

ERAML/ANZEN/2024-25/21

June 29, 2024

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

Subject: Annual Report of Anzen India Energy Yield Plus Trust ("Anzen") for FY 23-24

Pursuant to the provisions of Regulation 23 and all other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, read with circulars issued thereunder from time to time ("**InvIT Regulations**"), and subject to other applicable laws and regulations, please find attached the Annual Report of Anzen along with annexures for the financial year 23-24.

The aforesaid documents will be available on the website of Anzen i.e. www.anzenenergy.in

Request you to take the same on record.

Thanking you,

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

JALPA PAREKH
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS 44507

CC:

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

(An Infrastructure Investment Trust registered with the Securities and Exchange Board of India 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 – 400098; Tel: +91 (22) 4019 4815

Compliance Officer: Ms. Jalpa Parekh; Email: InvITinvestorgrievances@edelweissalts.com

Website: www.anzenenergy.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2nd ANNUAL GENERAL MEETING (“AGM”) of the unitholders (the “Unitholders”) of Anzen India Energy Yield Plus Trust (“Anzen”) will be held on Friday, July 26, 2024, at 10.30 a.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) without the physical presence of the Unitholders at a common venue, in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended, (“SEBI InvIT Regulations”) read with the circular bearing reference no. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated January 12, 2023 issued by the Securities and Exchange Board of India (the “SEBI Circular”) and other relevant circulars issued by Securities Exchange Board of India (“SEBI”) in this regard, from time to time, to transact the following business:

ORDINARY BUSINESS

ITEM NO 1- TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF ANZEN AS ON MARCH 31, 2024, TOGETHER WITH THE REPORTS THEREON

To consider and if thought fit, to pass with or without modification(s), the following resolution by way of 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 the applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, and the circulars, clarifications, notifications and guidelines issued thereunder, and other applicable laws, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force, the audited standalone financial statements and audited consolidated financial statements of Anzen India Energy Yield Plus Trust (“Anzen”) as on March 31, 2024 together with the Report of the Auditors and Report on Performance of Anzen be and are hereby received and adopted.”

ITEM NO. 2 - TO ADOPT THE VALUATION REPORT OF THE ASSETS OF ANZEN AS ON MARCH 31, 2024

To consider and if thought fit, to pass with or without modification(s), the following resolution by way of 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 in accordance with the Regulation 13, 21 and 22 and Schedule V of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with the circulars and guidelines issued thereunder, and other applicable provisions, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force, the Valuation Report of Anzen India Energy Yield Plus Trust (**“Anzen”**) issued by Mr. S. Sundararaman (IBBI Registration Number - IBBI/RV/06/2018/10238), the Independent Valuer, for valuation of assets of Anzen, for the year ended March 31, 2024, be and is hereby received and adopted.”

ITEM NO. 3 - TO CONSIDER AND APPROVE THE APPOINTMENT OF VALUER FOR THE FINANCIAL YEAR 2024-2025

To consider and if thought fit, to pass with or without modification, the following resolution by way of 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 Regulation 10(5), 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circular and guidelines issued thereunder and other applicable laws, if any, 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 Anzen India Energy Yield Plus Trust (**“Anzen”**), the appointment of Mr. S. Sundararaman, Registered Valuer, (IBBI Registration No - IBBI/RV/06/2018/10238) as the valuer for valuation of assets held by Anzen, for the financial year 2024-2025, be and is hereby considered and approved on such terms and conditions, including fees, as may be decided by the Board of Directors of Edelweiss Real Assets Managers Limited, the Investment Manager of Anzen.

RESOLVED FURTHER that the Board of Directors of the Investment Manager of Anzen, be and are hereby irrevocably and unconditionally authorised on behalf of Anzen to negotiate and finalise the terms and conditions (including fees), 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 of the Investment Manager.”

SPECIAL BUSINESS

ITEM NO. 4 - AUTHORITY TO BORROW AND CREATE CHARGE ON ASSETS OF ANZEN

To consider and, if thought fit, to pass with or without modifications, the following resolution by way of special majority (i.e., where the votes cast in favour of the resolution are required

to be seventy five percent of the unitholders in value) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time:

“RESOLVED that in accordance with Regulation 20 and 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with the circulars and guidelines issued thereunder (**“SEBI InvIT Regulations”**), and other applicable laws, if any, including any statutory modifications, amendments or re-enactments for the time being in force, and subject to the Trust Deed of Anzen India Energy Yield Plus Trust (**“Anzen”**), the consent of the Unitholders, be and is hereby accorded to Anzen Group (including the Special Purpose Vehicles (as defined in the SEBI InvIT Regulations) (**“SPVs”** of Anzen) to borrow from time to time, in whatever form including but not limited to issuance of debentures, term loans, advances, deposits, bonds etc., on such terms and conditions as decided by the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) of Edelweiss Real Assets Managers Limited (the **“Investment Manager”**), as the Investment Manager may deem fit in the best interest of Anzen and the Unitholders, and on such security/encumbrance, including by way of mortgage, hypothecation, pledge, lien and/or charge, in addition to the mortgage, hypothecation, pledge and/or charge already created, in such form, manner and ranking and on such terms as the Trustee and/or Investment Manager may deem fit in the best interest of Anzen and the Unitholders, on all or any of the movable and/or immovable properties of Anzen and/or the Project SPVs held by Anzen, directly or indirectly, both present and future and/ or any other assets or properties, either tangible or intangible, of Anzen and/or the SPVs owned and held by Anzen, for securing the borrowings availed or to be availed by the Anzen Group, including providing any undertakings and/or guarantees as may be required in connection therewith, and to do all such acts, deeds and things and to execute all such documents, instruments and writings, and register all charges as may be required in this regard, in the following manner:

- a. Upto 49% of the asset value until March 31, 2025; and
- b. Upto 70% of the asset value from April 1, 2025 onwards, provided that utilisation of the borrowed funds above 49% of the asset value shall be for acquisition or development of infrastructure projects.

RESOLVED FURTHER that in relation to the aforesaid transactions, the Investment Manager be and is hereby authorized to do all such acts, deeds, matters and things and execute, modify or amend all such deeds, agreements or other documents, make further delegation of any authority as may be necessary from time to time for giving effect to the above resolution on such terms and conditions in its capacity as the Investment Manager may deem fit in the best interest of Anzen and the Unitholders, and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolution, as it may deem necessary in its discretion.

RESOLVED FURTHER that all the Directors and Key Managerial Personnel of the Investment Manager be and are hereby severally authorized on behalf of Anzen 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 the Investment Manager, to be in the best interest of Anzen, as it may deem fit.”

On behalf of Anzen India Energy Yield Plus Trust

Edelweiss Real Assets Managers Limited

(acting in its capacity as the Investment Manager to Anzen India Energy Yield Plus Trust)

SD/-

Jalpa Parekh

Company Secretary & Compliance Officer

ACS: 44507

Mumbai

Date: June 29, 2024

NOTES:-

1. Securities and Exchange Board of India (“SEBI”) has vide its Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated January 12, 2023 (the “SEBI Circular”) has permitted holding of the Annual General Meeting of InvITs through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), without physical presence of the Unitholders at a common venue.
2. In compliance with applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“SEBI InvIT Regulations”) read with SEBI Circular, the Annual General Meeting of Anzen is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM” or “e-AGM”). The proceedings of the AGM shall be deemed to be conducted at the registered office of the Investment Manager of Anzen which shall be the deemed venue of the e-AGM.
3. The Investment Manager on behalf of Anzen has appointed KFIN Technologies Limited to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.
4. Generally, a unitholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the AGM, and such proxy need not be a unitholder of Anzen. Since this AGM is being held pursuant to the SEBI Circular through VC, physical attendance of Unitholders has been dispensed with. Further, the facility for appointment of proxies by the Unitholders will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional / Corporate Unitholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body Resolution/ Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/ Authorization should be sent electronically through the concerned unitholder’s registered email address to the Scrutinizer at ashkaulcs@gmail.com with a copy marked to InvITcompliances@edelweissalts.com, not less than 48 hours before the commencement of the e-AGM.
6. Anzen’s Registrar and Transfer Agent for its Unit Registry work is KFIN Technologies Limited having office at Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032.
7. The recorded transcript of the meeting shall be maintained in safe custody of the Investment Manager and shall be uploaded on the website of Anzen shortly, after the conclusion of the meeting.
8. Cut Off Date & E-Voting Period:

The members who are holding units as on the Cut-off Date i.e., July 19, 2024 can cast their vote in favour of or against the resolution.

The e-voting portals will remain open from 09.00 a.m. on July 23, 2024 to 05.00 p.m. on July 25, 2024. The e-voting facility shall be blocked forthwith on July 25, 2024 at 05.00 p.m.

9. Ashita Kaul & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

10. Procedure for E-Voting:

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. Members 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 members holding securities in Demat:

Individual members 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.nsd.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.nsd.com II. Select "Register Online for IdeAS" III. Proceed with completing the required fields. Alternatively, To register click on link : https://eservices.nsd.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>3. First time users can visit the e-Voting website of CDSL directly and follow the process given below :</p>

<p>I. URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP 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>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be 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 Members)

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:

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

Individual members holding units in demat form with NSDL facing any technical issue	Individual members holding units in demat form with CDSL facing any technical issue
Members 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	Members 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. Members 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:

Please note that once you cast your vote, you will not be allowed to modify it subsequently. However, you can attend the meeting through VC / OAVM and participate in the discussions, if any.

E-voting is optional and those who have not exercised remote E-voting option can cast their votes at the voting to be conducted during the AGM through VC / OAVM on July 26, 2024 as per instructions provided in Notice of AGM.

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-rajusv@kfintech.com or contact at phone no. 1-800-309-4001 (toll free).

Instructions for attending/joining the Annual General Meeting through VC/OAVM are as under:

1. Unitholders will be able to attend the 2nd AGM through VC/OAVM facility provided by Kfin at <https://emeetings.kfintech.com> by clicking on the tab ‘Video Conference’ and using their remote e-voting login credentials. The link for 2nd AGM will be available in unitholders login where the EVENT and the name of ANZEN can be selected.
2. Members who do not have 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 above.
3. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
4. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
5. While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

In order to access the AGM platform, Members are requested to visit the link <https://emeetings.kfintech.com> . Please use your below mentioned login credentials for accessing both the remote e-voting and AGM through VC /OAVM platform.

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>

Members who will be present in the 2nd AGM through VC/OAVM facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the AGM.

The detailed instructions for remote e-voting, participation through VC and the process of e-voting in the AGM including the manner in which votes may be cast by the Members who have not registered their e-mail address are provided as a part of the Notice calling the AGM.

Principal Place of Business and Contact Details of Anzen:

Anzen India Energy Yield Plus Trust

Plot No. 294/3, Edelweiss House,
Off CST Road, Kalina, Santacruz East,
Mumbai - 400 098
Tel: +91 (22) 4019 4815
Email - InvITcompliances@edelweissalts.com

Website - www.anzenenergy.in

Company Secretary & Compliance Officer - Ms. Jalpa Parekh

Registered & Corporate Office and Contact Details of the Investment Manager:

Edelweiss Real Assets Managers Limited

Plot 294/3, Edelweiss House,
Off CST Road, Kalina, Santacruz East,
Mumbai - 400 098
CIN: U67110MH2021PLC362755

Contact Person: Ms. Jalpa Parekh
Tel: +91 (22) 4019 4815
Email - InvITinvestorgrievances@edelweissalts.com;

EXPLANATORY STATEMENT

ITEM NO. 3

Pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereon ("**SEBI InvIT Regulations**"), Anzen India Energy Yield Plus Trust ("**Anzen**") is required to appoint a valuer to carry out valuation of assets held by Anzen, on an annual basis.

Accordingly, it is proposed to appoint Mr. S Sundararaman ("**Registered Valuer**"), bearing IBB registration number IBBI/RV/06/2018/10238, for FY 2024-25 to undertake valuation of assets held by Anzen. Further, Desai Haribhakti & Co. Chartered Accountants, shall provide valuation assistance services and review valuation report to be prepared by Mr. S. Sundararaman, Registered Valuer.

Brief profile of Mr. S Sundararaman is as follows:

"Mr. S. Sundararaman is a Fellow Member of 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 35 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."

Mr. Sundaraman has given his consent to act as the Valuer to carry out valuation of all special purpose vehicles of Anzen and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under SEBI InvIT Regulations. Further, he does not have any financial interest in or association with Anzen or its Sponsors, Directors and management which may lead to conflict of interest.

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

The Investment Manager recommends the resolution no. 3 as set out in the Notice for your approval by way of 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) for approval of the Unitholders.

ITEM NO. 4

Pursuant to Regulation 20(2) and 20(3) of the SEBI InvIT Regulations, for the aggregate consolidated borrowings and deferred payments of InvITs and its Special Purpose Vehicles ("**SPVs**"), net of cash and cash equivalents, above 49%, but not exceeding 70% of the value of its assets, an InvIT is required to (i) obtain a credit rating of AAA or equivalent for its consolidated borrowing and the proposed borrowing, from a credit rating agency registered with the Board; (ii) utilize the funds only for acquisition or development of infrastructure projects; (iii) have a track record of atleast 6 distributions, in terms of Regulation 18(6) of the SEBI InvIT Regulations, on a continuous basis post listing in the years preceding the financial year in which the enhanced

borrowings are proposed to be made; and (iv) obtain the approval of the unitholders in the manner specified in Regulation 22(5A) of the SEBI InvIT Regulations.

Anzen India Energy Yield Plus Trust (“**Anzen**”) has already obtained credit ratings from CRISIL Ratings Limited and India Ratings and Research Pvt Ltd., the rating letters and rationale for which are available on the Anzen website. Further, Anzen has completed six distributions, in terms of Regulation 18(6) of the SEBI InvIT Regulations, on a continuous basis post listing. As part of the ordinary course of business, the Investment Manager keeps evaluating various projects/ assets and investment opportunities. The Investment Manager may also explore to further optimize the debt equity ratio at Anzen. Therefore, with the perspective of enabling Anzen to meet the additional fund requirements of its business purposes including to fund potential investment opportunity and for cashflow mismatches/ operational requirements, it is proposed to enable Anzen (comprising Anzen and the Project SPVs owned by Anzen) to borrow sums of money upto 70%, of the aggregate value of Anzen’s Assets from time to time, including but not limited to issuance of debt securities, raising of term loans, advances, deposits or such other instrument as may be permissible under the SEBI InvIT Regulations, on such terms and conditions as the Investment Manager may deem fit in the best interest of Anzen and the Unitholders and in such form, manner and ranking as may be determined by the Investment Manager from time to time, in consultation with the relevant lenders, including providing any undertakings and/or guarantees as may be required in connection therewith. Further, the said borrowings shall be done by Anzen in the following manner:

- a. Upto 49% of the asset value until March 31, 2025; and
- b. Upto 70% of the asset value from April 1, 2025 onwards, provided that utilisation of the borrowed funds above 49% of the asset value shall be for acquisition or development of infrastructure projects.

The resolution contained in Item No. 4 of the accompanying Notice, seeks the approval of the Unitholders so as to enable the Investment Manager to complete all procedural and other formalities in connection with any borrowing that may be availed by Anzen (acting through the Investment Manager and/or the Trustee) and the creation of charge(s) on the assets of Anzen or its SPVs so to secure any such borrowings.

The Investment Manager recommends the resolution no. 4 as set out in the Notice for increase in borrowing limits of Anzen and creation of charge on its assets or its SPVs, for approval of the Unitholders.



Anzen India Energy Yield Plus Trust



Annual Report

FY2023-24

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INTRODUCTION

MESSAGE FROM THE LEADERSHIP

It gives me immense pleasure to write to you and present the second Annual Report for Anzen India Energy Yield Plus Trust (“**Anzen Trust**” or “**Anzen**”) for FY 2024.

In FY2024, India firmed up its position as an attractive global investment destination, maintaining a strong growth momentum in an uncertain economic and geopolitical environment. Key structural reforms in both physical and digital infrastructure have notably enhanced productivity. Focus on infrastructure investments has become a key driver of economic expansion. This boost, together with an uptick in corporate capital expenditures and a rebounding real estate sector, is expected to help the economy maintain a sustained growth rate of 6-7% in the foreseeable future.

As India takes strides to become the world’s third largest economy in the next few years and a developed nation by 2047, decarbonisation and sustainable growth have emerged as one of the key enablers of this journey for a green future. I believe that the Indian energy sector offers massive growth potential with the government’s commitment to reach a net zero status by 2070. The Indian government has targeted development of 500 GW non fossil fuel-based capacity and 5 mtpa of green hydrogen by 2030. This provides an investment opportunity of ~Rs 28 tn across the energy sector including generation, transmission, and storage.

Investor appetite in InvITs and REITs continues to grow at a robust pace, driven by the prospect of stable returns, growing infrastructure investments and a favourable regulatory framework.

Anzen Trust has been set up with an objective of investing in a diversified portfolio of quality renewable energy and transmission assets capitalising on India’s energy transition. I am confident that Anzen is well positioned to deliver predictable yields and sustainable growth for its investors through its well-defined investment strategy, support and experience of the Sponsor and the robust regulatory framework for power transmission and renewable energy generation in India.

On the operational front, we continued to demonstrate strong performance, both our portfolio companies reported average availability ranging from 99.77% to 99.86% exceeding the target availability of 98%, thereby earning incentives. Our accreditations to the ISO 14001, ISO 45001 & ISO 55001 standards were reconfirmed - a testament to our commitment towards the environment and health and safety of employees. During the year, our portfolio company, DMTCL received 3 awards at the 8th Annual HSE Excellence & ESG Global Awards 2023 by OHSSAI¹ in Hyderabad in February 2024.

¹ Occupational Health, Safety, Sustainability And Industrial Hygiene

The Trust has completed one full year of operations since listing in November 2022. In terms of financial performance, consolidated revenues and EBIDTA were Rs 2521 mn and Rs 2229 mn respectively for the period ending March 31, 2024. The Trust has distributed INR 13.46/unit (Rs 2.1 bn) to unitholders since listing (INR 9.8/unit in FY2024).

The Net Debt / AUM as on March 31, 2024, stood at ~ 28%, giving us ample headroom to fuel our next leg of growth. During the year, Crisil ratings and India Ratings have reaffirmed AAA ratings on the Non-Convertible Debentures issued by Anzen Trust.

We remain committed to pursue acquisition of quality assets that provide long-term, predictable cash flows and help us deliver superior risk adjusted returns for our Unitholders. My deepest gratitude to all our stakeholders for their continued support, as we continue our growth journey over the coming years.

VENKATCHALAM RAMASWAMY

MANAGEMENT DISCUSSION AND ANALYSIS

Indian Economy Overview

The global economy has remained resilient over the past year, despite monetary tightening, led by growth in the US and emerging market economies. Headline inflation has declined across countries although the descent in core and services inflation has been slow amidst continuing tightness in labour markets. Given the same, central banks in advanced economies have kept policy rates on hold to ensure the aligning of inflation with targets. Sovereign bond yields corrected sharply in November and December 2023 led by expectations of an early reversal in the US monetary policy cycle. Yields have however hardened since the beginning of 2024 due to central bank communication on the pace of monetary policy easing.

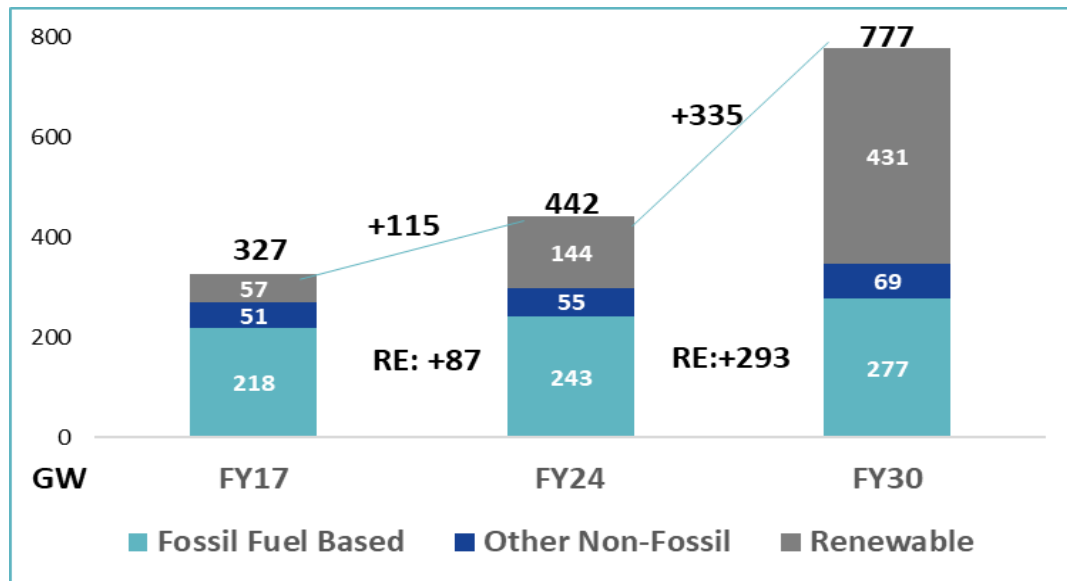
In India, real GDP growth in FY2024 is expected at 7.6% as per the estimates by the National Statistical Office. Growth is expected to be driven by strong investment activity and improvement in private consumption. Consumer Price Inflation (CPI) moderated to 5.3% in October 2023-February 2024 from an average of 5.5% in H1FY2024. Core inflation (i.e., CPI excluding food and fuel) has, however, been on a steadily declining path - in February 2024, CPI fell to 3.4% driven by core goods and services components. The Monetary Policy Committee (MPC) kept the policy repo rate unchanged at 6.50% at its meeting in April 2024.

In the Interim Budget 2024-25, the total capex outlay towards infrastructure increased ~11% to ~Rs 11 trillion. Further, the budget extended the sunset date for exemption provided to sovereign wealth funds/pension funds for specified income earned on investments in infrastructure sector to March 31, 2025.

Power Sector Outlook

Electricity demand increased ~6% in FY2024, supported by resilient economic activity. Capacity additions in FY2024 increased 26 GW YoY to ~ 442 GW led by higher addition in the renewable (RE) and thermal segments. Further, the capacity addition is expected to improve to over 30 GW in FY2025 with the increase in renewable energy capacity addition.

Figure 1 : Capacity Addition - Power



Source : CEA, Ministry of Power

Power Transmission Update

The power transmission segment added 14,625 ckm transmission lines (14,203 ckm in FY2023) and 70728 MVA (759025 MVA in FY2023) capacity in FY2024. During the year, 5 power transmission projects were commissioned with another 30 projects under active bidding by central nodal agencies. Project awards are expected to scale up in the medium term given the strong focus on augmenting evacuation infrastructure for the renewable energy capacity that is expected to be added over the next few years. Investments in tariff based competitively bid projects are expected to increase to Rs 272 bn in FY2025 as compared to Rs 130 bn in FY2024. Over the years, collection efficiency for inter state transmission projects has been healthy supported by presence of the pooling mechanism with the Central Transmission Utility undertaking the billing and collection mechanism at national level for all inter state transmission licencees.

Renewable Energy Update

Renewable energy tenders reached an all time high in FY2024 at 47 GW as compared to 9 GW bid out in FY2023. Pipeline for FY2025 is expected at 19 GW by central nodal agencies and state discoms. There is a greater focus on firm supply i.e. round the clock tenders, pumped storage etc. Capacity addition is expected at 25 GW in FY2025 as compared to 17-18 GW in FY2024. Solar photovoltaic cell and module prices moderated to 11-12 cents/watt in December 2023 as compared to 27-28 cents/watt in December 2022 - driven by improved supplies across the value chain, moderation in demand from Europe and restriction on

Chinese imports by the US. Solar and wind tariffs continue to remain competitive as compared to the cost of generation from conventional power.

Sector Outlook

Investments in the energy sector are projected to grow 2x to Rs 28 trillion over the next 5 years 2024-2029 as compared to the previous 5 year period (2018-2023). Investments are expected to be driven by the growing focus on clean energy in the supply mix and a favourable policy framework. The renewable energy segment is expected to contribute ~50% of the overall sectoral investments followed by transmission and distribution (~30%). The sector is likely to witness large investments in balancing sources like pumped hydro and battery storage to enable effective integration of renewable energy with the grid. The Trust proposes to primarily focus on investments in transmission, solar, wind and hybrid technologies. Given the above initiatives by the government, a number of acquisition opportunities are expected to be available for the Trust going forward.

Anzen Overview

Anzen India Energy Yield Plus Trust (“**Anzen Trust**” or “**Anzen**” or “**Trust**”) is an irrevocable trust formed under the provisions of the Indian Trusts Act, 1882, and registered with SEBI as an InvIT on January 18, 2022, under Regulation 3(1) of the InvIT Regulations. Anzen Trust’s objective is to invest in a diversified portfolio of energy assets to provide long term predictable yield & growth to investors. Anzen is managed by Edelweiss Real Assets Managers Limited (“**ERAML**”), part of Edelweiss Alternatives business. Edelweiss Alternatives is one of India’s leading alternative asset managers with an AUM of ~US\$ 6 bn.

Anzen Trust has acquired a 100% stake in 2 power transmission projects with a total network of ~855 kms and 2 substations with 1400 MVA transformation capacity (“Initial Portfolio Assets”). The Trust has the right of first offer (“ROFO”) to acquire 74% shareholding in 12 solar projects aggregating ~813 MWp. A brief overview of the initial portfolio assets of Anzen are outlined below :

Particulars	DMTCL	NRSS
Entity Name	Darbhanga-Motihari Transmission Company Limited	NRSS XXXIB Transmission Limited
Location	Bihar	Punjab & Haryana
Circuit kms	~277	~578
Collection mechanism & counter party	PGCIL Pooling mechanism LTTC* - Bihar State Power Transmission Company Limited & 7 other customers	PGCIL Pooling mechanism LTTC - UP Power Corporation Limited & 22 other customers
Full Commercial Operations Date	August 10, 2017	March 27, 2017
TSA expiry date	Aug-52	Mar-52
Remaining tenor of TSA	~29 years	~29 years
FY2024 Revenue (Rs mn)	1,411	1,016

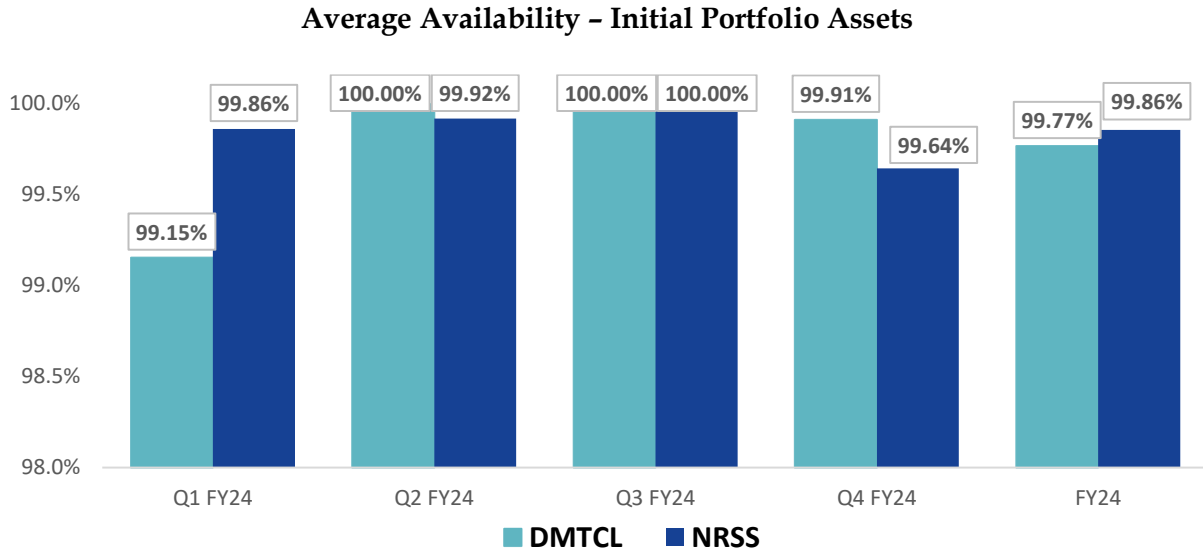
*LTTC : Long Term Transmission Customer

Operational and Financial Highlights

The Initial Portfolio Assets have entered into a Project Implementation and Management Agreement (“PIMA”) with Sekura Energy Private Limited (Sponsor) in the capacity as Project Manager pursuant to which the Sponsor/Project Manager is responsible for operations, maintenance, and upkeep required for the Initial Portfolio Assets. The Project Manager has adopted comprehensive procedures for asset management and operations and maintenance employing preventive and corrective measures to optimize the long-term performance and overall operational efficiency.

All the Operations and Maintenance (O&M) practices including technical, safety, health and environment, and risk management protocols are aligned to industry practices and validated

through independent ISO audits and accreditations under ISO14001 (Environment Management System), ISO45001 (Occupational Health & Safety Management System), ISO27001 (International Standard for Information Security), and ISO55001 (International Standard for Asset Management). The average availability for the Initial Portfolio Assets is outlined below.



Financial Review

The summary of financial statements on a Consolidated and Standalone basis of the Trust for the financial year ended March 31, 2024 is outlined below :

	Rs in million	
	Consolidated	Standalone
Total Income	2,521.10	2,165.75
EBITDA	2,228.18	2,148.60
Profit / (Loss) before tax	(282.19)	1,511.13
Profit/ (Loss) after tax	(297.27)	1,496.05

The total income of the Trust at a consolidated level was Rs 2,521.10 million in FY2024, of which Rs 94.69 million was other income. EBIDTA and PAT for the year stood at Rs 2,228.18 million and Rs (297.27) million. EBIDTA margin on a consolidated basis was ~ 89% with key cost components being repair & maintenance, insurance expenses, and Investment Management fees. The Trust has cumulatively distributed INR 13.46/unit to unitholders since listing (INR 9.8/unit in FY2024).

Valuation Review

As per the requirements of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“InvIT Regulations”), Anzen Trust requires to appoint a Registered Valuer who shall perform valuation of the Project Companies once every financial year, as at the end of financial year i.e., as on March 31, of every year. Considering the same, Anzen Trust had appointed Mr. S. Sundararaman bearing IBBI registration number IBBI/RV/06/2018/10238 to perform valuation of DMTCL and NRSS for the financial year ended March 2024.

The full valuation report as received from the Valuer for the year ended March 2024 is available on the website of Anzen Trust. For valuation purposes, the Valuer adopted the Discounted Cash Flow (“DCF”) Method under the Income Approach. The Valuation summary of the Initial Portfolio Assets as of March 31, 2024 is as follows:

	Enterprise Value (Rs million)	Weighted Average Cost of Capital
DMTCL	13,180	8.02%
NRSS	9857	8.07%
Total	23,037	-

Net Asset Value

Pursuant to Regulation 10 of InvIT Regulations, the Net Asset Value (“NAV”) of Anzen Trust as on March 31, 2024 is as follows :

A. Statement of Net Assets at Fair Value – Standalone (Rs. Million)

Particulars	March 31, 2024		March 31, 2023	
	Book Value	Fair Value	Book Value	Fair Value
A. Assets	23,314	24,202	23,356	24,211
B. Liabilities (at book value)	7,464	7,464	7,459	7,459
C . Net Asset Value (A-B)	15,850	16,738	15,898	16,753
D . Number of units	158	158	158	158
E. NAV (C/D)	100.32	105.94	100.62	106.03

B. Statement of Net Assets at Fair Value –Consolidated (Rs. Million)

Particulars	March 31, 2024		March 31, 2023	
	Book Value	Fair Value	Book Value	Fair Value
A. Assets	20,930	24,261	23,256	24,840
B. Liabilities (at book value)	7,662	7,662	8,147	8,147
C . Net Asset Value (A-B)	13,269	16,600	15,110	16,694
D . Number of units	158	158	158	158
E. NAV (C/D)	83.98	105.06	95.63	105.66

Debt

The consolidated borrowings of Anzen as on March 31, 2024 stood at Rs 7500 million. The Trust issued non convertible debenture in two series as below. The weighted average coupon rate for both tranches is ~8.14%.

Anzen Trust : NCD Issuance

Series	Date of Allotment	Coupon Rate (%)	Redemption Date	Size of Issue (Rs million)
I	1 December 2022	8.01	1 December 2025	4,500
II	1 December 2022	8.34	1 December 2027	3,000
				7,500

Credit Rating

Credit ratings of “CRISIL AAA/Stable” from CRISIL Limited and “IND AAA/Stable” from India Ratings & Research were obtained by the Trust for its listed Non-Convertible Debentures of Rs 7500 million issued during the financial year ended March 2023. As on date, there is no revision in the credit ratings.

Outlook

Anzen Trust will leverage sectoral tailwinds to grow its operations by capitalizing on a value accretive acquisition strategy in the power transmission and renewable energy sector and other assets in the energy sector with similar risk profiles (including, among others, energy storage assets) which provide long-term, regular, and predictable cash flows, demonstrate potential to maintain or enhance returns to Unitholders and the potential for long-term capital

growth in accordance with investment objectives.. The Trust will capitalise on its experienced operational and management teams to identify, structure, execute, and integrate acquisitions effectively.

RISK FACTORS

BUSINESS RISK

1. Anzen has limited operating and financial history and as a result, investors may not be able to assess its prospects on basis of past records.
2. Anzen may be unable to operate and maintain power transmission projects to achieve the prescribed availability. Our operations are subject to changes to current tariff policies or regulations governing the Central Transmission Utility or load dispatch centers by regulatory authorities. We may be unable to maintain or renew our existing regulatory approvals or obtain any new approvals due to changes to the regulatory environment and the laws, rules, and directives of the Government of India. We may experience loss of tariffs, grid failure, blackouts, and incur significant repair and replacement costs on the occurrence of certain force majeure events. This could impact the financial position of the Trust and its ability to make distributions to unitholders.
3. A significant proportion of revenues is derived from tariffs received from Long Term Transmission Customers (“LTTCS”). Any adverse impact on the business, prospects, financial condition, results of operations or cash flows of the LTTCS could result in the delay or failure to receive payments of transmission charges and impact the financial position of the Trust.
4. Under the Right of First Offer (“ROFO”) Agreement, the Trust has the right to acquire the 74% equity shareholding and debt securities of the Sponsor/its affiliates and Edelweiss Infrastructure Yield Plus (EIYP) in 12 companies that operate solar assets generating 813.2 MW of DC power (the “ROFO Assets”). Furthermore, the remaining 26% equity shareholding of each of the ROFO Assets is held by entities of the JV Group in accordance with their respective joint venture agreements, and the ROFO Agreement neither provides the Trust a right to acquire such 26% equity shareholding in the ROFO Assets, nor is the JV Group party to, or in any way is bound by, the ROFO Agreement. The minority shareholder may continue to have certain affirmative votes, which if exercised, may have an adverse impact on the business operations of the Trust.
5. We are highly dependent on Darbhanga-Motihari Transmission Company Limited and NRSS XXXI (B) Transmission Limited (“Portfolio Companies”) for revenue and any adverse development in economic, regulatory and political environment may adversely affect our business, financial condition, results of operations, and prospects. We cannot assure that we will be able to successfully undertake future acquisitions of energy projects or efficiently manage the projects we have acquired or may acquire in the future.
6. The tariffs under the Transmission Service Agreements (“TSAs”) are largely fixed over the term of the agreement, while operation and maintenance costs may increase due to factors beyond our control, including inflation, compliance costs, adverse weather conditions etc. Significant increase in operations and maintenance costs may reduce our profits and adversely impact our business, prospects, financial condition, results of operations and cash flows.
7. The loans provided by Anzen to Portfolio Companies are subject to certain terms and

conditions which the Portfolio Companies may or may not be able to comply with.

8. Our borrowings are secured by all of the loans given to the Portfolio Companies and shareholding of the Portfolio Companies, providing our lenders/ debt security holders with substantial rights over our operations.
9. We may not be able to successfully fund future acquisitions of new projects due to the unavailability of debt or equity financing.
10. Our Sponsor may face competition from other renewable energy firms, funds, InvITs, and developers as it continues to invest and acquire energy projects to grow the business.
11. We are exposed to opposition from local communities and other parties such as through litigation or by other means, which may adversely affect our financial condition, results of operations and cash flows.
12. Our operations are subject to environmental, health and safety laws and regulations. Stricter laws and regulations, or stricter interpretation of the existing laws and regulations, may impose new liabilities on the Portfolio Companies, which could materially and adversely affect our business.
13. Our ability to make consistent distributions to our Unitholders depends on the continued service of management teams and personnel of the Investment Manager and Project Manager. Our success depends in large part upon the Investment Manager and Project Manager, the management and personnel that they employ, and their ability to attract and retain such persons.
14. Our insurance policies may not provide adequate protection against various risks associated with our operations.
15. We are subject to counterparty default risks. Our Sponsor and Investment Manager have arrangements with a number of third-parties in relation to the Portfolio Companies as well as the ROFO Assets. As a result, we are subject to the risk that the counterparty to one or more of these arrangements will default, either voluntarily or involuntarily, on its performance under the terms of the arrangement.
16. We depend on third-party contractors for certain operations who may violate applicable laws and regulations. If any of our contractors is involved in any material breach of applicable laws and regulations which leads to termination of the relevant contracting agreement and we are unable to identify any substitute, our business operations or planned expansion projects may be adversely affected. Furthermore, our Project Manager may also be liable for the default by contractors on wage payments, or any violation by them of the applicable laws and regulations.
17. Upgrading or renovation work or physical damage to our power transmission projects may disrupt their operations and result in unforeseen costs.
18. Our operations may be affected by strikes, work stoppages or increased wage demands by employees or other disputes with employees.

