FY40	1,139	965	85%	-	(1)	243	723	15.50	8.34%	0.29	209	266	13.97%	0.13	35	244
FY41	1,130	952	84%	-	(1)	239	713	16.50	8.34%	0.27	190	265	13.97%	0.12	31	221
FY42	1,124	939	84%	-	(1)	236	704	17.50	8.34%	0.25	173	263	13.97%	0.10	27	200
FY43	1,119	914	82%	-	(1)	230	685	18.50	8.34%	0.23	155	262	13.97%	0.09	23	179
FY44	1,116	909	81%	-	(1)	229	681	19.50	8.34%	0.21	143	261	13.97%	0.08	20	163
FY45	1,108	897	81%	-	(1)	226	672	20.50	8.34%	0.19	130	260	13.97%	0.07	18	148
FY46	1,102	889	81%	-	(1)	224	666	21.50	8.34%	0.18	119	258	13.97%	0.06	16	134
FY47	826	680	82%	-	(45)	171	554	22.33	8.34%	0.17	93	312	13.97%	0.05	17	109
Present Value of Explicit Period Cash Flows																11,018
Present Value of Terminal Period (Salvage)																153
Enterprise Value																**11,172**
(+) Closing cash or cash equivalents as at the Valuation Date																301
Adjusted Enterprise Value																**11,473**

Appendix 1.3 – Valuation of MSUPL as on 31st March 2024

INR Mn

Cash flows pertaining to Sale of Electricity												Cash flows pertaining to CER				Total PV of Cash Flows
Year	Revenue	EBITDA	EBITDA Margin	Capex	Changes in WC	Taxation	FCFF	CAF	WACC	DF	PV of Cash Flows	Net CER Cash Flows	WACC	DF	PV of Cash Flows	
											A				B	A+B
FY 25	1,582	1,441	91%	-	141	-	1,301	0.50	8.78%	0.96	1,247	116	13.97%	0.94	109	1,356
FY 26	1,598	1,455	91%	-	(1)	-	1,456	1.50	8.78%	0.88	1,283	227	13.97%	0.82	186	1,469
FY 27	1,659	1,512	91%	-	(1)	-	1,512	2.50	8.78%	0.81	1,225	253	13.97%	0.72	183	1,408
FY 28	1,657	1,500	91%	-	(1)	-	1,501	3.50	8.78%	0.74	1,119	398	13.97%	0.63	252	1,370
FY 29	1,649	1,487	90%	-	(1)	-	1,487	4.50	8.78%	0.68	1,019	293	13.97%	0.56	162	1,181
FY 30	1,645	1,477	90%	-	(1)	-	1,478	5.50	8.78%	0.63	931	330	13.97%	0.49	161	1,092
FY 31	1,640	1,468	90%	-	(1)	-	1,469	6.50	8.78%	0.58	850	345	13.97%	0.43	147	997
FY 32	1,638	1,462	89%	-	(1)	-	1,463	7.50	8.78%	0.53	778	525	13.97%	0.38	197	975
FY 33	1,631	1,449	89%	-	(1)	175	1,275	8.50	8.78%	0.49	624	345	13.97%	0.33	114	737
FY 34	1,626	1,440	89%	-	(1)	358	1,083	9.50	8.78%	0.45	487	344	13.97%	0.29	99	586
FY 35	1,621	1,432	88%	-	(1)	358	1,075	10.50	8.78%	0.41	445	342	13.97%	0.25	87	531
FY 36	1,620	1,426	88%	-	(1)	357	1,070	11.50	8.78%	0.38	407	341	13.97%	0.22	76	483
FY 37	1,610	1,412	88%	-	(1)	354	1,059	12.50	8.78%	0.35	370	340	13.97%	0.20	66	436
FY 38	1,604	1,401	87%	-	(1)	352	1,050	13.50	8.78%	0.32	337	338	13.97%	0.17	58	395
FY 39	1,576	1,368	87%	-	(1)	344	1,025	14.50	8.78%	0.30	303	337	13.97%	0.15	51	353
FY 40	1,508	1,296	86%	-	(1)	326	971	15.50	8.78%	0.27	264	336	13.97%	0.13	44	308
FY 41	1,498	1,281	85%	-	(1)	322	960	16.50	8.78%	0.25	239	335	13.97%	0.12	39	278
FY 42	1,492	1,270	85%	-	(1)	319	951	17.50	8.78%	0.23	218	333	13.97%	0.10	34	252
FY 43	1,486	1,250	84%	-	(1)	315	936	18.50	8.78%	0.21	198	332	13.97%	0.09	30	227
FY 44	1,484	1,240	84%	-	(1)	312	929	19.50	8.78%	0.19	180	331	13.97%	0.08	26	206
FY 45	1,474	1,224	83%	-	(1)	308	917	20.50	8.78%	0.18	164	330	13.97%	0.07	23	186
FY 46	1,468	1,209	82%	-	(1)	304	905	21.50	8.78%	0.16	148	328	13.97%	0.06	20	168
FY 47	1,462	1,193	82%	-	(1)	300	893	22.50	8.78%	0.15	135	327	13.97%	0.05	17	152
FY 48	399	321	80%	-	23	81	217	23.12	8.78%	0.14	31	236	13.97%	0.05	11	43
Present Value of Explicit Period Cash Flows																15,191
Present Value of Terminal Period (Salvage)																198
Enterprise Value										-						**15,389**
(+) Closing cash or cash equivalents as at the Valuation Date																663
Adjusted Enterprise Value										-						**16,052**

Appendix 1.4 – Valuation of ASPL as on 31st March 2024

INR Mn

Cash flows pertaining to Sale of Electricity												Cash flows pertaining to CER				Total PV of Cash Flows
Year	Revenue	EBITDA	EBITDA Margin	Capex	Changes in WC	Taxation	FCFF	CAF	WACC	DF	PV of Cash Flows	Net CER Cash Flows	WACC	DF	PV of Cash Flows	
											A				B	A+B
FY 25	601	518	86%	-	(8)	66	460	0.50	8.26%	0.96	442	19	13.97%	0.94	18	460
FY 26	579	497	86%	-	(1)	62	435	1.50	8.26%	0.89	387	43	13.97%	0.82	35	422
FY 27	576	492	85%	-	(1)	61	431	2.50	8.26%	0.82	354	45	13.97%	0.72	32	386
FY 28	574	487	85%	-	(1)	61	427	3.50	8.26%	0.76	324	72	13.97%	0.63	45	369
FY 29	570	479	84%	-	(1)	59	421	4.50	8.26%	0.70	294	52	13.97%	0.56	29	323
FY 30	567	473	83%	-	(1)	58	416	5.50	8.26%	0.65	269	59	13.97%	0.49	29	297
FY 31	564	468	83%	-	(1)	57	411	6.50	8.26%	0.60	245	61	13.97%	0.43	26	272
FY 32	563	463	82%	-	(1)	57	407	7.50	8.26%	0.55	224	90	13.97%	0.38	34	258
FY 33	559	455	81%	-	(1)	69	386	8.50	8.26%	0.51	197	61	13.97%	0.33	20	217
FY 34	556	448	81%	-	(1)	131	318	9.50	8.26%	0.47	149	61	13.97%	0.29	18	167
FY 35	553	442	80%	-	(1)	130	313	10.50	8.26%	0.43	136	60	13.97%	0.25	15	151
FY 36	552	437	79%	-	(1)	128	310	11.50	8.26%	0.40	124	60	13.97%	0.22	13	138
FY 37	548	429	78%	-	(1)	126	304	12.50	8.26%	0.37	113	60	13.97%	0.20	12	124
FY 38	545	422	77%	-	(1)	124	298	13.50	8.26%	0.34	102	60	13.97%	0.17	10	112
FY 39	542	415	76%	-	(1)	122	293	14.50	8.26%	0.32	93	59	13.97%	0.15	9	102
FY 40	541	409	76%	-	(1)	121	290	15.50	8.26%	0.29	85	59	13.97%	0.13	8	92
FY 41	537	401	75%	-	(1)	118	284	16.50	8.26%	0.27	77	59	13.97%	0.12	7	83
FY 42	534	399	75%	-	(1)	116	284	17.50	8.26%	0.25	71	58	13.97%	0.10	6	77
FY 43	90	56	62%	-	(57)	16	97	18.07	8.26%	0.24	23	38	13.97%	0.09	4	27
Present Value of Explicit Period Cash Flows																4,078
Present Value of Terminal Period (Salvage)																76
Enterprise Value																**4,154**
(+) Closing cash or cash equivalents as at the Valuation Date																155
Adjusted Enterprise Value																**4,309**

Appendix 1.5 – Valuation of NSPL as on 31st March 2024

INR Mn

Cash flows pertaining to Sale of Electricity											
Year	Revenue	EBITDA	EBITDA Margin	Capex	Changes in WC	Taxation	FCFF	CAF	WACC	DF	PV of Cash Flows
FY 25	396	347	88%	-	(41)	44	344	0.50	8.44%	0.96	330
FY 26	390	342	88%	-	(0)	43	299	1.50	8.44%	0.89	265
FY 27	388	338	87%	-	(0)	42	296	2.50	8.44%	0.82	242
FY 28	388	335	86%	-	(0)	42	294	3.50	8.44%	0.75	221
FY 29	385	330	86%	-	(0)	41	289	4.50	8.44%	0.69	201
FY 30	383	326	85%	-	(0)	40	286	5.50	8.44%	0.64	183
FY 31	381	322	84%	-	(0)	40	282	6.50	8.44%	0.59	167
FY 32	380	318	84%	-	(0)	39	280	7.50	8.44%	0.54	152
FY 33	377	313	83%	-	(0)	38	275	8.50	8.44%	0.50	138
FY 34	375	309	82%	-	(0)	42	267	9.50	8.44%	0.46	124
FY 35	373	304	82%	-	(0)	77	228	10.50	8.44%	0.43	97
FY 36	372	301	81%	-	(0)	77	225	11.50	8.44%	0.39	89
FY 37	369	296	80%	-	(0)	75	221	12.50	8.44%	0.36	80
FY 38	368	291	79%	-	(0)	74	217	13.50	8.44%	0.33	73
FY 39	366	286	78%	-	(0)	73	214	14.50	8.44%	0.31	66
FY 40	365	283	77%	-	(0)	72	211	15.50	8.44%	0.28	60
FY 41	362	277	77%	-	(0)	71	207	16.50	8.44%	0.26	54
FY 42	360	273	76%	-	(0)	70	204	17.50	8.44%	0.24	49
FY 43	212	163	77%	-	(36)	41	158	18.30	8.44%	0.23	36
Present Value of Explicit Period Cash Flows											2,628
Present Value of Terminal Period (Salvage)											128
Enterprise Value											**2,756**
(+) Closing cash or cash equivalents as at the Valuation Date											129
Adjusted Enterprise Value											**2,885**

