



ANZEN INDIA ENERGY YIELD PLUS TRUST

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

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

Compliance Officer: Ms. Jalpa Parekh; **Email:** InvITinvestorgrievances@eaaa.in
Website : www.anzenenergy.in

POSTAL BALLOT NOTICE

NOTICE of Postal Ballot is hereby given that pursuant to Regulation 22(2) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended till date and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("**InvIT Regulations**"), and pursuant to other applicable laws and regulations, if any, as may be applicable in this regard, the resolutions as set out in this Postal Ballot Notice are proposed to be passed by the unitholders (the "**Unitholders**") of Anzen India Energy Yield Plus Trust ("**Anzen**") by way of Postal Ballot through remote e-voting process.

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

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

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

Only those unitholders who are identified as on the closure of business hours of Friday, December 13, 2024 shall be eligible to vote. The remote e-voting period will commence at 09.00 am (IST) on Saturday, December 21, 2024 and ends at 05.00 pm on Friday, January 17, 2025. The

Unitholder must vote only through electronic mode as per the instructions for e-voting provided in this Postal Ballot Notice.

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

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

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

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Unitholders by means of Postal Ballot i.e. January 17, 2025.

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

1. ITEM No. 1: TO GRANT OMNIBUS APPROVAL FOR CAPITAL RAISING

To consider and if thought fit, to pass the following resolution by way of simple majority (i.e. where the votes cast in favour of the resolution that are more than fifty percent of the votes cast for the resolution) in terms of Regulation 22 of the InvIT Regulations:

“RESOLVED THAT subject to such approvals, permissions, consents and sanctions of the concerned statutory, regulatory and governmental authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions, consents and sanctions which may be agreed to by the board of directors of EAAA Real Assets Managers Limited (*formerly known as Edelweiss Real Assets Managers Limited*) (Investment Manager of Anzen India Energy Yield Plus Trust) (hereinafter referred to as the **“Board”** which term shall include any duly authorised committee or person), and subject to the applicable provisions of any laws, regulations, policies and guidelines in India or outside India, including, without limitation, the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (the **“InvIT Regulations”**), the circular issued by the Securities and Exchange Board of India (**“SEBI”**) bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, as amended from time to time (**“Master Circular”**), Foreign Exchange Management Act, 1999, including the rules made thereunder and other applicable regulations and guidelines issued by SEBI, RBI or such other statutory, regulatory and governmental authorities and in accordance with the Trust Deed dated February 27, 2024, as amended and restated, of Anzen (such trust deed, **“Trust Deed”**), the consent, authority and approval of the unitholders of Anzen be and is hereby granted to raise further unit capital upto Rs. 14,000 million (Rupees Fourteen Thousand Million Only) by way of institutional placement, or preferential issue, or rights issue (including under the fast track route, subject to meeting the criteria under the Master Circular), on such terms and conditions, as agreed to by the Investment Manager in consultation with Axis Trustee Services Limited and at such price and discount as determined by the Investment Manager, as permitted under the InvIT Regulations, in accordance with the SEBI Circulars or other provisions of law as may be prevailing at that time, to such categories of investors, whether or not existing unitholders, in accordance with the InvIT Regulations or other provisions of law as may be prevailing at the time of issuance.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issuance, as specified above and shall also be entitled to vary, modify or alter any of the terms and conditions, including the size of the issuance and the discount to be offered on the price of the units, as it may deem expedient, subject to applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to offer, issue and allot any and all of the units, as applicable, and as specified above, subject to the InvIT Regulations, as applicable.

RESOLVED FURTHER THAT the units to be issued and allotted shall be subject to the provisions of the Trust Deed and the InvIT Regulations, as applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / Chief Financial Officer, for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto,

and to execute all deeds, applications, documents and writings that may be required, on behalf of Anzen and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution including appointment of intermediaries and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the units.”