19. Anzen 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 any of the portfolio companies.
20. There are risks associated with the expansion of our business. As part of our growth strategy, we may expand our business which may prove more difficult or costly than anticipated.
21. The TSAs, power transmission assets and the transmission licenses of the Portfolio Companies are of limited duration and may not be renewed/ replaced. Our TSAs have a term of 35 years and any renewal is subject to the discretion of the Central Electricity Regulatory Commission ("CERC"). Furthermore, the average remaining term of the TSAs of the Portfolio Companies is approximately 29 years.
22. The Valuation Report, and any underlying reports, are not opinions on the commercial merits of the Anzen Trust or the Portfolio Companies, nor are they opinions, expressed or implied, as to the future trading price of our Units or financial condition upon listing, and the valuation contained therein may not be indicative of the true value of our assets.
23. We do not own the "Anzen" trademark or logo. Our trademark application for "Anzen" mark and the logo, may be rejected and our ability to use the trademark and logo may be impaired.
24. The registered offices of the Investment Manager and Sponsor are not owned by the respective parties. The parties may not be able to renew or extend these agreements at commercially acceptable terms, or at all.

Risks Related to Anzen and its structure

25. Changes in government regulation (particularly in respect of the InvIT Regulations and other taxation legislations) could adversely affect our profitability, prospects, results of operations, cash flows and ability to make distributions to our Unitholders.
26. We depend on the Investment Manager, the Project Manager and the Trustee to manage our business and assets, who may fail to perform satisfactorily. The rights of the Anzen Trust and the rights of the Unitholders to recover claims against the Project Manager, the Investment Manager or the Trustee may be limited.
27. There may be conflicts of interest between the Anzen Trust, the Investment Manager, the Project Manager or the Sponsor. The Sponsor and its affiliates are engaged in the business of infrastructure assets. Furthermore, the Sponsor/ Project Manager also provides consultancy, project management, and operation and maintenance services in the infrastructure industry including for transmission and renewable energy assets of third parties. There can be no assurance that our interests will not conflict with those of the Investment Manager, Sponsor, its subsidiaries and Associates, in relation to matters including but not limited to future acquisitions of power transmission and renewable energy businesses.

28. We have entered into material related party transactions and may continue to do so in the future, which may potentially involve conflict of interests with the Unitholders.
29. Upon completion of the Issue, the Sponsor and its affiliates may be able to exercise significant influence over activities of the Anzen Trust on which Unitholders are entitled to vote. The Sponsor's interests may be different from Unitholders.
30. Our Portfolio Companies, the Sponsor (and Project Manager), the Investment Manager and their respective Associates and the Trustee are involved in certain legal proceedings.
31. Parties to the Trust are required to satisfy 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 Sponsor, the Investment Manager, the Project Manager and the Trustee, which could result in the cancellation of the registration of the Anzen Trust.
32. 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 have a material adverse effect on 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.
33. We must maintain certain investment ratios, which may present additional risks to us. Failure to comply with these conditions may present additional risks to us, including divestment of certain assets, delisting and other penalties, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.
34. The Investment Manager is required to comply with certain ongoing reporting and management obligations in relation to the Anzen Trust. There can be no assurance that the Investment Manager will be able to comply with such requirements in a timely manner or at all.
35. The InvIT Regulations allow for sponsors of listed InvITs to be declassified from the status of sponsors subject to certain conditions. There can be no assurance that in the future, our Sponsor, upon fulfilment of the conditions or any other conditions that SEBI prescribes for declassifications of sponsors, will not exercise its ability to declassify itself from the status of our Sponsor.
36. We will depend on certain directors, executive officers and key employees of the Investment Manager, the Project Manager, and such entities may be unable to appoint, retain such personnel or to replace them with similarly qualified personnel, which could have a material adverse effect on the business, financial condition, results of operations and prospects of the Trust.

37. The Consolidated Financial Statements presented in this Annual Report may not be indicative of the Anzen Trust's future financial condition and results of operations. Anzen Trust has raised debt financing of Rs. 7.5 bn via listed Non - Convertible Debentures, the covenants and other terms of which Anzen Trust may or may not be able to comply with.
38. While we currently own only transmission sector projects, in the future we expect to expand our acquisition strategy to include other types of renewable energy projects. To the extent that we expand our operations to include new business segments, our business operations may suffer from a lack of experience, which may materially and adversely affect our business, financial condition, results of operations and cash flows

Risks Related to India

39. 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 could have an adverse effect on our business
40. We are subject to risks associated with outbreaks of diseases or similar pandemics or public health threats, such as the novel coronavirus ("COVID-19"), which could have a material adverse impact on our business and our results of operations and financial conditions.
41. We are exposed to risks associated with the power sector in India.

Risks Related to Ownership of Units

42. The sale or possible sale of a substantial number of units of Anzen Trust by the Sponsor in the public market following the completion of its lock-in requirement as prescribed under the SEBI InvIT Regulations could adversely affect the price of Units Under Indian law, foreign investors are subject to restrictions that limit their ability to transfer or redeem Units, which may adversely impact the trading price of the Units
43. Under Indian law, foreign investors are subject to restrictions that limit their ability to transfer or redeem units, which may adversely impact the trading price of the units Market and economic conditions may affect the market price and demand for the units. There is no assurance that our units will remain listed on the Stock Exchange
44. Any future issuance of units by us may dilute investors' unitholding. The sale or possible sale of a substantial number of units by the Sponsor or another significant unitholder could adversely affect the price of the Unit.
45. Anzen Trust may be dissolved, and the proceeds from the dissolution thereof may be less than the amount invested by the Unitholders. It may be difficult for Anzen Trust to dispose of its nonperforming assets
46. Some decisions on matters relating to the management of Anzen Trust are subject to

unitholders' approvals, which if not obtained, could lead to adverse effects on Anzen Trust's business.

47. Our rights and the rights of the Unitholders to recover claims against the Investment Manager or the Trustee or Project Manager are limited. 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. It may not be possible for unitholders to enforce foreign judgements.

DISTRIBUTION HISTORY

Pursuant to the provisions of the InvIT Regulations and in line with the Distribution Policy of Anzen Trust, Edelweiss Real Assets Managers Limited, the Investment Manager of Anzen Trust, has made timely distributions to the Unitholders of Anzen.

The details of distributions declared till March 31, 2024, are as under:

Date of Declaration	Total Distribution (per unit)	Date of payment to Unitholders
February 13, 2023	1.24	February 27, 2023
May 25, 2023	2.42	June 7, 2023
August 11, 2023	2.45	August 25, 2023
November 2, 2023	2.45	November 15, 2023
February 9, 2024	2.45	February 21, 2024

Note: The distribution for Q4 of FY 24 of Rs. 2.45 per unit was declared on May 24, 2024 and paid to the Unitholders on June 5, 2024.

CORPORATE GOVERNANCE OVERVIEW

PARTIES TO THE TRUST

INVESTMENT MANAGER

Edelweiss Real Assets Managers Limited (“ERAML” or “Investment Manager”) is the Investment Manager of Anzen Trust. The Investment Manager is a public limited company incorporated on June 25, 2021 under the Companies Act, 2013, having CIN U67110MH2021PLC362755. As per its objective, the Investment Manager may carry on the business of acting as investment manager, investment adviser, trustee, settlor, sponsor, promoter, portfolio manager, manager, administrator, attorney, agent, consultant, representative or nominee of or for any investment funds, unit trusts, private equity funds, debt funds, mutual funds, venture capital funds, alternative investment funds, hedge funds, collective investment schemes, taxable or tax exempt funds, trusts, pooled investment vehicles, special purpose vehicles, infrastructure investment trusts, real estate investment trusts, or any other portfolio of securities, properties and/or assets of any kind, including any pension, provident fund or superannuation fund set up, formed or established in India or in any other country by the Company or by any other person including bodies corporate, limited liability partnerships, partnerships, trusts, societies, associations of persons, or by government, state, local authority, institute (whether incorporated or not) of any other agency or organization with respect to any class of assets, and to thereby settle, administer, manage and deploy funds, acquire, take up, manage, invest, hold, sell, deal or dispose of all or any property, investments, securities or other assets of any kind whatsoever.

The net worth of the Investment Manager as on March 31, 2024, was Rs. 13,46,46,180/-. The Investment Manager complies with the minimum net worth requirement set out in Regulation 4(2)(e)(i) of the InvIT Regulations.

In accordance with the eligibility criteria specified under the InvIT Regulations, the combined experience of the directors/key personnel’s of the Investment Manager in fund management or advisory services or development in the infrastructure sector is above 30 years.

Board Composition

The current composition of the Board of Directors of ERAML is in line with the InvIT Regulations and other applicable laws. The brief profile of the Directors of ERAML are as follows:

➤ **Mr. Venkatchalam Ramaswamy - Non-Executive Director**

Mr. Venkatchalam Ramaswamy is a Non-Executive Director on the board of the Investment Manager since November 23, 2021. He holds a bachelor of engineering degree in electronics and communication and a master’s degree in business administration from the University of Pittsburgh, USA. He is the founding member of the Edelweiss Group. He is the vice chairman of Edelweiss Financial Services Limited, heading Edelweiss’ Asset Reconstruction Company. He has nearly 30 years of experience in the financial markets and has played a key role in assisting one of India’s first few new age boutique investment bank, to become one of the leading

diversified financial services company. Amongst his responsibilities, he also heads Edelweiss's asset management business.

He has also played a key role in building a client-need focused solutions approach in Edelweiss Asset Reconstruction Company. He has experience in building and maintaining large institutional relationships, including with international pension funds and insurance companies, which has aided in the alternative asset management business of Edelweiss Financial Services Limited to become one of the largest such businesses in India.

➤ **Mr. Sunil Mitra – Independent Director**

Mr. Sunil Mitra is an Independent Director on the board of the Investment Manager since November 23, 2021. He retired in June 2011 from the office of Revenue & Finance Secretary, Government of India. During his public service career of over three and a half decades, he headed important policy initiatives in public finance at the national level, including, a new disinvestment policy and taxation reforms. During his earlier appointments under the West Bengal Government, he was credited with the design and implementation of significant public policy reforms in the state-owned public sector enterprises and in restructuring state's power sector.

After completing his term of public service, he chaired a Committee in Planning Commission between October 2011 and August 2012 tasked with a comprehensive review of the different sectors of our economy and formulate recommendations that would foster a vibrant ecosystem for entrepreneurship in the country and with the implementation of several of these by different agencies both public and private.

Till late 2016, he was engaged in leading a term for a consortium led by M/s IPE Global Limited, New Delhi that designed and managed a 'Knowledge Partnership Programme' for the Department of International Development of the Government of the United Kingdom. He also served as a member of a Technical Advisory Panel set up by the Government of India, to review an Indian Power Sector Diagnostic Study Report prepared by the World Bank and as a Non-Official Member of the Eastern Regional Board of the Reserve Bank of India. He presently serves as a Non-Executive & Independent Director on the Boards of a number of Public Companies.

➤ **Mr. Shiva Kumar – Independent Director**

Mr. Shiva Kumar has been appointed as an Independent Director on the board of the Investment Manager since April 1, 2022. He holds a bachelor of arts degree from Patna University and has also completed a programme on Strategic Human Resource Management – India from Michigan Ross School of Business. He is also an associate member of the Indian Institute of Bankers.

He has participated in international corporate governance program of Harvard Business School (making corporate boards more effective) and Organisation for Economic Co-operation and Development (OECD) (corporate governance of state-owned enterprises), and has also participated in various programmes conducted by Indian School of Business (leadership skills for top management) and Duke Corporate Education (enterprise leadership programme).

He has over 40 years of experience across both public and private sector banking and financial services. Further, he has worked at State Bank of Bikaner & Jaipur (now merged with the State Bank of India) as managing director and had also served as President in the Edelweiss Group. At State Bank of India, he was the project leader for the business process re-engineering project

and was also a part of their credit card project. He was also a representative of associate banks on the managing committee of Indian Banks' Association.

At Edelweiss Group, he was on the boards of Edelweiss Housing Finance Limited and Edelweiss Retail Business, and was a key member of several committees including asset liability management (ALM) committee, investment committee and management committee. He also led the initiative to setup their general insurance business. In 2013, he received the 'Business Leadership Award', which was presented to him by Institute of Public Enterprises (IPE).

➤ **Ms. Bala C Deshpande - Independent Director**

Ms. Bala C Deshpande is the Founder Partner of MegaDelta Capital. Of her 32 years of experience, Bala has over two decades of investing experience. She started her investing career as Director Investments in ICICI Venture in 2001 and in 2008 she joined NEA at a General Partner level to set up and head their India Practice. Prior to her investing experience, Bala has had deep operating experience with reputed multi-national firms such as ICI, Cadbury's and BestFoods. She is a Management Graduate from Jamnalal Bajaj and has a Master's degree in Economics.

ICICI Venture during her time was the Industry leader and Bala was part of the leadership team that consolidated the firm's position by growing the AUM to more than \$2 Bn. She was instrumental in delivering great returns of 3x and 4x across Funds during her tenure. NEA is one of the most reputed VC Funds based in the US and known for its acumen in investing behind world defining Technology with a Capital Under Management of USD 11 bn at the time of her joining. She built a very strong team and practice in India as a global partner. At NEA, she has invested and backed many disruptive companies in the mid-market space. In 2018, NEA gave the India team an opportunity to buy-out the India platform given their shift in geography strategy. Bala leveraged this opportunity to set up an independent practice with the help of 7 global reputed investors.

Over the years she has held close to 40 Board positions in companies across a wide spectrum of industries. Her experience as a Board member is also variegated in terms of size and stage from young, high involvement companies to large listed companies. She has played an instrumental role in shaping many innovative businesses and entrepreneurial journeys. These include the first Internet IPO: Naukri.com, first 24-hour news channel : Aaj Tak, first Payment Tech company, several consumer companies such as Shoppers Stop that redefined the sector etc. Currently, she is an Independent Board Member in Info Edge (India) Ltd. for over 16 years. The company has won several awards for exemplary for compliance and corporate governance. She is also an Independent Board Director in SIDBI Venture Capital Limited and Brainbees Solutions Private Limited (FirstCry.com).

She is a nominee Board member of deeply disruptive companies like FSS, a payment Tech company, MediSys a new age digital EduTech company, Panacea Medical Technologies, a Radiation therapy device company for Oncology, GOQii Inc, a Medtech company among others. With her Board participation these companies have grown exponentially, emerged as category leaders and created immense shareholder value.

Thanks to her deep experience, Bala has a clear perspective of the pitfalls that businesses in India experience in their pursuit for growth. She has seen business failures and entrepreneurial missteps as well in her journey as an investor over the years. She has assimilated these learnings to form clear strategic perspectives about businesses in India from both aspects of leveraging

opportunity and managing risk. She strongly believes that perspective is the best value add that she can bring to the table as an Investor and a Board member.

For MegaDelta in the coming years, she is keen to back entrepreneurs who redefine markets and create lasting economic value. She is passionate about Technology and its far-reaching implications on markets, businesses and consumers. She attended the Singularity University course to sharpen her knowledge in this space.

➤ **Ms. Nupur Garg - Independent Director**

Ms. Nupur Garg is a leading investor in private equity and venture capital and an expert advisor to large institutional investors. She is the founder of WinPE (<https://winpeforum.com>), a not-for-profit initiative to enhance gender diversity in investing and entrepreneurship.

Ms. Garg serves as Chairperson of the board of Kids Clinic India Limited (Cloudnine chain of hospitals) and an independent director on the boards of companies including Indigo Paints Limited, Kerala Infrastructure Fund Management Limited and SIDBI, the Indian development finance institution. She is an independent member of the investment committee at the Fund of Funds managed by the National Investment and Infrastructure Fund (NIIF), the quasi sovereign wealth fund sponsored by the government of India, and an advisor to and a member of the investment committee for the Dutch Good Growth Fund (DGGF) investment funds mandate given by the Dutch government for investments in SMEs in frontier markets across 75 countries. She has served as an external expert on the investment committee for the INR 10,000 crore Fund of Fund for Start-ups for investing in the Indian start-up ecosystem. Ms. Garg advises select fund managers on a confidential basis on matters related to institutionalization, best practices and governance. She also mentors female entrepreneurs across various platforms.

Ms. Garg was listed in the BW VC World Most Influential Women 2022, Forbes W-Power list of Self Made Women 2020, among India's top 100 Women Leaders in Finance (AIWMI 2019), awarded the Women Empowerment Entrepreneur Award 2019-20 and the Business Excellence and Innovative Best Practices - Academia Award 2019. Ms. Garg is a CA and an MBA from MIT Sloan School of Management, with executive education from Harvard Business School.

➤ **Mr. Subahoo Chordia - Non-Executive Director**

Mr. Subahoo Chordia is a Non-Executive Director on the board of the Investment Manager since June 25, 2021. He is a chartered accountant and was admitted as an associate of the Institute of Chartered Accountants of India in 2001. He has over 21 years of work experience in the infrastructure sector including in asset management, mergers and acquisitions, advisory services, equity and debt and project finance. He was a founding member of the Edelweiss Alternative's infrastructure business and has previously worked with Edelweiss Investment Banking, Axis Bank and IDBI Bank.

➤ **Ms. Ranjita Deo - Whole-Time Director and Chief Investment Officer**

Ms. Ranjita Deo has been appointed as the Whole-time Director on the board of the Investment Manager and the Chief Investment Officer of the Anzen Trust with effect from May 17, 2022 and April 12, 2022, respectively. She has a master's degree in Management Studies from the

University of Mumbai and is a CFA (Chartered Financial Analyst) charterholder from the CFA Institute, USA. She has, over 20 years of experience across private equity, corporate /project finance and research. She has previously worked with the Aditya Birla Group in their solar business, IL & FS Investment Managers Limited, Bennett Coleman & Company Limited and CRISIL Research and Information Services. She will be heading the investment related decisions of the Anzen Trust.

Committee Composition

• **AUDIT COMMITTEE**

The Audit Committee comprises of the Directors of the Investment Manager. The composition of the Audit Committee is in line with the InvIT Regulations. The current composition of Audit Committee is as follows:

Name	Designation
Mr. Shiva Kumar	Independent Director
Mr. Sunil Mitra	Independent Director
Ms. Bala C Deshpande	Independent Director
Ms. Ranjita Deo	Whole Time Director & Chief Investment Officer

The terms of reference of the Audit Committee are available on the website of Anzen.

During the FY 2023-24, nine meetings of the Audit Committee were held on May 12, 2023, May 25, 2023, July 20, 2023, August 11, 2023, October 20, 2023, November 2, 2023 January 15, 2024, February 9, 2024 and March 27, 2024, respectively.

• **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprises of the Directors of the Investment Manager. The composition of the Nomination and Remuneration Committee is in line with the InvIT Regulations. The current composition of the Nomination and Remuneration Committee is as follows:

Name	Designation
Mr. Shiva Kumar	Independent Director
Mr. Sunil Mitra	Independent Director
Ms. Bala C Deshpande	Independent Director

The brief terms of reference of the Nomination and Remuneration Committee are available on the website of Anzen.

During the FY 2023 -24, one meeting of the Nomination Remuneration Committee was held on May 12, 2023 and all the Members were present at the meeting.

• **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders’ Relationship Committee comprises of the Directors of the Investment Manager. The composition of the Stakeholders Relationship Committee is in line with the InvIT Regulations. The current composition of the Stakeholders Relationship Committee is as follows:

Name	Designation
Mr. Venkatchalam Ramaswamy	Non-Executive Director
Ms. Bala C Deshpande	Independent Director
Mr. Shiva Kumar	Independent Director

The brief terms of reference of the Stakeholders Relationship Committee are available on the website of Anzen.

During FY 2023 -24, one meeting of the Stakeholders Relationship Committee was held on February 9, 2024 and all the Members were present at the meeting.

- **RISK MANAGEMENT COMMITTEE**

The Risk Management Committee comprises of the Directors of the Investment Manager. The composition of the Risk Management Committee is in line with the InvIT Regulations.

The current composition of the Risk Management Committee is as follows:

Name	Designation
Ms. Ranjita Deo	Whole Time Director & Chief Investment Officer
Mr. Sunil Mitra	Independent Director
Ms. Nupur Garg	Independent Director
Mr. Subahoo Chordia	Non-Executive Director

The terms of reference of the Risk Management Committee are available on the website of Anzen.

During the FY 2023 -24, two meetings of the Risk Management Committee were held on August 11, 2023 and January 22, 2024 and all the Members were present at the meeting.

- **INDEPENDENT DIRECTORS MEETING**

During the FY 24, a separate meeting of the Independent Directors of the Company was held on March 28, 2024 and all the Independent Directors were present at the Meeting. Further, the Independent Directors were familiarised on the best practices adopted in Operation and Maintenance (O&M) of Transmission Lines which are relevant from infrastructure investments within electricity transmission sector. The brief details of the familiarisation programme are available on the website of Anzen.

POLICIES*

In order to adhere to the good governance practices the Investment Manager has adopted following policies in relation to Anzen Trust in accordance with InvIT Regulations:

- **Distribution Policy**

The Distribution Policy is formulated to ensure proper, accurate and timely distribution to the unitholders of Anzen Trust. The Distributable Income is calculated in accordance with the Distribution Policy, InvIT Regulations and any circular, notification or guidance issued thereunder.

- **Investor Grievance Redressal Policy**

The Investor Grievance Redressal Policy is formulated to provide efficient services to the investors and to effectively address and redress the grievances of the investors of Anzen Trust in a timely manner.

- **Code of Conduct**

In line with the InvIT Regulations, the Code of Conduct has been adopted by Anzen Trust. All the parties to Anzen Trust shall abide by the Code of Conduct.

- **Borrowing Policy**

The Borrowing Policy has been formulated to outline the process for borrowing monies in relation to the Trust.

- **Policy on Unpublished Price-Sensitive Information and dealing in units by the parties to the Anzen India Energy Yield Plus Trust**

The Policy aims to outline process and procedures for dissemination of information and disclosures in relation to Anzen Trust on the website of Anzen Trust, to the stock exchanges and to all stakeholders at large. The purpose of the policy is also to ensure that the Trust and the Company complies with applicable law, including InvIT Regulations, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder, or such other Indian laws, regulations, rules or guidelines prohibiting insider trading and governing disclosure of material, unpublished price sensitive information.

- **Policy on Related Party Transactions**

The Policy in relation to the Related Party Transactions regulates the transactions of Anzen Trust with its Related Parties, based on the laws and regulations applicable to Anzen Trust and best practices and to ensure proper approval, supervision and reporting of the transactions between the Trust and its Related Parties.

- **Whistleblower / Vigil Mechanism Policy**

The Company has adopted Whistleblower/Vigil Mechanism Policy for reporting of suspected or actual occurrence of illegal, unethical or inappropriate events (behaviours or practices), violation of applicable laws and regulations, irregularities, misconduct, fraud, etc. Under the Policy, all employees (at all levels and grades, whether regular, fixed term contract or

temporary), directors, customers, agencies, contractors, vendors, suppliers and/or any of their employees (collectively referred to as 'Stakeholders') can report any incident / event as detailed within the Policy.

- **Document 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 ensuring the authenticity, reliability and accessibility of such documents. The policy aims at identifying, classifying, storing, securing, retrieving, tracking and destroying or permanently preserving records.

- **Policy on appointment of auditor and valuer**

The policy on appointment of auditor and valuer aims to provide a comprehensive policy on the appointment of the auditor and valuer for Anzen Trust.

- **Policy for Determining Materiality of Information for Periodic Disclosures of Anzen India Energy Yield Plus Trust**

This policy is for determining materiality of information for periodic disclosures aims to outline process and procedures for determining materiality of information in relation to periodic disclosures required to be made to Trustee and the unitholders of the Trust.

- **Policy for Unclaimed Distributions of Anzen India Energy Yield Plus Trust**

This Policy is to formulate a claims process to be followed by the unitholders of Anzen ("Unitholders") in relation to unclaimed or unpaid amounts from distributions made to them by Anzen and transferred to the Unpaid Distribution Account, and subsequently, to the Investor Protection and Education Fund in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014.

- **Policy for Appointment of Directors and Key Managerial Personnel**

This Policy provides criteria for appointment of Directors and Key Managerial Personnel of the Investment Manager, positive attributes, remuneration, performance evaluation, criteria of independence, board diversity, etc. It also provides the process to be followed by the eligible Unitholders of Anzen for appointment of Unitholder Nominee Director on the Board of the Investment Manager and the criteria for appointment in line with the InvIT Regulations.

**Note: The above Policies are available on the website of Anzen.*

MEETINGS HELD DURING THE FINANCIAL YEAR 23-24

Name of Director	Board Meeting (Attended/ Entitled)	Audit Committee Meeting (Attended/ Entitled)	Nomination & Remuneration Committee Meeting (Attended/ Entitled)	Stakeholders Relationship Committee Meeting (Attended/ Entitled)	Risk Management Committee Meeting (Attended/ Entitled)
Mr. Venkatchalam Ramaswamy	8/9	-	-	1/1	-
Mr. Subahoo Chordia	8/9	-	-	-	2/2
Mr. Sunil Mitra	9/9	9/9	1/1	-	2/2
Mr. Shiva Kumar	9/9	9/9	1/1	1/1	-
Ms. Nupur Garg*	7/8	-	-	-	2/2
Mr. Bala C Deshpande*	7/9	4/5	1/1	1/1	-
Ms. Ranjita Deo	9/9	9/9	-	-	2/2

**Note: Ms. Bala C Deshpande has been appointed as an Independent Director of the Investment Manager with effect from April 1, 2023. Further, Ms. Nupur Garg has been appointed as the Independent Director with effect from May 23, 2023.*

SPONSOR & PROJECT MANAGER

Sekura Energy Private Limited (“SEPL”), is the Sponsor and Project Manager of Anzen Trust. SEPL is a portfolio company of Edelweiss Infrastructure Yield Plus. The Sponsor was incorporated in India under the Companies Act, 2013, on April 6, 2018, with corporate identity number U74999MH2018PTC307666.

The Sponsor is an infrastructure company that carries out investments in power transmission companies and renewable energy companies operating in the private sector.

DETAILS OF THE TRUSTEE

Axis Trustee Services Limited is the Trustee of the Anzen Trust. The Trustee is a registered intermediary with SEBI under the SEBI Debenture Trustee Regulations as a debenture trustee having registration number IND000000494 and the certificate of registration is valid until suspended. The Trustee is a wholly-owned subsidiary of Axis Bank Limited. The Trustee’s services are aimed at catering to the individual needs of the client and enhancing client satisfaction. As a trustee, it ensures compliance with all statutory requirements and believes in the highest ethical standards and best practices in corporate governance. It aims to provide the best services in the industry with its well trained and professionally qualified staff with a sound legal acumen. The Trustee is involved in varied facets of debenture and bond trusteeships, including, advisory functions and management functions. The Trustee also acts

as a security trustee and is involved in providing services in relation to security creation, compliance and holding security on behalf of lenders.

UNITHOLDER NOMINEE DIRECTOR

In line with the circular issued by the Securities and Exchange Board of India dated September 11, 2023, bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 for Board nomination rights to unitholders of Infrastructure Investment Trusts (“**SEBI Circular**”), the Trust Deed and the Investment Management Agreement of Anzen was amended to permit eligible unitholders of the Anzen Trust to nominate such number of directors on the Board of Directors of the Investment Manager, in the manner and to the extent specified under the InvIT Regulations, the SEBI Circular and the Policy for Appointment of Directors and Key Managerial Personnel.

ANNUAL SECRETARIAL COMPLIANCE AUDIT

As per the applicable provisions of the InvIT Regulations, Ashita Kaul and Associates, Practicing Company Secretaries, has conducted Annual Secretarial Compliance Audit of Anzen for the financial year ended March 31, 2024. The report issued by Ashita Kaul and Associates is annexed to this report. Further, there are no qualifications, observations or adverse remarks mentioned in the said Report.

The Annual Secretarial Compliance Report for the financial year 2023-24 has also been submitted to the Stock Exchanges within the stipulated timeline.

COMPLIANCE CERTIFICATE

As per Regulation 26H of the InvIT Regulations, a Compliance Certificate from the Chief Investment Officer, Chief Financial Officer and the Compliance Officer of Investment Manager of Anzen on the Financial Statements and other matters of Anzen for the financial year ended March 31, 2024, was placed before the Audit Committee and Board of Directors of Investment Manager at its Meeting held on May 24, 2024.

STATUTORY AUDITORS

S R B C & Co LLP, Chartered Accountants (ICAI Firm Registration No.: 324982E/ E300003), have been appointed as the Statutory auditors of Anzen for a term of five consecutive years. The Statutory Auditors shall hold office from conclusion of 1st Annual General Meeting till the conclusion of 6th Annual General Meeting of Anzen.

INVESTOR COMPLAINTS

The Investors can raise their grievances on various modes such as by directly writing to Anzen on dedicated investor service email id provided on the website, through KFin Technologies Limited, the Registrar and Transfer Agent, SEBI SCORES Portal or Online Dispute Resolution Portal (ODR).

The status of complaints is reported to the Stakeholders Relationship Committee and the Board of Directors of the Investment Manager on a quarterly basis. Additionally, the details of Unitholders’ complaints on quarterly basis are also submitted to the Trustee, stock

exchanges and published on Anzen's website. During the FY 2023-24, there were no investor complaints received by Anzen Trust.

SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES) & ODR

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. Anzen has been registered on SCORES and Investment Manager makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. Further, Anzen has also registered on Online Dispute Resolution (ODR) Platform for resolving the grievances of the investors. During the FY 23-24, Anzen has not received any grievances on SCORES/ODR Platform.

COMMUNICATION TO UNITHOLDERS

The Anzen Trust ensures that the following filings and reports are available on its website:

- Projects of Anzen;
- Regulatory filings;
- Codes and Policies of Anzen;
- Board and its committee composition, committee charters and management team;
- Information Memorandum;
- Financial information;
- Distribution history;
- Credit ratings;
- Other information, such as press releases, corporate presentations made to investors etc.

SIGNIFICANT AND MATERIAL ORDERS

During the FY 2023-24, there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Anzen's operations in future. There are adequate systems and processes in the Anzen commensurate with the size and operations of the Anzen to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. During the FY 2023-2024, no penalty has been imposed by any stock exchange or SEBI, nor has there been any instance of non-compliance with any legal requirements, or on matters having material impact on the operations of Anzen. Anzen Trust have complied with the provisions of the Trust Deed, InvIT Regulations, applicable provisions of LODR and Corporate Governance norms.

BOARD EVALUATION

The Nomination and Remuneration Committee ("NRC") have approved the criteria and mechanism for carrying out the annual performance evaluation process of the Board, Committees and its Directors. Accordingly, the NRC at its meeting held on January 27, 2023 have approved the questionnaire designed for annual performance evaluation of the Board, Committees and its Directors.

The criteria for performance evaluation inter alia provides Board effectiveness, quality of discussion, contribution at the meetings, business acumen, strategic thinking, time

commitment, relationship with the stakeholders, corporate governance practices, review of the terms of reference of the Committees and the contribution of the Committees to the Board in discharging its functions, etc.

The aforesaid questionnaire was circulated to all the Directors of the Company for the annual performance evaluation. The Board evaluated the effectiveness of its functioning and that of the Committees and of individual Directors through the annual performance evaluation process.

Based on the assessment of the responses received to the questionnaire from the Directors on the annual evaluation of the Board, its Committees and the individual Directors, the Board Evaluation Report was placed before the meeting of the Independent Directors held on March 28, 2024, for its consideration. Similarly, the Board at its meeting held on May 2, 2024, assessed the performance of the Independent Directors and the outcome of the Board performance evaluation exercise.

The Directors were satisfied with the results of the performance evaluation of the Board and its Committees and individual directors (including independent directors).

UNIT PRICE PERFORMANCE

The Trust was established on November 1, 2021 and was registered as an Infrastructure Investment Trust under InvIT Regulations with SEBI on January 18, 2022. Further, Anzen has acquired its initial portfolio of assets namely NRSS-XXXI (B) Transmission Limited and Darbhanga – Motihari Transmission Company Limited from Edelweiss Infrastructure Yield Plus (“EIYP”), an alternative investment fund on November 11, 2022. Pursuant to the said acquisitions, Anzen Trust has allotted 8,30,00,000 units of Rs. 100/- each to EIYP.

In addition, Anzen Trust has raised an amount of Rs. 7500 million through issuance of 75,000,000 units of Rs. 100/- each through private placement basis. The units were allotted on November 11, 2022 and listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited on November 16, 2022. The total units issued by Anzen Trust as on March 31, 2024 are 158,000,000 units of Rs 100/- each

Accordingly, past performance of Anzen with respect to unit price and yield for the last 5 years is not available. However, the last two years trading price of the units of Anzen are as follows:

Sr.No	Particulars	Price (in Rs.) at NSE
1	as on March 29, 2023	102.40
2	as on March 29, 2024	100.00

CORPORATE INFORMATION

<p>Anzen India Energy Yield Plus Trust</p> <p>Plot No. 294/3, Edelweiss House, Off CST Road, Kalina, Santacruz East, Mumbai - 400 098, Maharashtra, India Tel: +91 (22) 4019 4815 E-mail: InvITcompliances@edelweissalts.com Website: www.anzenenergy.in</p>	<p>Investment Manager</p> <p>Edelweiss Real Assets Managers Limited Plot No. 294/3, Edelweiss House, Off CST Road, Kalina, Santacruz East, Mumbai - 400 098, Maharashtra, India Tel: +91 (22) 4019 4815 CIN: U67110MH2021PLC362755</p>
<p>Registrar and Transfer Agent</p> <p>KFIN Technologies Limited Selenium, Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi 500 032, Telangana, India Tel.: +91 40 6716 2222 E-mail: anzen.invitpp@kfintech.com</p>	<p>Sponsor and Project Manager</p> <p>Sekura Energy Private Limited 504 & 505, 5th Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai 400 098 Tel: +91 22 6841 7000 E-mail: cs.energy@energy-sel.com</p>
<p>Trustee</p> <p>Axis Trustee Services Limited Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli Mumbai 400 025 Tel: +91 22 6230 0451 E-mail: debenturetrustee@axistrustee.in</p>	<p>Debenture Trustee</p> <p>Catalyst Trusteeship Limited Windsor, 6th Floor, Off CST Road, Kalina, Santacruz East, Mumbai, Maharashtra 400098 Tel: +91 (22) 4922 0555 E-mail: complianceCtl-Mumbai@ctltrustee.com</p>
<p>Valuer</p> <p>Mr. S Sundararaman 5B, "A" Block, 5th Floor, Mena Kampala Arcade, New #18 & 20, Thiagaraya Road, T.Nagar, Chennai - 600 017</p>	<p>Auditors</p> <p>S R B C & CO LLP, Chartered Accountants C-401, 4th Floor Panchshil Tech Park Yerwada, Pune 411 006 Firm Registration No: 324982E/E300003</p>

Information of the Contact Person of the InvIT:

Ms. Jalpa Parekh
Company Secretary, Compliance Officer & Investor Grievance Officer
Plot No. 294/3, Edelweiss House,
Off CST Road, Kalina, Santacruz East,
Mumbai - 400 098
Tel: +91 (22) 4019 4815
Email - InvITinvestorgrievances@edelweissalts.com;

PUBLICATIONS

The information required to be disclosed to the stock exchanges (including financial results, press releases) have been duly submitted to the NSE and BSE as well as uploaded on Trust's website. Further Trust has opted to publish newspaper advertisements in relation to its the financial results and the same is also published on the website of the Trust.

INDEPENDENT AUDITOR'S REPORT

To the Unit holders of Anzen India Energy Yield Plus Trust

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Anzen India Energy Yield Plus Trust ("the InvIT"), which comprise 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 Unitholders' Equity for the year then ended, the Statement of Net Assets at fair value as at March 31, 2024, the Statement of Total Returns at fair value, the Statement of Net Distributable Cash Flows ('NDCFs') of the InvIT for the year then ended, and a summary of material accounting policies and other explanatory notes (hereafter referred to as "the standalone financial statements").