Appendix 1.6 – Valuation of BREPL as on 31st March 2024

INR Mn

Cash flows pertaining to Sale of Electricity											
Year	Revenue	EBITDA	EBITDA Margin	Capex	Changes in WC	Taxation	FCFF	CAF	WACC	DF	PV of Cash Flows
FY 25	138	115	83%	-	8	15	92	0.50	8.37%	0.96	88
FY 26	140	116	83%	-	1	15	100	1.50	8.37%	0.89	89
FY 27	140	115	82%	-	(0)	15	100	2.50	8.37%	0.82	82
FY 28	139	114	82%	-	(0)	14	99	3.50	8.37%	0.75	75
FY 29	138	111	81%	-	(0)	14	98	4.50	8.37%	0.70	68
FY 30	137	110	80%	-	(0)	14	96	5.50	8.37%	0.64	62
FY 31	137	108	79%	-	(0)	14	95	6.50	8.37%	0.59	56
FY 32	136	106	78%	-	(0)	30	77	7.50	8.37%	0.55	42
FY 33	135	104	77%	-	(0)	26	78	8.50	8.37%	0.50	39
FY 34	135	102	76%	-	(0)	26	77	9.50	8.37%	0.47	36
FY 35	134	101	75%	-	(0)	26	75	10.50	8.37%	0.43	32
FY 36	134	99	74%	-	(0)	25	74	11.50	8.37%	0.40	29
FY 37	133	96	72%	-	(0)	24	72	12.50	8.37%	0.37	26
FY 38	132	94	71%	-	(0)	24	71	13.50	8.37%	0.34	24
FY 39	131	92	70%	-	(0)	23	69	14.50	8.37%	0.31	21
FY 40	131	90	69%	-	(0)	23	68	15.50	8.37%	0.29	19
FY 41	94	61	65%	-	(4)	16	50	16.38	8.37%	0.27	13
Present Value of Explicit Period Cash Flows											804
Present Value of Terminal Period (Salvage)											67
Enterprise Value											**870**
(+) Closing cash or cash equivalents as at the Valuation Date											60
Adjusted Enterprise Value											**930**

Appendix 2.1 – Weighted Average Cost of Capital of the SPVs as on 31st March 2024

Particulars	MRPL		ESPL		MSUPL	ASPL	NSPL	BREPL	Remarks
	Rewa	ISTS	Goyalri	SECI RJ					
Risk Free Rate (Rf)	6.97%	6.97%	6.97%	6.97%	6.97%	6.97%	6.97%	6.97%	Risk Free Rate has been considered based on zero coupon yield curve as at 31st March 2024 of Government Securities having maturity period of 10 years, as quoted on CCIL's website.
Equity Risk Premium (ERP)	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	Based on the historical realized returns on equity investments over a risk free rate of as represented by 10 year government bonds, a 7% equity risk premium is considered appropriate for India.
Beta (relevered)	0.91	0.91	0.88	0.88	0.92	0.87	0.89	0.88	Beta has been considered based on the beta of companies operating in the similar kind of business in India.
Base Cost of Equity	13.34%	13.34%	13.14%	13.14%	13.44%	13.08%	13.20%	13.16%	Base Ke = Rf + (β x ERP)
Company Specific Risk Premium (CSRP)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	Risk Premium/ Discount Specific to the SPVs
Adjusted Cost of Equity (Ke)	**13.34%**	**13.34%**	**13.14%**	**13.14%**	**13.44%**	**13.08%**	**13.20%**	**13.16%**	**Adjusted Ke = Rf + (β x ERP) + CSRP**
Pre-tax Cost of Debt	8.09%	8.09%	8.09%	8.09%	8.09%	8.09%	8.09%	8.09%	As represented by the Investment Manager
Effective tax rate of SPV	18.24%	18.24%	22.24%	22.24%	16.24%	23.41%	20.92%	21.85%	Average tax rate for the life of the SPVs have been considered
Post-tax Cost of Debt	**6.61%**	**6.61%**	**6.29%**	**6.29%**	**6.78%**	**6.20%**	**6.40%**	**6.32%**	**Effective cost of debt. Kd = Pre tax Kd * (1-Effective Tax Rate)**
Debt/(Debt+Equity)	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	The debt - equity ratio computed as [D/(D+E)] is considered as 70% as per industry standard.
WACC Adopted	**8.63%**	**8.63%**	**8.34%**	**8.34%**	**8.78%**	**8.26%**	**8.44%**	**8.37%**	**WACC = [Ke*(1-D/(D+E))]+[Kd*(1-t)*(D/(D+E))]**

Appendix 2.2 – Weighted Average Cost of Capital for CER Income as on 31st March 2024

Particulars	CER	Remarks
Risk Free Rate (Rf)	6.97%	Risk Free Rate has been considered based on zero coupon yield curve as at 31st March 2024 of Government Securities having maturity period of 10 years, as quoted on CCIL's website.
Equity Risk Premium (ERP)	7.00%	Based on the historical realized returns on equity investments over a risk free rate of as represented by 10 year government bonds, a 7% equity risk premium is considered appropriate for India.
Beta (relevered)	1.00	Beta of 1 is taken in absence of comparable listed domestic peers.
Base Cost of Equity	13.97%	Base Ke = Rf + (β x ERP)
Company Specific Risk Premium (CSRP)	0.00%	Risk Premium/ Discount Specific to the SPVs
Adjusted Cost of Equity (Ke)	**13.97%**	**Adjusted Ke = Rf + (β x ERP) + CSRP**
Pre-tax Cost of Debt	NA	Cost of debt not considered in the CER calculation
Effective tax rate of SPV	11.44%	Average tax rate applicable for CER has been considered
Post-tax Cost of Debt	**0.00%**	**Effective cost of debt. Kd = Pre tax Kd * (1-Effective Tax Rate)**
Debt/(Debt+Equity)	0.00%	The debt - equity ratio computed as [D/(D+E)] is considered as 0% for CER as per industry standard.
WACC Adopted	**13.97%**	**WACC = [Ke*(1-D/(D+E))]+[Kd*(1-t)*(D/(D+E))]**

Appendix 3.1 – MRPL: Summary of approvals and licences (1/4)

Note for all SPVs: As informed to me by the Investment Manager, due to change in government regulations and classification of Solar Power Plants as white category industries, the SPVs no longer require to apply/ reapply for "Consent to Establish" or "Consent to Operate" approvals.

ISTS Project

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Statutory Approvals		
1	Allotment of Importer - Exporter Code Number	01-02-2018	Ministry of commerce and industry
2	Registration of 250 MW power project under SECI	01-08-2019	Rajasthan Renewable Energy Corporation ltd
3	Certificate of Registration under Contract Labour Act, 1970	09-09-2019	Government of Rajasthan- Department of Labour
4	Industrial Entrepreneur Memorandum	04-02-2020	Ministry of commerce and industry
5	Certificate of registration under building and other construction act, 1996	06-03-2020	Government of Rajasthan
6	Intimation Regarding CTO and CTE	06-01-2021	Rajasthan State Pollution Control Board
7	Certificate of Registration under Contract Labour Act, 1970	01-02-2021	Government of Rajasthan- Department of Labour
8	License to work a factory	01-09-2021	Government of Rajasthan
9	Certificate of Registration under Contract Labour Act, 1970	22-02-2022	Government of Rajasthan- Department of Labour
10	Implementation of the E.S.I Act, 1948 & Registration of the Factories and Establishments unde Sec 2(12) of the Act, as amended.	09-02-2023	Employee's State Insurance Corporation
11	Fire No Objection Certificate renewed	22-02-2023	Jodhpur Municipal Corporation
	Power Evacuation Related Approvals		
12	Grant of stage-1 connectivity to MSPL Baap	05-09-2018	Power Grid Corporation of India Ltd.
13	Grant of stage-2 connectivity to MSPL Baap	28-09-2018	Power Grid Corporation of India Ltd.
14	Transmission Agreement with CTU	24-10-2018	Power Grid Corporation of India Ltd.
15	Intimation of LTA of 250MW Rewa Project.	17-01-2019	Power Grid Corporation of India Ltd.
16	Agreement for Long Term Access	13-02-2019	Power Grid Corporation of India Ltd.
17	Transmission Service Agreement with CTU	13-02-2019	Power Grid Corporation of India Ltd.
18	Consultancy Agreement for bay implementation	25-06-2019	Power Grid Corporation of India Ltd.
19	Revision of stage-2 connectivity to MSPL Baap	04-07-2019	Power Grid Corporation of India Ltd.
20	CEA approval for transmission connectivity scheme	25-07-2019	Central Electricity Authority
21	Supplementary Agreement to Transmission Agreement	19-08-2019	Power Grid Corporation of India Ltd.
22	Approval to route of high tension electricity line	24-09-2020	Bharat Sanchar Nigam Ltd.
23	CEA approval under section 164 of Electricity Act	24-11-2020	Central Electricity Authority
24	Agreement for use of circuit towers	16-12-2020	Adani Renewable energy holding one ltd.
25	Connection offer for connection of 250MW of MSPL Solar Power Plant	18-12-2020	Power Grid Corporation of India Ltd.
26	Connection Agreement b/w CTU and the Applicant	31-12-2020	Power Grid Corporation of India Ltd.
27	Operationalization of Long term access granted to MSPL	12-08-2021	Central Transmission Utlility of India Ltd.
28	Certificate of operationalization of 250MW solar plant	27-10-2021	Central Transmission Utlility of India Ltd.
29	Supplementary Agreement to Long Term Access	31-03-2023	-
30	Supplementary Agreement to Transmission Agreement	31-03-2023	-

Source: Investment Manager

Appendix 3.1 – MRPL: Summary of approvals and licences (2/4)

ISTS Project

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Project Related Approvals		
31	NOC by Gram Panchayat	10-11-2019	Gram Panchayat Ghator
32	Notice to SECI on Early COD	23-09-2020	
33	Partial Discharge of Bank Guarantee issued on Behalf of Mahindra Renewables Pvt Ltd.	21-01-2021	Solar Energy Corporation of India Ltd.
34	Approval for energisation of Transmission line of MRPL- 100MW	29-01-2021	Central Electricity Authority
35	Approval for energisation of Transmission line of MRPL- 50MW	09-07-2021	Central Electricity Authority
36	Approval for energisation of Transmission line of MRPL- 62.5MW	09-07-2021	Central Electricity Authority
37	Approval for factory buliding drawings	10-08-2021	Government of Rajasthan- Factories and Boilers Inspection Department
38	Provisional Approval for energisation of Transmission line of MRPL- 35.5MW	13-08-2021	Central Electricity Authority
39	Discharge of Bank Guarantee issued on Behalf of Mahindra Renewables Pvt Ltd.	21-09-2021	Solar Energy Corporation of India Ltd.
40	Certificate of Building Stability	27-09-2021	J.N. Associates- Competant person under Factory Act & Rules.
41	O&M contract for Bay Maintenance	N/A	Power Grid Corporation of India Ltd.
42	Revision of Scheduled Commissioning Date	01-10-2021	Solar Energy Corporation of India Ltd.
	Commissioning Related Approvals		
43	Partial Commissioning Certificate - 100MW	14-05-2021	Solar Energy Corporation of India Ltd
44	Partial Commissioning Certificate - 60MW	08-06-2021	Solar Energy Corporation of India Ltd
45	Partial Commissioning Certificate - 50MW	24-07-2021	Solar Energy Corporation of India Ltd
46	Partial Commissioning Certificate - 40MW	17-08-2021	Solar Energy Corporation of India Ltd