2. APPROVAL FOR ACQUISITION OF RENEW SUN WAVES PRIVATE LIMITED

To consider and if thought fit, to pass the following resolution by way of simple majority (i.e. where the votes cast in favour of the resolution that are more than fifty percent of the votes cast for the resolution) in terms of Regulation 22 of the InvIT Regulations:

“RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, and the notifications, circulars and guidelines issued thereunder (**“InvIT Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**the “SEBI LODR”**) and all other applicable laws, including any statutory modifications or amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any regulatory, statutory or governmental authority in India from time to time (to the extent applicable), the requisite approvals (if any) of Securities and Exchange Board of India, the stock exchanges, any relevant governmental, statutory or regulatory authorities or third party approvals, if any, and subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, the approval of the unitholders of Anzen India Energy Yield Plus Trust (**“Anzen”**), be and is hereby granted to Anzen or any entity controlled by the Trust acting through its Trustee, Axis Trustee Services Limited (**the “Trustee”**) and/ or its Investment Manager, EAAA Real Assets Managers Limited (*formerly known as Edelweiss Real Assets Managers Limited*) (**the “Investment Manager”**) to (a) acquire, in one or more tranches, upto 100% (one hundred percent) of securities holding and beneficial ownership of ReNew Sun Waves Private Limited (**“RSWPL”**) from Renew Private Limited (**“Seller”**) and the nominee shareholders of Seller and (b) refinancing or novation of the existing debt availed by RSWPL from external lenders in cash for a value not exceeding Rs. 17,230 million (with a permissible variance of up to 2.5%), subject to all other adjustments on account of movement in cash, net current assets, carrying cost, transaction expenses, other assets net of debt and other liabilities outstanding as per the management certified (and subsequently audited) financial statements submitted, and as specified in the definitive documents to be entered into (**“Closing Adjustments”**) and payment of amounts on account of pass through claims including pending income tax claims (**“Change in Law claims”**), for such acquisition and to ensure compliance with all contractual obligations, InvIT Regulations and other applicable laws.

RESOLVED FURTHER THAT the approval of the unitholders of Anzen, be and is hereby granted for the finalisation, negotiation, execution, modification and amendments of all documents, agreements, deeds, undertakings in relation to the acquisition of the issued, subscribed and paid-up share capital and all other securities issued by and refinancing of existing debt, if any, of RSWPL including, inter alia, share/ securities purchase agreement(s) or facility agreement(s) to be entered into between all relevant parties including but not limited to Seller, RSWPL, Investment Manager and the Trustee (acting on behalf of, and its capacity as, the Trustee to Anzen).

RESOLVED FURTHER THAT the Investment Manager Board, be and are hereby authorised to negotiate the terms and conditions of the transaction documents including provisions on indemnities, representations and warranties and conditions precedents and to settle, finalise, execute, amend or modify and deliver, for and on behalf of Anzen, all definitive agreements

and all amendments, addendums and supplemental agreements thereto, on behalf of Anzen, and any other ancillary agreements or forms, consent terms, certificates, undertakings, powers of attorney or other documents as may be required to be executed in this regard and to do all such other acts, deeds and things as may be considered necessary and expedient in the interest of Anzen.”

3. **ITEM NO. 3: TO APPROVE THE BORROWINGS EXCEEDING THE LIMIT FROM AXIS BANK LIMITED**

To consider and if thought fit, to pass the following resolution by way of simple majority (i.e. where the votes cast in favour of the resolution that are more than fifty percent of the votes cast for the resolution) in terms of Regulation 22 of the InvIT Regulations:

“**RESOLVED THAT** pursuant to Regulations 19, 20 and 22 and any the other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars and guidelines issued thereunder (“**InvIT Regulations**”), and other applicable laws, including any statutory modification(s) or amendment(s) or re-enactment(s) to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time (to the extent applicable), the requisite approvals (if any) of Securities and Exchange Board of India, the stock exchanges, any relevant governmental, statutory or regulatory authorities and subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, the unitholders of Anzen India Energy Yield Plus Trust (“**Anzen**”) do hereby accord their approval for Anzen to undertake further borrowings from Axis Bank Limited from time to time in such manner that all the borrowings from Axis Bank Limited including existing borrowings not to exceed 50% of the total consolidated borrowings of Anzen from time to time, in a financial year in whatever form including but not limited to debentures, term loans, external commercial borrowings, foreign currency bonds and such instruments, facilities and arrangements as permitted under applicable law, whether secured or unsecured, and secure such borrowing(s), as the Board of Directors of the Investment Manager (“**IM Board**”) to Anzen (which shall be deemed to include any duly constituted committee of the IM Board to exercise its power including the powers conferred by this resolution) may deem fit.