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 including any guidelines and circulars issued thereunder (the "InvIT Regulations"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the InvIT as at March 31, 2024, its profit including other comprehensive income, its cash movements and its movement of the unit holders' funds for the year ended March 31, 2024, its net assets at fair value as at March 31, 2024, its total returns at fair value and the net distributable cash flows of the InvIT for the year ended March 31, 2024.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), issued by the Institute of Chartered Accountants of India. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the InvIT in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the InvIT Regulations, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained 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 9(c)(i) which describes the classification of "Unit Capital" as "Equity" instead of the applicable requirements of Ind AS 32 - Financial Instruments: Presentation, in order to comply with the relevant 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 for the financial year ended March 31, 2024. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>Impairment of investments in subsidiaries and loans given to subsidiaries <i>(as described in Note 20 of the standalone financial statements)</i></p>	
<p>The InvIT has significant investments in subsidiaries and has granted loans to its subsidiaries amounting to INR 22,700.41 million as at March 31, 2024. The value of investments and loans in aggregate comprise 97% of total assets in the Balance Sheet.</p> <p>The subsidiaries are in the business of owning and maintaining transmission assets and have entered into Transmission Services Agreement ("TSA") with Long Term Transmission Customers ("LTTC").</p> <p>At each reporting period end, management assesses the existence of impairment indicators of investments in subsidiaries and loans given to subsidiaries. In case of existence of impairment indicators, the investment and loan balances are subjected to impairment test, where the fair value of the subsidiary is compared with the value of investments and loans given to such subsidiaries.</p> <p>The processes and methodologies for assessing and determining the fair value of the subsidiary is based on complex assumptions, that by their nature imply the use of management's judgment, in particular with reference to identification of forecast of future cash flows relating to the period covered by the respective subsidiary's transmission license, debt equity ratio, cost of debt, cost of equity, residual value, etc.</p> <p>Considering the judgment involved in determination of fair values due to inherent uncertainty and complexity of</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> • Read the policy, evaluated the design and tested the operating effectiveness of controls over assessment of impairment of investments in subsidiaries and loans to subsidiaries and the assumptions used by management. • Obtained and read the valuation report of the InvIT's independent valuation expert, and assessed the expert's competence, capability and objectivity. • Involved our subject matter experts to perform an independent review of methodology, estimates and key assumptions (weighted average cost of capital, debt equity ratio, forecast period, terminal growth rate) used in the valuation by the Company's independent valuation expert. • Tested on sample basis that the tariff revenues considered in the respective valuation models are in agreement with TSAs / tariff orders and evaluated the reasonableness of cost and revenue attributes considered in forecast. • Tested completeness, arithmetical accuracy and validity of the data used in the calculations. • Evaluated the adequacy of disclosures included in the standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>the assumptions used in determination of fair values, this is considered as a key audit matter.</p>	
<p>Disclosures relating to Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value as per InvIT regulations <i>(as described in Note 20 of the standalone financial statements)</i></p>	
<p>The InvIT is required to disclose Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value pursuant to SEBI circulars issued under the InvIT regulations which requires fair valuation of the assets. Such fair valuation has been carried out by the independent valuer appointed by the InvIT.</p> <p>For the purpose of the above, fair value is determined by forecasting and discounting future cash flows.</p> <p>The processes and methodologies for assessing and determining the fair value is based on complex assumptions, that by their nature imply the use of the management’s judgment, in particular with reference to identification of forecast of future cash flows relating to the period covered by the respective subsidiary’s transmission license, debt equity ratio, cost of debt, cost of equity, residual value, etc.</p> <p>Considering the judgment involved in determination of fair values due to inherent uncertainty and complexity of the assumptions used in determination of fair values, this is considered as a key audit matter.</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> • Read the requirements of InvIT regulations for disclosures relating to Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value. • Read the policy, evaluated the design and tested the operating effectiveness of controls over assessment of fair value and the assumptions used by management. • Read the policy, evaluated the design and tested the operating effectiveness of controls over preparation statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value as per InvIT regulations and the assumption used by management. • Obtained and read the valuation report of the InvIT’s independent valuation expert, and assessed the expert’s competence, capability and objectivity. • Involved our subject matter experts to perform an independent review of methodology, estimates and key assumptions (weighted average cost of capital, debt equity ratio, forecast period, terminal growth rate) used in the valuation by the Company’s independent valuation expert. • Tested on sample basis that the tariff revenues considered in the respective valuation models are in agreement with TSAs / tariff orders and evaluated the reasonableness of cost and revenue attributes considered in forecast. • Tested completeness, arithmetical accuracy and validity of the data used in the calculations. • Evaluated the adequacy of disclosures included in the standalone financial statements.

Other Information

The Management of Edelweiss Real Assets Managers Limited (the “Investment Manager”) is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor’s report thereon. The Annual report is expected to be made available to us after the date of auditor’s report.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management for the Standalone Financial Statements

The Management of the 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 as at March 31, 2024, financial performance including other comprehensive income, cash flows and the movement of the unit holders’ funds for the year ended March 31, 2024, the net assets at fair value as at March 31, 2024, the total returns at fair value of the InvIT and the net distributable cash flows of the InvIT for the year ended March 31, 2024 in accordance with the requirements of the InvIT Regulations, the Indian Accounting Standards (Ind AS) as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India. This responsibility also includes the design, implementation and maintenance of adequate controls 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.

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

The Management is also responsible for overseeing the InvIT’s financial reporting process.

Auditor’s Responsibilities 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 control 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 InvIT's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 InvIT'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 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 InvIT 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.

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 control 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 for the financial year ended March 31, 2024 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, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) The Balance Sheet and the Statement of Profit and Loss are in agreement with the books of account;

- (c) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards (Ind AS) and/or any addendum thereto as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per Amit Singh

Partner

Membership Number: 408869

UDIN: _____

Place of Signature: Mumbai

Date: May 24, 2024

Anzen India Energy Yield Plus Trust
Standalone Balance Sheet as at March 31, 2024
All amounts in Rupees million unless otherwise stated

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
(1) Non-current assets			
(a) Financial assets			
(i) Investments	3	11,386.41	11,386.41
(ii) Loans	4	11,314.00	11,314.00
(iii) Other financial assets	5	0.75	0.75
(b) Income tax assets (net)		1.29	1.92
Total non-current assets		22,702.45	22,703.08
(2) Current assets			
(a) Financial assets			
(i) Investments	3	451.35	472.84
(ii) Cash and cash equivalents	7	4.71	4.10
(iii) Bank balances other than (7) above	8	155.00	176.24
(iv) Other financial assets	5	-	0.11
(b) Other current assets	6	0.63	-
Total current assets		611.69	653.29
Total assets		23,314.14	23,356.37
EQUITY AND LIABILITIES			
EQUITY			
(a) Unit capital	9	15,624.79	15,624.79
(b) Other equity	10	225.26	272.87
Total equity		15,850.05	15,897.66
LIABILITIES			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	11	7,441.81	7,416.24
Total non-current liabilities		7,441.81	7,416.24
(2) Current liabilities			
(a) Financial liabilities			
(i) Trade payables			
(a) total outstanding dues of micro and small enterprises	12	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	12	4.93	23.86
(ii) Other financial liabilities	13	1.67	1.67
(b) Other current liabilities	14	15.68	16.94
Total current liabilities		22.28	42.47
Total equity and liabilities		23,314.14	23,356.37

Summary of material accounting policies.

2

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

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No: 324982E/E300003

For and on behalf of the Board of Directors of
Edelweiss Real Assets Managers Limited
(As Investment Manager to Anzen India Energy Yield Plus Trust)

per Amit Singh
Partner
Membership Number : 408869
Place : Mumbai
Date : May 24, 2024

Ranjita Deo
CIO & Whole-time Director
DIN No. : 09609160

Vaibhav Doshi
Chief Financial Officer

Jalpa Parekh
Company Secretary
Membership Number : A44507

Place : Mumbai
Date : May 24, 2024

Anzen India Energy Yield Plus Trust
Standalone Statement of Profit and Loss for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

Particulars	Notes	Year ended March 31, 2024	Year ended March 31, 2023
INCOME			
Revenue from operations	15	2,128.52	668.29
Interest income on investment in fixed deposits		11.64	13.49
Income from investment in mutual funds		21.46	24.33
Other income		4.13	-
Total income		2,165.75	706.11
EXPENSES			
Finance costs	16	637.47	210.31
Legal and professional fees		4.79	1.11
Annual listing fee		2.08	2.62
Rating fee		2.61	2.66
Valuation expenses		0.85	0.90
Trustee fee		1.83	0.64
Audit fees			
- Statutory audit fees (including limited review)		4.52	2.97
- Other services (including certification)		0.24	0.15
Other expenses	17	0.23	0.91
Total expenses		654.62	222.27
Profit before tax		1,511.13	483.84
Tax expense:			
(i) Current tax	18	15.13	15.05
(ii) Deferred tax		-	-
(iii) Adjustment of tax relating to earlier periods	18	(0.05)	-
Profit for the year [A]		1,496.05	468.79
Other Comprehensive Income			
Items that will not be reclassified to profit or loss in subsequent periods		-	-
Items that will be reclassified to profit or loss in subsequent periods		-	-
Total other comprehensive income for the year, net of tax [B]		-	-
Total comprehensive income for the year, net of tax [A+B]		1,496.05	468.79
Earnings per unit (Rs. per unit)			
Basic and diluted	19	9.47	7.68

Summary of material accounting policies

2

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

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No: 324982E/E300003

For and on behalf of the Board of Directors of
Edelweiss Real Assets Managers Limited
(As Investment Manager to Anzen India Energy Yield Plus Trust)

per Amit Singh
Partner
Membership Number : 408869
Place : Mumbai
Date : May 24, 2024

Ranjita Deo
CIO & Whole-time Director
DIN No. : 09609160

Vaibhav Doshi
Chief Financial Officer

Jalpa Parekh
Company Secretary
Membership Number : A44507

Place : Mumbai
Date : May 24, 2024

Anzen India Energy Yield Plus Trust
Standalone Statement of Cash Flow for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Cash flow from operating activities		
Profit before tax	1,511.13	483.84
Adjustments to reconcile profit/(loss) before tax to net cash flows:		
Interest income on investment in fixed deposits	(11.64)	(13.49)
Income from investment in mutual funds	(21.46)	(24.33)
Interest income on income tax refund	(0.08)	-
Finance costs	637.47	210.31
Interest income on loans given to subsidiaries	(1,810.24)	(556.74)
Interest income on non-convertible debentures	(46.56)	(20.65)
Interest income on optionally-convertible debentures	(271.72)	(90.90)
Operating loss before working capital changes	(13.10)	(11.96)
Working capital adjustment		
(Increase) / Decrease in other current assets	(0.63)	(0.75)
Increase / (Decrease) in trade payables	(18.93)	23.86
Increase / (Decrease) in other current liabilities	(1.26)	16.93
Cash flow generated from operations	(33.92)	28.08
Income tax (paid) / refund received (net)	(14.37)	(16.97)
Net cash flow from/(used in) operating activities [A]	(48.29)	11.11
Cash flow from investing activities		
Purchase of OCD of subsidiaries	-	(2,840.00)
Purchase of NCD of subsidiary	-	(291.00)
Loan given to subsidiaries	-	(11,940.00)
Loan repaid by subsidiaries	-	626.00
Proceeds from maturity of fixed deposits	42.94	8,752.17
Investment in fixed deposits	(21.70)	(8,928.41)
Investment in mutual funds	(1,724.40)	(6,318.56)
Proceeds from sale of investment in mutual funds	1,767.35	5,870.05
Interest received on loan given to subsidiaries	1,810.24	556.74
Interest received on Optionally convertible debentures	271.72	135.49
Interest received on Non convertible debentures	46.56	20.65
Interest received on investment in fixed deposits	11.75	13.38
Net cash flow from/(used in) investing activities [B]	2,204.46	(14,343.49)
Cash flow from financing activities		
Proceeds from issue of Unit capital*	-	7,500.00
Proceeds from non convertible debentures	-	7,500.00
Payment of Unit issue expenses	-	(175.21)
Payment of Interest on non convertible debentures	(611.90)	(292.39)
Payment of distributions to unitholders	(1,543.66)	(195.92)
Net cash flow from/ (used in) financing activities [C]	(2,155.56)	14,336.48
Net increase / (decrease) in cash and cash equivalents [A+B+C]	0.61	4.10
Cash and cash equivalents at the beginning of the year	4.10	-
Cash and cash equivalents at the end of the year	4.71	4.10

*The Trust has issued its units amounting to Rs. 8,300 million in exchange of the equity shares of NRSS and DMTCL. The same has not been reflected in cash flow since it was a non-cash transaction.

Components of cash and cash equivalents:	Year ended March 31, 2024	Year ended March 31, 2023
Balances with banks :		
- On current accounts	4.71	4.10
- Deposit with original maturity of less than 3 months	-	-
Total cash and cash equivalents	4.71	4.10

Anzen India Energy Yield Plus Trust
Standalone Statement of Cash Flow for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

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

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening total borrowings (including interest accrued but not due)	7,417.91	-
Cash flow		
- Interest paid	(611.90)	(292.39)
- Proceeds/(repayments)	-	7,500.00
Interest accrued	611.90	294.06
Others (ancillary borrowing cost)	25.57	(83.76)
Closing total borrowings (including interest accrued but not due)	7,443.48	7,417.91

Summary of material accounting policies

2

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

As per our report of even date

For S R B C & CO LLP

Chartered Accountants

Firm Registration No: 324982E/E300003

For and on behalf of the Board of Directors of

Edelweiss Real Assets Managers Limited

(As Investment Manager to Anzen India Energy Yield Plus Trust)

per Amit Singh

Partner

Membership Number : 408869

Place : Mumbai

Date : May 24, 2024

Ranjita Deo

CIO & Whole-time Director

DIN No. : 09609160

Vaibhav Doshi

Chief Financial Officer

Jalpa Parekh

Company Secretary

Membership Number : A44507

Place : Mumbai

Date : May 24, 2024

Anzen India Energy Yield Plus Trust**Standalone Statement of Changes in Unit holders' Equity for the year ended March 31, 2024**

All amounts in Rupees million unless otherwise stated

A. Unit capital

Particulars	Number of units	Amount
As at April 01, 2022	-	-
Units issued during the year (refer note 9(a))	158.00	15,800.00
Issue expenses(refer note 9(b))		(175.21)
As at March 31, 2023	158.00	15,624.79
Units issued during the year (refer note 9(a))	-	-
As at March 31, 2024	158.00	15,624.79

B. Other equity

Particulars	Retained earnings	Total
As at April 01, 2022	-	-
Profit for the year	468.79	468.79
Other comprehensive income for the year	-	-
Distribution during the year (refer note below)	(195.92)	(195.92)
As at March 31, 2023	272.87	272.87
Profit for the year	1,496.05	1,496.05
Other comprehensive income for the year	-	-
Distribution during the year (refer note below)	(1,543.66)	(1,543.66)
As at March 31, 2024	225.26	225.26

Note:

The distribution during the year does not include the distribution relating to last quarter of FY 2023-24 which will be paid after March 31, 2024.

The distributions made by Anzen to its unitholders are based on the Net Distributable Cash Flows (NDCF) of Anzen under the InvIT Regulations and hence part of the same includes repayment of capital as well.

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

As per our report of even date

For S R B C & CO LLP

Chartered Accountants

Firm Registration No: 324982E/E300003

For and on behalf of the Board of Directors of**Edelweiss Real Assets Managers Limited****(As Investment Manager to Anzen India Energy Yield Plus Trust)****per Amit Singh**

Partner

Membership Number : 408869

Place : Mumbai

Date : May 24, 2024

Ranjita Deo

CIO & Whole-time Director

DIN No. : 09609160

Vaibhav Doshi

Chief Financial Officer

Jalpa Parekh

Company Secretary

Membership Number : A44507

Place : Mumbai

Date : May 24, 2024

Anzen India Energy Yield Plus Trust
Notes to Standalone Financial Statements for the year ended March 31, 2024
Disclosures Pursuant To SEBI Circulars

(SEBI MASTER CIRCULAR NO. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 DATED 06 JULY 2023 issued under the InvIT Regulations)

A. Statement of Net Assets at Fair Value as at March 31, 2024 (refer note 2 below)

(Rs. in Million)

Particulars	March 31, 2024		March 31, 2023	
	Book Value	Fair Value	Book Value	Fair Value
A. Assets	23,314.14	24,201.85	23,356.37	24,211.48
B. Liabilities (at book value)	7,464.09	7,464.09	7,458.71	7,458.71
C. Net Asset Value (A-B)	15,850.05	16,737.76	15,897.66	16,752.77
D. Number of units	158.00	158.00	158.00	158.00
E. NAV (C/D)	100.32	105.94	100.62	106.03

Notes:

1. Project wise break up of Fair value of Assets as at March 31, 2024

(Rs. in Million)

Particulars	March 31, 2024	March 31, 2023
Darbhangha - Motihari Transmission Company Limited ("DMTCL")#	13,494.55	13,849.80
NRSS XXXI (B) Transmission Limited ("NRSS")#	10,155.85	10,337.42
Sub total	23,650.40	24,187.22
InvIT Assets	611.06	653.18
Payable to EIYP*	(59.61)	(628.92)
Total Assets	24,201.85	24,211.48

The Trust has acquired DMTCL and NRSS with effect from November 11, 2022.

*Pursuant to Securities Purchase Agreement, the entire economic and beneficial interest in all amounts due (net of tax) to the SPVs as per the CERC Order pertaining to period prior to and including March 31, 2022 (including any amounts received as one-time settlements for issues raised in the petition) is vested with Edelweiss Infrastructure Yield Plus(EIYP) and upon receipt of the amounts (or any part thereof) shall be transferred to EIYP by SPVs. Accordingly, the same has not been considered in fair value of Assets.

2. Fair values of total assets (including project wise break up for DMTCL and NRSS of fair value of total assets) as at March 31, 2024 and March 31, 2023 as disclosed above are based solely on the fair valuation report May 20, 2024 dated and May 23, 2023 respectively of the independent valuer appointed by the Investment manager under the InvIT Regulations.

B. Statement of Total Return at Fair Value (refer note 1 below)

(Rs. in Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Total Comprehensive Income (As per the Statement of Profit and Loss)	1,496.05	468.79
Add/(less): Other Changes in Fair Value not recognized in Total Comprehensive	32.60	855.11
Total Return	1,528.65	1,323.90

Notes:

1. Fair value of assets as at March 31, 2024 and as at March 31, 2023 and other changes in fair value for the year then ended as disclosed in the above tables are based on fair valuation report of the independent valuer appointed by the Investment manager under the InvIT Regulations.
2. Sensitivity analysis with respect to significant unobservable inputs used in the fair value measurement has been disclosed in Note 22.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No: 324982E/E300003

For and on behalf of the Board of Directors of
Edelweiss Real Assets Managers Limited
(As Investment Manager to Anzen India Energy Yield Plus Trust)

per Amit Singh
Partner
Membership Number : 408869
Place : Mumbai
Date : May 24, 2024

Ranjita Deo
CIO & Whole-time Director
DIN No. : 09609160

Vaibhav Doshi
Chief Financial Officer

Jalpa Parekh
Company Secretary
Membership Number : A44507

Place : Mumbai
Date : May 24, 2024

Anzen India Energy Yield Plus Trust

Notes to Standalone Financial Statements for the year ended March 31, 2024

Disclosures Pursuant To SEBI Circulars

(SEBI MASTER CIRCULAR NO. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 DATED 06 JULY 2023 issued under the InvIT Regulations)

ADDITIONAL DISCLOSURES AS REQUIRED BY PARAGRAPH 4.6 OF CHAPTER 4 TO THE SEBI CIRCULAR NO. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115

Statement of Net Distributable Cash Flows (NDCFs) of Anzen India Energy Yield Plus Trust

(Rs in Million)

Description	Year ended March 31, 2024	Year ended March 31, 2023
Inflow from Project SPV Distributions		
Cash flows received from SPVs in the form of interest / accrued interest / additional interest	2,128.52	712.87
Add: Cash flows received from SPVs in the form of dividend	-	-
Add: Cash flows from the SPVs towards the repayment of the debt provided to the SPVs by the Anzen Trust and/ or redemption of debentures issued by SPVs to the Anzen Trust	-	626.00
Add: Cash flows from the SPVs through capital reduction by way of a buy back or any other means as permitted, subject to applicable law	-	-
Inflow from Investments / Assets	-	-
Add: Cash flows from sale of equity shares or any other investments in SPVs adjusted for amounts reinvested or planned to be reinvested	-	-
Add: Cash flows from the sale of the SPVs not distributed pursuant to an earlier plan to reinvest, or if such proceeds are not intended to be invested subsequently	-	-
Inflow from Liabilities	-	-
Add: Cash flows from additional borrowings (including debentures / other securities), fresh issuance of units, etc.	-	15,000.00
Other Inflows	-	-
Add: Any other income accruing at the Anzen Trust and not captured above, as deemed necessary by the Investment Manager, including but not limited to interest / return on surplus cash invested by the Anzen Trust	40.08	35.09
Total cash inflow at the Anzen Trust level (A)	2,168.60	16,373.96
Outflow for Anzen Trust Expenses / Taxes		
Less: Any payment of fees, interest and expenses incurred at the Anzen Trust, including but not limited to the fees of the Investment Manager, Project Manager, Trustee, Auditor, Valuer, Credit Rating Agency, etc.	(606.77)	(438.76)
Less: Income tax (if applicable) for standalone Anzen Trust and / or payment of other statutory dues	(15.08)	(15.05)
Outflow for Liabilities		
Less: Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	-	-
Less: Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	-	(155.00)
Outflow for Assets		
Less: Amount invested in any of the SPVs	-	(15,071.00)
Less: Amounts set aside to be invested or planned to be invested, as deemed necessary by the Investment Manager in compliance with the InvIT Regulations	-	-
Less: Investments including acquisition of other SPVs	-	-
Other Outflows		
Less: Any provision or reserve deemed necessary by the Investment Manager for expenses which may be due in future	(22.28)	(102.47)
Add / Less: Amounts added/ retained in accordance with the transaction documents or the loan agreements in relation to the Anzen Trust	-	-
Less: Any other expense of the Anzen Trust not captured herein as deemed necessary by the Investment Manager	-	-
Add / Less: Any other adjustment to be undertaken by the Board to ensure that there is no double counting of the same item for the above calculations	-	-
Total cash outflow/retention at the Anzen Trust level (B)	(644.13)	(15,782.28)
Net Distributable Cash Flows (C) = (A+B)	1,524.47	591.68

INR 1,543.66 million distribution has been paid during the year ended March 31, 2024. (FY 2022-23: INR 195.92 million)

Anzen India Energy Yield Plus Trust

Notes to Standalone Financial Statements for the year ended March 31, 2024

All amounts in Rupees million unless otherwise stated

1. Trust information

Anzen India Energy Yield Plus Trust ("the Trust" or "Anzen") is an irrevocable trust settled by Sekura Energy Private Limited (the "Sponsor") on November 01, 2021 pursuant to the Trust Deed under the provisions of the Indian Trusts Act, 1882 and registered with Securities Exchange Board of India ("SEBI") under the SEBI (Infrastructure Investment Trust) Regulations, 2014 as an Infrastructure Investment Trust on January 18, 2022 having registration number IN/InvIT/21-22/0020. The Trustee of Anzen is Axis Trustee Services Limited (the "Trustee"). The Investment manager for Anzen is Edelweiss Real Assets Managers Limited (the "Investment Manager" or the "Management"). The objectives of Anzen are to undertake activities as an infrastructure investment trust in accordance with the provisions of the InvIT Regulations and the Trust Deed. The principal activity of Anzen is to own and invest in power transmission assets and renewable energy assets in India with the objective of producing stable and sustainable distributions to unitholders.

As at March 31, 2024, Anzen has following project entities ("Special Purpose Vehicles" or "SPVs") which are transmission infrastructure projects developed on Build, Own, Operate and Maintain ('BOOM') basis:

1. Darbhanga - Motihari Transmission Company Limited ('DMTCL')
2. NRSS XXXI(B) Transmission Limited ('NRSS')

The address of the registered office of the Investment Manager is Plot 294/3, Edelweiss House, off CST Road, Kalina, Santacruz - East. Mumbai 400098. Maharashtra. India.

The financial statements were approved for issue in accordance with resolution of Board of Directors of the Investment Manager on May 24, 2024.

2. Material Accounting Policies

2.1 Basis of preparation

The standalone financial statements (the "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, Statement of Changes in Unitholders' Equity for the year then ended, the Statement of Net Assets at fair value as at March 31, 2024, the Statement of Total Returns at fair value and the Statement of Net Distributable Cash Flows ('NDCFs') for the year then ended and a summary of material accounting policies and other explanatory notes in accordance with Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), prescribed under Section 133 of the Companies Act, 2013 ("Ind AS") read with SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended and Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated 06 July 2023 issued thereunder ("InvIT Regulations").

The financial statements are presented in Indian Rupees Million, except when otherwise indicated.

These Financial Statements have been prepared on a historical cost basis and on an accrual basis except for certain assets and liabilities measured at fair value.

These financial statements for the year ended March 31, 2024 have been prepared in accordance with Ind AS, except classification of unit capital which is made in accordance with the InvIT Regulations as more fully described in Note 9(c)(i) to the financial statements.

2.2 Summary of material accounting policies

The following is the summary of material accounting policies applied by the Trust in preparing its financial statements:

a) Current versus non-current classification

The Trust presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

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.

b) Fair value measurement

The Trust measures financial instruments such as mutual funds 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.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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.

At each reporting date, the management analyses the movement of assets and liabilities which are required to be remeasured or reassessed as per the Trust's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Trust has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Quantitative disclosures of fair value measurement hierarchy (note 22)
- Investment in quoted mutual fund (note 3)
- Financial instruments (including those carried at amortised cost) (note 21)
- Disclosures of statement of Net Assets at fair value and statement of Total returns at fair value

c) Revenue

The specific recognition criteria described below must be met before revenue is recognised.

Interest income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Trust estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Income from dividend on investments is accrued in the year in which it is declared, whereby the Trust's right to receive payment is established.

d) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside statement of profit or loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables in the balance sheet.

e) Impairment of non current 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. 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.

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 or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

The Trust assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase costs. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount, these assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts.

f) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Trust has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Trust expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is-

(a) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Trust or

(b) a present obligation that arises from past events but is not recognized because

- it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or
- the amount of the obligation cannot be measured with sufficient reliability.

The Trust does not recognize a contingent liability but discloses the same as per the requirements of Ind AS 37.

Contingent assets are not recognised in the financial statements.

g) Investments in subsidiaries

The Trust accounts for its investments in subsidiaries at cost less accumulated impairment losses (if any) in its separate financial statements. Investments accounted for at cost which are held for sale are accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and as held for sale.

h) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Trust commits to purchase or sell the asset.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Trust's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Trust has applied the practical expedient, the Trust initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- i. Debt instruments at amortised cost
- ii. Debt instruments at fair value through other comprehensive income (FVTOCI)
- iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- iv. Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is most relevant to the Trust. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the 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 (Refer Note 4).

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A 'financial asset' is classified as the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Trust recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit or loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method. The Trust does not have financial assets which are subsequently measured at FVTOCI.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Trust can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL.

In addition, the Trust may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Trust has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Trust's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Trust has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Trust has transferred substantially all the risks and rewards of the asset, or (b) the Trust has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Trust has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Trust continues to recognise the transferred asset to the extent of the Trust's continuing involvement. In that case, the Trust also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Trust has retained.

Impairment of financial assets

Majority of the financial assets of the Trust which are not reflected at fair value pertain to loans to subsidiaries and other receivables. Considering the nature of business, the Trust does not foresee any credit risk on its loans and other receivables which may cause an impairment. Majority of the other receivable pertain to receivable from subsidiary companies only. Also, the Trust does not have any history of impairment of other receivables.

For the financial assets which are reflected at fair value, no further impairment allowance is necessary as they reflect the fair value of the relevant financial asset itself.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Trust's financial liabilities include borrowings and related costs, trade and other payables, and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Trust that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/losses are not subsequently transferred to P&L. However, the Trust may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Trust. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to borrowings. For more information refer Note 11.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Trust determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Trust's senior management determines change in the business model as a result of external or internal changes which are significant to the Trust's operations. Such changes are evident to external parties. A change in the business model occurs when the Trust either begins or ceases to perform an activity that is significant to its operations. If the Trust reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Trust does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in profit or loss.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss the reclassification date.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

i) 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, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Trust's cash management.

Anzen India Energy Yield Plus Trust

Notes to Standalone Financial Statements for the year ended March 31, 2024

All amounts in Rupees million unless otherwise stated

j) Cash distribution 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 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.

k) Earnings per unit

Basic earnings per unit is calculated by dividing the net profit or loss attributable to unit holders of the Trust (after deducting preference dividends and attributable taxes if any) 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.

l) Recent accounting pronouncements

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 1, 2023. The Trust applied for the first-time these amendments.

i. Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments had no impact on the Trust's standalone financial statements.

ii. Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments have had an impact on the Trust's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Trust's financial statements.

iii. Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases. The amendments had no impact on the Trust's standalone financial statements.

Apart from these, consequential amendments and editorials have been made to other Ind AS like Ind AS 101, Ind AS 102, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 115 and Ind AS 34.

For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Trust.

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Anzen India Energy Yield Plus Trust
Notes to Standalone Financial Statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

3 Investments

Non-Current

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Equity investments, at cost (unquoted)		
Darbhangha - Motihari Transmission Company Limited (16,296,661 equity shares of Rs. 10 each fully paid up) (refer note c and note d)	5,453.00	5,453.00
NRSS XXXI (B) Transmission Limited (9,832,137 equity shares of Rs. 10 each fully paid up) (refer note c and note d)	4,132.87	4,132.87
(b) Non-convertible debentures (unquoted) (at amortised cost)		
Darbhangha - Motihari Transmission Company Limited (291,000 of 16% Non-convertible debentures of Rs. 1,000 each fully paid up) (refer note a)	291.00	291.00
(c) Optionally convertible debentures (unquoted) (at amortised cost)		
Darbhangha - Motihari Transmission Company Limited (87,710,000 of 18% Optionally convertible debentures of Rs. 10 each fully paid up) (refer note b and c)	877.10	877.10
NRSS XXXI (B) Transmission Limited (63,243,500 of 18% Optionally convertible debentures of Rs. 10 each fully paid up) (refer note b and c)	632.44	632.44
	11,386.41	11,386.41

- (a) Non-Convertible debenture (NCD) of Face value of Rs. 1,000 each were issued by DMTCL. The NCD are redeemable at the option of the NCD holder anytime out of cash surplus of the borrower, but if the NCD holders do not exercise their right of redeeming the NCDs, the same are due for repayment at the end of March 2030. The Trust does not intend to early redeem the NCD in next 12 months from Balance Sheet date. Accordingly, Investment in NCD is disclosed as non-current.
- (b) Optionally convertible debentures (OCD) of Face value of Rs. 10 each were issued by DMTCL and NRSS. The OCD Holders, subject to necessary approvals as needed and any shareholding restrictions under the TSA to which the Borrower is a party, have the option to convert the OCD at any time before the Final Redemption Date subject to the terms of the Agreement and valuation report and applicable law. The OCD are redeemable at the option of the OCD holder anytime out of cash surplus of the borrower. The Trust does not intend to early redeem the OCD in next 12 months from Balance Sheet date. Accordingly, Investment in OCD is disclosed as non-current.
- (c) Under Ind AS, for these optionally convertible debentures the difference between transaction cost and fair value calculated by present value of all future cash receipts discounted using the prevailing market rate of interest has been reclassified as investment in equity of the subsidiary.
- (d) The Trust has acquired the entire equity share capital of Darbhanga - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') from Edelweiss Infrastructure Yield Plus ('EIYP') pursuant to share purchase agreement dated on November 01, 2022 and subsequent closing on November 11, 2022. The Trust issued its units amounting to Rs. 4,700 million and Rs. 3,600 million to EIYP in exchange of 100% equity stake in DMTCL and NRSS respectively.

Details of the subsidiaries are as follows:

Name of subsidiary	Country of incorporation	Ownership interest%	
		As at March 31, 2024	As at March 31, 2023
Directly held by the Trust:			
Darbhangha - Motihari Transmission Company Limited	India	100%	100%
NRSS XXXI (B) Transmission Limited	India	100%	100%

Current

Particulars	As at March 31, 2024	As at March 31, 2023
Investments at fair value through profit or loss		
Investment in mutual funds		
ABSL Liquid Fund-Growth-Direct Plan - 576,290.52 units (March 31, 2023 : 900,428.32 units)	224.57	326.93
ABSL Overnight Fund-Growth-Direct Plan - Nil (March 31, 2023 : 10,879.30 units)	-	13.19
ICICI Prudential Liquid Fund-Direct Plan-Growth - 634,528.90 units (March 31, 2023 : 398,332.91 units)	226.78	132.72
Total	451.35	472.84

Aggregate value of quoted investments	451.35	472.84
Aggregate value of unquoted investments	11,386.41	11,386.41

4 Loans

Non - Current

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good)		
Loan to subsidiaries (refer note 23)*	11,314.00	11,314.00
Total	11,314.00	11,314.00

Details of loan to subsidiaries	Rate of interest	Secured/ unsecured	As at March 31, 2024	As at March 31, 2023
Darbhangha - Motihari Transmission Company Limited	16%	Unsecured	6,582.50	6,582.50
NRSS XXXI (B) Transmission Limited	16%	Unsecured	4,731.50	4,731.50

*Loans are non-derivative financial assets which are repayable by subsidiaries any time at its discretion or subject to mutual agreement between the parties. Further, the subsidiaries can prepay all or any portion of the outstanding principal term loan (along with accrued interest) without any pre payment penalty at such terms as may be agreed between the borrower and Trust.

Anzen India Energy Yield Plus Trust
Notes to Standalone Financial Statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

5 Other financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Non - Current (Unsecured, considered good)		
Security deposits	0.75	0.75
Total	0.75	0.75
Current (Unsecured, considered good)		
Interest accrued on fixed deposits	-	0.11
Total	-	0.11

6 Other assets

Particulars	As at March 31, 2024	As at March 31, 2023
Current (Unsecured, considered good)		
Prepaid expenses	0.63	-
Total	0.63	-

7 Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents		
Balances with banks in current accounts	4.71	4.10
Total	4.71	4.10

Balances with bank on current account does not earn interest.

8 Bank balances other than disclosed in note 7 above

Particulars	As at March 31, 2024	As at March 31, 2023
Other bank balances		
Deposits with original maturity more than 3 months but less than 12 months	-	21.24
Balances with bank held as margin money or security against borrowings, guarantees and other commitments**	155.00	155.00
Total	155.00	176.24

**Fixed deposits with banks of Rs. 155.00 million as at March 31, 2024 and interest accrued thereon of Rs. Nil are lien marked with Catalyst Trusteeship Limited (debenture trustee).

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the trust, and earn interest at the respective short-term deposit rates.

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Anzen India Energy Yield Plus Trust

Notes to Standalone Financial Statements for the year ended March 31, 2024

All amounts in Rupees million unless otherwise stated

9 Unit capital

Reconciliation of units outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units in million	Amount	No. of units in million	Amount
At the beginning of the year	158.00	15,624.79	-	-
Add : Issued during the year	-	-	158.00	15,800.00
Less: Issue expenses (refer note (b) below)	-	-	-	(175.21)
Outstanding at the end of the year	158.00	15,624.79	158.00	15,624.79

Note:

- (a) Anzen India Energy Yield Plus Trust has made an initial issue of 75,000,000 units, for cash at a price of Rs 100.00 per unit, aggregating to Rs. 7500 Million to the eligible unitholders (as defined in the Final Placement Memorandum) (the "Issue") on private placement basis, in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 including the circulars and guidelines issued thereunder. The issue opened on November 10, 2022 and closed on November 11, 2022. Additionally, pursuant to the share purchase agreement with Edelweiss Infrastructure Yield Plus Trust ("EIYP"), EIYP was allotted 83,000,000 units of Anzen.

The InvIT Committee of Edelweiss Real Assets Managers Limited (Investment Manager of Anzen), considered and approved allotment of 1,58,000,000 units to the eligible unitholders of Anzen on November 11, 2022.

- (b) Issue expenses of Rs. 175.21 Million incurred in connection with issue of units have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation.

(c) Terms/Rights attached to the Units

- (i) The Trust has only one class of Units. Each Unit represents an undivided beneficial interest in the Trust. Each holder of Unit is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every financial year in accordance with the InvIT Regulations. The Board of Directors of the Investment Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. The Trust declares and pays distributions in Indian Rupees.

Under the provisions of the InvIT Regulations, the Trust is required to distribute to Unitholders not less than 90% of the Net Distributable Cash Flows of the Trust for each financial year. Accordingly, Unit Capital contains a contractual obligation to pay cash to the Unitholders. Thus, in accordance with the requirements of Ind AS 32 - Financial Instruments: Presentation, the Unit Capital contains a liability element which should have been classified and treated accordingly. However, the SEBI Circulars (SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 06, 2023 issued under the InvIT Regulations, and Section H of Chapter 3 to the SEBI Circular dated July 06, 2023 dealing with the minimum presentation and disclosure requirements for key financial statements, require the Unit Capital in entirety to be presented/classified as "Equity", which is at variance from the requirements of Ind AS 32. In order to comply with the aforesaid SEBI requirements, the Trust has presented unit capital as equity in these financial statements. Consistent with Unit Capital being classified as equity, any distributions to Unitholders are also being presented in the Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of the Investment Manager.