Source: Investment Manager

Appendix 3.1 – MRPL: Summary of approvals and licences (3/4)

Rewa Project

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Commissioning Related		
	Certificate From Independent Engineer		
1	Certificate of electrical inspector for part commissioning of plant- 5.1 MW	05-07-2018	National Institute of Solar Energy
2	Certificate of electrical inspector for part commissioning of plant- 35.7MW	31-08-2018	National Institute of Solar Energy
3	Certificate of electrical inspector for part commissioning of plant- 100MW	28-03-2019	National Institute of Solar Energy
4	Certificate of electrical inspector for part commissioning of plant- 94.2MW	09-07-2019	National Institute of Solar Energy
5	Certificate of electrical inspector for part commissioning of plant- 15MW	02-01-2020	National Institute of Solar Energy
	Safety approvals under CEA regulations		
6	Safety approvals under CEA regulations, 2010 for 5.1MW	21-05-2018	GOI- Central Electricity Authority
7	Provisional Safety approvals under CEA regulations, 2010 for 35MW	13-08-2018	GOI- Central Electricity Authority
8	Provisional Safety approvals under CEA regulations, 2010 for 100MW	14-12-2018	GOI- Central Electricity Authority
9	Provisional Safety approvals under CEA regulations, 2010 for 94MW	17-05-2019	GOI- Central Electricity Authority
10	Safety approvals under CEA regulations, 2010 for 16MW	11-11-2019	GOI- Central Electricity Authority
11	Periodic Inspection of Existing Electrical Installations	13-07-2020	GOI- Central Electricity Authority
	Commissioning Certificates		
12	Commissioning Certificate- 15MW	02-01-2018	Rewa Ultra Meja Solar Ltd
13	Commissioning Certificate- 5.1MW	05-07-2018	Rewa Ultra Meja Solar Ltd
14	Commissioning Certificate- 35.7MW	06-09-2018	Rewa Ultra Meja Solar Ltd
15	Commissioning Certificate- 100MW	04-04-2019	Rewa Ultra Meja Solar Ltd
16	Commissioning Certificate- 94.2MW	09-07-2019	Rewa Ultra Meja Solar Ltd
17	SCOD Letter- Final	30-03-2020	Rewa Ultra Meja Solar Ltd
	Power Evacuation Related		
18	Intimation for Grant of Connectivity	29-07-2016	Power Grid Corporation of Indiia Ltd
19	Connection Details of RUMS Ltd. to the inter-state Transmission Grid.	03-05-2018	Power Grid Corporation of Indiia Ltd
20	Transmission Agreement with CTU	08-05-2018	Power Grid Corporation of Indiia Ltd
21	Regarding Operationalization of LTA of 750MW Rewa Project.	23-08-2018	Rewa Ultra Meja Solar Ltd

Source: Investment Manager

Appendix 3.1 – MRPL: Summary of approvals and licences (4/4)

Rewa Project

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Project Related		
22	Affomentioned Notification by CPCB	07-03-2016	Central Pollution Control Board
23	Clarification in the matter of Revised Categorization of the Industrial Sector	18-01-2017	Central Pollution Control Board
24	Notification that the project is white category	20-01-2017	Madhya Pradesh Pollution Control Board
25	Letter of Award for development of Unit 1 in RUMSL	21-02-2017	Rewa Ultra Mega Solar Ltd.
26	Coordination Agreement B/w the SPV, Discoms and other Counterparties	17-04-2017	-
27	Implementation Support Agreement RUMSL & SPD	-	-
28	Intimation Regarding CTO and CTE	12-10-2017	-
29	Industrial Entrepreneur Memorandum	01-01-2018	Ministry of commerce and industry
30	Acknowledgement of fulfillment of condition subsequent by Unit 1 of RUMSL i.e. Rewa.	15-03-2018	Rewa Ultra Meja Solar Ltd
31	Registration of the SPV by WRLDC	17-05-2018	-
32	Approval by Fire Authority	01-10-2020	Directorate of Urban Administration & Development MP
33	Approval of Grant of Consent for the transfer/ assignement/ novation of all rights & obligations of Mahindra Renewables Private Ltd.	15-10-2020	Arinsun Clean Energy Pvt Ltd.
34	Approval of Grant of Consent for the transfer/ assignement/ novation of all rights & obligations of Mahindra Renewables Private Ltd.	16-10-2020	ACME Jaipur Solar Power Private Ltd.
35	StandBy Letter of Credit / Bank Guarantee	31-08-2021	MP Power Management Company Limited
36	StandBy Letter of Credit / Bank Guarantee	27-05-2022	Delhi Metro Rail Corporation Ltd.
37	Fire Safety Certificate	16-01-2023	Office of Rewa Collector/ Fire Officer
	Statutory		
38	Approval by GramSabha	07-05-2015	Gram Panchayat Badwar
39	Certificate of registration under building and other construction act, 1996	26-10-2018	Government of Madhya Pradesh
40	Certificate of registration under Contract Labour MP rules, 1973	27-10-2018	Government of Madhya Pradesh
41	License to work a factory	29-11-2018	Government of Madhya Pradesh
42	Notice of Opening Mahindra Renewable Rewa	01-04-2019	Mahindra Renewables Private Limited
43	Certificate of Registration under The Contract Labour M.P. Rules, 1973	05-01-2021	Government of Madhya Pradesh
44	License under Contract Labour MP Rules, 1973	28-12-2021	Government of Madhya Pradesh
45	License to work a factory	11-11-2022	Government of Madhya Pradesh
46	Implementation of the E.S.I Act, 1948 & Registration of the Factories and Establishments unde Sec 2(12) of the Act, as amended.	09-02-2023	Employee's State Insurance Corporation
47	Certificate of Registration (Amended) under Labour M.P. Labour Departement	28-03-2023	Government of Madhya Pradesh

Source: Investment Manager

Appendix 3.2 – ESPL: Summary of approvals and licences (1/2)

Goyalri Project

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Commissioning Related		
1	Commissioning Certificate	31-03-2017	National Thermal Power Corporation Ltd
	Power evacuation Related		
2	Approval for construction of Bay	03-07-2014	Rajastjan Rajya Vidyuat Prashashan Nigam ltd
3	Approval to lay transmission line u/s 68 of electricity act, 2003	29-03-2016	Government of Rajasthan - Energy Department
4	Transmission Agreement b/w SPD and STU i.e. RRVPNL (Rajasthan Rajya Vidyut Prasaran Nigam Ltd)	N.A	Rajastjan Rajya Vidyuat Prashashan Nigam ltd
	Project Related		
5	Approval of providing connectivity to plant	21-09-2015	Rajastjan Rajya Vidyuat Prashashan Nigam ltd
6	Registration of 60 MW power plant	26-09-2016	Rajasthan Renewable Energy Corporation ltd
7	Approval of Power Evacuation Plan for setting up Solar power project	11-11-2016	Rajasthan Renewable Energy Corporation ltd
8	NOC GramPanchayat	18-01-2017	Grampanchayat Chani
9	Clarification in the matter of Revised Categorization of the Industrial Sector	18-01-2017	Central Pollution Control Board
10	Intimation Regarding Consent to operate (CTO) & Consent to establish (CTE)	14-02-2017	Rajasthan state Pollution Control Board
11	Approval to route of high tension power/telecom line	05-02-2018	Bharat Sanchar Nigam Ltd.
12	Approval to lay tranmission line	27-02-2018	Ministry of Road Transport & Highways
	Statutory Approvals		
13	Registration under section 7 of the Contract Labour Act, 1970	26-10-2016	Government of Rajasthan - Department of labour
14	Certificate of registration under section 7 of the building and other construction act, 1996	30-01-2017	Government of Rajasthan
15	Power and Telecommunication Co-ordination Committee (PTCC) Clearance	06-03-2017	Rajastjan Rajya Vidyuat Prashashan Nigam ltd
16	Permission under regulation 43 of the CEA Regulations 2010 for Energisation of Installation for 30 MW	10-03-2017	Government of Rajasthan - Office of the Electrical inspector
17	Permission under regulation 43 of the CEA Regulations 2010 for Energisation of Installation for 30 MW	23-03-2017	Government of Rajasthan - Office of the Electrical inspector
18	Industrial Entrepreneur Memorandum - Part I	05-05-2017	Ministry of commerce and industry
19	Industrial Entrepreneur Memorandum - Part II	22-08-2017	Ministry of commerce and industry
20	License to work a factory	25-10-2018	Government of Rajasthan
21	Application of Fire NOC from Mahindra Sustem to Municipal Corporation, Bikaner.	02-07-2021	-
22	Request to Deposit Re-Development Charges to RREDF	08-10-2021	Rajasthan Renewable Energy Corporation ltd
23	License to work a factory	07-02-2022	Government of Rajasthan
24	Application to approve holding excess land beyond ceiling limit	07-05-2022	Revenue Department

Source: Investment Manager

Appendix 3.2 – ESPL: Summary of approvals and licences (2/2)

SECI RJ Project

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Commissioning Related		
1	Extension in due date of financial closure	19-05-2020	Solar Energy Corporation of India
2	Extension in due date of financial closure	07-09-2020	Solar Energy Corporation of India
3	Consent for procurement of Solar power from early part commissioning	26-02-2021	Rajasthan Urja Vikas Nigam Ltd
4	Extension for Land Acquisition and SCOD due to 2nd surge of COVID	30-09-2021	Solar Energy Corporation of India
5	Commissioning Certificate along with Minutes of Meeting of Commissioning Committee.	14-10-2021	Solar Energy Corporation of India
6	Commercial Operation Date Certificate of Solar PV Project	18-10-2021	Solar Energy Corporation of India
	Power Evacuation Related		
7	Approval of power evacuation plan	07-01-2020	Rajasthan Rajya Viduyat Prasaran Nigam Ltd
8	Approval u/s 68 of the Electricity Act, 2003 for laying overhead transmission line.	26-11-2020	Government of Rajasthan
9	Approval of approach section of transmission line	15-12-2020	Rajasthan Rajya Viduyat Prashashan Nigam Ltd
10	Connection Agreement b/w STU and MSPL	21-01-2021	Rajasthan Rajya Viduyat Prashashan Nigam Ltd
11	Approval to route of extra high tension power line	25-06-2021	Bharat Sanchar Nigam Ltd.
	Project Related		
12	Registration of the project selected thorugh bidding conducted by SECI.	16-10-2019	Rajasthan Renewable Energy Corporation Ltd
13	Provisional for permission of overhead highway crossing of 220 KV overhead line.	20-05-2021	National Highways Authority of India
14	Permission under regulation 43 of the CEA regulation 2021 for energisation of electrical installation.	08-09-2021	Government of Rajasthan- Electrical Inspector
15	Permission under regulation 43 of the CEA regulation 2021 for energisation of electrical installation.	22-09-2021	Government of Rajasthan- Electrical Inspector
16	Approval to purchase generated power before SCOD	27-10-2021	Rajasthan Urja Vikas Nigam Ltd
	Statutory Approvals		
17	Certificate of Importer exporter code	14-01-2011	Foreign Trade Development Officer
18	Certificate of registration under Building and other Construction Work Act, 1996	06-10-2020	Government of Rajasthan
19	Certificate of registration under Contract Labour(Regulation and Aboilation) Act,1970	06-10-2020	Government of Rajasthan- Department of labour
20	Industrial Entrepreneur Memorandum	24-02-2021	Ministry of commerce and industry
21	Partial Discharge of Bank Guarantee	03-03-2021	Solar Energy Corporation of India
22	Connectivity Report	06-10-2021	Rajasthan Urja Vikas Nigam Limited
23	Intimation Letter wrt Land Arrangement	01-11-2021	Solar Energy Corporation of India
24	Discharge of Bank Guarantee	11-11-2021	Solar Energy Corporation of India
25	Certificate of Registration under contract labour act, 1970	19-02-2022	Department of Labour
26	Registration and license to work a factory	04-03-2022	Government of Rajasthan
27	No Objection Certificate for Mining	09-03-2022	Mines and Geology Department
28	Intimation Regardig "Consent to Establish" and "Consent to Operate"	09-03-2022	Rajasthan State Pollution Control Board
29	Approval for widening and strenghtning of existing Bikaner-Pahalodi section	02-11-2022	National Highways Authority of India
30	Certificate of registration under Contract Labour(Regulation and Aboilation) Act,1970	20-01-2023	Government of Rajasthan- Department of labour