RESOLVED FURTHER THAT the IM Board be and are hereby authorized to do and delegate all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for the purpose of giving effect to this resolution and including the execution, modification, amendments of all documents, agreements, deeds in relation to this resolution.”

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

Jalpa Parekh
Company Secretary & Compliance Officer
ACS No. 44507

Date: December 20, 2024

Place: Mumbai

NOTES:

1. As per the Regulation 22(2)(b) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, Anzen is seeking the approval of the Unitholders on the proposed resolutions by way of Postal Ballot by voting through electronic means ("**remote e-voting**").
2. The Postal Ballot Notice is being sent to Unitholders at the email address registered with their Depository Participants by permitted mode.
3. An explanatory statement setting out the material facts and reasons for the proposed resolutions are annexed herewith and forms part of the Postal Ballot Notice.
4. Only those Unitholders whose names are recorded in the Register of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on the close of business hours on December 13, 2024 ("**cut-off date**") shall be eligible for voting and receipt of notice.
5. The Investment Manager has engaged the services of KFIN Technologies Limited, the Registrar and Transfer Agent ("**RTA**") of Anzen, for the purpose of providing remote e-voting facility to the Unitholders of Anzen. Kindly refer to notes given below for detail instructions of e-voting.
6. The remote e-voting shall commence at 09.00 a.m. on Saturday, December 21, 2024, and ends at 05.00 p.m. on Friday, January 17, 2025.
7. Resolutions passed by the Unitholders through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the Unitholders.
8. A Unitholder cannot exercise his vote by proxy on Postal Ballot.
9. Unitholders are requested to send their queries, if any, to the Investment Manager to enable the Investment Manager to provide the required information on InvITinvestorgrievances@eaaa.in;
10. Unitholders who have not registered their email address so far are requested to register their email address with their demat account maintained with depositories and depository participants for receiving all communication including annual reports, notices, circulars etc. from the Investment Manager, on behalf of Anzen, electronically.
11. In terms of Regulation 22(2)(d) of the InvIT Regulations, voting by any person on a transaction who is a related party in such transaction as well as associates of such person(s) shall not be considered on the specific issue.

REMOTE E-VOTING INSTRUCTIONS FOR UNITHOLDERS

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

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

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

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

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

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

Help lines for login issues:

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

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

Login procedure for non-individual unitholders:

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

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

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

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

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

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

General instructions:

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

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

EXPLANATORY STATEMENT, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED DECEMBER 20, 2024

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

ITEM NO. 1:

The Unitholders may kindly note that Anzen India Energy Yield Plus Trust (“**Anzen**”) proposes to access the capital market through a private placement basis, for which, the Anzen hereby seeks approval of unitholders to create, offer, issue and allot such number of units of Anzen, to the investors who may or may not be the holders of units of Anzen (the “**Investors**”) as may be decided by the board of directors of EAAA Real Assets Managers Limited (*formerly known as Edelweiss Real Assets Managers Limited*) (“**Investment Manager**”), including any duly authorized committee or persons) in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs. 14,000 million, either through a preferential issue or through an institutional placement or any other mode in one or more tranches at such price as may be deemed appropriate by the Board of Directors of the Investment Manager (“**IM Board**”) in line with the InvIT Regulations.

Further, in case of private placement, the price at which securities shall be allotted to qualified institutional buyers not be less than the price determined in accordance with the InvIT Regulations.