- (ii) A Unitholder has no equitable or proprietary interest in the projects of the Trust and is not entitled to any share in the transfer of the projects (or any part thereof) or any interest in the projects (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) Details of Unitholders holding more than 5% units in the Trust

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units in million	% holding	No. of units in million	% holding
Edelweiss Infrastructure Yield Plus	88.40	55.95%	93.80	59.37%
Sekura Energy Private Limited	23.80	15.06%	23.80	15.06%
Larsen & Toubro Limited	15.40	9.75%	15.20	9.62%
	127.60	80.76%	132.80	84.05%

The Trust has acquired the entire equity share capital of Darbhanga - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') from Edelweiss Infrastructure Yield Plus ('EIYP') pursuant to share purchase agreement dated on November 01, 2022 and subsequent closing on November 11, 2022. The Trust issued its units amounting to Rs. 4,700 million and Rs. 3,600 million to EIYP in exchange of 100% equity stake in DMTCL and NRSS respectively.

- (e) The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of incorporation till the balance sheet date.

10 Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Retained earnings		
Balance as at the beginning of the year	272.87	-
Profit for the year	1,496.05	468.79
Less: Distribution to Unit Holders	(1,543.66)	(195.92)
Closing balance	225.26	272.87

Retained earnings are the profits earned by the Trust till date, less distribution paid to unitholders, if any.

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Anzen India Energy Yield Plus Trust
Notes to Standalone Financial Statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

11 Borrowings

Non - current:

Particulars	Effective Interest Rate	As at March 31, 2024	As at March 31, 2023
Borrowings at amortised cost			
A. Secured			
8.01% Series A Non convertible debentures (4,500 debentures of Rs.1,000,000 each fully paid up) **	8.47%	4,467.52	4,450.33
8.34% Series B Non convertible debentures (3,000 debentures of Rs.1,000,000 each fully paid up) **	8.70%	2,974.29	2,965.91
Less: current maturities of debentures		-	-
Total non-current borrowings		7,441.81	7,416.24

**Net of ancillary borrowing costs amounting to Rs. 58.19 million (March 31, 2023: Rs. 83.76 million) for Series A and Series B.

Non-current borrowings	7,441.81	7,416.24
Current borrowings	-	-

(a) Terms of borrowings

On December 01, 2022 the Trust has issued and allotted 7,500 secured, rated, listed, redeemable, non-convertible debentures of face value of Rs 1,000,000 each for an aggregate consideration of Rs.7,500 million on private placement basis.

Repayment schedule of NCD

Particulars	Amount	Maturity date
Series A	4,500.00	01-12-25
Series B	3,000.00	01-12-27

(b) Security

- (i) a first pari passu charge by way of hypothecation on all the Issuer's current assets and other assets (excluding DSR and DSRA), both present and future, including: (i) all the receivables, right, title, interest, benefits, claims and demands whatsoever of the Issuer in, to and under all the loans and advances extended by the Issuer to the SPVs and HoldCo(s), present and future (collectively, the "Issuer Loans"); (ii) the receivables, right, title and interest and benefits of the Issuer in, to and under all the financing agreements, deeds, documents and agreements or any other instruments (both present and future) which are now executed or may hereafter be executed by the Issuer with respect to the Issuer Loans; Step in rights on the Loans shall be with the Common security Trustee. (iii) all bank accounts of the Issuer, including but not limited to the Escrow Account and the Sub-Accounts (including Cash Trap Sub Account) (if any) (excluding the distribution account and the accounts opened to meet the debt service reserve requirements in respect of any Additional Debt) or any accounts in substitution thereof that may be opened in accordance with the Debt Securities Documents, and in all funds from time to time deposited therein (including the reserves), all designated account opened with designated banks and the Permitted Investments or other securities representing all amounts credited to the Escrow Account;
- (ii) a first and exclusive charge on the DSR and DSRA to be created in favour of the Common Security Trustee for benefit of Debt Securities under this Deed, and all amounts lying therein;
- (iii) a first pari passu pledge over 100% (one hundred percent) of the equity share capital, compulsorily convertible debentures, optionally convertible debentures, non-convertible debentures and securities held by the Issuer in all the Project SPVs.
- (iv) pari passu pledge over unencumbered equity share capital, compulsorily convertible debentures, optionally convertible debentures, non-convertible debentures and securities held by the Issuer and Holdco(s) in all the Other SPVs and Holdco(s) (as applicable).

(c) Interest

Interest shall accrue at the end of every quarter and shall be payable on the last date of each quarter.

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12 Trade payables (carried at amortised cost)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	4.93	23.86
Total	4.93	23.86
Trade payables		
- to related parties	-	19.90
- to others	4.93	3.96
Total	4.93	23.86

Trade payables ageing schedule:

Particulars	Outstanding for following periods from the date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024					
Total outstanding dues of micro and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	4.93	-	-	-	4.93
Disputed dues of micro and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	4.93	-	-	-	4.93
As at March 31, 2023					
Total outstanding dues of micro and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	23.86	-	-	-	23.86
Disputed dues of micro and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	23.86	-	-	-	23.86

Details of dues to Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) :

Particulars	As at March 31, 2024	As at March 31, 2023
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	-	-
Principal amount due to micro and small enterprises	-	-
Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
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 year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, 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 section 23 of the MSMED Act 2006	-	-

Trade payables are not- interest bearing and are normally settled on 30-90 days terms.
For explanation on the Trust's risk management policies, refer note 27

13 Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Interest accrued but not due on borrowings	1.67	1.67
Total	1.67	1.67

14 Other current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Statutory dues	15.68	16.94
Total	15.68	16.94

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Anzen India Energy Yield Plus Trust**Notes to Standalone Financial Statements for the year ended March 31, 2024**

All amounts in Rupees million unless otherwise stated

15 Revenue from operations

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest income (refer note 23)		
- on loans given to subsidiaries	1,810.24	556.74
- on non-convertible debentures issued by subsidiaries	46.56	20.65
- on optionally-convertible debentures issued by subsidiaries	271.72	90.90
Total	2,128.52	668.29

16 Finance costs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Finance cost on Non-convertible debentures	637.47	210.31
Total	637.47	210.31

17 Other expenses

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Miscellaneous expenses	0.23	0.91
Total	0.23	0.91

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Anzen India Energy Yield Plus Trust**Notes to Standalone Financial Statements for the year ended March 31, 2024**

All amounts in Rupees million unless otherwise stated

18 Tax expense

The major components of income tax expense for the period are:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Current income tax:		
Current income tax charge	15.13	15.05
Adjustments in respect of current income tax of previous year	(0.05)	-
Income tax expense reported in the statement of profit or loss	15.08	15.05

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2024:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Profit before tax	1,511.13	483.84
Enacted income tax rate in India	42.74%	42.74%
Computed expected tax	645.92	206.81
Effect of:		
Impact of exemption u/s 10(23FC) of the Income Tax Act, 1961 available to the Trust	(630.79)	(191.76)
Adjustment of tax relating to earlier periods	(0.05)	-
Income tax expense recognised in the statement of profit and loss	15.08	15.05

19 Earnings per unit (EPU)

Basic EPU amounts are calculated by dividing the profit for the year attributable to unit holders by the weighted average number of units outstanding during the year

Diluted EPU amounts are calculated by dividing the profit for the year attributable to unit holders by the weighted average number of units outstanding during the year plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Profit after tax for calculating basic and diluted earnings per unit attributable to unitholders (INR millions)	1,496.05	468.79
Weighted average number of units in calculating basic and diluted earnings per unit (No. in million)	158.00	61.04
Face value per unit (In INR)	100	100
Basic and diluted earnings per unit (In INR)	9.47	7.68

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20 Significant accounting judgements, estimates and assumptions

The preparation of the Trust's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Trust's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities or fair value disclosures within the next financial year, are described below. The Trust based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Trust. Such changes are reflected in the assumptions when they occur.

(a) Fair valuation and disclosures

SEBI Circulars issued under the InvIT Regulations require disclosures relating to net assets at fair value and total returns at fair value (refer note 21). In estimating the fair value of investments in subsidiaries (which constitute substantial portion of the net assets), the Trust engages independent qualified external valuers to perform the valuation. The management works closely with the valuers to establish the appropriate valuation techniques and inputs to the model. The management reports the valuation report and findings to the Board of the Investment Manager annually to explain the cause of fluctuations in the fair value of the transmission projects. The inputs to the valuation models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as WACC, Tax rates, Inflation rates, etc. Changes in assumptions about these factors could affect the fair value.

(b) Impairment of non-current financial assets

Non-current financial assets of the Trust primarily comprise of investments in subsidiaries.

The provision for impairment/(reversal) of impairment of investments in subsidiaries is made based on the difference between the carrying amounts and the recoverable amounts. The recoverable amount of the investments in subsidiaries has been computed by external independent valuation experts based on value in use calculation for the underlying projects (based on discounted cash flow model). On a periodic basis, according to the recoverable amounts of individual portfolio assets computed by the valuation experts, the Trust tests for impairment on the amounts invested in the respective subsidiary companies based on the valuation exercise so carried out, There is no impairment for the year ended March 31, 2024. The key assumptions used to determine the recoverable amount for the underlying projects are disclosed and further explained in Note 22.

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21 Financial Instruments by category

Set out below is a comparison, by class, of the carrying amounts and fair value of the Trust's financial instruments as of March 31, 2024 :

Particulars	Amortised cost	Fair value through profit and loss	Fair value through other comprehensive income	Total carrying value	Total fair value
Financial assets					
Cash and cash equivalents	4.71	-	-	4.71	4.71
Investments (including loan to subsidiaries)	22,700.41	-	-	22,700.41	23,588.12
Investments in Mutual funds	-	451.35	-	451.35	451.35
Other bank balances	155.00	-	-	155.00	155.00
Other financial assets	0.75	-	-	0.75	0.75
Total	22,860.87	451.35	-	23,312.22	24,199.93
Financial liabilities					
Borrowings	7,441.81	-	-	7,441.81	7,466.44
Trade payables	4.93	-	-	4.93	4.93
Other financial liabilities	1.67	-	-	1.67	1.67
Total	7,448.41	-	-	7,448.41	7,473.04

Set out below is a comparison, by class, of the carrying amounts and fair value of the Trust's financial instruments as of March 31, 2023 :

Particulars	Amortised cost	Fair value through profit and loss	Fair value through other comprehensive income	Total carrying value	Total fair value
Financial assets					
Cash and cash equivalents	4.10	-	-	4.10	4.10
Investments (including loan to subsidiaries)	22,700.41	-	-	22,700.41	23,555.52
Investments in Mutual funds	-	472.84	-	472.84	472.84
Other bank balances	176.24	-	-	176.24	176.24
Other financial assets	0.86	-	-	0.86	0.86
Total	22,881.61	472.84	-	23,354.45	24,209.56
Financial liabilities					
Borrowings	7,416.24	-	-	7,416.24	7,394.03
Trade payables	23.86	-	-	23.86	23.86
Other financial liabilities	1.67	-	-	1.67	1.67
Total	7,441.77	-	-	7,441.77	7,419.56

Carrying values of Investments, Loans, other financial assets, borrowings, trade payables and other financial liabilities approximate their fair values.

22 Fair value hierarchy

The following table presents fair value hierarchy of assets and liabilities as of

Particulars	Fair value measurement at end of the reporting year using		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:			
March 31, 2024			
Quoted investments - Investment in mutual funds	451.35	-	-
March 31, 2023			
Quoted investments - Investment in mutual funds	472.84	-	-
Assets for which fair values are disclosed:			
March 31, 2024			
Investment in subsidiaries (including loan to subsidiaries)	-	-	23,588.12
March 31, 2023			
Investment in subsidiaries (including loan to subsidiaries)	-	-	23,555.52
Liabilities for which fair value disclosures are given:			
March 31, 2024			
Borrowings	-	7,466.44	-
March 31, 2023			
Borrowings	-	7,394.03	-

There have been no transfers among Level 1, Level 2 and Level 3.

Investment in mutual funds though unlisted, are quoted on recognised stock exchanges at their previous day NAVs which is the quote for the day.

Description of significant unobservable inputs to valuation:

Significant unobservable inputs	Input for March 31, 2024	Input for March 31, 2023	Sensitivity of input to the fair value	Increase /(decrease) in fair value	
				March 31, 2024	March 31, 2023
WACC	8.02% to 8.07%	7.50% to 8.55%	+0.5%	(1,197.50)	(1,204.00)
			-0.5%	1,348.68	1,355.00
Tax rate (normal tax and MAT)	MAT - 17.47%	MAT - 17.47%	+2%	(79.57)	(402.00)
	Normal tax - 25.17%	Normal tax - 25.17%	-2%	55.45	389.00
Escalation rate for expenses	2.5% to 5%	2.5% to 5%	+20%	(546.50)	(220.02)
			-20%	520.65	184.42

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Anzen India Energy Yield Plus Trust

Notes to Standalone Financial Statements for the year ended March 31, 2024

All amounts in Rupees million unless otherwise stated

23 Related party disclosures

I. List of related parties as per the requirements of Ind AS 24 - Related Party Disclosures

a) Entity with control over the Trust

Edelweiss Infrastructure Yield Plus

b) Entity with significant influence over the Trust

Sekura Energy Private Limited (SEPL) - Sponsor and Project Manager
Edelweiss Real Assets Managers Limited (ERAML) - Investment Manager
Edelweiss Financial Services Limited - Ultimate holding Company of ERAML

c) Subsidiaries

Darbhanga - Motihari Transmission Company Limited (DMTCL)
NRSS XXXI (B) Transmission Limited (NRSS)

II. List of related parties as per Regulation 2(1)(zv) of the InvIT Regulations

a) Parties to Anzen

Sekura Energy Private Limited (SEPL) - Sponsor and Project manager
Edelweiss Real Assets Managers Limited (ERAML) - Investment Manager
Axis Trustee Services Limited (ATSL) - Trustee of Anzen India Energy Yield Plus Trust

b) Promoters of the parties to Anzen specified in (a) above

Edelweiss Infrastructure Yield Plus
Edelweiss Alternative Asset Advisors Limited (w.e.f. 29 March 2023)
Edelweiss Securities and Investments Private Limited (upto 28 March 2023)
Axis Bank Limited

Promoters of SEPL
Promoters of ERAML
Promoters of ERAML
Promoters of ATSL

c) Directors of the parties to Anzen specified in (a) above

i) Directors of SEPL

Vijayanand Semletty (w.e.f. 2 August 2023)
Avinash Prabhakar Rao (upto 2 August 2023)
Sushant Sujir Nayak
Tharuvai Venugopal Rangaswami

ii) Directors of ERAML

Venkatchalam Ramaswamy
Subahoo Chordia
Sunil Mitra
Prabhakar Panda (upto 1 April 2023)
Ranjita Deo
Shiva Kumar
Bala C Deshpande (w.e.f. 1 April 2023)
Nupur Garg (w.e.f. 23 May 2023)

iii) Key Managerial Personnel of ERAML

Ranjita Deo (Whole Time Director and Chief Investment Officer)
Vaibhav Doshi (Chief Financial Officer) (w.e.f. 1 February 2023)
Jalpa Parekh (Company Secretary)

iv) Directors of ATSL

Deepa Rath
Prashant Ramrao Joshi (w.e.f. 16 January 2024)
Sumit Bali (w.e.f. 16 January 2024)
Rajesh Kumar Dahiya (upto 15 January 2024)
Ganesh Sankaran (upto 15 January 2024)

Anzen India Energy Yield Plus Trust
Notes to Standalone Financial Statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

III. Related party transactions:

Particulars	Name of related party	Year ended March 31, 2024	Year ended March 31, 2023
Issue of units	Edelweiss Infrastructure Yield Plus	-	9,380.00
Issue of units	Sekura Energy Private Limited	-	2,380.00
Issue of units	Axis Bank Limited	-	500.00
Issue of NCD	Axis Bank Limited	-	3,000.00
Interest expense on NCD	Axis Bank Limited	240.79	79.66
Interest income on Loan given	Darbhanga - Motihari Transmission Company Limited	1,053.20	313.25
Interest income on Loan given	NRSS XXXI (B) Transmission Limited	757.04	243.49
Interest income on OCD	Darbhanga - Motihari Transmission Company Limited	157.88	58.83
Interest income on OCD	NRSS XXXI (B) Transmission Limited	113.84	32.07
Interest income on NCD	Darbhanga - Motihari Transmission Company Limited	46.56	20.65
Interest income on investment in fixed deposits	Axis Bank Limited	11.64	9.62
Reimbursement of expenses from	Axis Bank Limited	4.05	-
Investment in fixed deposits	Axis Bank Limited	21.70	3,549.91
Redemption of fixed deposits	Axis Bank Limited	42.94	3,373.67
Loan given	Darbhanga - Motihari Transmission Company Limited	-	6,910.00
Loan given	NRSS XXXI (B) Transmission Limited	-	5,030.00
Loan repaid	Darbhanga - Motihari Transmission Company Limited	-	327.50
Loan repaid	NRSS XXXI (B) Transmission Limited	-	298.50
Reimbursement of expenses	Sekura Energy Private Limited	0.06	101.59
Reimbursement of expenses	Edelweiss Alternative Asset Advisors Limited	-	0.05
Unit placement fees	Edelweiss Financial Services Limited	-	11.09
Arranger fees for NCD facilities	Axis Bank Limited	-	8.89
Trustee Fee	Axis Trustee Services Limited	0.71	0.26
Distribution to unit holders	Edelweiss Infrastructure Yield Plus	908.10	116.31
Distribution to unit holders	Sekura Energy Private Limited	232.53	29.51
Distribution to unit holders	Axis Bank Limited	14.12	3.97
Investment in Equity instruments of DMTCL	Edelweiss Infrastructure Yield Plus	-	5,453.00
Investment in Equity instruments of NRSS	Edelweiss Infrastructure Yield Plus	-	4,132.87
Investment in OCD of DMTCL	Edelweiss Infrastructure Yield Plus	-	877.10
Investment in OCD of NRSS	Edelweiss Infrastructure Yield Plus	-	632.44
Investment in NCD of DMTCL	Edelweiss Infrastructure Yield Plus	-	291.00

IV. Related party balances:

Particulars	Name of related party	As at March 31, 2024 [Receivable/ (Payable)]	As at March 31, 2023 [Receivable/ (Payable)]
Loan to subsidiaries	Darbhanga - Motihari Transmission Company Limited	6,582.50	6,582.50
Loan to subsidiaries	NRSS XXXI (B) Transmission Limited	4,731.50	4,731.50
Balances with banks in current accounts	Axis Bank Limited	4.71	3.40
Fixed deposits	Axis Bank Limited	155.00	176.24
Interest accrued on fixed deposits	Axis Bank Limited	-	0.11
Trade payables	Sekura Energy Private Limited	-	(19.59)
Trade payables	Edelweiss Alternative Asset Advisors Limited	-	(0.05)
Trade payables	Axis Trustee Services Limited	-	(0.26)
Interest accrued but not due on borrowings	Axis Bank Limited	(0.66)	(0.66)
Outstanding NCD	Axis Bank Limited	(3,000.00)	(3,000.00)
Investment in OCD	Darbhanga - Motihari Transmission Company Limited	877.10	877.10
Investment in OCD	NRSS XXXI (B) Transmission Limited	632.44	632.44
Investment in NCD	Darbhanga - Motihari Transmission Company Limited	291.00	291.00

Details in respect of related party transactions involving acquisition of InvIT assets as required by Para 4.6.6 of Chapter 4 of SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated 06 July 2023 as amended including any guidelines and circulars issued thereunder ("SEBI Circulars") are as follows:

For the year ended March 31, 2024:

No acquisition during the year ended 31 March 2024.

For the year ended March 31, 2023:

Anzen India Energy Yield Plus Trust has acquired Darbhanga - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') from Edelweiss Infrastructure Yield Plus ('EIYP') pursuant to share purchase agreement dated on 1 November 2022 and subsequent closing on 11 November 2022. The Trust issued its units amounting to Rs. 4,700 million and Rs. 3,600 million to EIYP in exchange of 100% equity stake in DMTCL and NRSS respectively.

Summary of valuation report

Particulars	DMTCL	NRSS
Enterprise value as at 30 June 2022	12,907.00	9,897.00
Method of valuation	Discounted Cash Flow	Discounted Cash Flow
Discount rate (WACC)	8.45%	8.24%

Enterprise value as disclosed above are based solely on the fair valuation report dated 18 October 2022 of the independent valuer appointed by the Investment manager under the InvIT Regulations.

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Anzen India Energy Yield Plus Trust

Notes to Standalone Financial Statements for the year ended March 31, 2024

All amounts in Rupees million unless otherwise stated

24 Capital and other commitments

The Trust has no commitments as on March 31, 2024 (March 31, 2023 : Nil).

25 Contingent liability

The Trust has no contingent liability as on March 31, 2024 (March 31, 2023 : Nil).

26 Segment reporting

The Trust's activities comprise of owning and investing in SPVs to generate cash flows for distribution to 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 separately been given.

27 Financial risk management objectives and policies

The Trust's principal financial liabilities comprise of borrowings and other financial liabilities. The main purpose of these financial liabilities is to finance the Trust's operations. The Trust's principal financial assets include investments, loans, cash and bank balances and other financial assets that derive directly from its operations. The Trust may be exposed to market risk, credit risk and liquidity risk. The Investment Manager oversees the management of these risks. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Trust's policy that no trading in derivatives for speculative purposes may be undertaken. The management reviews and agrees policies for managing each of these risks, which are summarised below. The Risk Management policies of the Trust are established to identify and analyse the risks faced by the Trust, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Trust's activities. Management has overall responsibility for the establishment and oversight of the Trust's risk management framework.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include loans and borrowings and investments.

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. The Trust's borrowings are at fixed rate, hence the Trust is not exposed to Interest rate 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 did not have any exposure in foreign currency as at March 31, 2024 and as at March 31, 2023.

Equity price risk

The Trust's investments in equity shares of subsidiaries are susceptible to market price risk arising from uncertainties about future values of those investments. Reports on the equity portfolio are submitted to the senior management on a regular basis. The Board of Directors of the Investment Manager reviews and approves all equity investment decisions. At the reporting date, the exposure to equity investments in subsidiary at carrying value was Rs. 9,585.88 Million (March 31, 2023: Rs. 9,585.88 Million) . Sensitivity analyses of significant unobservable inputs used in the fair value measurement are disclosed in Note 22.

(b) 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.

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Anzen India Energy Yield Plus Trust
Notes to Standalone Financial Statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

(c) Liquidity risk

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 programs. The 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 will provide liquidity.

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The other financial liabilities are with short term durations. The table below summarises the maturity profile of the Trust's financial liabilities based on contractual undiscounted payments:

Particulars	On demand	Less than 3 months	3 months to 1 year	1 year to 5 years	more than 5 years	Total
As at March 31, 2024						
Non convertible debentures (Secured)	-	-	-	7,441.81	-	7,441.81
Trade payables	-	4.93	-	-	-	4.93
Other financial liabilities	-	1.67	-	-	-	1.67
Interest on borrowings	-	151.83	457.56	921.57	-	1,530.96
	-	158.43	457.56	8,363.38	-	8,979.37
As at March 31, 2023						
Non convertible debentures (Secured)	-	-	-	7,416.24	-	7,416.24
Trade payables	-	23.86	-	-	-	23.86
Other financial liabilities	-	1.67	-	-	-	1.67
Interest on borrowings	-	152.24	459.66	1,530.96	-	2,142.86
	-	177.77	459.66	8,947.20	-	9,584.63

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Anzen India Energy Yield Plus Trust**Notes to Standalone Financial Statements for the year ended March 31, 2024**

All amounts in Rupees million unless otherwise stated

28 Capital management

For the purpose of the Trust's capital management, capital includes issued unit capital and all other reserves attributable to the unit holders 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 ratios in order to support its business and maximize unit holder value.

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 unitholders (subject to the provisions of InvIT regulations which require distribution of at least 90% of the net distributable cash flows of the Trust to unit holders), return capital to unitholders or issue new units. The Trust monitors capital using a 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, trade and other payables less cash and cash equivalents and other bank balances.

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowings	7,441.81	7,416.24
Trade Payables	4.93	23.86
Other financial liabilities	1.67	1.67
Less: cash and other bank balances	(159.71)	(180.34)
Net debt [A]	7,288.70	7,261.43
Unit capital	15,624.79	15,624.79
Other equity	225.26	272.87
Total equity capital [B]	15,850.05	15,897.67
Capital and net debt [C=A+B]	23,138.75	23,159.10
Gearing ratio (%) [A/C]	0.31	0.31

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 loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024.

29 Subsequent event

On May 24, 2024, the Board of directors of the Investment Manager approved a distribution of Rs.2.45 per unit for the period January 01, 2024 to March 31, 2024 to be paid on or before 15 days from the date of declaration.

30 Contingent Consideration

As per the Securities Purchase Agreement, any amounts due to Darbhanga - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') pursuant to any future order passed by any competent authority pursuant to claims or appeals filed by Darbhanga - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') until the Closing Date (including any claims or appeals filed in relation to the CERC Order such as the appeal filed by DMTCL dated June 24, 2022) ("Future Receivables") Anzen India Energy Yield Plus Trust/Darbhanga - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') shall pursuant to the receipt of final, non-appealable orders of a court of competent jurisdiction, be transferred to Edelweiss Infrastructure Yield Plus. Based on the management assessment of the possible outcome of these matters and timing thereof, the same is not considered as contingent consideration as per Ind AS 103 Business Combination.

31 Previous year figures

Previous period/year's figures have been regrouped / rearranged wherever necessary to confirm the current period classification.

For S R B C & CO LLP

Chartered Accountants
Firm Registration No: 324982E/E300003

For and on behalf of the Board of Directors of

Edelweiss Real Assets Managers Limited
(As Investment Manager to Anzen India Energy Yield Plus Trust)

per Amit Singh

Partner
Membership Number : 408869
Place : Mumbai
Date : May 24, 2024

Ranjita Deo

CIO & Whole-time Director
DIN No. : 09609160

Vaibhav Doshi

Chief Financial Officer

Jalpa Parekh

Company Secretary
Membership Number : A44507
Place : Mumbai
Date : May 24, 2024

INDEPENDENT AUDITOR'S REPORT

To the Unit holders of Anzen India Energy Yield Plus Trust

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Anzen India Energy Yield Plus Trust (hereinafter referred to as "the InvIT") and its subsidiaries (the InvIT and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31, 2024, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Statement of Cash Flow, the consolidated Statement of Changes in Unit Holders' Equity for the year then ended, the consolidated Statement of Net Assets at fair value as at March 31, 2024, the consolidated Statement of Total Returns at fair value, the Statement of Net Distributable Cash Flows ('NDCFs') of the InvIT and each of its subsidiaries for the year then ended, and a summary of material accounting policies and other explanatory notes (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended including any guidelines and circulars issued thereunder (together referred as the "InvIT Regulations") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2024, its consolidated loss including other comprehensive income, its consolidated cash movements and its consolidated movement of the unit holders' funds for the year ended March 31, 2024, its consolidated net assets at fair value as at March 31, 2024, its consolidated total returns at fair value and the net distributable cash flows of the InvIT and each of its subsidiaries for the year ended March 31, 2024.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), issued by the Institute of Chartered Accountants of India. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities 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 Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the InvIT Regulations and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained 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 9(c)(i) which describes the classification of "Unit Capital" as "Equity" instead of the applicable requirements of Ind AS 32 - Financial Instruments: Presentation, in order to comply with the relevant 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 for the financial year ended March 31, 2024. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>Applicability of Appendix D of Ind AS 115 'Service Concession Arrangement' (as described in Note 30 of the consolidated financial statements)</p>	
<p>The Group through its subsidiaries acts as a transmission licensee under the Electricity Act, 2003 holding valid licenses for 25 years. Generally, the subsidiaries have entered into Transmission Services Agreements ("TSA") with Long Term Transmission Customers ("LTTC") through a tariff-based bidding process to Build, Own, Operate and Maintain ("BOOM") the transmission infrastructure for a period of 35 years.</p> <p>The Management of Investment Manager ("management") is of the view that the grantor as defined under Appendix D of Ind AS 115 ("Appendix D") requires transmission licensee to obtain various approvals under the regulatory framework to conduct its operations both during the period of the license as well as at the end of the license period. In the view of management, generally the grantor's involvement and approvals are to protect public interest and are not intended to control, through ownership, beneficial entitlement or otherwise, any significant residual interest in the transmission infrastructure at the end of the term of the arrangement. Accordingly,</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> • Obtained and read the TSAs to understand roles and responsibilities of the grantor. • Evaluated the TSAs to understand whether the grantor controls significant residual interest in the infrastructure at the end of the term of the arrangement through ownership, beneficial ownership or otherwise. • Discussed with management regarding the extent of grantor's involvement in the transmission assets and grantor's intention not to control the significant residual interest through ownership, beneficial entitlement or otherwise. • Assessed the positions taken by other entities in India with similar projects/TSAs as to the extent of involvement of the grantor and the consequent evaluation of the applicability of Appendix D for such entities and confirmed our understanding. • Read and assessed the disclosures included in the consolidated financial statements for compliance

Key audit matters	How our audit addressed the key audit matter
<p>management is of the view that Appendix D is not applicable to the Group.</p> <p>Considering the judgement involved in determining the grantor’s involvement and whether the grantor controls, through ownership, beneficial entitlement or otherwise, and any significant residual interest in the transmission infrastructure at the end of the term of the arrangement, this is considered as a key audit matter.</p>	<p>with the relevant accounting standards requirements.</p>
<p>Impairment of property, plant and equipment <i>(as described in Note 3 and 30 of the consolidated financial statements)</i></p>	
<p>The Group owns and operates various power transmission assets. The carrying value of the power transmission assets as at March 31, 2024, included under property, plant and equipment INR 19,121.15 million.</p> <p>In accordance with Ind AS 36, at each reporting period end, management assesses the existence of impairment indicators of property, plant and equipment. In case of existence of impairment indicators, property, plant and equipment and balances are subjected to impairment test.</p> <p>The processes and methodologies for assessing and determining the fair value is based on complex assumptions, that by their nature imply the use of management’s judgment, in particular with reference to identification of forecast of future cash flows relating to the period covered by the respective subsidiary’s transmission license, debt equity ratio, cost of debt, cost of equity, residual value, etc.</p> <p>Considering the judgment involved in determination of fair values due to inherent uncertainty and complexity of the assumptions used in determination of fair values, this is considered as a key audit matter.</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> • Read the policy, evaluated the design and tested the operating effectiveness of controls over assessment of impairment of property, plant and equipment and the assumptions used by management. • Obtained and read the valuation report of the Group’s independent valuation expert, and assessed the expert’s competence, capability and objectivity. • Involved our subject matter experts to perform an independent review of methodology, estimates and key assumptions (weighted average cost of capital, debt equity ratio, forecast period, terminal growth rate) used in the valuation by the Company’s independent valuation expert. • Tested on sample basis that the tariff revenues considered in the respective valuation models are in agreement with TSAs/tariff orders and evaluated the reasonableness of cost and revenue attributes considered in forecast. • Tested completeness, arithmetical accuracy and validity of the data used in the calculations.

Key audit matters	How our audit addressed the key audit matter
	<ul style="list-style-type: none"> Evaluated the adequacy of disclosures included in the consolidated financial statements
Acquisition of Transmission Special Purpose Vehicles (“SPVs”) classified as asset acquisitions <i>(as described in Note 30 of the consolidated financial statements)</i>	
<p>The Group acquires operational transmission SPVs from the Sponsor or from third parties. The purchase consideration primarily pertains to the fair value of the transmission assets. All such assets are operational assets with fixed tariff revenues under the Transmission Services Agreements (TSAs) for 35 years. The only key activity for these SPVs is the maintenance of the transmission assets which is outsourced to third parties. There are very few employees in these entities and no other significant processes are performed for earning tariff revenues in any of the SPVs.</p> <p>Based on evaluation of the above fact pattern vis-a-vis the guidance on definition of business under Ind AS, including evaluation under the optional concentration test, and also keeping in view the relevant guidance on similar fact pattern available under accounting standards applicable in other jurisdictions, management classified the acquisition of transmission SPVs as asset acquisition.</p> <p>Considering the judgement involved in determining if the acquisition of transmission SPVs constitute business or asset, it is considered as a key audit matter.</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> Read the relevant guidance under Ind AS on determining if the acquired SPVs constitutes a business. Assessed the activities of the transmission SPVs. Read and assessed the Group’s accounting policy for recognition and classification on the acquisition of transmission SPVs. Discussed with management the key assumption underlying the Group’s assessment and tested the underlying data used for classification made by the Group. Read and assessed the disclosures in the consolidated financial statements for compliance with the relevant accounting standards requirement.
Disclosures relating to Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value as per InvIT regulations <i>(as described in Note 30 of the consolidated financial statements)</i>	
<p>The Group is required to disclose Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value pursuant to SEBI circulars issued under the InvIT regulations which requires fair valuation of the assets. Such fair valuation has been carried out by the independent valuer appointed by the Group.</p>	<p>Our audit procedures included, among others the following:</p> <ul style="list-style-type: none"> Read the requirements of InvIT regulations for disclosures relating to Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value.

Key audit matters	How our audit addressed the key audit matter
<p>For the purpose of the above, fair value is determined by forecasting and discounting future cash flows.</p> <p>The processes and methodologies for assessing and determining the fair value is based on complex assumptions, that by their nature imply the use of management’s judgment, in particular with reference to identification of forecast of future cash flows relating to the period covered by the respective subsidiary’s transmission license, debt equity ratio, cost of debt, cost of equity, residual value, etc.</p> <p>Considering the judgment involved in determination of fair values due to inherent uncertainty and complexity of the assumptions used in determination of fair values, this is considered as a key audit matter.</p>	<ul style="list-style-type: none"> • Read the policy, evaluated the design and tested the operating effectiveness of controls over assessment of fair value and the assumptions used by management. • Read the policy, evaluated the design and tested the operating effectiveness of controls over preparation statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value as per InvIT regulations and the assumption used by management. • Obtained and read the valuation report by the InvIT’s independent valuation expert, and assessed the expert’s competence, capability and objectivity. • Involved our subject matter experts to perform an independent review of methodology, estimates and key assumptions (weighted average cost of capital, debt equity ratio, forecast period, terminal growth rate) used in the valuation by the Company’s independent valuation expert. • Tested on sample basis that the tariff revenues considered in the respective valuation models are in agreement with TSAs/tariff orders and evaluated the reasonableness of cost and revenue attributes considered in forecast. • Tested completeness, arithmetical accuracy and validity of the data used in the calculations. • Evaluated the adequacy of disclosures included in the consolidated financial statements.

Other Information

The management of Edelweiss Real Assets Managers Limited (the “Investment Manager”) is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor’s report thereon. The Annual report is expected to be made available to us after the date of this auditor’s report.

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 identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management for the Consolidated Financial Statements

The Management of the Investment Manager ('the Management') is responsible for the preparation and presentation 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 cash movements and the consolidated movement of the unit holders' funds for the year ended March 31, 2024, the consolidated net assets at fair value as at March 31, 2024, the consolidated total returns at fair value of the InvIT and the net distributable cash flows of the InvIT and each of its subsidiaries in accordance with the requirements of the InvIT Regulations, the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records for safeguarding of 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 the design, implementation and maintenance of adequate 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 management, as aforesaid.

In preparing the consolidated financial statements, the Board of Directors of the Investment Manager and the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Management and respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities 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 control 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 entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities 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.