Source: Investment Manager

Appendix 3.3 – MSUPL: Summary of approvals and licences (1/2)

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Commissioning Related		
1	MSPL to furnish a connectivity Bank Guarantee as notified by CERC in favour of CTU i.e. POWERGRID amounting to 50 Mn	27-11-2019	-
2	MSPL to furnish a connectivity Bank Guarantee as notified by CERC in favour of CTU i.e. POWERGRID amounting to 125 Mn	06-02-2020	-
3	Registration of 250 MW Solar PV Power Project under Rajasthan Solar Energy Policy, 2019. of MSUPL	05-07-2021	Rajasthan Renewable Energy Corporation Limited
4	Amendment to MSPL to furnish a connectivity Bank Guarantee as notified by CERC in favour of CTU i.e. POWERGRID amounting to 50 Mn	24-12-2021	-
5	Part Commissioning of the Solar Power Project (175MW/250MW)	20-05-2022	Solar Energy corporation of India
6	Extension in SCOD due to delay in Operationalization of LTA of the Project.	13-06-2022	Solar Energy corporation of India
7	Final Commissioning of the Solar Power Project (75MW/250MW)	17-06-2022	Solar Energy corporation of India
8	Revision of Scheduled Commissioning date due to delay in LTA Operationalization.	29-06-2022	Solar Energy corporation of India
	Power Evacuation Related		
9	Transmission Service Agreement	13-02-2019	-
10	Application for grant of LTA of MSPL	01-08-2019	Central Electricity Regulatory Commission
11	Submission of LTA Application of MSPL	06-08-2019	PowerGrid Corporation of India
12	Grant of Stage-1 Connectivity to MSUPL	07-10-2019	PowerGrid Corporation of India
13	Grant of 250 MW LTA to Mahindra Susten Pvt Ltd for its power project.	29-10-2019	PowerGrid Corporation of India
14	Grant of Stage-2 Connectivity to MSUPL	29-10-2019	PowerGrid Corporation of India
15	Agreement of long term access with system strenghtening b/w CTU and MSPL	26-11-2019	-
16	Transmission Agreement for connectivity b/w CTU and MSPL	26-11-2019	-
17	Revision to Intimation for Stage-il Connectivity for 250MW to MSPL	09-01-2020	PowerGrid Corporation of India
18	Revision to Intimation for Stage-il Connectivity for 250MW to MSPL	08-12-2020	PowerGrid Corporation of India
19	Revision to the earlier intimation for grant of 250 MW Long Term Access to M/s Mahindra Susten Pvt. Ltd.	16-12-2020	PowerGrid Corporation of India
20	CEA approval for transmission connectivity scheme	-	Central Electricity Authority
21	Adoption of Tariff for the SPV connected to the Inter - State Transmission System (ISTS)	25-01-2021	Central Electricity Regulatory Commission
22	SECI has entered into PSA with the HPPC for sale of 250MW Power.	07-05-2021	Haryana Power Purchase Centre
23	Revision to Intimation for Stage-il Connectivity for 250MW to MSPL	19-05-2021	PowerGrid Corporation of India
24	Approval to route of high tension electricity line	25-02-2022	Bharat Sanchar Nigam Ltd
25	Effectiveness of LTA granted to MSPL for transfer of power from its Solar power project.	27-06-2022	Central Transmission Utility of India

Source: Investment Manager

Appendix 3.3 – MSUPL: Summary of approvals and licences (2/2)

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Statutory Related		
26	Allotment of Importer - Exporter Code Number	19-05-2021	Ministry of Commerce & Industry
27	Industrial Entrepreneur Memorandum	29-06-2021	Ministry of Commerce & Industry
28	Amendment to Industrial Entrepreneur Memorandum	17-08-2021	Ministry of Commerce & Industry
29	Supplementary agreement ot LTA	31-08-2021	Central Transmission Utility of India
30	Certificate of Registration under Contract Labour Act, 1970	31-08-2021	Government of Rajasthan - Department of Labour
31	Grant License under Contract Labour Act, 1970	08-02-2022	Government of Rajasthan - Department of Labour
32	Certificate of registration under building and other construction act, 1996	08-02-2022	Government of Rajasthan
33	License of contract labour of MSUPL	20-04-2022	Government of Rajasthan
34	Fire NOC for the 250 MW Solar PV Project at Village Seora & Dadu ka Gaon, Tehsil Kolayat, District Bikaner.	20-06-2022	Government of Rajasthan
35	Certificate of Registration under Contract Labour Act, 1970	20-01-2023	Government of Madhya Pradesh
36	Implementation of the E.S.I. Act, 1948 and Registration of Employees of the Factories and Establishments under Section 2(12) of the Act, as amended	07-02-2023	Employee's State Insurance Corporation
37	Allotment of Code Number to establishment M/s Mega Suryaurja Private Ltd. under Employees' Provident Fund and Miscellaneous Provisions Act, 1952.	07-02-2023	Employee's Provident Fund
38	License to work a factory	16-03-2023	Government of Madhya Pradesh
	Project Related		
39	Regarding Delay in execution of PPA	24-01-2020	Solar Energy corporation of India
40	Submission for claiming Force Majeure Event i.e. Coronavirus pandemic.	26-06-2020	Solar Energy corporation of India
41	Request for extension of LTA of MSPL due to execution delay caused by Coronavirus pandemic.	17-07-2020	Solar Energy corporation of India
42	Intimation regarding CTE & CTO for 250MW Solar PV project by MSUPL	09-03-2022	Rajashtan Pollution Control Board
43	Approval for energisation of Electrical Installation - 50MW	22-04-2022	Central Electricity Authority
44	Approval for energisation of Electrical Installation - 125MW	29-04-2022	Central Electricity Authority
45	Approval for energisation of Electrical Installation - 75MW	12-06-2022	Central Electricity Authority
	Others		
46	Intimation letter w.r.t. Compliance of Financial Agreements and Land Agreements of MSUPL	10-01-2022	Solar Energy corporation of India
47	Intimation letter w.r.t. Compliance of Land agreements as per clause 15 of RfS of MSUPL	20-05-2022	Solar Energy corporation of India
48	Initmation to SECI of change of land location of the SPV	25-08-2022	-

Source: Investment Manager

Appendix 3.4 – ASPL: Summary of approvals and licences (1/3)

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Power Evacuation Related		
1	MoU B/w ASPL & GETCO for O&M of ASPL Line at 66KV Charanka Station of GETCO for the peri	28-02-2017	Gujarat Energy Transmission Corporation Ltd
2	Letter from GETCO of Final Connectivity Permission 40MW	02-03-2017	Gujarat Energy Transmission Corporation Ltd
3	Letter from GETCO of Final Connectivity Permission 25MW	02-03-2017	Gujarat Energy Transmission Corporation Ltd
4	40 MW CEI route Approval (drawing)	24-03-2017	Chief Electrical Inspector, Gandhinagar
5	40 MW Laying GETCO Approval	24-03-2017	Chief Electrical Inspector, Gandhinagar
6	40 MW route SLD Approval	24-03-2017	Chief Electrical Inspector, Gandhinagar
7	CEIG gave GETCO Cable Route Approval-25MW	24-03-2017	Chief Electrical Inspector, Gandhinagar
8	CEIG gave GETCO Cable Route Approval-40MW	24-03-2017	Chief Electrical Inspector, Gandhinagar
9	Initial inspection of installation of 66KV	28-03-2017	Chief Electrical Inspector, Gandhinagar
10	CEIG Approval under Regulation 43 (Safety Approvals)	28-03-2017	Chief Electrical Inspector, Government of Telangana
11	Joint meter reading report 40 MW	31-03-2017	Gujarat Energy Transmission Corporation Ltd
12	Syncronisation Certificate 40 MW	31-03-2017	Gujarat Energy Transmission Corporation Ltd
13	Connectivity Report	31-03-2017	Gujarat Energy Transmission Corporation Ltd
14	Installation Report	31-03-2017	Gujarat Energy Transmission Corporation Ltd
15	Initial inspection of installation of 1 X 31.5 MVA 66/33 KV Transformer along with equipments for 25	08-05-2017	Chief Electrical Inspector, Gandhinagar
16	Finished Construction of Line Bay (25)	18-05-2017	Gujarat Energy Transmission Corporation Ltd
17	Grid connectivity of the Project (25)	23-05-2017	Gujarat Energy Transmission Corporation Ltd
	Commissioning Related		
18	Request for Approval of Drawings for Array Yard (25MW)	24-01-2017	
19	Request for Approval of Drawings for Array Yard (40MW)	24-01-2017	
20	Request for Approval of Drawings for Switch Yard (25MW)	24-01-2017	
21	Request for Approval of Drawings for Switch Yard (40MW)	24-01-2017	
22	Request for CEIG Approval of drawings of 40 MW plant	13-02-2017	
23	Initial inspection of installation of 2X25/31.5 MW	20-03-2017	Chief Electrical Inspector, Gandhinagar
24	Initial inspection of electircal installations of 52MW Solar power plant	21-03-2017	Chief Electrical Inspector, Gandhinagar
25	CEIG Approval of drawings of 25 MW plant	04-05-2017	Chief Electrical Inspector
26	Joint meter reading report 40 MW	02-06-2017	Solar Energy Corporation of India
27	Syncronisation Certificate 40 MW	02-06-2017	Gujarat Energy Transmission Corporation Ltd
28	Commissioning Certificate (40W) 31-03-2017	12-06-2017	Gujarat Energy Developement Agency.
29	Commissioning Certificate (25W) 02-06-2017	23-06-2017	Gujarat Energy Developement Agency.