Subject to applicable laws, the purpose and objects for issuance of securities would be to meet the investment objectives of Anzen, as stipulated in the amended and restated Trust Deed dated February 27, 2024 entered into between SEPL Energy Private Limited (*formerly known as Sekura Energy Private Limited*) and Axis Trustee Services Limited. The proceeds of the proposed issue shall be utilized for investment in certain infrastructure projects to the extent permitted by law. The units allotted would be listed on the BSE Limited and National Stock Exchange of India Limited. The issue and allotment would be subject to the availability of regulatory approvals, if any.

The resolution seeks to give the IM Board the power to issue Units as it deems fit, in one or more tranche or tranches, at such time or times, at such price or prices in its absolute discretion including at any discount permitted under applicable law and as the IM Board may deem fit. The detailed terms and conditions of the issue, offer or allotment of the Units as and when made will be determined by the IM Board in consultation with the merchant bankers, lead managers, advisors, underwriters and other experts, in accordance with the applicable provisions of the law.

As the Issue may result in the issue of Units of Anzen to investors who may or may not be Unitholders of Anzen, consent of the Unitholders is being sought pursuant to Regulation 14(2), Regulation 22 and other applicable provisions, if any, of the InvIT Regulations.

This resolution, if passed, will have the effect of allowing the IM Board to offer, issue and allot units of Anzen to the potential Investors. The units, if any, shall rank in all respects *pari passu* with the existing Units of Anzen, including entitlement to dividend, voting rights etc. in terms of the InvIT Regulations.

The Investment Committee and the IM Board at their respective Meetings held on December 19, 2024, have granted its approval for raising capital upto Rs. 14,000 million by issue of additional units by Anzen.

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

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

ITEM NO. 2:

The Unitholders may note that Anzen India Energy Yield Plus Trust ("**Anzen**") proposes to acquire, in one or more tranches, upto 100% of security holding and beneficial ownership of Renew Sun Waves Private Limited ("**RSWPL**" or "**Target Asset**") from Renew Private Limited ("**Seller**") and the nominee shareholders of Seller and refinancing or novation of the existing debt availed by RSWPL from external lenders in cash for a value not exceeding Rs. 17,230 million (with a permissible variance of up to 2.5%), subject to all other adjustments on account of movement in cash, net current assets, carrying cost, transaction expenses, other assets net of debt and other liabilities outstanding as per the management certified (and subsequently audited) financial statements submitted, and as specified in the definitive documents to be entered into ("**Closing Adjustments**") and payment of amounts on account of pass through claims including pending income tax claims ("**Change in Law claims**"), for such acquisition and to ensure compliance with all contractual obligations, InvIT Regulations and other applicable laws. As per the proposal, Base Enterprise Value of the transaction would be Rs. 14,960 million adjusted for Rs.80 million towards capex and subject to Closing Adjustments. The Enterprise Value including Closing Adjustments shall not exceed Rs 15,540 million. Additionally, there will be an earn-out related to Change-In-Law matter pertaining to increase in Basic Customs Duty (BCD), Safeguard Duty (SGD) & Goods and Service Tax (GST) of approximately Rs.1,430 million, to be paid to Seller or its affiliate as and when the first payment is realized. In addition to the above, the transaction expenses are expected to be upto Rs. 260 million.

The Unitholders may further note that RSWPL owns a 300 MW (420 MWp) solar power project located in Jaisalmer, Rajasthan, operational for ~3 years (since Oct-2021) and had signed a 25-year Power Purchased Agreement with Solar Energy Corporation of India at a fixed tariff of Rs. 2.55/unit.

The Board of Directors of EAAA Real Assets Managers Limited (*formerly known as Edelweiss Real Assets Managers Limited*) ("**Investment Manager**") had considered the aforesaid acquisition and appointed various reputed consultants and independent valuer to carry out the necessary due diligence (including technical, legal, financial and tax diligence) and valuation of Target Asset respectively.

The aforesaid acquisition has been finalized with a view to grow the Assets Under Management of Anzen and increase DPU yield from the underlying Anzen portfolio in the long term.