We communicate with those charged with governance of the InvIT and such other entities 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 control 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 for the financial year ended March 31, 2024 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, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- (b) The Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss are in agreement with the books of account;
- (c) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards (Ind AS) and/or any addendum thereto as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per Amit Singh

Partner

Membership Number: 408869

UDIN:

Place of Signature: Mumbai

Date: May 24, 2024

Anzen India Energy Yield Plus Trust
Consolidated Balance Sheet as at March 31, 2024
All amounts in Rupees million unless otherwise stated

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	(3)	19,121.15	20,976.72
(b) Financial assets			
(i) Other financial assets	(4)	6.19	7.37
(c) Income tax assets (net)		18.07	24.36
Total non-current assets		19,145.41	21,008.45
(2) Current assets			
(a) Financial assets			
(i) Investments	(5)	681.56	1,306.42
(ii) Trade receivables	(7)	-	12.03
(iii) Cash and cash equivalents	(8A)	228.40	65.35
(iv) Bank balances other than disclosed in note 8A above	(8B)	155.00	176.24
(v) Other financial assets	(4)	689.21	656.62
(b) Other current assets	(6)	30.87	31.13
		1,785.04	2,247.79
Total assets		20,930.45	23,256.24
EQUITY AND LIABILITIES			
EQUITY			
(a) Unit capital	(9)	15,624.79	15,624.79
(b) Other equity	(10)	(2,356.20)	(515.19)
Total equity		13,268.59	15,109.60
LIABILITIES			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	(11)	7,441.81	7,416.24
(b) Provisions	(12)	2.34	1.89
Total non-current liabilities		7,444.15	7,418.13
(2) Current liabilities			
(a) Financial liabilities			
(i) Trade payables	(13)		
(a) total outstanding dues of micro and small enterprises		0.12	4.72
(b) total outstanding dues of creditors other than micro enterprises and small enterprise		26.48	58.42
(ii) Other financial liabilities	(14)	63.52	632.99
(b) Other current liabilities	(15)	126.88	31.75
(c) Provisions	(12)	0.71	0.63
Total current liabilities		217.71	728.51
Total equity and liabilities		20,930.45	23,256.24

Summary of material accounting policies

2

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No: 324982E/E300003

For and on behalf of the Board of Directors of
Edelweiss Real Assets Managers Limited
(As Investment Manager to Anzen India Energy Yield Plus Trust)

per Amit Singh
Partner
Membership Number : 408869
Place : Mumbai
Date : May 24, 2024

Ranjita Deo
CIO & Whole-time Director
DIN No. : 09609160

Vaibhav Doshi
Chief Financial Officer

Jalpa Parekh
Company Secretary
Membership Number : A44507

Place : Mumbai
Date : May 24, 2024

Anzen India Energy Yield Plus Trust
Consolidated Statement of Profit and Loss for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

Particulars	Notes	Year ended March 31, 2024	Year ended March 31, 2023
INCOME			
Revenue from contract with customers	(16)	2,426.41	936.69
Income from investment in mutual fund		67.21	51.37
Interest income on investment in fixed deposits		13.04	8.62
Other income		14.44	2.52
Total income		2,521.10	999.20
EXPENSES			
Operation and maintenance expense		78.07	30.60
Employee benefit expense	(17)	19.40	6.79
Depreciation expense	(3)	1,872.50	770.13
Finance costs	(18)	637.87	439.20
Investment management fees (refer note 19 (a))		64.90	24.18
Project management fees (refer note 19(b))		20.66	10.53
Insurance expenses		38.27	20.87
Legal and professional fees		39.10	35.59
Annual listing fee		2.08	2.62
Rating fee		2.61	2.66
Valuation expenses		0.85	0.90
Trustee fee		1.83	0.64
Payment to auditors			
- Statutory audit fees (including limited review)		5.94	3.73
- Other services (including certifications)		0.34	0.02
Other expenses	(19)	18.87	7.82
Total expenses		2,803.29	1,356.28
Loss before tax		(282.19)	(357.08)
Tax expense:			
(1) Current tax	(26)	15.13	(37.84)
(2) Deferred tax	(26)	-	-
(3) Adjustment of tax relating to earlier periods	(26)	(0.05)	-
Loss for the year [A]		(297.27)	(319.24)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss in subsequent periods		(0.08)	(0.03)
Items that will be reclassified to profit or loss in subsequent periods		-	-
Total other comprehensive income for the year, net of tax [B]		(0.08)	(0.03)
Total comprehensive income for the year, net of tax [A+B]		(297.35)	(319.27)
Loss for the year			
Attributable to :			
Unit holders		(297.27)	(319.24)
Non- Controlling interest		-	-
Total comprehensive income for the year:			
Attributable to :			
Unit holders		(297.35)	(319.27)
Non- Controlling interest		-	-
Earnings per unit (Rs. per unit)	(28)		
Basic and diluted		(1.88)	(5.23)

Summary of material accounting policies

2

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S R B C & CO LLP

Chartered Accountants

Firm Registration No: 324982E/E300003

per Amit Singh

Partner

Membership Number : 408869

Place : Mumbai

Date : May 24, 2024

For and on behalf of the Board of Directors of

Edelweiss Real Assets Managers Limited

(As Investment Manager to Anzen India Energy Yield Plus Trust)

Ranjita Deo

CIO & Whole-time Director

DIN No. : 09609160

Vaibhav Doshi

Chief Financial Officer

Jalpa Parekh

Company Secretary

Membership Number : A44507

Place : Mumbai

Date : May 24, 2024

Anzen India Energy Yield Plus Trust
Consolidated Statement of Cash Flow for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Cash flow from operating activities		
Loss before tax	(282.19)	(357.08)
Adjustments to reconcile loss before tax to net cash flows:		
Depreciation expense	1,872.50	770.13
Interest income on investment in fixed deposits	(13.04)	(8.62)
Interest income on income tax refund	(0.99)	-
Income from investment in mutual fund	(67.21)	(51.37)
Liabilities no longer required written back	(0.26)	-
Finance costs	637.87	439.20
Operating profit before working capital changes	2,146.68	792.26
Working capital adjustment		
(Increase) / Decrease in other assets	0.26	(10.17)
(Increase) / Decrease in other financial assets	(10.59)	(313.68)
(Increase) / Decrease in trade receivables	12.03	1,407.59
Increase / (Decrease) in trade payables	(36.26)	32.19
Increase / (Decrease) in provisions	0.45	(0.16)
Increase / (Decrease) in other liabilities	95.13	29.35
Increase / (Decrease) in other financial liabilities	(569.39)	(994.78)
Cash flow generated from operations	1,638.31	942.60
Direct taxes paid (net of refunds)	(7.80)	(60.89)
Net cash flow from operating activities [A]	1,630.51	881.71
Cash flow from investing activities		
Purchase of property, plant and equipment(including capital work-in-progress and capital advances)	(17.03)	-
Acquisition of property, plant and equipment#	-	(13,446.85)
Acquisition of other assets (net of other liabilities)#	-	(1,811.45)
Investment in fixed deposits	(61.70)	(9,426.33)
Proceeds from maturity of fixed deposits	62.94	10,424.36
Investment in mutual funds	(3,987.75)	(8,693.97)
Proceeds from sale of investment in mutual funds	4,679.82	8,006.51
Interest income on investment in fixed deposits	12.22	8.46
Net cash flow from/(used in) investing activities [B]	688.50	(14,939.27)
Cash flow from financing activities		
Proceeds from issue of Unit capital*	-	7,500.00
Payment of unit issue expenses	-	(175.21)
Proceeds from non convertible debentures (secured)	-	7,500.00
Repayment of non convertible debentures (secured)	-	(12,294.00)
Acquisition of borrowings#	-	12,160.67
Payment of distributions to unit holders	(1,543.66)	(195.92)
Payment of interest on NCD	(611.90)	(296.33)
Payment of other finance costs	(0.40)	-
Payment of upfront fees for NCD	-	(91.63)
Net cash flow from/ (used in) financing activities [C]	(2,155.96)	14,107.58
Net increase / (decrease) in cash and cash equivalents [A+B+C]	163.05	50.02
Cash and cash equivalents at the beginning of the year (refer Note 8A)	65.35	-
Cash and cash equivalents on acquisition	-	15.33
Cash and cash equivalents at the end of the year (refer Note 8A)	228.40	65.35

*Trust has purchased 16.30 million and 9.83 million equity shares issued by Darbhanga - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') in exchange of issue if its 83.00 million units. The same has not been reflected in cash flow being a non- cash transaction.

Pertains to projects acquired in previous year viz. DMTCL and NRSS- Refer Note 32

Components of cash and cash equivalents:	As at March 31, 2024	As at March 31, 2023
Balances with banks :		
- On current accounts	108.40	65.35
- Deposit with original maturity of less than 3 months	120.00	-
Total cash and cash equivalents (refer note 8A)	228.40	65.35

Anzen India Energy Yield Plus Trust
Consolidated Statement of Cash Flow for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

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

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening total borrowings (including interest accrued but not due)	7,417.91	-
Cash flow		
- Interest paid	(611.90)	(296.33)
- Proceeds/(repayments)	-	7,500.00
Interest accrued	611.90	298.00
Others (ancillary borrowing cost)	25.57	(83.76)
Closing total borrowings (including interest accrued but not due)	7,443.48	7,417.91

Summary of material accounting policies

2

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No: 324982E/E300003

**For and on behalf of the Board of Directors of
Edelweiss Real Assets Managers Limited
(As Investment Manager to Anzen India Energy Yield Plus Trust)**

per Amit Singh
Partner
Membership Number : 408869
Place : Mumbai
Date : May 24, 2024

Ranjita Deo
CIO & Whole-time Director
DIN No. : 09609160

Vaibhav Doshi
Chief Financial Officer

Jalpa Parekh
Company Secretary
Membership Number : A44507

Place : Mumbai
Date : May 24, 2024

Anzen India Energy Yield Plus Trust
Consolidated Statement of Changes in Unit holders' Equity for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

A. Unit capital

Particulars	No. of units in million	Amount
As at April 01, 2022	-	-
Units issued during the year [refer note 9(a)]	158.00	15,800.00
Less: Issue expenses [refer note 9(b)]		(175.21)
As at March 31, 2023	158.00	15,624.79
Units issued during the year [refer note 9(a)]	-	-
As at March 31, 2024	158.00	15,624.79

B. Other equity

Particulars	Reserves and Surplus	Other comprehensive income	Total
	Retained Earnings	Actuarial gain/(loss) on defined liabilities	
As at April 01, 2022	-	-	-
Loss for the year	(319.24)	-	(319.24)
Other comprehensive income for the year	-	(0.03)	(0.03)
Less: Distribution during the year	(195.92)		(195.92)
As at March 31, 2023	(515.16)	(0.03)	(515.19)
Loss for the year	(297.27)	-	(297.27)
Other comprehensive income for the year	-	(0.08)	(0.08)
Less: Distribution during the year	(1,543.66)	-	(1,543.66)
As at March 31, 2024	(2,356.09)	(0.11)	(2,356.20)

Note:

The distribution during the year does not include the distribution relating to last quarter of FY 2023-24 which will be paid after March 31, 2024.

The distributions made by Anzen to its unitholders are based on the Net Distributable Cash Flows (NDCF) of Anzen under the InvIT Regulations and hence part of the same includes repayment of capital as well.

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No: 324982E/E300003

For and on behalf of the Board of Directors of
Edelweiss Real Assets Managers Limited
(As Investment Manager to Anzen India Energy Yield Plus Trust)

per Amit Singh
Partner
Membership Number : 408869
Place : Mumbai
Date : May 24, 2024

Ranjita Deo
CIO & Whole-time Director
DIN No. : 09609160

Vaibhav Doshi
Chief Financial Officer

Jalpa Parekh
Company Secretary
Membership Number : A44507

Place : Mumbai
Date : May 24, 2024

Anzen India Energy Yield Plus Trust

Notes to consolidated financial statements for the year ended March 31, 2024

Disclosures Pursuant To SEBI Circulars

(SEBI MASTER CIRCULAR NO. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 DATED 06 JULY 2023 issued under the InvIT Regulations)

A. Statement of Net Assets at Fair Value as at March 31, 2024 (refer note 2 below)

(Rs. in million)

Particulars	March 31, 2024		March 31, 2023	
	Book Value	Fair Value	Book Value	Fair Value
A. Assets	20,930.45	24,261.46	23,256.24	24,840.40
B. Liabilities (at book value)	7,661.86	7,661.86	8,146.64	8,146.64
C . Net Asset Value (A-B)	13,268.59	16,599.60	15,109.60	16,693.76
D . Number of units	158.00	158.00	158.00	158.00
E. NAV (C/D)	83.98	105.06	95.63	105.66

Notes:

1. Project wise break up of Fair value of Assets as at March 31, 2024

(Rs. in million)

Particulars	March 31, 2024	March 31, 2023
Darbhangha - Motihari Transmission Company Limited ("DMTCL")	13,494.55	13,849.80
NRSS XXXI (B) Transmission Limited ("NRSS")	10,155.85	10,337.42
Sub total	23,650.40	24,187.22
InvIT Assets	611.06	653.18
Total Assets	24,261.46	24,840.40

2. Fair values of total assets (including project wise break up for DMTCL and NRSS of fair value of total assets) as at March 31, 2024 and March 31, 2023 as disclosed above are based solely on the fair valuation report May 20, 2024 dated and May 23, 2023 respectively of the independent valuer appointed by the Investment manager under the InvIT Regulations.

B. Statement of Total Return at Fair Value (refer note 1 below)

(Rs. in million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Total Comprehensive Income (as per the Statement of Profit and Loss)	(297.35)	(319.27)
Add/(less): Other Changes in Fair Value (e.g., in investment property, property, plant & equipment (if cost model is followed)) not recognized in Total Comprehensive Income (refer note 1 below)	1,746.85	1,584.16
Total Return	1,449.50	1,264.89

Notes:

1. Fair value of assets as at March 31, 2024 and as at March 31, 2023 and other changes in fair value for the year then ended as disclosed in the above tables are based on fair valuation report of the independent valuer appointed by the Investment manager under the InvIT Regulations.
2. Sensitivity analysis with respect to significant unobservable inputs used in the fair value measurement has been disclosed in Note 23.

As per our report of even date

For S R B C & CO LLP

Chartered Accountants

Firm Registration No: 324982E/E300003

per Amit Singh

Partner

Membership Number : 408869

Place : Mumbai

Date : May 24, 2024

For and on behalf of the Board of Directors of

Edelweiss Real Assets Managers Limited

(As Investment Manager to Anzen India Energy Yield Plus Trust)

Ranjita Deo

CIO & Whole-time Director

DIN No. : 09609160

Vaibhav Doshi

Chief Financial Officer

Jalpa Parekh

Company Secretary

Membership Number : A44507

Place : Mumbai

Date : May 24, 2024

Anzen India Energy Yield Plus Trust
Notes to Consolidated Financial Statements for the year ended March 31, 2024
Disclosures Pursuant To SEBI Circulars
(SEBI MASTER CIRCULAR NO. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 DATED 06 JULY 2023 issued under the InvIT Regulations)

ADDITIONAL DISCLOSURES AS REQUIRED BY PARAGRAPH 4.6 OF CHAPTER 4 TO THE SEBI CIRCULAR NO. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115

A) Statement of Net Distributable Cash Flows (NDCFs) of Anzen India Energy Yield Plus Trust

Description	(Rs. in Million)	
	Year ended March 31, 2024	Year ended March 31, 2023
Inflow from Project SPV Distributions		
Cash flows received from SPVs in the form of interest / accrued interest / additional interest	2,128.52	712.87
Add: Cash flows received from SPVs in the form of dividend	-	-
Add: Cash flows from the SPVs towards the repayment of the debt provided to the SPVs by the Anzen Trust and/ or redemption of debentures issued by SPVs to the Anzen Trust	-	626.00
Add: Cash flows from the SPVs through capital reduction by way of a buy back or any other means as permitted, subject to applicable law	-	-
Inflow from Investments / Assets	-	-
Add: Cash flows from sale of equity shares or any other investments in SPVs adjusted for amounts reinvested or planned to be reinvested	-	-
Add: Cash flows from the sale of the SPVs not distributed pursuant to an earlier plan to reinvest, or if such proceeds are not intended to be invested subsequently	-	-
Inflow from Liabilities	-	-
Add: Cash flows from additional borrowings (including debentures / other securities), fresh issuance of units, etc.	-	15,000.00
Other Inflows	-	-
Add: Any other income accruing at the Anzen Trust and not captured above, as deemed necessary by the Investment Manager, including but not limited to interest / return on surplus cash invested by the Anzen Trust	40.08	35.09
Total cash inflow at the Anzen Trust level (A)	2,168.60	16,373.96
Outflow for Anzen Trust Expenses / Taxes		
Less: Any payment of fees, interest and expenses incurred at the Anzen Trust, including but not limited to the fees of the Investment Manager, Project Manager, Trustee, Auditor, Valuer, Credit Rating Agency, etc.	(606.77)	(438.76)
Less: Income tax (if applicable) for standalone Anzen Trust and / or payment of other statutory dues	(15.08)	(15.05)
Outflow for Liabilities	-	-
Less: Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt	-	-
Less: Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	-	(155.00)
Outflow for Assets	-	-
Less: Amount invested in any of the SPVs	-	(15,071.00)
Less: Amounts set aside to be invested or planned to be invested, as deemed necessary by the Investment Manager in compliance with the InvIT Regulations	-	-
Less: Investments including acquisition of other SPVs	-	-
Other Outflows	-	-
Less: Any provision or reserve deemed necessary by the Investment Manager for expenses which may be due in future	(22.28)	(102.47)
Add / Less: Amounts added/ retained in accordance with the transaction documents or the loan agreements in relation to the Anzen Trust	-	-
Less: Any other expense of the Anzen Trust not captured herein as deemed necessary by the Investment Manager	-	-
Add / Less: Any other adjustment to be undertaken by the Board to ensure that there is no double counting of the same item for the above calculations	-	-
Total cash outflow/retention at the Anzen Trust level (B)	(644.13)	(15,782.28)
Net Distributable Cash Flows (C) = (A+B)	1,524.47	591.68

INR 1,543.66 million distribution has been paid during the year ended March 31, 2024. (FY 2022-23: INR 195.92 million)

Anzen India Energy Yield Plus Trust
Notes to Consolidated Financial Statements for the year ended March 31, 2024
Disclosures Pursuant To SEBI Circulars
(SEBI MASTER CIRCULAR NO. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 DATED 06 JULY 2023 issued under the InvIT Regulations)

B) Statement of Net Distributable Cash Flows (NDCFs) of underlying SPVs

i) Darbhanga - Motihari Transmission Company Limited ('DMTCL')

(Rs. in Million)

Description	Year ended March 31, 2024	Year ended March 31, 2023
Profit after tax as per profit and loss account (standalone) (A)	(574.17)	(248.70)
Reversal of Distributions charged to P&L	-	-
Add: Interest (including interest on unpaid interest, if any) on loans availed from / debentures issued to the Anzen Trust, as per profit and loss account	1,257.64	391.94
Adjustment of Non-cash items	-	-
Add: Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	585.78	246.96
Add / less: Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to	-	-
• Any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	(3.57)	(8.81)
• Interest cost as per effective interest rate method (difference between accrued and actual paid);	-	73.58
• Deferred tax, lease rents, provisions, etc.	(1.05)	3.50
Adjustments for Assets on Balance Sheet	-	-
Add / less: Decrease / increase in working capital	52.70	388.98
Add / less: Loss / gain on sale of assets / investments	(22.73)	(8.52)
Add: Net proceeds (after applicable taxes) from sale of assets / investments adjusted for proceeds reinvested or planned to be reinvested.	31.25	-
Add: Net proceeds (after applicable taxes) from sale of assets / investments not distributed pursuant to an earlier plan to reinvest, if such proceeds are not intended to be invested subsequently.	-	-
Less: Capital expenditure, if any.	(16.93)	(7.02)
Less: Investments made in accordance with the investment objective, if any.	-	-
Adjustments for Liabilities on Balance Sheet	-	-
Less: Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt.	-	-
Less: Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	-	-
Add: Proceeds from additional borrowings (including debentures / other securities), fresh issuance of equity shares / preference shares, etc.	-	-
Less: Payment of any other liabilities (not covered under working capital)	-	-
Other Adjustments	-	-
Less: Any provision or reserve deemed necessary by the Investment Manager for expenses / liabilities which may be due in future.	(16.00)	-
Add / less: Amounts added or retained in accordance with the transaction documents or the loan agreements in relation to the SPVs.	-	(385.33)
Add / less: Any other adjustment to be undertaken by the Board to ensure that there is no double counting of the same item for the above calculations.	-	-
Add: Such portion of the existing cash balance available, if any, as deemed necessary by the Investment Manager in line with the InvIT Regulations.	-	-
Total Adjustments (B)	1,867.09	695.28
Net Distributable Cash Flows (C) = (A+B)	1,292.92	446.58

During the year, amount being at least 90% has already been distributed to Anzen.

Anzen India Energy Yield Plus Trust
Notes to Consolidated Financial Statements for the year ended March 31, 2024
Disclosures Pursuant To SEBI Circulars
(SEBI MASTER CIRCULAR NO. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 DATED 06 JULY 2023 issued under the InvIT Regulations)

ii) NRSS XXX1(B) Transmission Limited ('NRSS')

Description	(Rs. in Million)	
	Year ended March 31, 2024	Year ended March 31, 2023
Profit after tax as per profit and loss account (standalone) (A)	(264.72)	(167.36)
Reversal of Distributions charged to P&L	-	-
Add: Interest (including interest on unpaid interest, if any) on loans availed from / debentures issued to the Anzen Trust, as per profit and loss account	870.88	287.47
Adjustment of Non-cash items	-	-
Add: Depreciation, impairment (in case of impairment reversal, same will be deducted) and amortisation as per profit and loss account.	332.26	140.08
Add / less: Any other item of non-cash expense / non-cash income (net of actual cash flows for these items), including but not limited to	-	-
• Any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	(1.16)	(3.36)
• Interest cost as per effective interest rate method (difference between accrued and actual paid);	-	58.50
• Deferred tax, lease rents, provisions, etc.	(1.26)	1.06
Adjustments for Assets on Balance Sheet	-	-
Add / less: Decrease / increase in working capital	35.85	199.07
Add / less: Loss / gain on sale of assets / investments	(18.29)	(6.35)
Add: Net proceeds (after applicable taxes) from sale of assets / investments adjusted for proceeds reinvested or planned to be reinvested.	24.64	-
Add: Net proceeds (after applicable taxes) from sale of assets / investments not distributed pursuant to an earlier plan to reinvest, if such proceeds are not intended to be invested subsequently.	-	-
Less: Capital expenditure, if any.	(0.09)	-
Less: Investments made in accordance with the investment objective, if any.	-	-
Adjustments for Liabilities on Balance Sheet	-	-
Less: Repayment of third-party debt (principal) / redeemable preference shares / debentures, etc., net of any debt raised by refinancing of existing debt.	-	-
Less: Net cash set aside to comply with borrowing requirements such as DSRA, minimum cash balance, etc.	-	-
Add: Proceeds from additional borrowings (including debentures / other securities), fresh issuance of equity shares / preference shares, etc.	-	-
Less: Payment of any other liabilities (not covered under working capital)	-	-
Other Adjustments	-	-
Less: Any provision or reserve deemed necessary by the Investment Manager for expenses / liabilities which may be due in future.	(65.00)	-
Add / less: Amounts added or retained in accordance with the transaction documents or the loan agreements in relation to the SPVs.	-	(196.63)
Add / less: Any other adjustment to be undertaken by the Board to ensure that there is no double counting of the same item for the above calculations.	-	-
Add: Such portion of the existing cash balance available, if any, as deemed necessary by the Investment Manager in line with the InvIT Regulations.	-	-
Total Adjustments (B)	1,177.83	479.84
Net Distributable Cash Flows (C) = (A+B)	913.11	312.48

During the year, amount being at least 90% has already been distributed to Anzen.

Anzen India Energy Yield Plus Trust
Notes to consolidated financial statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

1. Group information

The consolidated financial statements comprise financial statements of Anzen India Energy Yield Plus Trust ("the Trust" or "Anzen") and its subsidiaries (collectively, the Group). Anzen is an irrevocable trust settled by Sekura Energy Private Limited (the "Sponsor") on November 01, 2021 pursuant to the Trust Deed under the provisions of the Indian Trusts Act, 1882 and registered with Securities Exchange Board of India ("SEBI") under the SEBI (Infrastructure Investment Trust) Regulations, 2014 as an Infrastructure Investment Trust on January 18, 2022 having registration number IN/InvIT/21-22/0020. The Trustee of Anzen is Axis Trustee Services Limited (the "Trustee"). The Investment manager for Anzen is Edelweiss Real Assets Managers Limited (the "Investment Manager" or the "Management"). The objectives of Anzen are to undertake activities as an infrastructure investment trust in accordance with the provisions of the InvIT Regulations and the Trust Deed. The principal activity of Anzen is to own and invest in power transmission assets and renewable energy assets in India with the objective of producing stable and sustainable distributions to unitholders.

As at March 31, 2024, Anzen has following project entities ("Special Purpose Vehicles" or "SPVs") which are transmission infrastructure projects developed on Build, Own, Operate and Maintain ("BOOM") basis:

- (a) Darbhanga - Motihari Transmission Company Limited ("DMTCL")
- (b) NRSS XXXI (B) Transmission Limited ("NRSS")

These SPVs have executed Transmission Services Agreements ("TSAs") with Long term transmission customers under which the SPVs have to maintain the transmission infrastructure for 35 years post commissioning.

The address of the registered office of the Investment Manager is Plot 294/3, Edelweiss House, off CST Road, Kalina, Santacruz - East. Mumbai 400098. Maharashtra. India.
The financial statements were authorised for issue in accordance with resolution of Board of Directors of the Investment Manager on May 24, 2024.

2. BASIS OF PREPARATION, MEASUREMENT AND MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The consolidated financial statements comprise of the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Unit Holders' Equity for the year then ended and the Consolidated Statement of Net Assets at fair value as at March 31, 2024 and the Consolidated Statement of Total Returns at fair value and the Statement of Net Distributable Cash Flows ('NDCFs') of the Trust, the underlying holding company ("HoldCo") and each of its subsidiaries for the year then ended and a summary of material accounting policies and other explanatory notes prepared in accordance with Indian Accounting Standards (as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), prescribed under Section 133 of the Companies Act, 2013 ("Ind AS") read with SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended and Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated 06 July 2023 issued thereunder ("InvIT Regulations"). The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets measured at fair value (e.g. Liquid mutual funds)

The consolidated financial statements are presented in Indian Rupees Million, except when otherwise indicated.

As per regulation 20 of INVIT regulations 2014, the Group is eligible for a total debt (net of cash and cash equivalents) of 70% to AUM. As at March 31, 2024, the total debt (net of cash and cash equivalents) to AUM is within the prescribed limits.

These financial statements for the year ended March 31, 2024 have been prepared in accordance with Ind AS, except classification of unit capital which is made in accordance with the InvIT Regulations as more fully described in Note 9(c)(i) to the financial statements.

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 or not 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., period 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.
- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full).

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.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 Summary of material accounting policies

The following is the summary of material accounting policies applied by the Group in preparing its consolidated financial statements:

a) Acquisition of Transmission SPVs classified as asset acquisitions

The Group acquires operational transmission and Solar Project SPVs from the Sponsor or from third party. The purchase consideration primarily pertains to the fair value of the transmission assets. All such assets are operational assets with fixed tariff revenues under the Transmission Services Agreements (TSAs) for 35 years. The only key activity for these SPVs is the maintenance of the transmission assets which is outsourced to third parties and partially done in house. There are few employees in these entities and no other significant processes are performed for earning tariff revenues.

Based on evaluation of the above fact pattern vis-a-vis the guidance on definition of business under Ind AS and also keeping in view the relevant guidance on similar fact pattern available under accounting standards applicable in other jurisdictions, the management has classified the acquisition of transmission SPVs as asset acquisition.

b) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting year, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting year, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and 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.

c) Fair value measurement

The Group measures financial instruments such as mutual funds 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.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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.

In estimating the fair value of transmission assets/projects, the Group engages independent qualified external valuers to perform the valuation. The management works closely with the external valuers to establish the appropriate valuation techniques and inputs to the model. The management in conjunction with the external valuers also compares the change in fair value with relevant external sources to determine whether the change is reasonable. The management reports the valuation report and findings to the Board of the Investment Manager annually to explain the cause of fluctuations in the fair value of the transmission projects.

At each reporting date, the management analyses the movement of assets and liabilities which are required to be remeasured or reassessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

• Disclosures of Statement of Net Assets at fair value and Statement of Total Returns at fair value

• Quantitative disclosures of fair value measurement hierarchy (note 23)

• Investment in quoted mutual fund (note 5)

• Financial instruments (including those carried at amortised cost) (note 22)

d) Revenue from contracts with customer

Revenue from contracts with customers is recognised when control of the goods or 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. The Group has concluded that it is the principal in its revenue arrangements because it typically controls the services before transferring them to the customer.

Power transmission services

Revenue from contracts with customers comprises of revenue from power transmission services rendered in India to Long Term Transmission Customers (LTTCS) pursuant to the respective Transmission Services Agreements (TSAs) executed by the Group with LTTCS for years of 35 years. The Group is required to ensure that the transmission assets meet the minimum availability criteria under the respective TSAs. The Group's performance obligation vide the TSAs is to provide power transmission services. The performance obligation is satisfied over time as the customers receive and consume the benefits provided by the Group's performance as the Group performs. Accordingly, the revenue from power transmission services is recognised over time based on the transmission asset availabilities and the tariff charges approved under the respective CERC tariff orders and includes unbilled revenues accrued up to the end of the accounting year. The payment is generally due within 60 days.

Operation and maintenance service

Revenue from operation and maintenance contracts are recognised pro-rata over the year of the contract as and when services are rendered.

Contract balances

Contract assets

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due). Amounts which have been billed to the customers are disclosed as Trade receivables and amounts which are to be billed to the customers (and not conditional on the group's future performance) are disclosed under Other financial assets. Refer accounting policies for financial assets in Financial Instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividend

Income from dividend on investments is accrued in the year in which generally it is approved by the shareholders, whereby the Group's right to receive is established.

e) Taxes

Tax expense comprises current tax expense and deferred tax

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside statement of profit or loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside statement of profit or loss is recognised outside statement of profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable group and the same taxation authority.

Sales/value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of sales/value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables in the balance sheet.

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f) Property, plant and equipment

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. No decommissioning liabilities are expected or be incurred on the assets of plant and equipment.

Expenditure directly relating to construction activity is capitalised. Indirect expenditure incurred during construction period is capitalised as part of the construction costs to the extent the expenditure can be attributable to construction activity or is incidental there to. Income earned during the construction period is deducted from the total of the indirect expenditure.

Depreciation is calculated on pro-rata basis on a written down value. Freehold land is not depreciated. The Group is providing depreciation at the following useful life:

Asset class	Useful lives
Plant and equipment	5 - 35 years
Office equipments	5 - 7 years
Furniture and fixtures	10 years
Computers	3 years

The Group, based on technical assessment made by technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013 which is applicable to the subsidiary companies. The management believes that these estimated useful lives are realistic and reflect fair approximation of the year over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

g) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial year of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the year in which they occur. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h) Impairment of non current 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. 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 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.

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 or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

In determining fair value measurement, the impact of potential climate-related matters, including legislation, which may affect the fair value measurement of assets and liabilities in the financial statements has been considered. These risks in respect of climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts.

At present, the impact of climate-related matters is not material to the Group's financial statements.

i) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is-

(a) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Trust or

(b) a present obligation that arises from past events but is not recognized because

- it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or
- the amount of the obligation cannot be measured with sufficient reliability.

The Trust does not recognize a contingent liability but discloses the same as per the requirements of Ind AS 37.

Contingent assets are not recognised in the financial statements.

j) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the year in which they occur. Remeasurements are not reclassified to profit or loss in subsequent years.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the Consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Group recognizes expected cost of short-term employee benefit as an expense, when an employee renders the related service.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

The group operates defined benefit gratuity plan in india.

k) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A 'financial asset' is classified as the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit or loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's Consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Impairment of financial assets

Majority of the financial assets of the Group pertain to Trade and other receivables. Considering the nature of business, the Group does not foresee any credit risk on its trade and other receivables which may cause an impairment. As per the TSA, the receivables are covered by clause of payment security mechanism which ensures receipt of all trade receivables. Also, the Group does not have any past history of impairment of Trade and other receivables.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include borrowings and related costs, trade and other payables, and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to borrowings. For more information refer Note 11.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting year following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in profit or loss.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss the reclassification date.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

l) 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, which are subject to an insignificant risk of changes in value.

For the purpose of the Consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

m) Cash distribution to unit holders

The Group 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 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.

n) Earnings per unit

Basic earnings per unit is calculated by dividing the net profit or loss attributable to unit holders of the Trust (after deducting preference dividends and attributable taxes if any) 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) Recent accounting pronouncements

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 1, 2023. The Group applied for the first-time these amendments.

i. Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments had no impact on the Group's consolidated financial statements.

ii. Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's consolidated financial statements.

iii. Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases. The amendments had no impact on the Group's consolidated financial statements.

Apart from these, consequential amendments and editorials have been made to other Ind AS like Ind AS 101, Ind AS 102, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 115 and Ind AS 34. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

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Anzen India Energy Yield Plus Trust
Notes to consolidated financial statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

(3) Property, plant and equipment

Particulars	Freehold land	Plant and equipment	Furniture and fixtures	Office equipment	Computers	Total
Gross Block (at cost)						
As at April 01, 2022	-	-	-	-	-	-
Addition on account of acquisition (refer note 32)	78.39	21,664.80	0.60	2.39	0.58	21,746.76
Additions during the period	-	-	-	0.09	-	0.09
Disposals during the period	-	-	-	-	-	-
As at March 31, 2023	78.39	21,664.80	0.60	2.48	0.58	21,746.85
Additions during the year	5.72	10.67	-	0.36	0.18	16.93
Disposals during the year	-	-	-	-	-	-
As at March 31, 2024	84.11	21,675.47	0.60	2.84	0.76	21,763.78
Accumulated depreciation						
As at April 01, 2022	-	-	-	-	-	-
Depreciation for the period	-	769.33	0.07	0.54	0.19	770.13
Disposals during the period	-	-	-	-	-	-
As at March 31, 2023	-	769.33	0.07	0.54	0.19	770.13
Depreciation for the year	-	1,871.10	0.13	0.99	0.28	1,872.50
Disposals during the year	-	-	-	-	-	-
As at March 31, 2024	-	2,640.43	0.20	1.53	0.47	2,642.63
Net Block						
As at March 31, 2023	78.39	20,895.47	0.53	1.94	0.39	20,976.72
As at March 31, 2024	84.11	19,035.04	0.40	1.31	0.29	19,121.15

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Anzen India Energy Yield Plus Trust
Notes to consolidated financial statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

Trade Receivables ageing schedule as at March 31, 2023:

Ageing Schedule as at 31 March 2023	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - considered good	12.03	-	-	-	-	12.03
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-
Total	12.03	-	-	-	-	12.03

(8A) Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents		
Balances with banks in current accounts	108.40	65.35
Deposits with original maturity of less than three months	120.00	-
Total	228.40	65.35

Balances with bank on current account does not earn interest.

(8B) Bank balances other than disclosed in note 8A above

Particulars	As at March 31, 2024	As at March 31, 2023
Other bank balances		
Deposits with original maturity more than 3 months but less than 12 months	-	21.24
Balances with bank held as margin money or security against borrowings, guarantees and other commitments#	155.00	155.00
Total	155.00	176.24

#Fixed deposits with banks of Rs. 155.00 million as at March 31, 2024 (March 31, 2023: Rs. 155.00 million) and interest accrued thereon of Rs. Nil are lien marked with Catalyst Trusteeship Limited (debenture trustee).

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the trust, and earn interest at the respective short-term deposit rates.

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Anzen India Energy Yield Plus Trust

Notes to consolidated financial statements for the year ended March 31, 2024

All amounts in Rupees million unless otherwise stated

(9) Unit capital

Reconciliation of units outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units in million	Amount	No. of units in million	Amount
At the beginning of the year	158.00	15,624.79	-	-
Add : Issued during the year	-	-	158.00	15,800.00
Less: Issue expenses (refer note (b) below)	-	-	-	(175.21)
Outstanding at the end of the year	158.00	15,624.79	158.00	15,624.79

Note:

- (a) Anzen India Energy Yield Plus Trust has made an initial issue of 75,000,000 units, for cash at a price of Rs 100.00 per unit, aggregating to Rs. 7500 Million to the eligible unitholders (as defined in the Final Placement Memorandum) (the "Issue") on private placement basis, in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 including the circulars and guidelines issued thereunder. The issue opened on November 10, 2022 and closed on November 11, 2022. Additionally, pursuant to the share purchase agreement with Edelweiss Infrastructure Yield Plus Trust ("EIYP"), EIYP was allotted 83,000,000 units of Anzen. The InvIT Committee of Edelweiss Real Assets Managers Limited (Investment Manager of Anzen), considered and approved allotment of 1,58,000,000 units to the eligible unitholders of Anzen on November 11, 2022.
- (b) Issue expenses of Rs.175.21 Million incurred in connection with issue of units have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation

(c) Terms/Rights attached to the Units

- (i) The Trust has only one class of Units. Each Unit represents an undivided beneficial interest in the Trust. Each holder of Unit is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every financial year in accordance with the InvIT Regulations. The Board of Directors of the Investment Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. The Trust declares and pays distributions in Indian Rupees.

Under the provisions of the InvIT Regulations, the Trust is required to distribute to Unitholders not less than 90% of the Net Distributable Cash Flows of the Trust for each financial year. Accordingly, Unit Capital contains a contractual obligation to pay cash to the Unitholders. Thus, in accordance with the requirements of Ind AS 32 - Financial Instruments: Presentation, the Unit Capital contains a liability element which should have been classified and treated accordingly. However, the SEBI Circulars (SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 06, 2023 issued under the InvIT Regulations, and Section H of Chapter 3 to the SEBI Circular dated July 06, 2023 dealing with the minimum presentation and disclosure requirements for key financial statements, require the Unit Capital in entirety to be presented/classified as "Equity", which is at variance from the requirements of Ind AS 32. In order to comply with the aforesaid SEBI requirements, the Trust has presented unit capital as equity in these financial statements. Consistent with Unit Capital being classified as equity, any distributions to Unitholders are also being presented in the Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of the Investment Manager.