Source: Investment Manager

Appendix 3.4 – ASPL: Summary of approvals and licences (2/3)

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Warranty Related		
31	Limited Warranty for PV modules	28-03-2016	Hanwha Solar
32	Module Supply Agreement between Mahindra Susten Private Limited (Buyer) and Canadian Solar I	02-09-2016	
33	Module Supply Agreement between Mahindra Susten Private Limited (Buyer) and Hanwha Q Cells (	07-09-2016	
34	Agreeement for Sale and Purchse of Solar Photovoltaic Inverters between Mhindra Susten Private L	22-12-2016	
35	Warranty Confirmation Letterr	09-03-2017	Canadian Solar Inrternational Ltd
36	Warranty Extension upto 30.3.23 (40MW)	28-04-2017	SMA Solar Technology AG
37	Guarantee Certificate	21-07-2017	Pragati Electricals Pvt ltd
38	Warranty Extension upto 30.7.23 (25MW)	06-03-2018	SMA Solar Technology AG
39	Warranty certificate for supply of truckers	19-02-2020	MSPL
40	Warranty Transfer Letter (25MW)	17-03-2021	SMA Solar Technology AG
41	Warranty Transfer Letter (Inverter Components)	07-04-2021	Danish Pvt Ltd
42	Warranty Transfer Letter (Inverter Components)	08-04-2021	CG Power & Industrial Solutions Ltd
43	Warranty Transfer Letter	08-04-2021	Canadian Solar International Ltd.
44	Site Registration Confirmation	09-04-2021	First Solar Global Customer Support Service
45	Declaration letter for Warranty Transfer	09-04-2021	Trina Solar Co. Ltd
46	Warranty Transfer Letter	20-04-2021	Hanwha Q cells
47	Warranty Transfer Letter	28-04-2021	First Solar FE Holdings pte. Ltd
48	Warranty Transfer Letter (40MW)	29-04-2021	SMA Solar Technology AG
49	Product warranty insurance	NA	PICC Property and Casulty Company limited
	Statutory Approvals		
50	Certifcate of Incorporation - Astra	14-10-2015	Ministry of Corporate Affairs
51	Allotment of Importer Exporter Code	11-01-2016	Ministry of Commerce and Industry
52	ASPL Shop & Establishment Certificate	18-01-2016	Brihanmumbai Municipal Corporation
53	Vat Provisional Certificate	26-10-2016	Gujarart Commercial Tax
54	CST Provisional Certificate	27-10-2016	Gujarat Commercial Tax
55	License to work a Factory	01-04-2017	Directorate Indsutrial Safety and Health
56	Provisional Certificate GST	26-06-2017	Government of India and Government of Gujarat
57	Provisional Certificate GST	28-06-2017	Government of India and Government of Maharashtra
58	Renewal of License	30-03-2021	Ministry of Commerce and Industry
59	Gujarat Fire Prevention and Life Safety Measures Rules Amendment	08-07-2021	Government of Gujarat
60	Fire Safety Certificate	15-07-2021	Regional Fire Officer
61	Stability certificate of Astara Solren	20-12-2022	JAS Associate
62	Allotment of Labour Certificate	09-01-2023	Employee Provident Fund
63	Astra Shop & Establishment License	16-01-2023	Brihanmumbai Municipal Corporation
64	Factory license of ASPL	19-01-2023	Directorate Indsutrial Safety and Health
65	Notice of Opening-Astra	02-03-2023	

Source: Investment Manager

Appendix 3.4 – ASPL: Summary of approvals and licences (3/3)

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Project Related		
66	Final Document on Revised Classificationof Industrial Sector under red,orange,green and white	12-04-2016	Gujarat Pollution Control Board
67	VGF Securitisation Agreement 40MW	04-08-2016	
68	VGF Securitisation Agreement 25MW	29-08-2016	
69	Consent to Establish and Consolidated Consent and Authorisation	20-09-2016	Regional Officer
70	Registration for setting up Solar Ground Mounted project	26-09-2016	Gujarat energy development agency
71	Labour license registration Certificate	15-10-2016	Assistant Labour Commsissioner, Palanpur
72	Labour License Renewal	10-11-2016	Assistant Labour Commsissioner, Palanpur
73	Acknowledgement Memorandum of Electrical power generation using solar energy of Manufacture	01-12-2016	Directorate Indsutrial Safety and Health
74	GETCO'S O&M Connection-Agreement of 25MW	28-02-2017	Gujarat Energy Transmission Corporation Ltd
75	GETCO'S O&M Connection-Agreement of 40 MW	28-02-2017	Gujarat Energy Transmission Corporation Ltd
76	Memorandum intimating commencement of commercial production of products	18-08-2017	Ministry of Commerce and Industry
77	Certificate of Stability	19-12-2017	Patel Enterprise
78	ASPL'S Factory Licence Registration Certificate	09-03-2018	Gujarat Energy Transmission Corporation Ltd
79	Discharge of Bank Guarantee	16-10-2018	Solar Energy Corporation of India
80	Licensce for doing the work of skilled manpower operation and maintenance of Solar Park House	22-06-2020	Solar Energy Corporation of India
81	The Contract Labour (Regulation And Abolition) (Gujarat Amendment) Ordinance, 2020	20-07-2020	Labour and Employment Department, GOG
82	Astra Solar Registration Certificate Andheri	07.02.2020	Brihanmumbai Municipal Corporation

Source: Investment Manager

Appendix 3.5 – NSPL: Summary of approvals and licences (1/2)

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Statutory Approvals		
1	Importer Exporter Code Certificate	24-06-2016	Ministry of Commerce & Industry
2	Certificate of withdrawal of ground water permission granted	06-07-2017	Government of Telegana - Groundwater Department
3	Department of Town and Country Planning (DTPC) approval certificate and technical clearance	22-02-2020	Government of Telegana
4	License to work as a factory II	29-01-2021	Government of Telegana
5	License to work as a factory I	29-01-2021	Government of Telegana
6	Renewal of license of Operation and Maintenance	12-10-2022	Government of Telegana
7	Implementation of the E.S.I Act, 1948 & Registration of the Factories and Establishments unde Sec 2(12) of the Act, as amended.	28-12-2022	Employees and state Insurance corporation (hyderabad)
8	Allotment of Code number under Employees Provident Fund and Miscellaneous Provisions Act,1952	28-12-2022	Employees Provident Fund-Body under the Ministry of Labour and Employment
9	Certificate of Registration of Contract Labour Act after amendment	10-04-2023	Government of Telegana
10	Labour license of erection and commissioning of solar power plant after amendment	24-05-2023	Government of Telegana
	Power Evacuation Related		
11	Sanction of estimates for Transmission line & Bay Extension works for executing 42MW Solar PP at 132 KV	22-04-2016	Transmission Corporation of Telangana Ltd
12	Approval of proposed route of 42MW Solar project	28-10-2016	Transmission Corporation of Telangana Ltd
13	Intimation to deposit Engineering charges and spare costs	06-12-2016	Transmission Corporation of Telangana Ltd
14	Submission of undertaking & Demand Draft for evacuation scheme approval & sanction of estimates for Transmission line & Bay extension for 42MW SPP	21-12-2016	
15	Approval of proposal for 132 KV line & bay extensions along with metering bay works at 220/132 KV	15-02-2017	Transmission Corporation of Telangana Ltd
16	Approval of Drawings and GTPs of 132kv and 33kv C&R panels and SAS	04-03-2017	Transmission Corporation of Telangana Ltd
17	Approval of profile along with tower schedule from Loc No. 1-11 including Gantries	07-03-2017	Transmission Corporation of Telangana Ltd
18	Approval of Drawings and GTPs of 132kV CVT's	16-03-2017	Transmission Corporation of Telangana Ltd
19	Approval of Drawings and GTPs of OPGW Cable and Hardware accessories	07-04-2017	Transmission Corporation of Telangana Ltd
20	Approval of data requirement sheets and specification of approach cable	08-05-2017	Transmission Corporation of Telangana Ltd
21	The GTPS & Drawings of 132kV Metering CTs received for erection of subject work approved with certain modification mentioned in the drawings.	10-05-2017	Transmission Corporation of Telangana Ltd
22	Calibration certificate Current transformer	06-06-2017	Ganga Calibration Services Private Limited
23	Calibration certificate Voltage transformer	06-06-2017	Ganga Calibration Services Private Limited
24	Approval of design under Section 54 of The Electricity Act and Central Electrical Authority Regulations	20-06-2017	Government of Telegana - Electrical Inspector
25	ABT meter Calibration certificate	24-06-2017	Ganga Calibration Services Private Limited
26	Statutory Approval Under Regulation 32 of CEA (Measures Relating to Safety and Electric Supply). Regulations 2010- 42MW AC PV Solar Power Plant	19-07-2017	Government of Telegana - Electrical Inspector
27	Approval of Electrical Installation and Energisation under Electricity Act and Central Electrical Authority Regulations	19-07-2017	Government of Telegana - Electrical Inspector
28	Power Quality test report of NSPL	18-03-2018	Yathva Energy Solution Pvt. Ltd.
29	Approval for energisation of proposed route	17-11-2018	Bharat Sanchar Nigam Limited

Source: Investment Manager

Appendix 3.5 – NSPL: Summary of approvals and licences (2/2)

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Project Related		
30	No objection letter for fire clearance	09-02-2016	Telengana state disaster response and fire services (Hyderabad)
31	Industrial Entrepreneur Memorandum I	02-09-2016	Government of India-Ministry of Commerce & Industry
32	Module supply framework agreement b/w First Solar FE Holdings PTE Ltd and SPD	13-02-2017	-
33	License of erection and commissioning of solar plant under Contract Labour Act	29-04-2017	Government of Telegana - Labour Department
34	Intimation regarding CTE 42MW solar PV power plant of NSPL	05-06-2017	Telegana state pollution control board
35	Payment receipt of drawings approval and industry department user charges	16-06-2017	Government of Telegana
36	Ground water approval	06-07-2017	Government of Telegana - Groundwater Department
37	Submission of Cess Demand Draft against BOCW Act, 1996	05-10-2017	Telangana Building & Other Construction Workers Welfare Board
38	COD declaration of 42MW solar PV power plant of NSPL	08-11-2017	Northern Power Distribution Company of Telangana Ltd, Transmission Corporation of Telangana Ltd
39	Industrial Entrepreneur Memorandum II	01-01-2018	Government of India-Ministry of Commerce & Industry
40	No objection letter for conversion to Non-Agricultural land	21-03-2018	Gram panchayat Jalalpuram
41	Renewal of License of erection and commissioning of solar plant of NSPL	16-04-2018	Government of Telegana - Labour Department
42	Renewal of License of erection and commissioning of solar plant of NSPL	21-05-2019	Government of Telegana - Labour Department
43	Certificate of registration of contract labour (max 150 labour)	30-07-2020	Government of Telegana - Labour Department
44	Approval of plan under Factories Act,1948 I	14-10-2020	Government of Telegana - Factories Department
45	Approval of plan under Factories Act,1948 II	20-10-2020	Government of Telegana - Factories Department
46	Payment of land development charges	18-05-2021	Government of Telegana
47	Registration of Borewell in NSPL, Waddekothapally	25-05-2021	Sarpanch, Gram Panchayat
	Commissioning related		
48	SLDC clearance for 42 MW of Solar project	21-09-2017	Transmission Corporation of Telangana Ltd
49	Synchronization to the grid of 33MW	13-10-2017	Northern Power Distribution Company of Telangana Ltd, Transmission Corporation of Telangana Ltd
50	Synchronization to the grid of 5MW	26-10-2017	Northern Power Distribution Company of Telangana Ltd, Transmission Corporation of Telangana Ltd
51	Synchronization to the grid of 4MW	06-11-2017	Northern Power Distribution Company of Telangana Ltd, Transmission Corporation of Telangana Ltd
52	Commercial Operation Date for NSPL	14-12-2017	Northern Power Distribution Company of Telangana Ltd.