In accordance with Regulation 22(4)(b) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, approval of the Unitholders is required if any transaction, other than borrowing, value of which is equal to or greater than twenty five percent of the InvIT assets. Accordingly, approval of the Unitholders is sought for the proposed acquisition of Target Asset by Anzen. Upon acceptance of the same by the Unitholders of Anzen, the Target Asset shall be offered to Anzen to be acquired at the abovementioned enterprise value.

The Investment Committee and Investment Manager Board at their respective Meetings held on December 19, 2024, have granted its approval for the proposed acquisition of the Target Asset by Anzen.

None of the Director(s) or Key Managerial Personnel of Investment Manager or their respective relatives or related parties are concerned or interested, financial or otherwise in the resolution mentioned at Item No. 2 of this Notice.

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

ITEM NO. 3

The Unitholders may kindly note that with the perspective of funding the acquisition and other requirements, Anzen India Energy Yield Plus Trust (“**Anzen**”) may undertake borrowings which may include the borrowings from Axis Bank Limited (“**Axis Bank**”).

The Unitholders are further requested to note that being the holding company of Axis Trustee Services Limited (Trustee of Anzen), Axis Bank is classified as the related party of Anzen and as per the Regulation 19(3) of the InvIT Regulations, if the value of funds borrowed from related parties, in a financial year, exceeds five percent of the total consolidated borrowings, for any subsequent borrowing from related party would need the prior approval of the Unitholders. Accordingly, since Axis Bank may participate in the further borrowings by Anzen it is proposed to seek Unitholders approval in this regard.

The total borrowings availed by Anzen from Axis Bank at an arm’s length basis, as of September 30, 2024, have been set out as below.

Name of the related party	Axis Bank Limited
Relationship with Anzen	Promoter of the Trustee of Anzen, Axis Trustee Services Limited
Principal Amount Outstanding as on date	Rs. 3000 million – 8.01%
Nature, Material, Terms, Value, Particulars of the Arrangement and any other relevant information	Nature – Non-Convertible Debentures Amount – Rs. 3000 million Tenor – 3 years Coupon Rate – 8.01% Trustee - Catalyst Trusteeship Limited
Amount of borrowing and rate of interest in case of borrowing from any related party	Existing - Rs. 3000 million – 8.01% Proposed borrowing – Not exceeding 50% of the total consolidated borrowings (including existing borrowings) of Anzen in a financial year, at an arm’s length basis.
Any other information that is required for the unitholder to take an informed decision	NA

The Resolution No. 3 contained in this Notice seeks approval of the Unitholders to permit Anzen to further borrow, any sum or sums of money from Axis Bank, not exceed 50% of the total consolidated borrowings (including existing borrowings) of Anzen from time to time, in a financial year and further enable the Investment Manager to complete all procedural and other formalities in connection with any borrowing that may be availed by Anzen and the creation of charge on the assets of Anzen to secure any such borrowings.

Further, the Board of EAAA Real Assets Managers Limited, the Investment Manager of Anzen, at their meeting held on December 19, 2024 have approved the aforesaid borrowing limit for Anzen.

None of the Directors or Key Managerial Personnel of the Investment Manager (or their relatives) are interested in this resolution. The Directors and Key Managerial Personnel of the Trustee (i.e., Axis Trustee Services Limited) are interested in this resolution to the extent of Axis Bank Limited

being the promoter of Axis Trustee Services Limited. However, since this matter pertains to the Trustee to the extent of Axis Bank Limited being its promoter, the Trustee shall not be involved in any manner in the conduct or overseeing of this meeting. Axis Trustee Services Limited has not received any fees and commissions in relation to the related party transactions with Axis Bank Limited.

The Board of Directors of Investment Manager recommend the resolution set forth in Item No. 3 for the approval of the Unitholders by way of simple majority.

On behalf of Anzen India Energy Yield Plus Trust

EAAA Real Assets Managers Limited (*formerly known as Edelweiss Real Assets Managers Limited*)
(acting as the Investment Manager of Anzen India Energy Yield Plus Trust)

Jalpa Parekh
Company Secretary & Compliance Officer
ACS No. 44507

Date: December 20, 2024

Place: Mumbai