- (ii) A Unitholder has no equitable or proprietary interest in the projects of the Trust and is not entitled to any share in the transfer of the projects (or any part thereof) or any interest in the projects (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) Details of Unitholders holding more than 5% units in the Trust

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of units in million	% holding	No. of units in million	% holding
Edelweiss Infrastructure Yield Plus	88.40	55.95%	93.80	59.37%
Sekura Energy Private Limited	23.80	15.06%	23.80	15.06%
Larsen & Toubro Limited	15.40	9.75%	15.20	9.62%
	127.60	80.76%	132.80	84.05%

The Trust has acquired the entire equity share capital of Darbhanga - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') from Edelweiss Infrastructure Yield Plus ('EIYP') pursuant to share purchase agreement dated on November 01, 2022 and subsequent closing on November 11, 2022. The Trust issued its units amounting to Rs. 4,700 million and Rs. 3,600 million to EIYP in exchange of 100% equity stake in DMTCL and NRSS respectively.

- (e) The Trust has not allotted any fully paid up units by way of bonus units nor has it bought back any class of units from the date of incorporation till the balance sheet date.

(10) Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Retained Earnings/ (Accumulated deficit)		
Balance as at the beginning of the year	(515.19)	-
Loss for the year	(297.27)	(319.24)
Other comprehensive income	(0.08)	(0.03)
Less: Distribution to Unit Holders	(1,543.66)	(195.92)
Closing balance	(2,356.20)	(515.19)
Total	(2,356.20)	(515.19)

Retained earnings are the profits earned by the Trust till date, less distribution paid to unitholders, if any.

Anzen India Energy Yield Plus Trust

Notes to consolidated financial statements for the year ended March 31, 2024

All amounts in Rupees million unless otherwise stated

(11) Borrowings

Non - current:

Particulars	Effective Interest Rate	As at March 31, 2024	As at March 31, 2023
Borrowings at amortised cost			
A. Secured			
8.01% Series A Non convertible debentures (4,500 debentures of Rs.1,000,000 each fully paid up) **	8.47%	4,467.52	4,450.33
8.34% Series B Non convertible debentures (3,000 debentures of Rs.1,000,000 each fully paid up) **	8.70%	2,974.29	2,965.91
Less: current maturities of debentures		-	-
		7,441.81	7,416.24

**Net of ancillary borrowing costs amounting to Rs. 58.19 million (March 31, 2023: Rs. 83.76 million) for Series A and Series B.

Aggregate non-current borrowings	7,441.81	7,416.24
Aggregate current borrowings	-	-

(a) Terms of borrowings

On December 01, 2022 the Trust has issued and allotted 7,500 secured, rated, listed, redeemable, non-convertible debentures of face value of Rs. 1,000,000 each for an aggregate consideration of Rs. 7,500 million on private placement basis.

Repayment schedule of NCD

Particulars	Amount	Maturity date
Series A	4,500.00	01-12-25
Series B	3,000.00	01-12-27

(b) Security

- (i) a first pari passu charge by way of hypothecation on all the Issuer's current assets and other assets (excluding DSR and DSRA), both present and future, including: (i) all the receivables, right, title, interest, benefits, claims and demands whatsoever of the Issuer in, to and under all the loans and advances extended by the Issuer to the SPVs and HoldCo(s), present and future (collectively, the "Issuer Loans"); (ii) the receivables, right, title and interest and benefits of the Issuer in, to and under all the financing agreements, deeds, documents and agreements or any other instruments (both present and future) which are now executed or may hereafter be executed by the Issuer with respect to the Issuer Loans; Step in rights on the Loans shall be with the Common security Trustee. (iii) all bank accounts of the Issuer, including but not limited to the Escrow Account and the Sub-Accounts (including Cash Trap Sub Account) (if any) (excluding the distribution account and the accounts opened to meet the debt service reserve requirements in respect of any Additional Debt) or any accounts in substitution thereof that may be opened in accordance with the Debt Securities Documents, and in all funds from time to time deposited therein (including the reserves), all designated account opened with designated banks and the Permitted Investments or other securities representing all amounts credited to the Escrow Account;
- (ii) a first and exclusive charge on the DSR and DSRA to be created in favour of the Common Security Trustee for benefit of Debt Securities under this Deed, and all amounts lying therein;
- (iii) a first pari passu pledge over 100% (one hundred percent) of the equity share capital, compulsorily convertible debentures, optionally convertible debentures, non-convertible debentures and securities held by the Issuer in all the Project SPVs.
- (iv) pari passu pledge over unencumbered equity share capital, compulsorily convertible debentures, optionally convertible debentures, non-convertible debentures and securities held by the Issuer and Holdco(s) in all the Other SPVs and Holdco(s) (as applicable).

(c) Interest

Interest shall accrue at the end of every quarter and shall be payable on the last date of each quarter.

Anzen India Energy Yield Plus Trust
Notes to consolidated financial statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

(12) Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current :		
Provision for employee benefits		
Gratuity (refer note 31)	1.78	1.31
Compensated absences	0.56	0.58
Total	2.34	1.89

Particulars	As at March 31, 2024	As at March 31, 2023
Current :		
Provision for employee benefits		
Gratuity (refer note 31)	0.21	0.16
Compensated absences	0.50	0.47
Total	0.71	0.63

(13) Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	0.12	4.72
Total outstanding dues of creditors other than micro enterprises and small enterprises	26.48	58.42
	26.60	63.14
Trade payables		
- to related parties	7.75	42.65
- to others	18.85	20.49
	26.60	63.14

Trade payables ageing schedule:

Particulars	Outstanding for following years from the date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024					
Total outstanding dues of micro and small enterprises	0.12	-	-	-	0.12
Total outstanding dues of creditors other than micro enterprises and small enterprises	26.17	0.09	0.22	-	26.48
Disputed dues of micro and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	26.29	0.09	0.22	-	26.60
As at March 31, 2023					
Total outstanding dues of micro and small enterprises	4.72	-	-	-	4.72
Total outstanding dues of creditors other than micro enterprises and small enterprises	58.19	0.21	-	0.02	58.42
Disputed dues of micro and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	62.91	0.21	-	0.02	63.14

Details of dues to Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) :

Particulars	As at March 31, 2024	As at March 31, 2023
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	0.12	4.72
Principal amount due to micro and small enterprises	-	-
Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
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 year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, 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 section 23 of the MSMED Act 2006	-	-

Trade payables are not- interest bearing and are normally settled on 30-90 days terms
For explanation on the Group's risk management policies, refer note 24

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Anzen India Energy Yield Plus Trust

Notes to consolidated financial statements for the year ended March 31, 2024

All amounts in Rupees million unless otherwise stated

(14) Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Payable to related parties (refer note 29)	59.61	628.93
Interest accrued but not due on borrowings	1.67	1.67
Payable for purchase of property, plant and equipment	0.19	0.28
Payable to employees	2.05	2.11
	63.52	632.99

(15) Other current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Advance from customer	109.19	1.55
Statutory dues	17.69	30.20
	126.88	31.75

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Anzen India Energy Yield Plus Trust
Notes to consolidated financial statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

(16) Revenue from contracts with customers

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Income from transmission charges	2,410.29	930.64
Income from operation and maintenance	16.12	6.05
	2,426.41	936.69

Revenue from contracts with customers comprises of revenue from power transmission services rendered in India to Long Term Transmission Customers (LTTCS) pursuant to the respective Transmission Services Agreements (TSAs) executed by the respective SPVs with LTTCS. The TSAs are executed for a period of 35 years and have fixed tariff charges as approved by CERC (except some incentives/penalties relating to transmission assets availabilities). Under the TSAs, the Group's performance obligation is to provide power transmission services. The Group is required to ensure that the transmission assets meet the minimum availability criteria under the respective TSAs failing which could result in certain disincentives/penalties. The performance obligation is satisfied over-time as the customers receive and consume the benefits provided by the Group's performance as the Group perform. The payment is generally due within 60 days upon receipt of quarterly invoice by the customer. The Group receives payments as per the pooling arrangements specified under the Central Electricity Regulatory Commission (Sharing of Inter State Transmission Charges and Losses) Regulations ('Pooling Regulations'). In the Point of Connection (PoC) mechanism, the transmission charges to be recovered from the entire system are allocated between users based on their location in the grid. Under the PoC mechanism, all the charges collected by the Central Transmission Utility (i.e. Power Grid Corporation of India Limited) from LTTCS are disbursed pro-rata to all Transmission Service Providers from the pool in proportion of the respective billed amount.

Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation related disclosures since the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date.

(a) Disaggregated revenue information

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Income from transmission charges	2,410.29	930.64
Income from operation and maintenance	16.12	6.05
Total	2,426.41	936.69

(b) Assets and liabilities related to contracts with customers

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivable	-	12.03
Unbilled revenue	660.36	655.45
Contract liabilities	109.19	1.55

Trade receivables are non-interest bearing and are generally on terms of 60 days. Contract liabilities include advances

(c) Project wise break up of revenue from contracts with customers

Particulars	As at March 31, 2024	As at March 31, 2023
Darbhanga - Motihari Transmission Company Limited	1,410.70	544.51
NRSS XXXI (B) Transmission Limited	1,015.71	392.18
Total	2,426.41	936.69

(d) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenue as per contracted price	2,426.02	936.69
Add : Surcharge	13.56	-
Less : Rebate	(13.17)	-
	2,426.41	936.69

Anzen India Energy Yield Plus Trust

Notes to consolidated financial statements for the year ended March 31, 2024

All amounts in Rupees million unless otherwise stated

(e) Reconciliation of contract assets and liabilities

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening balance		
Unbilled revenue	655.45	-
Trade receivable	12.03	-
Contract liabilities	(1.55)	-
(A)	665.93	-
Amounts billed to customers	(655.45)	12.03
Power transmission services provided, but remaining unbilled as at year end	660.36	655.45
Collection from customer	(12.03)	-
Advance received from customer adjusted against billing	1.55	-
Advance received from customer	(109.19)	(1.55)
(B)	(114.76)	665.93
Closing balance		
Unbilled revenue	660.36	655.45
Trade receivable	-	12.03
Contract liabilities	(109.19)	(1.55)
(A + B)	551.17	665.93

(17) Employee benefit expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	16.96	5.99
Gratuity expenses (refer note 31)	0.42	0.16
Contribution to provident and other funds (refer note 31)	0.80	0.28
Staff welfare expenses	1.22	0.36
	19.40	6.79

(18) Finance costs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest on		
Secured Non-convertible debentures	637.47	439.20
Interest on late payment of tax	0.40	-
	637.87	439.20

(19) Other expenses

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Rates and taxes	3.66	1.05
Membership charges	0.87	0.27
Power and fuel	5.88	1.69
Travelling and conveyance expenses	5.44	1.77
Rent (Expense relating to leases of low-value assets)	0.53	0.20
Miscellaneous expenses	2.49	2.84
	18.87	7.82

(a) Pursuant to the amended Investment Management Agreement dated February 27, 2024, Investment Manager is entitled to fees of Rs. 55 million per annum plus Goods and Service tax at rate as applicable which is allocated to each project SPV equally. Consolidated statement of Profit and Loss for the year ended March 31, 2024 includes amount of Rs. 64.90 Million (March 31, 2023: Rs.24.18 million) towards Investment Manager Fees. There are no changes during the year in the methodology for computation of fees paid to Investment Manager.

(b) Pursuant to the Project Implementation and Management Agreement dated November 1, 2022, Project Manager is entitled to fees @ 15% of gross operation and maintenance expenses (excluding insurance and statutory costs) incurred by each SPV per annum plus Goods and Service tax at rate as applicable effective from November 11, 2022. Consolidated Statement of Profit and Loss for the year ended March 31, 2024 includes amount of Rs 20.66 Million (March 31, 2023: Rs.10.53 million) towards Project Manager fees. There are no changes during the year in the methodology for computation of fees paid to Project Manager.

Anzen India Energy Yield Plus Trust
Notes to consolidated financial statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

(20) Capital and other commitments

(a) Capital Commitments

The Group has no capital commitments as on March 31, 2024 (March 31, 2023: Nil).

(b) Other Commitments

The Group has entered into transmission services agreements (TSA) with long term transmission customers for the period of 35 (thirty five) years pursuant to which the Group have committed to transmit power of contracted capacity and ensure minimum availability of transmission line over the period of TSA. The TSA contains provision for penalties in case of certain defaults.

(21) Contingent liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Other matters	78.43	78.43
Total	78.43	78.43

- i. During the financial year 2016-17, land owners have filed a case with the District Court, Ludhiana, Punjab towards compensation amounting to INR 61.65 million (March 31, 2023:INR 61.65 million) for the value of land over which the transmission line is passing. The Group is of the view that required amount of compensation to these landowners have already been paid and no further compensation is payable.
- ii. During the financial year 2020-21, land owners have filed a case with the Civil Court, Pehowa, Haryana towards compensation amounting to INR 2 million (March 31, 2023:INR 2 million) for costs incurred on account of transmission line passing. The Group is of the view that required amount of compensation to these landowners have already been paid and no further compensation is payable.
- iii. During the financial year FY 2018-19 and FY 2019-20, Power Grid Corporation of India Limited claimed recovery of Interest During Construction ("IDC"), Incidental Expenses During Construction ("IEDC") and transmission charges respectively amounting to INR 14.78 million (March 31, 2023:INR 14.78 million) on account of delay in commissioning of transmission lines by the Group. The Group is of the view that the delay in commissioning of transmission lines was due to force majeure events which were beyond the control of the Group. The Central Electricity Regulatory Commission concluded in another matter through order dated 29/03/2019 passed in Petition No. 195/MP/2017 that delay in commissioning was not due to reasons attributable to the Group.
The outcome of the all above claims are uncertain and accordingly, disclosed as contingent liabilities.

(22) Financial Instruments by category

Set out below is a comparison, by class, of the carrying amounts and fair value of the Group's financial instruments as of March 31, 2024 :

Particulars	Amortised cost	Fair value through profit and loss	Fair value through other comprehensive income	Total carrying value	Total fair value
Financial assets					
Cash and cash equivalents	228.40	-	-	228.40	228.40
Investments in mutual funds	-	681.56	-	681.56	681.56
Other bank balances	155.00	-	-	155.00	155.00
Other financial assets	695.40	-	-	695.40	695.40
Total	1,078.80	681.56	-	1,760.36	1,760.36
Financial liabilities					
Borrowings	7,441.81	-	-	7,441.81	7,466.44
Trade payables	26.60	-	-	26.60	26.60
Other financial liabilities	63.52	-	-	63.52	63.52
Total	7,531.93	-	-	7,531.93	7,556.56

Set out below is a comparison, by class, of the carrying amounts and fair value of the Trust's financial instruments as of March 31, 2023 :

Particulars	Amortised cost	Fair value through profit and loss	Fair value through other comprehensive income	Total carrying value	Total fair value
Financial assets					
Cash and cash equivalents	65.35	-	-	65.35	65.35
Investments in mutual funds	-	1,306.42	-	1,306.42	1,306.42
Other bank balances	176.24	-	-	176.24	176.24
Trade receivables	12.03	-	-	12.03	12.03
Other financial assets	663.99	-	-	663.99	663.99
Total	917.61	1,306.42	-	2,224.03	2,224.03
Financial liabilities					
Borrowings	7,416.24	-	-	7,416.24	7,394.03
Trade payables	63.14	-	-	63.14	63.14
Other financial liabilities	632.99	-	-	632.99	632.99
Total	8,112.37	-	-	8,112.37	8,090.16

Carrying values of trade receivables, other financial assets, trade payables and other financial liabilities approximate their fair values.

(23) Fair value hierarchy

The following table presents fair value hierarchy of assets and liabilities as of

Particulars	Fair value measurement at end of the reporting year using		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value			
March 31, 2024			
Quoted investments - Investment in mutual funds	681.56	-	-
March 31, 2023			
Quoted investments - Investment in mutual funds	1,306.42	-	-
Asset for which fair value disclosures are given			
March 31, 2024			
Property, plant and equipment*	-	-	22,452.16
March 31, 2023			
Property, plant and equipment*	-	-	22,560.88
Liabilities for which fair value disclosures are given			
March 31, 2024			
Borrowings	-	7,466.44	-
March 31, 2023			
Borrowings	-	7,394.03	-

There have been no transfers among Level 1, Level 2 and Level 3.

Investment in mutual funds though unlisted, are quoted on recognised stock exchanges at their previous day NAVs which is the quote for the day.

*Statement of net asset at fair value and statement of total returns at fair value require disclosures regarding fair value of assets (liabilities at considered at book values). Since the fair values of assets other than property, plant and equipment approximate their book values, hence only property, plant and equipment has been disclosed above.

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 Master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated 06 July 2023 as a part of these financial statements - Refer Statement of Net assets at fair value and Statement of Total Returns at fair value.

The inputs to the valuation models for computation of fair value of transmission assets for the above mentioned statements are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as WACC, Tax rates, Inflation rates, etc.

The significant unobservable inputs used in the fair value measurement required for disclosures categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at March 31, 2024 are as shown below:

Description of significant unobservable inputs to valuation:

Significant unobservable inputs	Input for March 31, 2024	Input for March 31, 2023	Sensitivity of input to the fair value	Increase /(decrease) in fair value	
				March 31, 2024	March 31, 2023
WACC	8.02% to 8.07%	7.50% to 8.55%	0.50%	(1,197.50)	(1,204.00)
			-0.50%	1,348.68	1,355.00
Tax rate (normal tax and MAT)	MAT - 17.47% Normal tax - 25.17%	MAT - 17.47% Normal tax - 25.17%	2.00%	(79.57)	(402.00)
			-2.00%	55.45	389.00
Inflation rate for expenses	2.5% to 5%	2.5% to 5%	20.00%	(546.50)	(220.02)
			-20.00%	520.65	184.42

(24) Financial risk management objectives and policies

The Group's principal financial liabilities comprise borrowings, trade and other payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include investments, loans, trade receivables, cash and short-term deposits and other financial assets that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Investment manager oversees the management of these risks. The management reviews and agrees policies for managing each of these risks, which are summarised below.

The Risk Management policies of the Group are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

Management has overall responsibility for the establishment and oversight of the Group's risk management framework.

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(a) Credit risk on financial assets

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 Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments. As at March 31, 2024 the credit risk is considered low since substantial transactions of the group are with its subsidiaries.

The Group through its subsidiaries is engaged in transmission business under BOOM (Build, Own, Operate and Maintain) model and currently derive its revenue primarily from BOOM contracts with long term transmission customers ('LTTC'). Being transmission licensee, the Group receives payments as per the pooling arrangements specified under the Central Electricity Regulatory Commission (Sharing of Inter State Transmission Charges and Losses) Regulations, 2010 ('Pooling Regulations'). In the PoC method, the transmission charges to be recovered from the entire system are allocated between users based on their location in the grid. Under the PoC mechanism, all the charges collected by the Central Transmission Utility ('CTU') from LTTC's are disbursed pro-rata to all Transmission Service Providers ('TSPs') from the pool in proportion of the respective billed amount. Due to this, the TSPs are shielded against any potential default by a particular customer. If a particular customer delays or defaults, the delay or shortfall is prorated amongst all the TSPs. Based on past history of payments, payments due have always been paid and there have been no write-off's for due amounts.

Due to the payment mechanism explained above as well as due to no history of any write-off's of payments which were due, the Group has not considered any expected Credit risk from balances deposited/invested with banks as well as investments made in mutual funds, is managed by the Group's senior management in accordance with the Group's Treasury policy approved by the Board of Directors. Investments of surplus funds are made only with approved counterparties and within limits assigned to each counterparty. Counterparty limits are reviewed by the top management on an annual basis, and may be updated throughout the year subject to approval of the Board of Directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. Based on this policy, the Group does not foresee any risk on account of credit losses, either in the scheduled commercial bank deposits which are made with AA+ rated banks and also in regard to mutual funds which is primarily debt oriented funds. No loss allowances have been provided for any trade receivables, or other receivables from financing activities like cash and bank deposits, mutual funds and other similar deposits. Also, there have been no modifications in contractual cash flows on financial assets.

The Group's maximum exposure to credit risk for the components of the Balance Sheet as at March 31, 2024 is the carrying amounts of Investments, Trade Receivables, Cash and bank balances and Other Assets as disclosed in Note 5, 7, 8, and 4 respectively. However, the credit risk is low due to reasons mentioned above.

(b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include loans and borrowings and investments.

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. The Trust's borrowings are at fixed rate, hence the Trust is not exposed to Interest rate 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 did not have any exposure in foreign currency as at March 31, 2024.

Equity price risk

The Trust's investments in equity shares of subsidiaries are susceptible to market price risk arising from uncertainties about future values of those investments. Reports on the equity portfolio are submitted to the senior management on a regular basis. The Board of Directors of the Investment Manager reviews and approves all equity investment decisions. The Trust did not have any exposure of equity price risk as at March 31, 2024.

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(c) **Liquidity risk**

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 Trust'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 programs mainly in growth projects. 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, liquid investments and sufficient committed fund facilities, will provide liquidity.

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The average credit year taken to settle trade payables is about 30 days. The other payables are with short term durations. The carrying amounts are assumed to be reasonable approximation of fair value. The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

Particulars	On demand	Less than 3 months	3 months to 1 year	1 year to 5 years	More than 5 years	Total
As at March 31, 2024						
Non convertible debentures (Secured)	-	-	-	7,441.81	-	7,441.81
Trade payables	-	26.60	-	-	-	26.60
Other financial liabilities	-	63.52	-	-	-	63.52
Interest on borrowings	-	151.83	457.56	921.57	-	1,530.96
	-	241.95	457.56	8,363.38	-	9,062.89
As at March 31, 2023						
Non convertible debentures (Secured)	-	-	-	7,416.24	-	7,416.24
Trade payables	-	63.14	-	-	-	63.14
Other financial liabilities	-	511.18	121.81	-	-	632.99
Interest on borrowings	-	152.24	459.66	1,530.96	-	2,142.86
	-	726.56	581.47	8,947.20	-	10,255.23

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Anzen India Energy Yield Plus Trust

Notes to consolidated financial statements for the year ended March 31, 2024

All amounts in Rupees million unless otherwise stated

(25) Capital management

For the purpose of the Group's capital management, capital includes issued unit capital and all other equity reserves attributable to the unit holders 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 ratios in order to support its business and maximise unitholder value.

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 Trust may adjust the distribution to unitholders (subject to the provisions of InvIT regulations which require distribution of at least 90% of the net distributable cash flows of the Trust to unit holders), return capital to unitholders or issue new units. The Trust monitors capital using a 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, trade and other payables less cash and cash equivalents, other bank balances excluding discontinued operations.

Particulars	As At March 31, 2024	As at March 31, 2023
Borrowings	7,441.81	7,416.24
Trade Payables	26.60	63.14
Other financial liabilities	63.52	632.99
Less: Cash and other bank balances	(383.40)	(241.59)
Net debt [A]	7,148.53	7,870.78
Unit capital	15,624.79	15,624.79
Other equity	(2,356.20)	(515.19)
Total equity capital [B]	13,268.59	15,109.60
Capital and net debt [C=A+B]	20,417.12	22,980.38
Gearing ratio (%) [A/C]	0.35	0.34

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 the Non convertible debentures.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024.

(26) Tax expense

The major components of income tax expense for the year are:

Profit or loss section

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Current income tax:		
Current income tax charge	15.13	(37.84)
Adjustments in respect of current income tax of previous year	(0.05)	-
Deferred tax:		
MAT credit entitlement for current year	-	-
Relating to origination and reversal of temporary differences	-	-
Income tax expense reported in the statement of profit or loss	15.08	(37.84)

The reconciliation between the provision of income tax and amounts computed by applying the Indian statutory income tax rate to profit before tax is as follows:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Loss before tax	(282.19)	(357.08)
Enacted income tax rate in India	25.17%	25.17%
Computed expected tax	(71.03)	(89.88)
Effect of:		
Impact of exemption u/s 10(23FC) of the Income Tax Act, 1961 available to the Trust		
Non recognition of deferred tax on unabsorbed depreciation and other timing differences	86.16	52.04
Adjustment of tax relating to earlier periods	(0.05)	-
Income tax expense recognised in the statement of profit and loss	15.08	(37.84)

Anzen India Energy Yield Plus Trust

Notes to consolidated financial statements for the year ended March 31, 2024

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(27) Deferred Tax Liability (net)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred Tax Assets		
Tax losses	2,513.91	2,292.38
Gratuity payable	0.58	0.43
Leave encashment payable	0.30	0.31
Total	2,514.79	2,293.12
Deferred Tax Liabilities		
Property, plant and equipment : Impact of difference between tax depreciation and depreciation for Ancillary borrowing cost	1,548.79	1,567.11
	-	-
Total	1,548.79	1,567.11
Net deferred tax asset recognised (DTA restricted to the extent of DTL)	-	-

For the computation of deferred tax assets/liabilities, the Group has not considered tax holiday available under the Income Tax Act. The management based on estimated cash flow workings, believes that since there will be losses in the initial years of the SPVs, no benefit under the Income tax Act would accrue to in respect of the tax holiday. Management will re-assess this position at each balance sheet date. Tax losses represents unabsorbed depreciation. Unabsorbed depreciation can be carried forward indefinitely.

(28) Earnings per unit

Basic EPU amounts are calculated by dividing the profit for the year attributable to unit holders by the weighted average number of units outstanding during the year.

Diluted EPU amounts are calculated by dividing the profit for the year attributable to unit holders by the weighted average number of units outstanding during the year plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Loss after tax for calculating basic and diluted earnings per unit attributable to unitholders (Rs. million)	(297.27)	(319.24)
Weighted average number of units in calculating basic and diluted earnings per unit (No. in million)	158.00	61.04
Face value per unit (In Rs.)	100	100
Basic and diluted earnings per unit (In Rs.)	(1.88)	(5.23)

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(29) Related Party Disclosures

I. List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

a) Entity with control over the Trust

Edelweiss Infrastructure Yield Plus (EIYP)

b) Entity with significant influence over the Trust

Sekura Energy Private Limited (SEPL) - Sponsor and Project Manager
Edelweiss Real Assets Managers Limited (ERAML) - Investment Manager
Edelweiss Financial Services Limited - Ultimate holding company of ERAML

II. List of related parties as per Regulation 2(1)(zv) of the InvIT Regulations

a) Parties of Anzen India Energy Yield Plus Trust

Sekura Energy Private Limited (SEPL) - Sponsor and Project manager
Edelweiss Real Assets Managers Limited (ERAML) - Investment Manager
Axis Trustee Services Limited (ATSL) - Trustee of Anzen India Energy Yield Plus Trust

b) Promoters of the parties to specified in (a) above

Edelweiss Infrastructure Yield Plus
Edelweiss Alternative Asset Advisors Limited (w.e.f. 29 March 2023)
Edelweiss Securities and Investments Private Limited (upto 28 March 2023)
Axis Bank Limited

Promoters of SEPL
Promoters of ERAML
Promoters of ERAML
Promoters of ATSL

c) Directors of the parties specified in (a) above

i) Directors of SEPL

Vijayanand Semletty (w.e.f. 2 August 2023)
Avinash Prabhakar Rao (upto 2 August 2023)
Sushant Sujir Nayak
Tharuvai Venugopal Rangaswami

ii) Directors of ERAML

Venkatchalam Ramaswamy
Subahoo Chordia
Sunil Mitra
Prabhakar Panda (upto 1 April 2023)
Ranjita Deo
Shiva Kumar
Bala C Deshpande (w.e.f. 1 April 2023)
Nupur Garg (w.e.f. 23 May 2023)

iii) Key Managerial Personnel of ERAML

Ranjita Deo (Whole Time Director and Chief Investment Officer)
Vaibhav Doshi (Chief Financial Officer) (w.e.f. 1 February 2023)
Jalpa Parekh (Company Secretary)

iv) Directors of ATSL

Deepa Rath
Prashant Ramrao Joshi (w.e.f. 16 January 2024)
Sumit Bali (w.e.f. 16 January 2024)
Rajesh Kumar Dahiya (upto 15 January 2024)
Ganesh Sankaran (upto 15 January 2024)

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Anzen India Energy Yield Plus Trust
Notes to consolidated financial statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

III. Related party transactions:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Issue of units		
Edelweiss Infrastructure Yield Plus	-	9,380.00
Sekura Energy Private Limited	-	2,380.00
Axis Bank Limited	-	500.00
Issue of NCD		
Axis Bank Limited	-	3,000.00
Interest income on investment in fixed deposits		
Axis Bank Limited	12.56	8.43
Investment in fixed deposits		
Axis Bank Limited	161.71	3,955.96
Redemption of fixed deposits		
Axis Bank Limited	52.94	4,450.46
Interest expense on NCD		
Axis Bank Limited	240.79	79.66
Project Implementation and Management		
Sekura Energy Private Limited	20.66	10.53
Shared service cost		
Sekura Energy Private Limited	23.60	18.83
Unit placement fees		
Edelweiss Financial Services Limited	-	11.09
Arranger fees for NCD facilities		
Axis Bank Limited	-	8.89
Distribution to unit holders		
Edelweiss Infrastructure Yield Plus	908.10	116.31
Sekura Energy Private Limited	232.53	29.51
Axis Bank Limited	14.12	3.97
Reimbursement of expenses from		
Axis Bank Limited	4.05	-
Edelweiss Infrastructure Yield Plus	1.31	-
Reimbursement of expenses to		
Sekura Energy Private Limited	1.98	102.45
Edelweiss Alternative Asset Advisors Limited	-	0.05
Avinash Prabhakar Rao	-	0.07
Investment management fees		
Edelweiss Real Assets Managers Limited	64.90	24.18
Trustee fees		
Axis Trustee Services Limited	0.71	0.26

IV. Related party balances:

Particulars	As at March 31, 2024 (Receivable/ (payable))	As at March 31, 2023 (Receivable/ (payable))
Trade payables		
Sekura Energy Private Limited	(2.25)	(31.85)
Edelweiss Real Assets Managers Limited	(5.50)	(10.49)
Axis Trustee Services Limited	-	(0.26)
Edelweiss Alternative Asset Advisors Limited	-	(0.05)
Balances with banks in current accounts		
Axis Bank Limited	48.92	31.07
Fixed deposits		
Axis Bank Limited	285.00	176.24
Interest accrued on fixed deposits		
Axis Bank Limited	0.63	0.11
Other financial liabilities		
Edelweiss Infrastructure Yield Plus	(59.61)	(628.93)
Interest accrued but not due on borrowings		
Axis Bank Limited	(0.66)	(0.66)
Outstanding NCD		
Axis Bank Limited	(3,000.00)	(3,000.00)

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Details in respect of related party transactions involving acquisition of InvIT assets as required by Para 4.6.6 of Chapter 4 of SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated 06 July 2023 as amended including any guidelines and circulars issued thereunder ("SEBI Circulars") are as follows:

For the year ended March 31, 2024:

No acquisition during the year ended 31 March 2024.

For the year ended March 31, 2023:

Anzen India Energy Yield Plus Trust has acquired Darbhanga - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') from Edelweiss Infrastructure Yield Plus ('EIYP') pursuant to share purchase agreement dated on 1 November 2022 and subsequent closing on 11 November 2022. The Trust issued its units amounting to INR 4,700 million and INR 3,600 million to EIYP in exchange of 100% equity stake in DMTCL and NRSS respectively.

Summary of valuation report

Particulars	DMTCL	NRSS
Enterprise value as at 30 June 2022	12,907.00	9,897.00
Method of valuation	Discounted Cash Flow	Discounted Cash Flow
Discount rate (WACC)	8.45%	8.24%

Enterprise value as disclosed above are based solely on the fair valuation report dated 18 October 2022 of the independent valuer appointed by the Investment manager under the InvIT Regulations.

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(30) Significant accounting judgements, estimates and assumptions

The preparation of the Trust's Consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

Judgements

In the process of applying the Trust's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

(a) Applicability of Appendix D - Service Concession Arrangements of Ind AS 115 Revenue from contracts with customers

The Group through its subsidiaries acts as a transmission licensee under the Electricity Act, 2003 holding valid licenses for 25 years. The subsidiaries have entered into Transmission Services Agreements ("TSA") with Long Term Transmission Customers ("LTTC") through a tariff based bidding process to Build, Own, Operate and Maintain ("BOOM") the transmission infrastructure for a period 35 years. The management of the Company is of the view that the grantor as defined under Appendix D of Ind AS 115 ("Appendix D") requires transmission licensee to obtain various approvals under the regulatory framework to conduct its operations both during the period of the license as well as at the end of the license period. However, in the view of management, the grantor's involvement and approvals are to protect public interest and are not intended to control, through ownership, beneficial entitlement or otherwise, any significant residual interest in the transmission infrastructure at the end of the term of the arrangement. Accordingly, management is of the view that Appendix D to Ind AS 115 is not applicable to the Group.

(b) Acquisition of Transmission SPVs classified as asset acquisitions

The Group acquires operational transmission SPVs. The purchase consideration primarily pertains to the fair value of the transmission assets. All such assets are operational assets with fixed tariff revenues under the Transmission Services Agreements (TSAs) for 35 years. The only key activity for these SPVs is the maintenance of the transmission assets which is outsourced to third parties. There are few employees in these entities and no other significant processes are performed for earning tariff revenues.

Based on evaluation of the above fact pattern vis-a-vis the guidance on definition of business under Ind AS and also keeping in view the relevant guidance on similar fact pattern available under accounting standards applicable in other jurisdictions, the management has classified the acquisition of transmission SPVs as asset acquisition.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Trust based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Trust. Such changes are reflected in the assumptions when they occur.

(a) Fair valuation and disclosures

SEBI Circulars issued under the InVIT Regulations require disclosures relating to net assets at fair value and total returns at fair value. In estimating the fair value of investments in subsidiaries (which constitute substantial portion of the net assets), the Trust engages independent qualified external valuers to perform the valuation. The management works closely with the valuers to establish the appropriate valuation techniques and inputs to the model. The management reports the valuation report and findings to the Board of the Investment Manager quarterly to explain the cause of fluctuations in the fair value of the transmission projects. The inputs to the valuation models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as WACC, Tax rates, Inflation rates, etc. Changes in assumptions about these factors could affect the fair value.

(b) Defined benefit plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Further details about gratuity obligation are given in Note 31.

(c) Impairment of non-financial assets

Non-financial assets of the Trust primarily comprise of property, plant and equipment. The provision for impairment/(reversal) of impairment of property, plant & equipment and service concession receivable is made based on the difference between the carrying amounts and the recoverable amounts. The recoverable amount of the property, plant & equipment and service concession receivable has been computed by external independent valuation experts based on value in use calculation for the underlying projects (based on discounted cash flow model). On a periodic basis, according to the recoverable amounts of individual portfolio assets computed by the valuation experts, the Trust tests impairment on the amounts invested in the respective subsidiary companies. The valuation exercise so carried out considers various factors including cash flow projections, changes in interest rates, discount rates, risk premium for market conditions. Based on the valuation exercise so carried out, there is no impairment for the year ended March 31, 2024. The key assumptions used to determine the recoverable amount for the underlying projects are disclosed and further explained in Note 23.

(d) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. For the calculation of deferred tax assets/liabilities, the Trust has not considered tax holiday available under the Income Tax Act. The management based on estimated cash flow workings for the SPVs, believes that since there will be losses in the initial years of the SPVs, no benefit under the Income tax Act would accrue to those SPVs in respect of the tax holiday.

(31) Disclosures for Employee Benefits**a. Defined benefit plan - gratuity**

The Trust has a defined benefit plan (Gratuity) for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn) for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972. The said gratuity plan is unfunded. The Trust performs actuarial valuation of gratuity liability on an annual basis.

The following table sets out the components of net gratuity benefit expense recognised in Statement of Profit and Loss and amounts recognised in the Balance Sheet for the respective plans:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
i Expense recognized in Statement of Profit & Loss for the year (included in Note 17 Employee Benefit Expense)		
Service cost:		
Current service cost	0.31	0.12
Interest cost	0.11	0.04
Total expense charged to Statement of Profit and Loss	0.42	0.16
ii Expense recognized in Other Comprehensive Income for the year		
Components of actuarial losses / (gains) on obligations:		
Due to changes in demographic assumptions	-	-
Due to changes in financial assumptions	0.01	-
Due to changes in experience adjustments	0.07	0.03
Total expense recognised in Other Comprehensive Income	0.08	0.03
iii Reconciliation of defined benefit obligation		
Opening Balance of defined benefit obligation on account of acquisition	1.49	1.32
Current service cost	0.31	0.12
Interest cost	0.11	0.04
Benefits paid	-	-
Actuarial loss / (gain) from changes in demographic assumptions	-	-
Actuarial loss / (gain) from changes in financial assumption	-	0.01
Actuarial loss / (gain) from experience over past years	0.08	-
Closing Balance of defined benefit obligation	1.99	1.49
iv The principal assumptions used in determining above defined benefit obligations for the Group's plan are as under:	Year ended March 31, 2024	Year ended March 31, 2023
Discount Rate (p.a)	7.00%	7.10%
Expected rate of increase in salary (p.a)	10.00%	10.00%
Withdrawal rates	15.00%	15.00%
Mortality Rates	Indian Assured Lives Mortality (2012-14) ULT	Indian Assured Lives Mortality (2012-14) ULT
Expected average remaining working life	5 years	5.5 years
v Sensitivity analysis of impact on Defined benefit obligation (DBO) for changes in significant assumptions is as under:	Year ended March 31, 2024	Year ended March 31, 2023
Expected rate of increase in salary		
100 basis point increase	0.14	0.10
100 basis point decrease	(0.12)	(0.09)
Discount Rate		
100 basis point increase	(0.13)	(0.10)
100 basis point decrease	0.14	0.11
Withdrawal rate		
100 basis point increase	(0.03)	(0.02)
100 basis point decrease	0.03	0.02
Mortality (increase in expected life)		
increase in expected life by 1 year	Negligible change	Negligible change
increase in expected life by 3 years	Negligible change	Negligible change

b. Defined Contribution Plans

The Group makes Provident Fund to defined contribution plans for qualifying employees. Under the schemes, the group is required to contribute a specified percentage of payroll costs to fund the benefits. The Group has recognised provident fund contribution including administration charges for the year ended March 31, 2024 of Rs. 0.61 million (March 31, 2023: Rs. 0.21 million) as expense and contribution to pension fund for the year ended March 31, 2024 of Rs. 0.19 million (March 31, 2023: Rs. 0.07 million) in Note 17 under the head 'Contributions to Provident and Other Funds'.