Source: Investment Manager

Appendix 3.6 – BREPL: Summary of approvals and licences (1/1)

Sr. No.	Approvals	Date of Issue	Issuing Authority
	Commissioning Related		
1	Safety Clearance Certificate	09-12-2015	Government of Andra Pradesh-Chief Electrical Inspector
2	Solar Commissioning Certificate	09-12-2015	Government of Andra Pradesh-Chief Electrical Inspector
3	Synchronization of Solar power plant to the grid	26-12-2015	Southern Power Distribution Company of A.P Limited
4	Handing over of the plant and commencement of O&M	21-04-2016	Mahindra Susten Private Limited
5	SPV permitted to declare COD	27-04-2016	Southern Power Distribution Company of A.P Limited
6	Handing over of the project	03-10-2016	Brightsolar Renewable Energy Private Limited
7	Work Completion Certificate	04-12-2015	Tranmission Corporation of Andra Pradesh Limited
	Power Evacuation Related		
8	Consent to erect DCOH Line to evacuate power	07-10-2015	Southern Power Distribution Company of A.P Limited
9	Sanction for erection tranmission line	19-10-2015	Southern Power Distribution Company of A.P Limited
10	Approval to power evacuation drawings	04-09-2015	Transmission corporation of Andhra Pradesh Ltd
11	Approval of erection of bay extension	08-09-2015	Transmission corporation of Andhra Pradesh Ltd
12	Approval by CEA for installation of Voltage Equipment	09-12-2015	Government of Andra Pradesh- Electrical Inspectorate
13	Estimate for evacuation of power	15-12-2015	Southern Power Distribution Company of A.P Limited
14	Synchronization of Solar power plant with the grid	26-12-2015	Southern Power Distribution Company of A.P Limited
15	Request for issuance of COD	31-03-2016	Brightsolar Renewable Energy Private Limited
16	Implementation of SCADA	16-04-2016	Andra Pradesh Power Coordination Committee
17	Provision opf H.T Metering arrangements at site	06-09-2016	Southern Power Distribution Company of A.P Limited
	Project Related Approvals		
18	Registration as per Andhra Pradesh Solar Power Policy-2015	26-10-2015	New & Renewable Energy Development Corporation of Andhra Pradesh Ltd
19	Approval to Factory Plans	26-11-2015	Government of Andhra Pradesh- Factory Department
20	Approval of GramPanchayat	08-12-2015	Basavanapalli Gram Panchayat
21	License to work a factory	19-12-2015	Office of Inspector of Factories
22	Return of Performance Bank Guarantee	20-06-2016	Southern Power Distribution Company of A.P Limited
23	Return of Additional Bank Guarantee	29-06-2017	Southern Power Distribution Company of A.P Limited
24	NOC request to enter into Share Purchase Agreement	22-07-2021	Brightsolar Renewable Energy Private Limited
25	Approval to enter into Share Purchase Agreement	27-07-2021	Kotak Infrastructure Debt Fund Ltd
26	Submission of annual fee for renewal of Factory License	12-12-2022	Brightsolar Renewable Energy Private Limited
	Warranty Related		
27	Assignment of warranty by MSPL to BREPL	09-04-2021	TrinaSolar
	Statutory Approvals		
28	Certificate of Importer-Exporter Code	29-01-2015	Government of India(Ministry of Commerce and Industry)
29	Allotment of Importer-Exporter Code Number letter	23-07-2015	Government of India(Ministry of Commerce and Industry)
30	Certificate of Registration of Establishment	21-09-2015	Government of Andhra Pradesh Labour Department
31	Industrial Entrepreneurs Memorandum Section	02-09-2016	Government of India
32	Memorandum Intimating Commencement of Commercial Production	23-09-2016	Ministry of Commerce and Industry
33	Factory License Renewal	02-12-2021	Government of Andhra Pradesh Factory Department
34	Certificate of Registration of Establishment Form C	30-03-2023	Government of Andhra Pradesh Labour Department
35	Allotment of Code Number under Employees Provident Fund	02-06-2023	Employees Provident Fund

Source: Investment Manager

Appendix 4 – Summary of Ongoing Litigations (1/3)

Sr. No	SPV	Initiated by	Against	Pending Before	Details of the case
1	MRPL	MRPL	Central Electricity Regulatory Commission & others	Appellate Tribunal for Electricity, New Delhi.	**Background of the case:** CERC through its Order directed MRPL, along with other solar power developers, to execute fresh power purchase agreement for the purpose of **(i)** drawing power either from the distribution licensee of the relevant state or with any other entity through an open access or; **(ii)** for procuring power during the non-generation hours or during the shutdown period. In the current appeal, MRPL had sought appropriate order/direction to set aside the observations made by the CERC in the impugned Order. The appeal has been filed by MRPL before the Tribunal under section 111(1) and section 111(2), read with section 120 of the Electricity Act, 2003, in order to challenge the legality, propriety and correctness of the order dated April 25, 2022 ("Order") passed by the CERC. **Current Status:** An order was pronounced in favor of Mahindra on April 8, 2024, with no financial claim raised by MPPMCL. APTEL has set aside the previous order and granted relief to Mahindra.
2	MRPL	MRPL	Labour Officer, Labour Department	Madhya Pradesh High Court	**Background of the case:** Labour department raised demand of BOCW cess at the rate of 1% (one percent) on total contract price on INR 12,44,00,00,000 (Indian Rupees One Thousand Two Hundred Forty Four Crores), instead on only construction cost, BOCW on which at the rate of 1% (one percent) amounts to INR 34,95,328 (Indian Rupees Thirty Four Lakhs Ninety Five Thousand Three Hundred Twenty Eight). MRPL made appeal to the Appellate Authority (resting with Additional Labour Commissioner), by paying fees at the rate of 1% (one percent) of total demand i.e. INR 12,44,000 (Indian Rupees Twelve Lakhs Forty Four Thousand). Appellate Authority asked to pay 25% (twenty five percent) of total demand as a pre-deposit for accepting the Appeal. MRPL, subsequently filed Writ Petition before the Madhya Pradesh High Court asking for relief on two fronts: (1) Waiver as to pre-deposit at the rate of 25% (twenty five percent) of total demand. (2) Consider BOCW cess at the rate of 1% (one percent) on construction cost. **Current Status:** The matter is currently pending.
3	MRPL	Gajara Kanwar	MRPL	Rajasthan High Court	**Background of the case:** Title related dispute – Claiming ownership based on a mutation record of 1970. Earlier petitions of the petitioner in SDM Bap, RAA Jodhpur and Revenue Board, Ajmer courts were rejected. Subsequently petitioner approached the Rajasthan High Court for similar matter, which was listed before Hon'ble Rajasthan High Court Jodhpur on 05.12.2022 and the Hon'ble court was pleased to dismiss the said writ petition vide order dated 05.12.2022. Hon'ble High Court has further directed the Trial Court i.e SDM, Baap to decide the suit. within six months. **Current Status:** The matter is yet to be listed before SDM, BAAP. The appeal pending before RAA, Jodhpur was dismissed on 24th May, 2023.

Source: Investment Manager

Appendix 4 – Summary of Ongoing Litigations (2/3)

Sr. No	SPV	Initiated by	Against	Pending Before	Details of the case
4	MSUPL	MSUPL	Solar Energy Corporation of India Ltd. (SECI)	Central Electricity Regulatory Commission	**Background of the case:** The petition has been filed before CERC under section 79(1)(b) read with section 79(1)(f) of the Electricity Act, 2003, in relation to the power purchase agreement dated May 31, 2020 entered into between MSUPL and SECI. MSUPL had sought an order from CERC which **(i)** approves the occurrence of a 'change in law' event; and (ii) provides relief to compensate for the increase in capital cost due to promulgation of notification no. 08/2021 – integrated tax (rate) dated September 30, 2021 issued by the Ministry of Finance due to which the rate of GST applicable on solar power-based devices was increased. **Current Status:** The matter is currently pending.
5	MSUPL	Bhanwar Singh	Gulab Chand and Others including MSUPL	Adj Court - Bikaner.	**Background of the case:** Title related dispute - Petitioner has claimed (a) to have executed an unregistered agreement to sale in January 2016 with previous landowners; and (b) paid an advance amount of INR 40,00,000 (Indian Rupees Forty Lakhs) for purchase of land parcels within 60 (sixty) days of such agreement. Petitioner has now filed petition with ADJ Court, Bikaner requesting to cancel the sale deeds executed by previous landowners. **Current Status:** MSUPL has filed its reply and an application under Order 7 Rule 11 CPC (for rejection of the plaint). The plaintiff has filed its reply to the Order 7 Rule 11 application filed by us. The next date of hearing is 5th September 2023.
6	NSPL	NSPL	Telangana State Northern Power Distribution Company Limited (TSNPDCL) & another	Telangana State Electricity Regulatory Commission	**Background of the case:** Petition filed before TSERC seeking payment of outstanding dues by Northern Power Distribution Company of Telangana Limited in terms of the invoices raised by NSPL along with the late payment surcharge and directions to open of letter of credit. **Current Status:** A caveat has been filed before the Appellate Tribunal for Electricity (APTEL) and the Telangana High Court.The LPSC reply letter concerning Telangana DISCOMs has been circulated.

Source: Investment Manager

Appendix 4 – Summary of Ongoing Litigations (3/3)

Sr. No	SPV	Initiated by	Against	Pending Before	Details of the case
7	BREPL	BREPL	Telangana State Southern Power Distribution Company Limited (TSSPDCL)	Andhra Pradesh Electricity Regulatory Commission	**Background of the case:** Petition filed before APERC seeking issuance of appropriate order(s)/ directions to Southern Power Distribution Company of Andhra Pradesh Limited ("APSPDCL") for (a) payment of outstanding dues in terms of the invoices raised by BREPL; (b) late payment surcharge; (c) opening of Letter of Credit; (d) payment for generation loss due to curtailment of power; and (e) challenging APSPDCL's letter for installation of excess PV modules than installed capacity as per PPA. **Current Status:** A final order was issued by APERC on February 1, 2023, which has not been followed by the DISCOMs.Legal action has been recommended to the HSA to address the non-compliance.
8	MRPL	CSPDCL	MRPL	Appellate Tribunal for Electricity, New Delhi.	**Background of the case:** CERC's order dated October 16, 2023 is contested by CSPDCL. It challenges the allowance of MRPL's Change in Law claim due to the imposition of SGD I and SGD II, including carrying costs up to COD. **Current Status:** CSPDCL's IA seeking stay on the Impugned Order dismissed by APTEL.