Anzen India Energy Yield Plus Trust
Notes to consolidated financial statements for the year ended March 31, 2024
All amounts in Rupees million unless otherwise stated

(32) List of subsidiaries which are included in consolidation and Anzen's effective holding therein are as under:

Name of subsidiary	Country of incorporation	Ownership interest%	
		As At March 31, 2024	As At March 31, 2023
Directly held by the Trust:			
Darbhangha - Motihari Transmission Company Limited ("DMTCL")	India	100%	100%
NRSS XXXI (B) Transmission Limited ("NRSS")	India	100%	100%

Acquisition of Transmission Assets

- (a) In previous year, Anzen acquired 100% of the equity share capital of DMTCL and NRSS pursuant to the Securities Purchase Agreement dated November 01, 2022 viz.1,62,96,667 equity shares of face value Rs. 10 each of DMTCL and 98,32,143 equity shares of face value Rs. 10 each of NRSS from EIYP in exchange of 83 million units issued by Anzen to EIYP and subsequent closing on November 11, 2022.
- (b) As per the Securities Purchase Agreement, any amounts due to Darbhanga - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') pursuant to any future order passed by any competent authority pursuant to claims or appeals filed by Darbhanga - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') until the Closing Date (including any claims or appeals filed in relation to the CERC Order such as the appeal filed by DMTCL dated June 24, 2022) ("Future Receivables") Anzen India Energy Yield Plus Trust/Darbhangha - Motihari Transmission Company Limited ('DMTCL') and NRSS XXXI(B) Transmission Limited ('NRSS') shall pursuant to the receipt of final, non-appealable orders of a court of competent jurisdiction, be transferred to Edelweiss Infrastructure Yield Plus. Based on the management assessment of the possible outcome of these matters and timing thereof, the same is not considered as contingent consideration as per Ind AS 103 Business Combination.
- (33) Hon'ble Central Electricity Regulatory Commission ("CERC") in its order dated December 27, 2023 ("the Order") passed the judgement in favour of NRSS, granting them in – principle approval of the additional costs incidental to laying optical ground wire ("OPGW") by replacing the earth-wire on the transmission towers under the provisions of 'Change in law' as stated in Transmission Service Agreement. NRSS would run the bidding process as directed in the Order and approach CERC to get the cost and mechanism for recovery of the capital expenditure to be incurred. Considering the process is not yet completed and due to uncertainty with respect to the amounts of additional cost and compensation receivable, the consequent effect of the Order has not been given in these financial statements.

(34) Segment reporting

The Trust's activities comprise of owning and investing in transmission and renewable energy assets to generate cash flows for distribution to 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 separately been given.

Under Point of Connection (PoC) mechanism, Power Grid Corporation of India Limited ('PGCIL') is designated as central transmission utility with the responsibility for billing and collecting of usage charges from Inter-State Transmission Services (ISTS) users. Hence the entire amount of trade receivables pertaining to transmission charges is receivable from PGCIL.

(35) Subsequent event

On May 24, 2024, the Board of directors of the Investment Manager approved a dividend of Rs. 2.45 per unit for the period January 1, 2024 to March 31, 2024 to be paid on or before 15 days from the date of declaration.

(36) Previous year figures

Previous period/year's figures have been regrouped / rearranged wherever necessary to confirm the current period classification.

For S R B C & CO LLP
Chartered Accountants
Firm Registration No: 324982E/E300003

For and on behalf of the Board of Directors of
Edelweiss Real Assets Managers Limited
(As Investment Manager to Anzen India Energy Yield Plus Trust)

per Amit Singh
Partner
Membership Number : 408869
Place : Mumbai
Date : May 24, 2024

Ranjita Deo
CIO & Whole-time Director
DIN No. : 09609160

Vaibhav Doshi
Chief Financial Officer

Jalpa Parekh
Company Secretary
Membership Number : A44507

Place : Mumbai
Date : May 24, 2024

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**Prepared for:
Anzen India Energy Yield Plus Trust ("the Trust")**

**Edelweiss Real Assets Managers Limited
("the Investment Manager")**

Valuation as per SEBI (Infrastructure Investment Trusts) Regulations, 2014 as amended

Fair Enterprise Valuation

Valuation Date: 31st March 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/2025/06

Date: 20th May 2024

Anzen India Energy Yield Plus Trust

(acting through Axis Trustee Services Limited [in its capacity as "the Trustee" of the Trust])

Plot 294/3, Edelweiss House,

Off CST Road, Kalina,

Santacruz (E), Mumbai - 400 098,

Maharashtra, India.

Edelweiss Real Assets Managers Limited

(acting as the Investment Manager to Anzen India Energy Yield Plus Trust)

Plot 294/3, Edelweiss House,

Off CST Road, Kalina,

Santacruz (E), Mumbai - 400 098,

Maharashtra, India.

Sub: Financial Valuation as per SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended

Dear Sirs/ Madams,

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 22nd February 2024 as an independent valuer, as defined as per Regulation 2(zzf) of the SEBI InvIT Regulations, by **Edelweiss Real Assets Managers Limited** ("**ERAML**" or "**the Investment Manager**") acting as the investment manager for **Anzen India Energy Yield Plus Trust** ("**the Trust**" or "**InvIT**"), an infrastructure investment trust, registered with the **Securities Exchange Board of India** ("**SEBI**") with effect from 18th January 2022, bearing registration number IN/InvIT/21-22/0020 and **Axis Trustee Services Limited** ("**the Trustee**") acting on behalf of the Trust for the purpose of the financial valuation of the special purpose vehicles (defined below and hereinafter together referred as "**the SPVs**") of the Trust as per the requirements of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**SEBI InvIT Regulations**").

I am enclosing the Report providing 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 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.

Mr. S Sundararaman, Registered Valuer

Registered Valuer Registration No - IBBI/RV/06/2018/10238

5B,"A" Block, 5th Floor, Mena Kampala Arcade, New #18 & 20, Thiagaraya Road, T.Nagar, Chennai – 600 017, India

Telephone No.: +91 44 2815 4192

S. SUNDARARAMAN

Registered Valuer

Registration No - IBBI/RV/06/2018/10238

The Trust operates and maintains the following special purpose vehicles which are to be valued as per Regulation 21 read with Chapter V of the SEBI InvIT Regulations:

Sr. No.	Name of the SPV	Term
1	Darbhangha-Motihari Transmission Company Limited	DMTCL
2	NRSS XXXI (B) Transmission Limited	NRSSB

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.

By nature, valuation is based on estimates, however, the risks and uncertainties relating to the events occurring in the future, the actual figures in future may differ from these estimates and may have an impact on the valuation of the SPVs.

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 RV and the valuation conclusion are included herein and the Report complies with the SEBI InvIT Regulations and guidelines, circular or notification issued by the 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 11 of this Report. This letter, the Report and the summary of valuation included herein can be provided to Trust's advisors and may be made available for the inspection to the public and with the SEBI, the stock exchanges and any other regulatory and supervisory authority, as may be required.

RV draws your attention to the limitation of liability clauses in Section 11 of this Report.

This letter should be read in conjunction with the attached Report.

Yours faithfully,

SWAMINATHA Digitally signed by
N SWAMINATHAN
SUNDARARA SUNDARARAMAN
MAN Date: 2024.05.20
21:02:33 +05'30'

S. Sundararaman

Registered Valuer

IBBI Registration No.: IBBI/RV/06/2018/10238

Asset Class: Securities or Financial Assets

Place: Chennai

UDIN: 24028423BKGAAR4630

Mr. S Sundararaman, Registered Valuer

Registered Valuer Registration No - IBBI/RV/06/2018/10238

5B,"A" Block, 5th Floor, Mena Kampala Arcade, New #18 & 20, Thiagaraya Road, T.Nagar, Chennai – 600 017, India

Telephone No.: +91 44 2815 4192

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Definition, abbreviation & glossary of terms

Abbreviations	Meaning
BOOM	Build-Own-Operate-Maintain
Capex	Capital Expenditure
CCIL	Clearing Corporation of India Limited
CCM	Comparable Companies Multiples
COD	Commercial Operation Date
CTM	Comparable Transactions Multiples
DMTCL	Darbhanga-Motihari Transmission Company Limited
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
EIYP Fund	Edelweiss Infrastructure Yield Plus
ERP	Equity Risk Premium
EV	Enterprise Value
FCFF	Free Cash Flow to the Firm
FDI	Foreign Direct Investment
FY	Financial Year Ended 31 st March
GAAP	Generally Accepted Accounting Principles
GW	Giga Watts
Ind AS	Indian Accounting Standards
INR	Indian Rupee
Investment Manager/ ERAML	Edelweiss Real Assets Managers Limited
IVS	ICAI Valuation Standards 2018
Mn	Million
NAV	Net Asset Value Method
NCA	Net Current Assets, Excluding Cash and Bank Balances
NRSSB	NRSS XXXI (B) Transmission Limited
O&M	Operation & Maintenance
SEBI InvIT Regulations	SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended
Sponsor/ Sekura	Sekura Energy Private Limited
SPV	Special Purpose Vehicle
RV	Registered Valuer
TBCB	Tariff Based Competitive Bidding
the Trust or InvIT	Anzen India Energy Yield Plus Trust
the Trustee	Axis Trustee Services Limited
WACC	Weighted Average Cost of Capital

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1. Executive Summary

1.1. Background

The Trust

- 1.1.1. The Sponsor has settled Anzen India Energy Yield Plus Trust as an irrevocable trust under the trust deed, being registered under the Indian Registration Act, 1908, in accordance with the provisions of the Indian Trusts Act, 1882. 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 18th January 2022, bearing registration number IN/InvIT/21-22/0020.
- 1.1.2. Axis Trustee Services Limited ("the Trustee") has been appointed as the Trustee of the Trust.
- 1.1.3. The units of the trust are listed on National Stock Exchange ("NSE") and Bombay Stock Exchange ("BSE") since 16th November, 2022.
- 1.1.4. Unitholding of the Trust as on 31st March 2024 is as under:

Sr. No.	Particulars	No. of Units	%
1	Sponsor & Sponsor Group	11,22,00,000	71.01
2	Foreign Portfolio Investors	26,00,000	1.65
3	Non-institutional investors	4,32,00,000	27.34
	Total	15,80,00,000	100.0

Source: Investment Manager

Investment Manager

- 1.1.5. Edelweiss Real Assets Managers Limited ("ERAML" 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.
- 1.1.6. Shareholding of the Investment Manager as on the Valuation Date is as under:

Sr No.	Particulars	No. of shares	%
1	*Edelweiss Alternative Asset Advisors Limited	62,000	100.0%
	Total	62,000	100.0%

Source: Investment Manager

* Includes Shares held by nominees of Edelweiss Alternatives

The Sponsor

- 1.1.7. Sekura Energy Private Limited ("the Sponsor" or "Sekura") has floated an infrastructure investment trust under the SEBI InvIT Regulations called "Anzen India Energy Yield Plus Trust" ("the InvIT" or "the Trust"). Sekura is a portfolio company of Edelweiss Infrastructure Yield Plus fund ("EIYP Fund"). EIYP Fund is an alternative investment fund having SEBI Registration Number IN/AIF1/17-18/0511 dated 9th January 2018. EIYP Fund is mainly engaged in investment activities primarily with an objective of generating stable returns and earning long-term capital appreciation.
- 1.1.8. Shareholding of the Sponsor as on the Valuation Date is as under:

Sr. No.	Particulars	No. of shares	%
1	*Edelweiss Infrastructure Yield Plus	87,50,000	100.0%
	Total	87,50,000	100.0%

Source: Investment Manager

* Includes Shares held by nominees of EIYP Fund

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1.1.9. Financial Assets to be Valued

The following SPVs are to be considered for Fair Enterprise Valuation:

Sr. No.	Name of the SPV	Term
1	Darbhanga-Motihari Transmission Company Limited	DMTCL
2	NRSS XXXI (B) Transmission Limited	NRSSB

(DMTCL and NRSSB are hereinafter together referred to as "the SPVs")

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1.2. Purpose and Scope of Valuation

Purpose of Valuation

1.2.1. As per Regulation 21(4) of Chapter V of the SEBI InvIT Regulations,

"A full valuation shall be conducted by the valuer not less than once in every financial year: Provided that such full valuation shall be conducted at the end of the financial year ending March 31st within two months from the date of end of such year."

In this regard, the Investment Manager intends to undertake the fair enterprise valuation of the SPVs as on 31st March 2024.

1.2.2. 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 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. The EV as described above is not inclusive of the cash and cash equivalents of the SPVs as on the Valuation Date.

1.2.3. 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 Sponsor or the Investment Manager or the 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.

1.2.4. 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.

Scope of Valuation

1.2.5. Nature of the Asset to be Valued

The RV has been mandated by the Investment Manager to arrive at the Enterprise Value ("EV") of the SPVs. 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 or cash equivalents to meet those liabilities.

1.2.6. 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.

1.2.7. 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.

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1.2.8. 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.

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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 explanation 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 TSA 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 Unaudited provisional 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.

As all the SPVs under consideration have executed projects under the Build-Own-Operate and Maintain ("BOOM") and the ownership of the underlying assets shall remain with the SPVs even after the expiry of the concession period. Accordingly, terminal period value i.e. value on account of cash flows to be generated even after the expiry of concession period has been considered in the current valuation exercise.

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Based on the methodology and assumptions discussed further, RV has arrived at the fair enterprise value of the SPVs as on the 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.

Sr No.	SPVs	Projection Period (Balance TSA Period)	WACC	Fair EV (INR Mn)
1	DMTCL	~28 Years and 4 Months	8.02%	13,180
2	NRSSB	~28 Years	8.07%	9,857
Total				23,037

(Refer Appendix 1 & 2 for the detailed workings)

Further to above considering that present valuation exercise is based on the future financial performance and based on opinions on the future credit risk, cost of debt assumptions, etc., 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 variations may be material. Accordingly, a quantitative sensitivity analysis is considered on the following unobservable inputs:

1. Weighted Average Cost of Capital (WACC) by increasing / decreasing it by 0.5%
2. Weighted Average Cost of Capital (WACC) by increasing / decreasing it by 1.0%
3. Total Expenses considered during the projected period by increasing / decreasing it by 20%
4. Terminal period value considered for the SPVs increasing / decreasing it by 20%

1. Fair Enterprise Valuation Range based on WACC parameter (0.5%)

Sr No.	SPVs	WACC +0.5%	EV	Base WACC	EV	INR Mn	
						WACC -0.5%	EV
1	DMTCL	8.52%	12,500	8.02%	13,180	7.52%	13,946
2	NRSSB	8.57%	9,340	8.07%	9,857	7.57%	10,440
Total of all SPVs			21,840		23,037		24,386

2. Fair Enterprise Valuation Range based on WACC parameter (1.0%)

Sr No.	SPVs	WACC +1%	EV	Base WACC	EV	INR Mn	
						WACC -1%	EV
1	DMTCL	9.02%	11,891	8.02%	13,180	7.02%	14,815
2	NRSSB	9.07%	8,878	8.07%	9,857	7.07%	11,102
Total of all SPVs			20,769		23,037		25,917

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3. Fair Enterprise Valuation Range based on Operating Expense parameter (20%)

				INR Mn
Sr No.	SPVs	EV at expenses +20%	EV at Base Expenses	EV at expenses -20%
1	DMTCL	12,808	13,180	13,526
2	NRSSB	9,682	9,857	10,032
Total of all SPVs		22,490	23,037	23,558

4. Fair Enterprise Valuation Range based on Terminal Period Value ("TV") parameter (20%)

				INR Mn
Sr No.	SPVs	EV at TV -20%	EV at Base TV	EV at TV +20%
1	DMTCL	12,924	13,180	13,410
2	NRSSB	9,661	9,857	10,053
Total of all SPVs		22,585	23,037	23,463

The above represents reasonable range of fair enterprise valuation of the SPVs.

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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 transmission assets of the SPVs;
 - 2.2.8. Determination of fair value of the EV of the SPVs on a going concern basis.

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3. Overview of InvIT and SPVs

3.1. The Trust

3.1.1. Anzen India Energy Yield Plus Trust ("the Trust" or "InvIT"), would be responsible for holding the InvIT Assets on trust and for the benefit of the unitholders, undertaking the activities and other duties specified as per the SEBI InvIT Regulations. The Trust was established on 1st November 2021 and received its registration certificate from the SEBI which is effective from 18th January 2022 (bearing SEBI Reg. No. IN/InvIT/21-22/0020).

3.1.2. Unitholding of the Trust as on 31st March 2024 is as under:

Sr. No.	Particulars	No. of Units	%
1	Sponsor & Sponsor Group	11,22,00,000	71.01
2	Foreign Portfolio Investors	26,00,000	1.65
3	Non-institutional investors	4,32,00,000	27.34
	Total	15,80,00,000	100.0

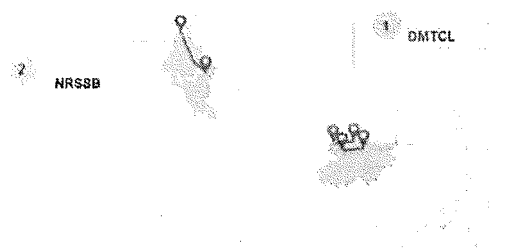
3.1.3. I understand that Anzen India Energy Yield Plus Trust, acting through the Trustee, has acquired the equity held by EIYP Fund in the 2 SPVs following which units had been issued to EIYP Fund by the Trust. Accordingly the Purchase Price of DMTCL is INR 4,700 Mn and that of NRSSB is INR 3,600 Mn.

Sr. No	Particulars	Acquisition Date	Acquisition Cost of 100% Equity Value
1	Darbhanga-Motihari Transmission Company Limited	11-Nov-22	4,700 Mn
2	NRSS XXXI (B) Transmission Limited	11-Nov-22	3,600 Mn

The Historical Fair Enterprise Valuation of the existing SPVs are as follows

Valuation (INR Mn)	DMTCL	NRSS
31-Mar-22	13,100	10,100
30-Jun-22	12,907	9,897
31-Mar-23	13,205	9,981

Following is a map of India showing the area covered by the SPVs of the Trust:



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Background of the SPVs

3.3. Darbhanga-Motihari Transmission Company Limited ("DMTCL"):

3.3.1. Summary of project details of DMTCL are as follows:

Parameters	Details
Project Cost	INR 10,927 Mn
Total Length	277.2 Ckms
Location of Assets	Bihar
TSA signing Date	6 th August 2013
SCOD as per TSA	9 th August 2016
Revised SCOD	10 th August 2017
TL issuance Date	30 th May 2014
Expiry Date of License	25 years from issue of Transmission License
Concession period	35 years from Revised SCOD
COD of last element of the SPV	10 th August 2017

Source: Investment Manager

3.3.2. DMTCL was incorporated on December 18, 2012 and entered into a transmission service agreement dated August 6, 2013 with its LTTCs for transmission of electricity for transmission system for Eastern Region System Strengthening Scheme – VI on a BOOM basis. The project was awarded on October 17, 2013, through the tariff based competitive bidding ("TBCB") mechanism, for a period of 35 years from the SCOD.

3.3.3. DMTCL operates two transmission lines of approximately 277.2 ckms comprising one 400 kV double circuit line of approximately 125.7 ckms from Darbhanga (Bihar) to Muzaffarpur (Bihar) and another, LILO of Barh (Bihar) - Gorakhpur (Uttar Pradesh) of 400 KV double circuit transmission line at 400/132 kv Motihari GIS substation of approximately 151.5 ckms. The DMTCL project was fully commissioned in August 2017.

3.3.4. The project consists of the following transmission lines and substations:

Particulars	kms	COD	Location
400 kV Double Circuit Triple Snowbird Conductor Transmission System	62.8	31-Mar-17	Darbhanga (Bihar) to Muzaffarpur (Bihar)
LILO of 400 kV D/C Quad Moose Barh – Gorakhpur Transmission Line at 400/132 kV Motihari GIS Sub-station	75.8	10-Aug-17	Barh to Motihari (Bihar) - 37.6 km Motihari to Gorakhpur (Uttar Pradesh) - 38.2 km
2 X 500 MVA 400/220 kV Darbhanga Gas Insulated Substations (GIS)	NA	31-Mar-17	Substation Darbhanga (Bihar)
2 X 200 MVA 400/132 kV Motihari Gas Insulated Substations (GIS)	NA	10-Aug-17	Substation Motihari (Bihar)

Source: Investment Manager

3.3.5. The equity shareholding of DMTCL as on Report Date is as follows:

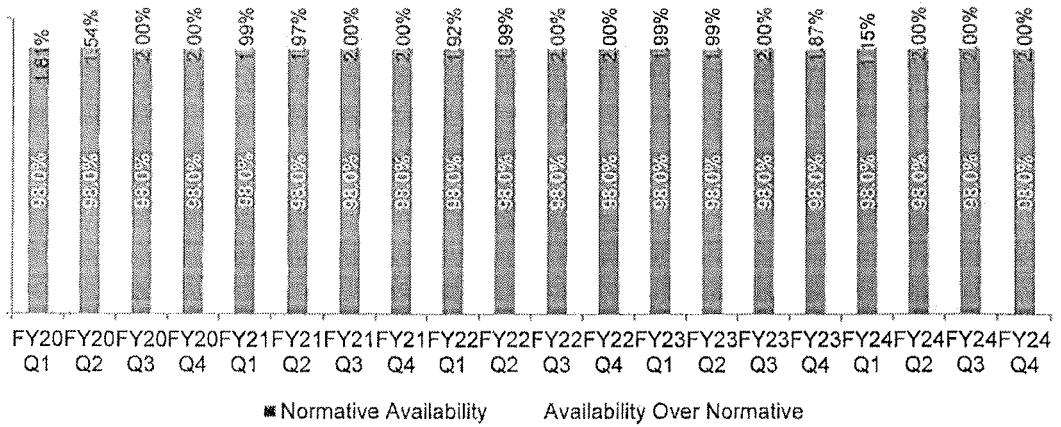
Sr. No.	Particulars	No. of shares	%
1	*AnZen India Energy Yield Plus Trust	1,62,96,667	100.0%
	Total	1,62,96,667	100.0%

* Including shares held by nominees of AnZen

Source: Investment Manager

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3.3.6. Operating Efficiency history of DMTCL:

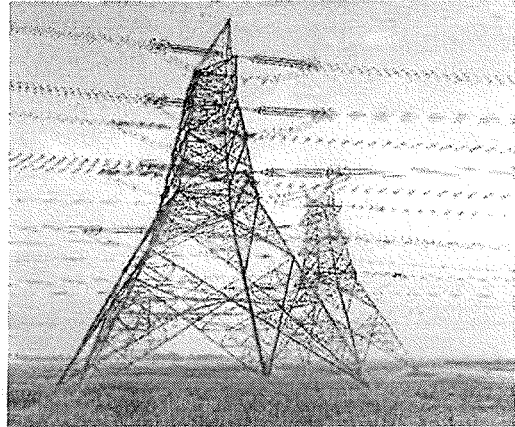
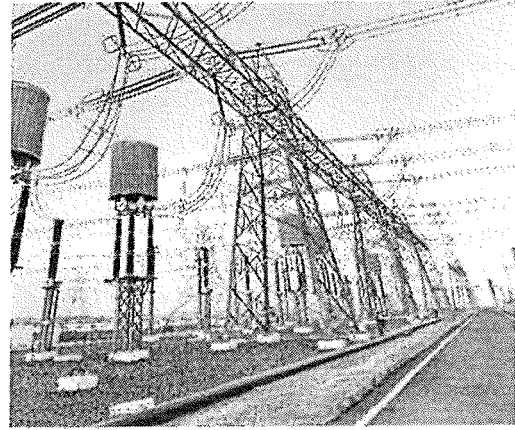
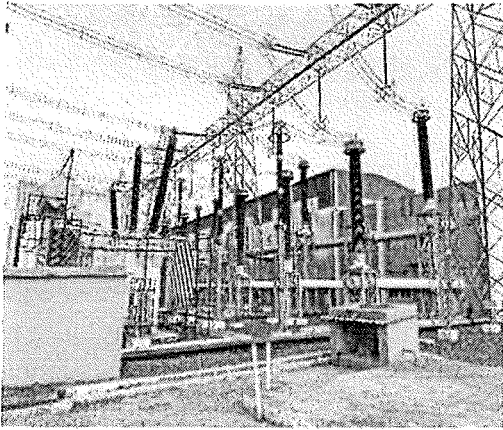


Source: Investment Manager

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3.3.7. My team had conducted physical site visit of the transmission assets of DMTCL on 3rd May 2024, to the extent appropriate. Refer below for the pictures of DMTCL transmission assets:



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3.4. NRSS XXXI (B) Transmission Limited ("NRSSB")

3.4.1. Summary of project details of NRSSB are as follows:

Parameters	Details
Project Cost	INR 6,680 Mn
Total Length	577.7 Ckms
Location of Assets	Punjab and Haryana
TSA signing Date	2 nd January 2014
SCOD as per TSA	11 th September 2016
Revised SCOD	27 th March 2017
TL issuance Date	25 th August 2014
Expiry Date of License	25 years from issue of Transmission License
Concession period	35 years from Revised SCOD
COD of last element of the SPV	27 th March 2017

Source: Investment Manager

3.4.2. NRSSB was incorporated on July 29, 2013 and entered into a transmission service agreement dated January 2, 2014 with its LTTCs (for transmission of electricity for transmission system for Northern Region System Strengthening Scheme – XXXI(B) on a BOOM basis). The project was awarded on February 26, 2014 through the TCB mechanism, for a period of 35 years from the SCOD.

3.4.3. NRSSB operates two transmission lines of approximately 577.7 ckms comprising one 400 kV double circuit line of approximately 278.4 ckms from Kurukshetra (Haryana) to Malerkotla (Punjab) and another 400 kV double circuit line of approximately 299.3 ckms from Malerkotla (Punjab) to Amritsar (Punjab). The NRSS project was fully commissioned in March 2017.

3.4.4. The project consists of the following transmission lines and substations:

Particulars	kms	COD	Location
400 kV Double Circuit Transmission System	139.2	18-Jan-17	Kurukshetra (Haryana) to Malerkotla (Punjab)
400 kV Double Circuit Transmission System	149.7	27-Mar-17	Malerkotla (Punjab) to Amritsar (Punjab)

Source: Investment Manager

3.4.5. The equity shareholding of NRSSB as on Report Date is as follows:

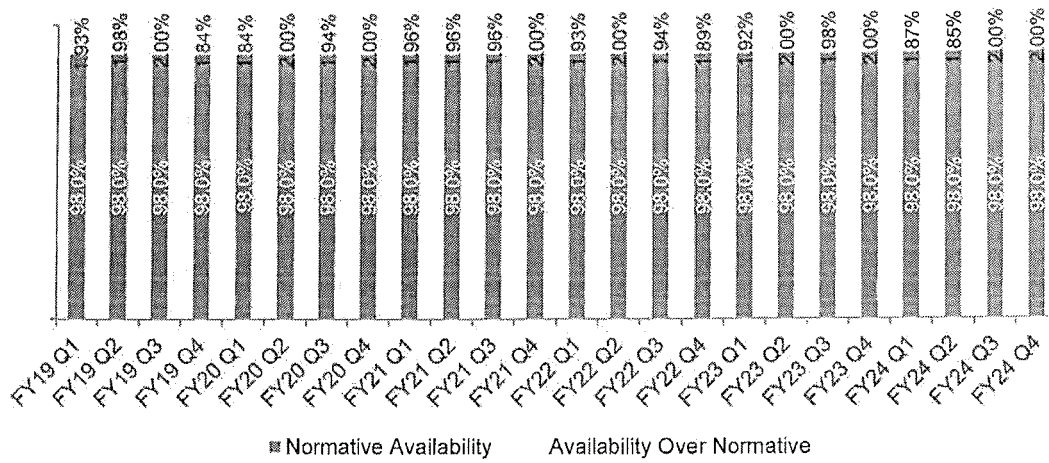
Sr. No.	Particulars	No. of shares	%
1	*AnZen India Energy Yield Plus Trust	98,32,143	100.0%
	Total	98,32,143	100.0%

* Including shares held by nominees of AnZen

Source: Investment Manager

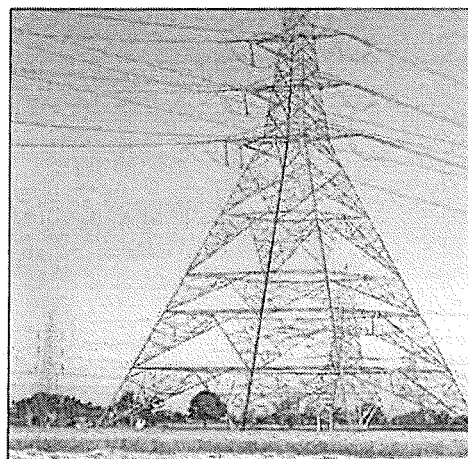
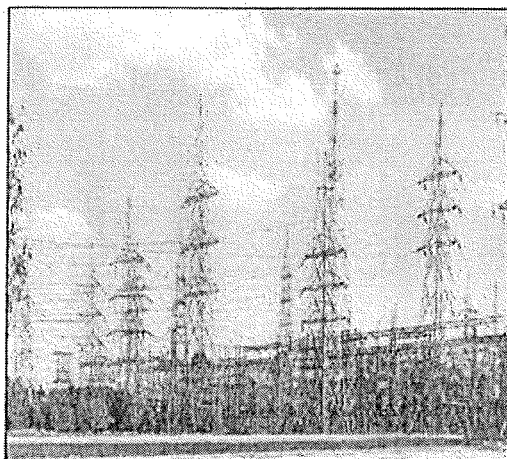
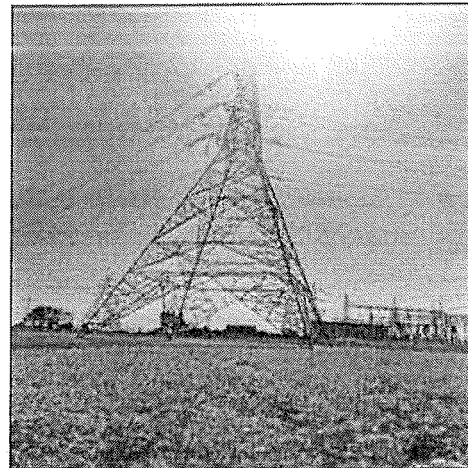
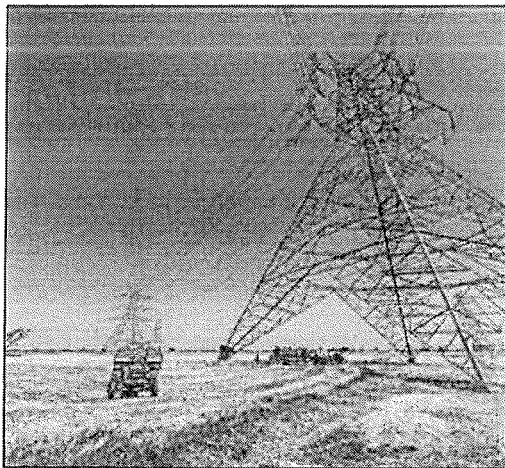
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3.4.6. Operating Efficiency history of NRSSB:



Source: Investment Manager

3.4.7. My team has conducted physical site visit of the transmission assets of NRSSB on 17th April 2024, to the extent appropriate. Refer below for the pictures of NRSSB transmission assets:



4. Overview of the Industry

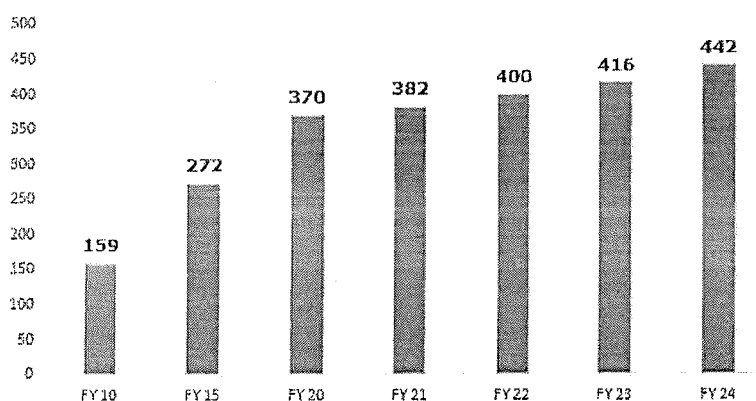
4.1. Introduction:

- 4.1.1 India is the third largest producer and third largest consumer of electricity in the world, with the installed power capacity reaching 441 GW as of 31st March 2024. The country also has the fifth largest installed capacity in the world. The country has 4th ranking for renewable energy installed capacity.
- 4.1.2 While conventional sources currently account for 57% of installed capacity, with the Government of India's ("GOI") ambitious projects and targets, power generated from Renewable Energy Sources ("RES"), which currently accounts for 43% of installed capacity, is expected to quickly overtake power generated from conventional sources. With a consistent focus on the renewable sector, the percentage share of installed capacity is expected to shift towards renewable capacity.
- 4.1.3 Peak Energy Demand grew at a compounded annual growth rate ("CAGR") of 4.7% from 148 GW in Fiscal 2014 to 216 GW in Fiscal 2023, while peak supply grew at a CAGR of 5% over the same period. As a result, the peak shortage dropped from 3 GW to 1 GW.
- 4.1.4 Whilst India is the third largest producer of electricity in the world, in 2014, the share of electricity in India's final energy demand was only 17% compared with 23% in the member countries of Organization for Economic Cooperation and Development (OECD) and ranks well below the global average in electricity consumption. The Draft NEP envisages the share of electricity in India's total energy consumption to rise to about 26% in 2040.
- 4.1.5 The transmission sector is divided into inter-state and intra-state transmission projects, in addition to some dedicated transmission projects, and is owned by across Central, State and private sector entities. In addition, transmission network also includes cross-border interconnections with neighboring countries viz, Bangladesh, Bhutan, Nepal and Myanmar to facilitate optimal utilization of resources.

4.2. Power Demand & Supply:

- 4.2.1. India has seen a robust growth in the installed power generation capacity in the past four years. With a generation of 1,844 Tera-Watt Hour ("TWh"), India is the third largest producer and the third largest consumer of electricity in the world.
- 4.2.2. As of 31st March 2024, India had installed 190.64 Gigawatts ("GW") of renewable energy capacity. The Government plans to double the share of installed electricity generation capacity of renewable energy to 40% till 2030.
- 4.2.3. New renewable energy infrastructure can now be built within two years from initial plans through to completion, years faster than any new coal or LNG fired plants. Unlike conventional thermal generation capacity which takes more than 5 years, renewable capacity addition takes less than 2 years to develop.
- 4.2.4. The per capita electricity consumption in India has increased by about 20% from 1,010 kWh in FY 2015 to 1,208 kWh in FY 2020.