Source: Investment Manager

Appendix 5 – Summary of Tax Notices

Direct Tax

Sr. No.	SPV Name	Statue	Assessment Year	Authority	Order Date	Amount involved (INR Mn)	Remarks
1	MRPL	Income Tax	2014-15	Asst. Commissioner of Income Tax	31-03-2022	NA	Disallowances of Interest expenses resulting in Disallowance of INR 20,16,740
2	MRPL	Income Tax	2015-16	Asst. Commissioner of Income Tax	28-12-2018	38.69	Incorrect computation of Capital Gains for BREPL and disallowance u/s 14A
3	NSPL	Income Tax	2015-16	Asst. Commissioner of Income Tax	13-12-2018	0.03	Disallowance of Expenses

Source: Investment Manager

<<End of Report>>

SECRETARIAL AUDIT REPORT

KDA & ASSOCIATES
(Formerly Known as KDT & Associates)
COMPANY SECRETARIES
Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.
Email id: team@cskda.com . **Mobile No:** 9820636169

SECRETARIAL COMPLIANCE REPORT

OF

SUSTAINABLE ENERGY INFRA TRUST

FOR THE YEAR ENDED MARCH 31, 2024

[Pursuant to Chapter 19 of Master Circular for Infrastructure Investment Trusts (InvITs) dated July 06, 2023, issued by the Securities and Exchange Board of India]

We have examined:

(a) all the documents and records made available to us and explanation provided by Sustainable Energy Infra Investment Managers Private Limited ("the Investment Manager"),

(b) the filings/submission made by the Investment Manager to the stock exchanges,

(c) website of Sustainable Energy Infra Trust, (''the InvIT")

(d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of:

i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder and regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014;

(b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(c) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021**; - Not Applicable**

(d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/guidelines issued thereunder;

Based on the above examination, we hereby report that, during the Review Period:

(a) The investment manager of InvIT has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr No.	Compliance Requirement (Regulation/ Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	NIL		

(b) The investment manager of the InvIT has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the InvIT, parties to the InvIT, its promoters, directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder:

Sr No.	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letters, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any
1.	NIL			

(d) The investment manager of the InvIT has taken following actions to comply with the observations made in previous reports:

Sr No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2023	Actions taken by the Investment Manager, if any	Comments of the Practicing Company Secretary on the action taken by the InvIT
1.	NA			

For KDA & Associates
Practicing Company Secretaries

KAUSHAL MADHUSUDAN DALAL

Digitally signed by KAUSHAL MADHUSUDAN DALAL
DN: cn=N, o=PERSONAL, pseudonym=ceafac36766b4dd1b97808068cc5306c, 2.5.4.20=0244e9de437cb8e4034c938ff858578728 3d3c20763e9aef789e6770c31a14de, postalCode=400052, st=Maharashtra, serialNumber=1805a607b77551207b0797cf73a575f22003fc587f6a5c47af37123f7eb0e4, cn=KAUSHAL MADHUSUDAN DALAL
Date: 2024.05.24 16:44:40 +05'30'

Kaushal Dalal
Partner
CoP No.: 7512
Membership No.: FCS – 7141
Peer Review Certificate No.: 2154/2022
UDIN: F007141F000442444

Date: May 24, 2024

Place: Mumbai

CORPORATE GOVERNANCE REPORT

ANNEXURE A-

Corporate Governance Report as at December 31, 2023

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the director	PAN and DIN	Category (chairperson/ executive/ non-executive/ independent/ nominee)	Initial date of appointment	Date of re-appointment	Date of cessation	Tenure (In month)[1]	Date of Birth	No. of directorships in all Managers/ Investment Managers of REIT/ InvIT and listed entities, including this Investment Manager	No of Independent directorships in all Managers/ Investment Managers of REIT/ InvIT and listed entities, including this Investment Manager	Number of memberships in Audit/ Stakeholder Committee(s) in all Managers/ Investment Managers of REIT/ InvIT and listed entities, including this Investment Manager	Number of posts of Chairperson in Audit/ Stakeholder Committee(s) in all Managers/ Investment managers of REIT/ InvIT and listed entities, including this Investment Manager
Mr.	Debapratim Hajara	DIN: 09804007	Non-Executive Director	26-04-2023	-	-	-	09-03-1984	2	0	3	0
Mr.	Bruce Ross Crane	DIN: 08403603	Non-Executive Director	26-04-2023	-	-	-	17-01-1973	1	0	0	0
Mr.	Puneet Renjhen	DIN: 09498488	Non-Executive Director	26-04-2023	-	-	-	27-03-1978	2	0	2	0
Mr.	Sadashiv Srinivas Rao	DIN: 01245772	Independent Director	02-08-2023	-	-	4.30	17-06-1960	3	3	3	3
Ms.	Priya Subbaraman	DIN: 01620890	Independent Director	02-08-2023	-	-	4.30	06-10-1969	1	1	1	1
Mr.	Sumit Dayal	DIN: 10248835	Independent Director	02-08-2023	-	-	4.30	11-04-1964	1	1	2	0
Whether regular chairperson appointed – No												
Whether Chairperson is related to managing director or CEO – No												

[1] To be filled only for independent director

II. Composition of committees					
Name of the committee	**Whether regular chairperson appointed**	**Name of committee members**	**Category (chairperson/ executive/ non-executive/ independent/ nominee)**	**Date of Appointment**	**Date of Cessation**
Nomination and Remuneration Committee	Yes	Mr. Sumit Dayal	Chairman, Independent Director	25-09-2023	NA
		Ms. Priya Subbaraman	Member, Independent Director	25-09-2023	NA
		Mr. Sadashiv Srinivas Rao	Member, Independent Director	25-09-2023	NA
Audit Committee	Yes	Mr. Sadashiv Srinivas Rao	Chairman, Independent Director	25-09-2023	NA
		Mr. Sumit Dayal	Member, Independent Director	25-09-2023	NA
		Mr. Debapratim Hajara	Member, Non-executive Director	25-09-2023	NA
Risk management Committee	Yes	Mr. Sadashiv Srinivas Rao	Chairman, Independent Director	25-09-2023	NA
		Ms. Priya Subbaraman	Member, Independent Director	25-09-2023	NA
		Mr. Debapratim Hajara	Member, Non-executive Director	25-09-2023	NA
Stakeholders Relationship Committee	Yes	Ms. Priya Subbaraman	Chairman, Independent Director	25-09-2023	NA
		Mr. Sumit Dayal	Member, Independent Director	25-09-2023	NA
		Mr. Puneet Renjhen	Member, Non-executive Director	25-09-2023	NA
Investment Committee	Yes	Mr. Bruce Crane	Member, Non-executive Director	25-09-2023	NA
		Mr. Puneet Renjhen	Member, Non-executive Director	25-09-2023	NA
		Mr. Debapratim Hajara	Member, Non-executive Director	25-09-2023	NA
InvIT Committee	Yes	Mr. Puneet Renjhen	Member, Non-executive Director	25-09-2023	NA
		Mr. Debapratim Hajara	Member, Non-executive Director	25-09-2023	NA

III. Meetings of Board of Directors					
Date(s) of meeting (if any) in the previous quarter	**Date(s) of meeting (if any) in the relevant Quarter**	**Whether requirement of quorum met (details)**	**Number of directors present***	**Number of independent directors present**	**Maximum gap between any two consecutive Meetings (in no. of days)**
26.07.2023		Yes	3	NA	63
02.08.2023		Yes	3	NA	7
25.09.2023		Yes	6	3	54
	17.11.2023	Yes	5	3	53
	12.12.2023	Yes	5	3	25

IV. Meeting of committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met* (details)	Number of directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in no. of days*
Audit Committee					
17-11-2023	Yes	3	2	NA	NA
12-12-2023	Yes	3	2	NA	25
Nomination and Remuneration Committee					
17-11-2023	Yes	3	3	NA	NA
Stakeholders relationship committee	NA				
Risk management committee	NA				
*Mandatory for audit committee					

VI. Affirmations
1. The composition of the Board of Directors is in terms of the SEBI InvIT Regulations- ***Yes. The board was duly constituted w.e.f from 02-08-2023.***
2. The composition, role and terms of reference of the following committees is in terms of the SEBI Listing Regulations, as incorporated in the SEBI InvIT Regulations: - ***Yes***
a. Audit Committee
b. Nomination and remuneration committee
c. Stakeholder's relationship committee
d. Risk management committee
3. The committee members have been made aware of their powers, role and responsibilities as specified under the SEBI Listing Regulations, as incorporated in the SEBI InvIT Regulations- ***Yes***
4. The meetings of the Board and the above committees have been conducted in the manner as specified in the SEBI Listing Regulations, as incorporated in the SEBI InvIT Regulations- For Board meetings- ***Yes***
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Not Applicable**

For Sustainable Energy Infra Trust

(Acting through its Investment Manager- Sustainable Energy Infra Investment Managers Private Limited)

DEVJEET GHOSH
Digitally signed by DEVJEET GHOSH
Date: 2024.01.19 19:07:55 +05'30'

Devjeet Ghosh

Compliance Officer

Annexure I

Corporate Governance Report for quarter ended March 31, 2024

Name of the InvIT: Sustainable Energy Infra Trust

Name of the Investment Manager: Sustainable Energy Infra Investment Managers Private Limited

Quarter Ending: March 31, 2024

I. Composition of Board of Directors												
Title (Mr./ Ms.)	**Name of the director**	**PAN and DIN**	**Category (chairperson/ executive/ non-executive/ independent/ nominee)**	**Initial date of appointment** (DD-MM-YYYY)	**Date of re-appointment** (DD-MM-YYYY)	**Date of cessation** (DD-MM-YYYY)	**Tenure (In month)**[1]	**Date of Birth** (DD-MM-YYYY)	**No. of directorships in all Managers/ Investment Managers of REIT/ InvIT and listed entities, including this Investment Manager**	**No of Independent directorships in all Managers/ Investment Managers of REIT/ InvIT and listed entities, including this Investment Manager**	**Number of memberships in Audit/ Stakeholder committee(s) in all Managers/ Investment Managers of REIT/ InvIT and listed entities, including this Investment Manager**	**Number of posts of Chairperson in Audit/ Stakeholder Committee(s) in all Managers/ Investment managers of REIT/ InvIT and listed entities, including this Investment Manager**
Mr.	Debapratim Hajara	09804007	Non-Executive Director	26-04-2023	-	-	-	09-03-1984	2	0	3	0

[1] To be filled only for independent director

Mr.	Bruce Ross Crane	08403603	Non-Executive Director	26-04-2023	-	16-04-2024	-	17-01-1973	1	0	0	0
Mr.	Puneet Renjhen	09498488	Non-Executive Director	26-04-2023	-	-	-	27-03-1978	2	0	2	0
Mr.	Sadashiv Srinivas Rao	01245772	Independent Director	02-08-2023	-	-	7	17-06-1960	3	3	3	3
Ms.	Priya Subbaraman	01620890	Independent Director	02-08-2023	-	-	7	06-10-1969	1	1	1	1
Mr.	Sumit Dayal	10248835	Independent Director	02-08-2023	-	-	7	11-04-1964	1	1	2	0
Whether regular chairperson appointed – No												
Whether Chairperson is related to managing director or CEO – No												

II. Composition of Committees					
Name of the Committee	**Whether Regular Chairperson appointed**	**Name of Committee Members**	**Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)**	**Date of Appointment** (DD-MM-YYYY)	**Date of Cessation**
Audit Committee	Yes	Mr. Sadashiv Srinivas Rao	Chairman, Independent Director	25-09-2023	NA
		Mr. Sumit Dayal	Member, Independent Director	25-09-2023	NA
		Mr. Debapratim Hajara	Member, Non-Executive / Non-Independent Director	25-09-2023	NA
Nomination and Remuneration Committee	Yes	Mr. Sumit Dayal	Chairman, Independent Director	25-09-2023	NA
		Ms. Priya Subbaraman	Member, Independent Director	25-09-2023	NA
		Mr. Sadashiv Srinivas Rao	Member, Independent Director	25-09-2023	NA
Risk Management Committee	Yes	Mr. Sadashiv Srinivas Rao	Chairman, Independent Director	25-09-2023	NA
		Ms. Priya Subbaraman	Member, Independent Director	25-09-2023	NA
		Mr. Debapratim Hajara	Member, Non-Executive Director / Non- Independent Director	25-09-2023	NA
Stakeholders Relationship Committee	Yes	Ms. Priya Subbaraman	Chairman, Independent Director	25-09-2023	NA
		Mr. Sumit Dayal	Member, Independent Director	25-09-2023	NA
		Mr. Puneet Renjhen	Member, Non-Executive / Non- Independent Director	25-09-2023	NA

III. Meetings of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	**Date(s) of Meeting (if any) in the relevant Quarter**	**Whether requirement of quorum met (details)**	**Number of Directors present***	**Number of Independent Directors present**	**Maximum gap between any two consecutive Meetings (in no. of days)****
17-11-2023	-	-	-		-
12-12-2023	-	-	-		25
-	30-01-2024	Yes	5	3	49

IV. Meeting of Committees					
Date(s) of meeting of the Committee in the relevant quarter	**Whether requirement of quorum met* (details)**	**Number of Directors present***	**Number of Independent Directors present***	**Date(s) of Meeting of the committee in the previous quarter**	**Maximum gap between any two consecutive meetings in no. of days****
Audit Committee					
-	Yes	3		17-11-2023	-
-	Yes	3		12-12-2023	25
30-01-2024	Yes	3	2	-	49
Nomination and Remuneration Committee					
-	Yes	3	-	17-11-2023	-
Stakeholders' Relationship Committee					
26-03-2024	Yes	3	2	-	NA since this was the first meeting of the Committee for FY 2023-24

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met* (details)	Number of Directors present*	Number of Independent Directors present*	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in no. of days**
Risk Management Committee					
28-03-2024	Yes	3	2	-	NA since this was the first meeting of the Committee for FY 2023-24
* to be filled in only for the current quarter meetings. **This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.					

VI. Affirmations	
1.	The composition of the Board of Directors is in terms of the SEBI InvIT Regulations.
2.	The composition, role and terms of reference of the following committees is in terms of the SEBI Listing Regulations, as incorporated in the SEBI InvIT Regulations a. Audit Committee b. Nomination and remuneration Committee c. Stakeholder's Relationship Committee d. Risk management Committee.
3.	The Committee members have been made aware of their powers, role and responsibilities as specified under the SEBI Listing Regulations, as incorporated in the SEBI InvIT Regulations, 2014.
4.	The meetings of the Board and the above Committees have been conducted in the manner as specified in the SEBI Listing Regulations, as incorporated in the SEBI InvIT Regulations, 2014.
5.	This report and/or the report submitted in the previous quarter have been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **No such comments/observations/advice given by the Board**.

For Sustainable Energy Infra Trust
(Acting through its Investment Manager- Sustainable Energy Infra Investment Managers Private Limited)

DEVJEET GHOSH Digitally signed by DEVJEET GHOSH Date: 2024.04.19 17:19:30 +05'30'

Devjeet Ghosh

Compliance Officer

ANNEXURE II

Corporate Governance Report for year ended March 31, 2024

I. Disclosure on website of InvIT in terms of SEBI Circular No. CIR/IMD/DF/127/2016 dated November 29, 2016		
Item	**Compliance status (Yes/No/NA)** Refer note below	**If Yes provide link to website. If No / NA provide reasons**
a) Details of business	Yes	https://www.seit.co.in/about-us.php
b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	NA	The Trust has issued and allotted its units by way of initial allotment through private placement on January 09, 2024 and January 10, 2024 and has received listing and trading approval from the stock exchanges i.e., NSE on January 15, 2024. This being the first financial year the Trust is in the process of concluding the Audit and shall update once the financials are approved by the Board of Directors.
c) Contact information of the designated officials of the companywho are responsible for assisting and handling investor grievances	Yes	https://www.seit.co.in/contact-us.php
d) Email ID for grievance redressal and other relevant details	Yes	https://www.seit.co.in/contact-us.php
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units	Yes	https://www.seit.co.in/announcement.php
f) All information and reports including compliance reports filed by InvIT with respect to units	Yes	https://www.seit.co.in/announcement.php
g) All intimations and announcements made by InvIT to the stock exchanges	Yes	https://www.seit.co.in/announcement.php
h) All complaints including SCORES complaints received by the InvIT	NA	There are no complaints received by the Trust yet.
i) Any other information which may be relevant for the investors	Yes	https://www.seit.co.in/investors.php https://www.seit.co.in/board-of-committee.php
It is certified that these contents on the website of the InvIT are correct.		

II Annual Affirmations		
Particulars	**Regulation Number**	**Compliance status (Yes/No/NA)** refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	2(1)(saa)	Yes
Board composition	4(2)(e)(v), 26G, 26H(1)	Yes
Meeting of Board Of Directors	26G	Yes
Quorum of board meeting	26H(2)	Yes
Review of Compliance Reports	26H(3)	Yes
Plans for orderly succession for Appointments	26G	Yes
Code of Conduct	26G	Yes
Minimum Information	26H(4)	Yes
Compliance Certificate	26H(5)	It is understood that the Compliance Certificate is to be given on the basis of financial statements and the cash flow statement for the year. Accordingly, the Trust will take the Compliance Certificate along with the Annual Financial Statements of the Trust.
Risk Assessment & Management	26G	Yes
Performance Evaluation of Independent Directors	26G	Yes
Recommendation of Board	26H(6)	Yes
Composition of Audit Committee	26G	Yes
Meeting of Audit Committee	26G	The Trust received approval for listing and trading from the Stock Exchange i.e., NSE on January 15, 2024. Further, the Audit Committee was constituted on September 25, 2023. Accordingly, the Investment Manager has strived to convene the meetings of the Audit Committee on proportionate basis for the Financial Year ended March 31, 2024.
Composition of Nomination & Remuneration Committee	26G	Yes
Quorum of Nomination and Remuneration Committee meeting	26G	Yes
Meeting of Nomination & Remuneration Committee	26G	Yes
Composition of Stakeholder Relationship Committee	26G	Yes
Meeting of Stakeholder Relationship Committee	26G	Yes
Composition and role of Risk Management Committee	26G	Yes
Meeting of Risk Management Committee	26G	Yes
Vigil Mechanism	26I	Yes
Approval for related party Transactions	19(3), 22(4)(a)	NA
Disclosure of related party transactions	19(2)	The Trust has received listing and trading approval from the stock exchanges i.e., NSE on January 15, 2024. Accordingly, the Trust will submit the related party transactions along with the Annual Audited Financial Results for the Financial Year ended March 31, 2024 within the timeline prescribed under the regulations.

Annual Secretarial Compliance Report	26J	The Trust has received listing and trading approval from the stock exchanges i.e., NSE on January 15, 2024. Accordingly, the Trust will submit the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024 within the timeline prescribed under the regulations.
Alternate Director to Independent Director	26G	The Investment Manager has not appointed any alternate director to the Independent Director.
Maximum Tenure of Independent Director	26G	Yes
Meeting of Independent Directors	26G	Yes
Familiarization of Independent Directors	26G	Yes
Declaration from Independent Director	26G	Yes
Directors and Officers insurance	26G	Yes
Memberships in Committees	26G	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26G	Yes
Policy with respect to Obligations of directors and senior management	26G	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of InvIT Regulations, "Yes" maybe indicated. Similarly, in case the InvIT has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the investment manager would like to provide any other information the same may be indicated here.

For Sustainable Energy Infra Trust

(Acting through its Investment Manager- Sustainable Energy Infra Investment Managers Private Limited)

DEVJEET GHOSH Digitally signed by DEVJEET GHOSH Date: 2024.04.19 17:19:54 +05'30'

Devjeet Ghosh

Compliance Officer

Annexure III

PART C

Broad heading	Regulation Number	Compliance status (Yes/No /NA) refer note below
Copy of annual report of the InvIT including balance sheet, profit and loss account, governance report, secretarial compliance report displayed on Website	26J, 26K and Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024	NA* *The Annual Report of the InvIT including the balance sheet, profit and loss account, governance report and secretarial compliance report for the period ended March 31, 2024, will be displayed on the website upon dispatch of the same to the Unitholders within the prescribed timelines.*
Presence of Chairperson of Audit Committee at the Annual Meeting of Unitholders	26G	NA* *The Chairperson of Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee may be present in the first annual meeting of the Unitholders for the period ended March 31, 2024, to be convened within the prescribed timelines. (The Investment Manager will strive to ensure the presence of the abovementioned Chairpersons in the First Annual Meeting)*
Presence of Chairperson of the nomination and remuneration committee at the Annual Meeting of Unitholders	26G	
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual Meeting of Unitholders	26G	
Whether "Governance Report" and "Secretarial Compliance Report" disclosed in Annual Report of the InvIT	26J and 26K	NA* *The Annual Report for the period ended March 31, 2024, will include the "Governance Report" and "Secretarial Compliance Report".*

Note:

1. InvIT/Trust refers to Sustainable Energy Infra Trust acting through its Investment Manager, Sustainable Energy Infra Investment Managers Private Limited.
2. If status is "No" details of non-compliance may be given here.
3. If the investment manager would like to provide any other information the same may be indicated here:

** The Trust issued and allotted its units by way of initial allotment through private placement on January 09, 2024, and January 10, 2024 and received listing and trading approval from the National Stock Exchange of India Limited on January 15, 2024. We undertake to comply with the applicable regulations in accordance with the provisions of SEBI (Infrastructure Investment Trusts) Regulations, 2014 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) within the prescribed timelines.*

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

DEVJEET GHOSH
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Date: 2024.06.24 17:23:44 +05'30'

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Devjeet Ghosh
Compliance Officer