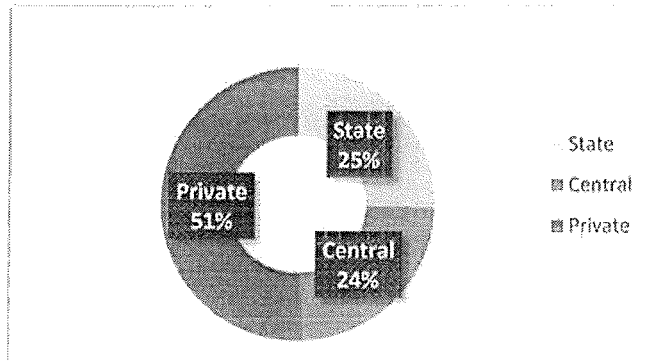
INSTALLED ELECTRICITY GENERATION CAPACITY (GW)



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4.2.5. Details of Installed power capacity in India are as follows :-

Sector-wise total installed capacity as at 31st March 2024:



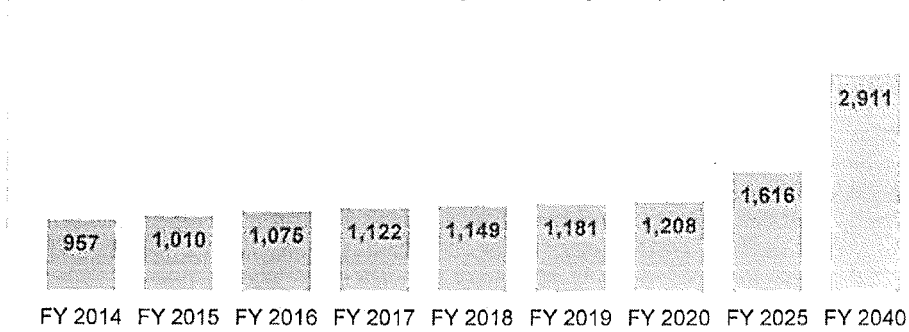
4.2.6. India's Total Installed Power Capacity as on 31st March 2024 (in GW):

Particulars	Total Capacity (GW)	% of Total
Thermal:		
- Coal & Lignite	215.4	50.0%
- Gas	25.04	5.8%
- Diesel	0.59	0.1%
Nuclear	7.48	1.7%
Renewable Energy Source		
- Hydro & Small Hydro	51.91	12.2%
- Wind	44.74	10.4%
- Solar	73.32	17.1%
- Others	10.86	2.5%
Total	416.06	100.0%

4.2.7. New renewable energy infrastructure can now be built within two years from initial plans through to completion, years faster than any new coal or LNG fired plants. Unlike conventional thermal generation capacity which takes more than 5 years, renewable capacity addition takes less than 2 years to develop.

4.2.8. The per capita electricity consumption in India has increased by about 20% from 1,010 kWh in FY 2015 to 1,208 kWh in FY 2020.

Per Capita Electricity Consumption (KWh)



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- 4.2.9. In addition, various initiatives introduced by the GoI, such as, Power for All, Deendayal Upadhyaya Gram Jyoti Yojana, Integrated Power Development Scheme (IPDS) and Ujwal DISCOM Assurance Yojana Scheme will improve and strengthen the demand and supply of electricity in India as well as assist the DISCOMs in improving operational and financial efficiencies.

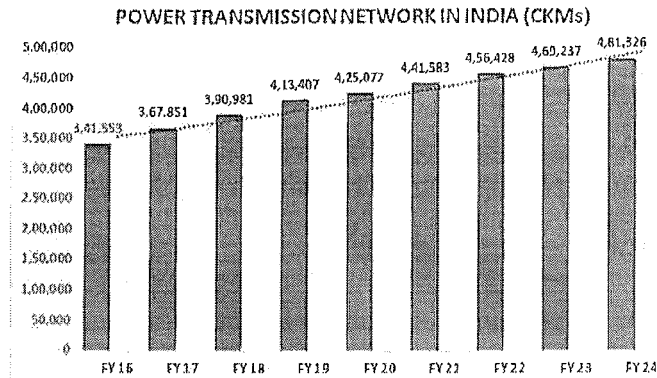
4.3. India's economic outlook:

India's economic landscape has seen remarkable developments in recent times, showcasing its robust growth and strategic shifts:

- In Q3 2023-24, India's economic growth surged to an impressive 8.4%, positioning the country as the second fastest-growing economy within the G20 for FY 2023-24. Additionally, India has surpassed the UK to become the fifth largest global economy and overtaken China to emerge as the world's most populous nation.
- The pace of planned thermal capacity additions has decelerated significantly, reflecting a strategic shift by the Government of India (GoI) towards renewable energy. The GoI has set ambitious targets, aiming for a renewable power capacity of 450GW by 2030. This aggressive target underscores the policy makers' strong commitment to sustainable energy.
- The power sector remains a pivotal area for attracting Foreign Direct Investment (FDI) into India, with the government allowing 100 percent FDI in this sector. This openness to foreign investment highlights the sector's critical role in India's economic strategy.
- The Union Budget for 2023-24 has earmarked Rs 7,327 crore for the solar power sector, covering grid, off-grid, and PM-KUSUM projects. This allocation represents a significant 48 percent increase over the previous Rs 4,979 crore allocated in the Revised Estimates, demonstrating the government's enhanced focus on solar energy initiatives.
- According to the Economic Survey 2018-19, additional investments in renewable energy plants up to the year 2022 were projected at approximately US\$ 80 billion. For the period from 2023 to 2030, the required investment is estimated to be around US\$ 250 billion. These figures highlight the substantial financial commitment needed to achieve the renewable energy targets.
- India's macroeconomic stability has improved, coupled with increased government expenditure in infrastructure sectors. These factors have contributed to enhancing India's ranking in the Global Competitiveness Index (GCI), which rose to 40th in 2023 from 43rd in 2019-20. This improved ranking reflects the country's strengthened economic fundamentals and competitiveness on the global stage.

4.4. Power transmission network in India:

- 4.4.1. The government's focus on providing electricity to rural areas has led to the T&D system being extended to remote villages. The total length of transmission lines in the country has grown at a slow rate of 6% CAGR during FY 11 and FY 17. The total transmission network has increased from ~3.13 Lakhs Ckms in FY 15 to around ~4.81 Lakhs Ckms in FY24.
- 4.4.2. Inter-state transmission has seen considerable growth in the past decade, which led to the creation of a synchronous National Grid, achievement of 'One Nation-One Grid-One Frequency', which has been an enabler for power markets in the country. The total inter-regional transmission capacity of the National Grid was 1,16,570 MW as on March 31, 2024.

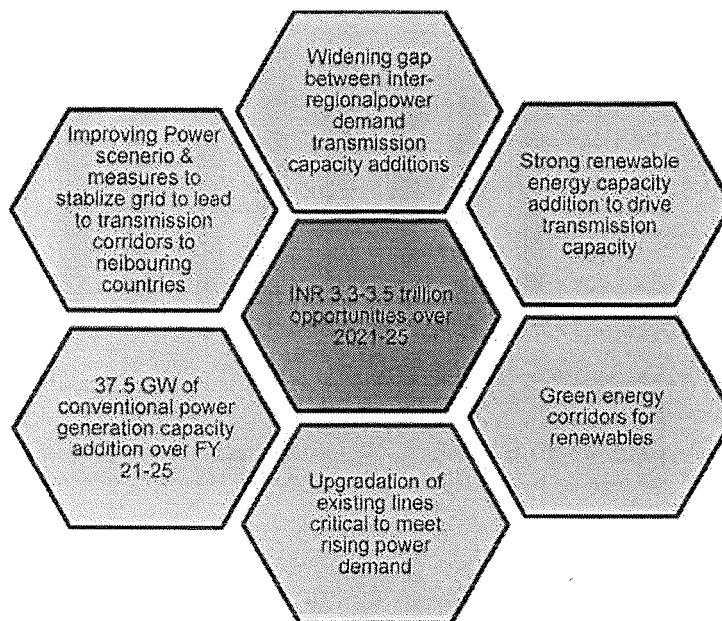


(Source: NIP & CEA Executive Summary)

- 4.4.3. As on January 2019 approx. 7.2% of total transmission network is owned by private players which showcase the need of more private sector participation in this space. India has been underinvested as far as transmission is concerned.
- 4.4.4. PGCIL has remained the single largest player in inter regional power transmission capacity addition contributing to 45%-50% of the total investment in the sector. With a planned expenditure outlay of INR 1.10 Trillion for the 12th five-year plan, PGCIL has spent around INR 1.12 Trillion over 2013-17.
- 4.4.5. Of the total capacity-addition projects in transmission during the 12th FYP, about 42% can be attributed to the state sector. The share of private sector in transmission line and substation additions since the beginning of 12th FYP is 14% and 7%, respectively, as the majority of high-capacity, long-distance transmission projects were executed by PGCIL and state transmission utilities during this period.

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4.4.6. Key Growth Drivers for growth in transmission sector:



4.4.7. In order to strengthen the power system and ensure free flow of power, significant investments would be required in the T&D segment. Moreover, commissioning of additional generation capacity, rising penetration of renewable energy, regional demand-supply mismatches, up gradation of existing lines, rising cross border power trading would necessitate huge investments in transmission sector in India.

4.4.8. Thus, going forward, the share of power sector investments are expected to veer towards the T&D segment. Moreover, strong government focus on the T&D segment will also support investments. CRISIL Research expects the transmission segment share in total power sector investments to rise sharply to 33% over 2017-21 from only 20% over 2012-16. Thus, it is expected that transmission segments investments will increase 1.5 times to INR 3.1 trillion over 2017-21 as compared to the previous 5 year period.

4.5. Factors Encouraging Investments In Power Transmission In India:

4.5.1. Operational power transmission projects have minimal risks:

In the project construction phase, transmission assets face execution risks including right of way, forest and environment clearances, increase in raw material prices etc. However, post commissioning, with the implementation of Point of Connection (PoC) mechanism, there is limited offtake and price risk. Thus, operational transmission projects have annuity like cash flows and steady project returns.

4.5.2. Availability based regime:

As per the TSA, the transmission line developer is entitled to get an incentive amount in the ratio of the transmission charge paid or actually payable at the end of the contract year. Maintaining availability in excess of the targeted availability gives the relevant asset the right to claim incentives at pre-determined rates, ensuring an adequate upside to maintaining availability.

4.5.3. Counter-party risk diversified:

Given PAN-India aggregation of revenue among all TSPs and not asset specific billing, the counter party risk is diversified. If a particular beneficiary delays or defaults, the delay or shortfall is prorated amongst all the licensees. Thus, delays or defaults by a particular beneficiary will have limited impact, which will be proportionate to its share in overall ISTS.

4.5.4. Payment security:

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The TSA includes an arrangement for payment security, which reduces under recovery of revenues. Payment security is available in terms of a revolving letter of credit of required amount that can be utilized to meet the revenue requirement in case of a shortfall.

4.5.5. Collection risk offset owing to presence of CTU:

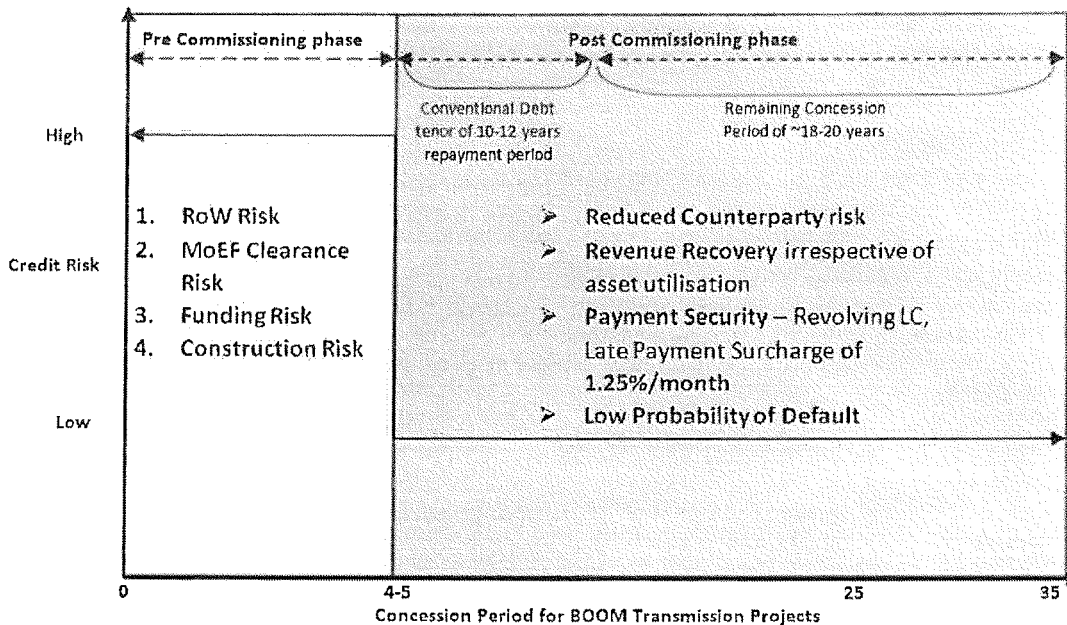
According to CERC (sharing of inter-state transmission charges and losses) regulations, 2010, CTU has been assigned the responsibility of carrying out activities including raising of transmission charge bills on behalf of all ISTS licensees, collecting the amount and disbursing the same to ISTS licensees. Thus, a private transmission licensee no longer needs to collect transmission charges from multiple DISCOMs for each transmission project. Instead, the transmission revenue payable to the licensee is disbursed by the CTU on a monthly basis.

4.5.6. Increase in Pace of Awarding Projects under TBCB :

Between 2010-11 and 2014-15, the pace of award of project was slow with only Rs. 180-190 billion (~USD 2.48-2.62 billion) of projects being awarded. However, the pace of award of project has significantly increased. In fact, in 2015-16, projects aggregating to ~Rs. 260 billion (~USD 3.58 billion) were awarded. Awarding of projects through TBCB picked up from fiscal 2017 onwards. In fact, between fiscals 2017 and 2020, projects worth ~312 billion have been awarded by BPCs (REC, PFC).

4.5.7. Power Transmission infrastructure has better risk return profile as compared to other infrastructure projects:

Returns from various infrastructure projects (other than transmission line projects) like roads, ports and power generation rely mostly on the operational performance of the assets, which in turn is dependent on factors where developers have limited control. For instance, in the roads sector (non-annuity based project) the company's profits are dependent on collection of toll revenues, the port sector bears risk of cargo traffic, while in the case of power generation, it depends on availability of fuel and offtake by distribution companies while in the case of ISTS transmission projects the charges are independent of the total power transmitted through the transmission lines and hence factors such as volume, traffic do not fluctuate the revenues.



(Sources: CRISIL Search FY 2020-21, FY 2005-2021: Power Supply Position Reports published by the CEA for March 2022, Shelf Prospectus of India Grid Trust dated 22 April 2021, CEA Executive Summary on Power Sector: March 2022, Installed capacity report FY 2021, CRISIL Opportunities in power transmission in India - March 2022, PGCIL and Adani Transmission Limited Annual Reports, Central Electricity Authority of India cea.nic.in)

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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.

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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.

Conclusion on Valuation Approach

- 5.7. 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.
- 5.8. 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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Cost Approach

The existing book value of EV of the SPVs comprising of the value of its Net fixed assets, Net intangible assets and working capital based on the Unaudited provisional financial statements as at 31st March 2024 and audited financial statements as at 31st March 2023 prepared as per Indian Accounting Standards (Ind AS) are as under:

Sr No.	SPVs	Book EV	
		Unaudited 31 st Mar 24	Audited 31 st Mar 23
1	DMTCL	6,884	7,470
2	NRSSB	3,939	4,304
		10,823	11,774

* 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.

In the present case, since the SPVs have entered into TSA, the revenue of the SPVs are pre-determined for the life of the projects. In such scenario, the true worth of the business is reflected in its future earning capacity rather than the cost of the project. Accordingly, since the NAV does not capture the future earning potential of the businesses, I have not considered the Cost approach for the current valuation exercise.

Market Approach

The present valuation exercise is to arrive at the fair EV of the SPVs engaged in the power transmission 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, terms of profitability. In the absence of any exactly comparable listed companies with characteristics and parameters similar to that of the SPVs, I have not considered CCM method in the present case. 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.

Income Approach

Currently, each of the SPVs are completed and are revenue generating SPVs. The cash flows of the SPVs for the projected period are driven by the contracts entered by the SPVs as on date like the TSA, O&M Agreements, etc. The revenues of the projects are defined for 35 years under the TSA. 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.

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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.

Valuation

The key assumptions for transmission revenue, incentives and penalty of the SPVs, are as follows:

- 6.1.1. **Transmission Revenue:** Power transmission projects, including the SPVs, earn revenue from electricity transmission tariffs pursuant to TSAs read with the Tariff Adoption Order ("TAO") passed by CERC in accordance with the Electricity Act. These SPVs receive availability based tariffs under the TSAs irrespective of the actual quantum of power transmitted through the line. The tariff for the SPVs is contracted for the period of the relevant TSA, which is up to 35 years from the scheduled commissioning date.
- 6.1.2. The SPVs have entered into TSAs with long-term transmission customers to set up projects on a BOOM basis and to provide transmission services on a long-term basis to such customers on the terms and conditions contained in the TSAs. The term of each TSA is 35 years from the scheduled commercial date of operation of the applicable project, unless terminated earlier in accordance with the terms of the TSA. The TSAs provide for, among other things, details and procedures for project execution, development and construction, operation and maintenance.
- 6.1.3. Tariffs under these TSAs are billed and collected pursuant to the 'Point of Connection' (PoC) mechanism, a regulatory payment pooling system offered to interstate transmission system (ISTS) such as the systems operated by majority of the SPVs. Under the PoC mechanism, payments are made to a central payment pool and the proceeds are distributed proportionately to all transmission services providers, such as the SPVs.
- 6.1.4. The tariff rates are comprised of a fixed levelised non-escalable transmission charges and incentives for maintaining targeted availability. There are no escalable transmission charges as per the terms of the respective adoption of tariff order for the SPVs.
- **Non Escalable Transmission Revenue:** As mentioned before, the Non-Escalable Transmission Revenue remains fixed for the entire life of the project. I have corroborated the revenue considered in the financial projections with the respective TSA read with TAO and documents provided to us by the Investment Manager.
 - In case of both the SPVs, the transmission lines could not be commissioned on their scheduled commissioning dates due to change in law and force majeure events, including the amendment of Forest Guidelines, delay in grant of forest clearance, change in Gantry coordinates, Right of Way Issues, etc. The scheduled commercial operation dates have been revised to actual commercial operation dates of the respective SPVs vide CERC orders dated 29th March 2019. These delays have also been acknowledged by APTEL in its Order dated 3rd December 2021. Further details relating to the CERC Orders are provided below:

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SPVs	Order date	Status	Description
DMTCL	13 th January 2020	Received	In terms of the CERC Order passed in Review Petition no. 08/RP/2019 of Original Petition no. 238/MP/2017, CERC has granted relief to DMTCL by admitting INR 1,848.21 Lakhs incurred during project construction as an expenditure allowed to recover as per the TSA Provision of "Change in Law", which ultimately translated an increase of 3.38% of yearly transmission charges to recover with effect from Project Actual Commercial Operation Date.
NRSSB	15 th January 2020	Received	In terms of CERC Order passed in Review Petition no. 07/RP/2019 of Original Petition no. 195/MP/2017, CERC has granted relief to NRSSB by admitting INR 1,029.71 Lakhs incurred during project construction as an expenditure allowed to recover as per the TSA Provision of "Change in Law", which ultimately translated an increase of 2.78% of yearly transmission charges to recover with effect from Project Actual Commercial Operation Date.
DMTCL & NRSSB	13 th May 2022 (DMTCL) 11 th May 2022 (NRSSB)	Received	CERC has granted relief to the SPVs on account of certain events including the additional interest During Construction incurred due to Force Majeure Events by allowing an increase of 8.30% (for NRSSB) & 13.64% (for DMTCL) of yearly transmission charges with effect from the actual Commercial Operation Date of respective SPVs.

Accordingly, I have received computation of such incremental revenue from the Investment Manager.

- **Escalable Transmission Revenue:** Escalable Transmission Revenue is the revenue component where the revenue is duly escalated based on the rationale as provided in the respective TSA read with TAO. There are Nil escalable transmission charges as per the terms of the respective adoption of tariff order for the SPVs.
- 6.1.5. **Incentives:** As provided in the respective TSA, if the annual availability exceeds 98%, the SPVs shall be entitled to an annual incentive as provided in TSA. Provided no incentives shall be payable above the availability of 99.75%. Based on the past track record of the SPVs and the general industry standard, the annual availability shall be above 98% where the SPVs shall be entitled to the incentives as provided in their respective TSA, as represented to us by the Investment Manager.
- 6.1.6. **Penalty:** If the annual availability in a contract year falls below 95%, the SPVs shall be liable for an annual penalty as provided in the TSA. Based on my analysis, in the present case, it is assumed that the annual availability will not fall below 95% and hence, penalty is not considered in the financial projections.
- 6.1.7. **Expenses:** Expenses are estimated by the Investment Manager for the projected period based on the inflation rate as determined for the SPVs. I have relied on the projections provided by the Investment Manager.
- **Operations & Maintenance ("O&M"):** O&M expenditure is estimated by the Investment Manager for the projected period based on the inflation rate as determined for the SPVs. The Investment Manager has projected expenses to be incurred for the O&M of the SPVs including, but not limited to, transmission line maintenance expenses, rates and taxes, legal and professional fees and other general and administration expenses. I have relied on the projections provided by Investment Manager on the O&M expenses for the projected period.
 - **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 the insurance expenses for the projected period.

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6.1.8. **Depreciation:** The book depreciation has been provided by the Investment Manager till the life of the SPVs. For calculating depreciation as per Income Tax Act for the projected period, I have considered depreciation rate as specified in the Income Tax Act and WDV as provided by the Investment Manager.

6.1.9. **Capex:** As represented by the Investment Manager, the maintenance capex has already been considered in the Operations and Maintenance expenditure for the projected period. Further, a Capex of INR 7.35 Mn and INR 0.44 Mn has been considered for DMTCL and NRSS respectively for FY25. The Investment Manager does not expect any other capex in the projected period.

6.1.10. **Tax and Tax Incentive:** There have been changes in tax regime pursuant to introduction of Taxation Laws (Amendment) Ordinance 2019 made on 20th September 2019 which was enacted to make certain amendments in the Income Tax Act 1961 and the Finance (No. 2) Act 2019.

As per the discussions with the Investment Manager, the old provisions of Income Tax Act have been considered for the projected period of the SPVs for the current valuation exercise, which inter alia provide benefits of additional depreciation, section 115JB and section 80-IA (Section 80-IA is not applicable for DMTCL). After the utilization / lapse of such benefits, the tax outflows are calculated as per the new provisions of Income Tax Act (i.e. Section 115BAA, with base corporate tax rate of 22%) the SPVs.

6.1.11. **Working Capital:** The Investment Manager has represented the working capital requirement of the SPVs for the projected period. The operating working capital assumptions for the projections as provided by the Investment Manager comprises of prepaid expense, security deposit, trade receivables, trade payables and others.

Tariffs under the ISTS project TSAs, which contribute to the majority of the SPVs, are billed and collected pursuant to the PoC mechanism. Under the PoC mechanism, payments are made to a central payment pool and the proceeds are distributed proportionately to all transmission services providers, such as the SPVs. Any shortfall in collection of transmission charges by the CTU is shared on a pro rata basis by all transmission service providers. Payment securities in the form of a revolving letter of credit, a late payment surcharge of 1.25% per month for delay in payment beyond 60 days from the date of billing, pursuant to provisions of the project TSAs (and a late payment surcharge of 1.50% per month pursuant to the Sharing of Charges and Losses Regulations) and lack of alternate power infrastructure, deter beneficiaries from defaulting. I have obtained the working capital assumptions from the Investment Manager and have corroborated the debtor assumptions of 90 days with the past receivable collection days and other data points to extent appropriate.

6.1.12. **Terminal Period Cash Flows:** Terminal value represents the present value at the end of explicit forecast period of all subsequent cash flows to the end of the life of the asset or into perpetuity if the asset has an indefinite life.

I understand, based on the representation of the Investment Manager, that the SPVs are expected to generate cash flow even after the expiry of concession period as the projects are on BOOM model and the ownership will remain with the respective SPVs even after the expiry of concession period. The value of SPVs at the end of the concession period may be dependent on the expected renewal/extension of concession period with limited capital expenditure or the estimated salvage value the assets of the SPVs can fetch.

Considering the estimation uncertainty involved in determining the salvage value and basis my discussion with the Investment Manager on the cash flow estimates for the period after the concession period, I found it appropriate to derive terminal period value, which represents the present value at the end of explicit forecast period/concession period of all subsequent cash flows to the end of the life of the asset, based on the perpetuity value derivation / Gordon growth model with 0% terminal growth rate. Accordingly, for the terminal period (i.e. after the expiry of 35 years), a terminal growth rate of 0% has been applied on cash flows based on Investment Manager's estimate for the SPVs.

6.2. 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.

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6.3. Calculation of Weighted Average Cost of Capital for the SPVs

6.3.1. **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.

$$K(e) = R_f + (ERP * \text{Beta}) + \text{CSR}$$

Wherein:

K(e) = cost of equity

R_f = risk free rate

ERP = Equity Risk Premium

Beta = a measure of the sensitivity of assets to returns of the overall market

CSR = 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 valuation exercise, I have arrived at adjusted cost of equity of the SPVs based on the above calculation (Refer Appendix 2).

6.3.2. **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").

6.3.3. **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.

6.3.4. **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 for an appropriate period.

Based on my analysis of the listed InvITs and other companies in power and infrastructure sectors, I find it appropriate to consider the beta of Power Grid Corporation of India Limited ("PGCIL") for the current valuation exercise.

I have further unlevered the beta of PGCIL based on market debt-equity of the respective company using the following formula:

$$\text{Unlevered Beta} = \text{Levered Beta} / [1 + (\text{Debt} / \text{Equity}) * (1-T)]$$

Hence, further I have re-levered it based on debt-equity at 70:30 based on the industry standard using the following formula:

$$\text{Re-levered Beta} = \text{Unlevered Beta} * [1 + (\text{Debt} / \text{Equity}) * (1-T)]$$

Accordingly, as per above, I have arrived at re-levered betas of the SPVs. (Refer Appendix 2)

6.3.5. **Company Specific Risk Premium ("CSR"):**

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, considering the length of the explicit period, the basis of deriving the underlying cash flows and basis my discussion with Investment Manager, I found it appropriate to consider 0% CSR for DMTCL and NRSSB.

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6.3.6. Cost of Debt:

The calculation of Cost of Debt post-tax can be defined as follows:

$$K(d) = K(d) \text{ pre-tax} * (1 - T)$$

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 8.14%, as represented by the Investment Manager.

6.3.7. Debt : Equity Ratio:

In present valuation exercise, I have considered debt:equity ratio of 70:30 based on industry standard and as per the guidance provided by various statutes governing the industry. Accordingly, I have considered the same weightage to arrive at the WACC of the SPVs.

6.3.8. Weighted Average Cost of Capital (WACC):

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:

$$WACC = [K(d) * \text{Debt} / (\text{Debt} + \text{Equity})] + [K(e) * (1 - \text{Debt} / (\text{Debt} + \text{Equity}))]$$

Accordingly, as per above, I have arrived the WACC for the explicit period of the SPVs.

(Refer Appendix 2 for detailed workings).

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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 as on the Valuation Date of the SPVs is as mentioned below:

Sr No.	SPVs	Projection Period (Balance TSA Period)	WACC	Fair EV (INR Mn)
1	DMTCL	~28 Years and 4 Months	8.02%	13,180
2	NRSSB	~28 Years	8.07%	9,857
Total				23,037

(Refer Appendix 1 for detailed workings)

- 7.4. 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.
- 7.5. The EV as described above is not inclusive of cash and cash equivalents of the SPVs as on the Valuation Date.
- 7.6. 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.
- 7.7. 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.
- 7.8. 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. Weighted Average Cost of Capital (WACC) by increasing / decreasing it by 1.0%
 3. Total Expenses considered during the projected period by increasing / decreasing it by 20%
 4. Terminal period value considered for the SPVs increasing / decreasing it by 20%

1. Fair Enterprise Valuation Range based on WACC parameter (0.5%)

Sr No.	SPVs	WACC +0.5%	EV	Base WACC	EV	INR Mn	
						WACC -0.5%	EV
1	DMTCL	8.52%	12,500	8.02%	13,180	7.52%	13,946
2	NRSSB	8.57%	9,340	8.07%	9,857	7.57%	10,440
Total of all SPVs			21,840		23,037		24,386

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2. Fair Enterprise Valuation Range based on WACC parameter (1.0%)

Sr No.	SPVs	WACC +1%	EV	Base WACC	EV	INR Mn	
						WACC -1%	EV
1	DMTCL	9.02%	11,891	8.02%	13,180	7.02%	14,815
2	NRSSB	9.07%	8,878	8.07%	9,857	7.07%	11,102
Total of all SPVs			20,769		23,037		25,917

3. Fair Enterprise Valuation Range based on Operating Expense parameter (20%)

Sr No.	SPVs	EV at expenses +20%	EV at Base Expenses	INR Mn	
				EV at expenses -20%	
1	DMTCL	12,808	13,180	13,526	
2	NRSSB	9,682	9,857	10,032	
Total of all SPVs		22,490	23,037	23,558	

4. Fair Enterprise Valuation Range based on Terminal Period Value ("TV") parameter (20%)

Sr No.	SPVs	EV at TV -20%	EV at Base TV	INR Mn	
				EV at TV +20%	
1	DMTCL	12,924	13,180	13,410	
2	NRSSB	9,661	9,857	10,053	
Total of all SPVs		22,585	23,037	23,463	

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

Scope of Work

- 8.1 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.

Limitations

- 8.2 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.
- 8.3 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.
- 8.4 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.
- 8.5 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.

Analysis of Additional Set of Disclosures for the SPVs

A. List of one-time sanctions/approvals which are obtained or pending:

The list of sanctions/ approvals obtained by the SPVs till the date of this Report is provided in Appendix 3.1 to Appendix 3.2. As informed by the Investment Manager, there are no applications for government sanctions/licenses by the SPVs for which approval is pending as on 31st March 2024.

B. List of up to date/ overdue periodic clearances:

The list of clearances obtained by the SPVs till the date of this Report is provided in Appendix 3.1 to Appendix 3.2. Investment Manager has confirmed that the SPVs are not required to take any periodic clearances other than those mentioned in Appendix 3.1 and Appendix 3.2.

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C. Statement of assets included:

The details of assets of the SPVs as per unaudited provisional financial statements as at 31st March 2024 are as mentioned below:

Sr. No.	SPVs	INR Mn	
		Net Fixed Assets	Current Assets
1	DMTCL	6,551	658
2	NRSSB	3,700	538

D. Estimates of already carried as well as proposed major repairs and improvements along with estimated time of completion:

I have been informed that maintenance is regularly carried out by the SPVs in order to maintain the working condition of the assets and there are no material maintenance charges which has been deferred to the upcoming year, as the maintenance activities are carried out regularly.

The maintenance charges of Transmission Lines incurred by the SPVs for the period from 1st April 2023 to 31st March 2024 are given in the below table:

Sr. No.	Name of the SPVs	INR Mn	
		Infrastructure Maintenance Charges	
1	DMTCL		0.17
2	NRSSB		0.00

E. 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 (proposed InvIT assets).

F. 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.

G. 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.

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9. Sources of Information

For the purpose of undertaking this valuation exercise, I have relied on the following sources of information provided by the Investment Manager:

- 9.1 Audited financial statements of the SPVs for the Financial Year ("FY") ended 31st March 2019, 31st March 2020, 31st March 2021, 31st March 2022 and 31st March 2023;
- 9.2 Unaudited provisional financial statements of the SPVs for the Financial Year ("FY") ended 31st March 2024;
- 9.3 Projected incremental tariff revenue workings (including due to change in law claims in NRSSB and DMTCL);
- 9.4 Projected financial information for the remaining project life for each of the SPVs;
- 9.5 Details of projected Major Repairs & Capital Expenditure (Capex);
- 9.6 Details of brought forward losses and MAT credit (as per Income Tax Act) of the SPVs as at 31st March 2024;
- 9.7 Details of Written Down Value (WDV) (as per Income Tax Act) of SPVs as at 31st March 2024;
- 9.8 Shareholding pattern of the equity shares issued by the SPVs and other entities mentioned in this Report as at 31st March 2024 and as at the date of this report;
- 9.9 Transmission Service Agreement of the SPVs with Long Term Transmission Customers and Tariff Adoption Order issued by CERC;
- 9.10 List of licenses / approvals, details of tax litigations, civil proceeding and arbitrations of the SPVs;
- 9.11 Management Representation Letter by the Investment Manager dated 13th May 2024;
- 9.12 Relevant data and information about the SPVs provided to us by the Investment Manager either in written or oral form or in the form of soft copy;
- 9.13 Information provided by leading database sources, market research reports and other published data.

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 enquiries 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.

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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 his 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.

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- 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. However, such cap shall not be applicable to damages arising from fraud or wilful default or gross negligence as established in civil or criminal proceedings.
- 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 for the proposed transaction. 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 Trustee, 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.
- 10.25. **Limitation of Liabilities**

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- i. It is agreed that, having regard to the RV's interest in limiting the personal liability and exposure to litigation of its personnel, the Sponsor, the Investment Manager and the Trust will not bring any claim in respect of any damage against the RV personally.
 - ii. In no circumstances RV shall be responsible for any consequential, special, direct, indirect, punitive or incidental loss, damages 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).
 - iii. 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.
 - iv. 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.
- 10.26. 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,

SWAMINATHA	Digitally signed by
N	SWAMINATHAN
SUNDARARAM	SUNDARARAMAN
AN	Date: 2024.05.20
	21:03:52 +05'30'

S. Sundararaman

Registered Valuer

IBBI Registration No.: IBBI/RV/06/2018/10238

Asset Class: Securities or Financial Assets

Place: Chennai

UDIN: 24028423BKGAAR4630

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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
PV	Present value

Appendix 1.1 – Valuation of DMTCL as on 31st March 2024

Year	Book Revenue	INR Mn									
		EBITDA	Capex	Change in Wcap	Tax	FCFF	CAF	WACC	DF	PVFCFF	
		A	B	C	D	E=A-B-C-D	F	G	H	I=E*H	
FY25	1,408	1,251	7	35	126	1,084	0.50	8.02%	0.96	1,043	
FY26	1,436	1,300	-	7	142	1,151	1.50	8.02%	0.89	1,026	
FY27	1,409	1,270	-	(7)	143	1,133	2.50	8.02%	0.82	934	
FY28	1,410	1,268	-	(1)	149	1,119	3.50	8.02%	0.76	854	
FY29	1,410	1,264	-	1	155	1,108	4.50	8.02%	0.71	783	
FY30	1,411	1,262	-	0	160	1,102	5.50	8.02%	0.65	721	
FY31	1,412	1,258	-	0	164	1,094	6.50	8.02%	0.61	663	
FY32	1,413	1,256	-	(1)	168	1,088	7.50	8.02%	0.58	610	
FY33	1,413	1,252	-	1	172	1,079	8.50	8.02%	0.52	560	
FY34	1,414	1,249	-	0	175	1,074	9.50	8.02%	0.48	516	
FY35	1,415	1,245	-	0	178	1,067	10.50	8.02%	0.44	475	
FY36	1,416	1,242	-	(1)	217	1,025	11.50	8.02%	0.41	422	
FY37	1,417	1,237	-	1	295	942	12.50	8.02%	0.38	359	
FY38	1,417	1,234	-	0	296	938	13.50	8.02%	0.35	331	
FY39	1,418	1,229	-	0	297	932	14.50	8.02%	0.33	304	
FY40	1,419	1,225	-	(1)	298	928	15.50	8.02%	0.30	281	
FY41	1,420	1,220	-	1	298	921	16.50	8.02%	0.28	258	
FY42	1,421	1,216	-	0	299	917	17.50	8.02%	0.26	238	
FY43	1,422	1,210	-	0	298	912	18.50	8.02%	0.24	219	
FY44	1,423	1,206	-	(1)	298	908	19.50	8.02%	0.22	202	
FY45	1,425	1,200	-	1	297	901	20.50	8.02%	0.21	185	
FY46	1,426	1,194	-	0	297	897	21.50	8.02%	0.19	171	
FY47	1,427	1,188	-	0	296	892	22.50	8.02%	0.18	157	
FY48	1,428	1,182	-	(1)	295	888	23.50	8.02%	0.16	145	
FY49	1,429	1,175	-	1	293	880	24.50	8.02%	0.15	133	
FY50	1,431	1,169	-	0	292	876	25.50	8.02%	0.14	123	
FY51	1,432	1,161	-	0	290	870	26.50	8.02%	0.13	113	
FY52	1,434	1,154	-	(1)	289	866	27.50	8.02%	0.12	104	
FY53*	517	414	-	(5)	104	315	28.18	8.02%	0.11	36	
TV	1,435	1,146	-	-	288	857	28.18	8.02%	0.11	98	
Present Value of Explicit Period Cash Flows										11964	
Present Value of Terminal Period Cash Flows										1216	
Enterprise Value										13180	

* 9th August 2052

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Appendix 1.2 – Valuation of NRSSB as on 31st March 2024

											INR Mn
Year	Book Revenue	EBITDA	Capex	Change in Wcap	Tax	FCFF	CAF	WACC	DF	PVFCFF	
		A	B	C	D	E=A-B-C-D	F	G	H	I=E*H	
FY25	1,013	943	0	29	112	801	0.50	8.07%	0.962	771	
FY26	1,013	946	-	-	117	830	1.50	8.07%	0.890	738	
FY27	1,013	945	-	-	120	824	2.50	8.07%	0.824	679	
FY28	1,013	944	-	(1)	124	821	3.50	8.07%	0.762	625	
FY29	1,013	942	-	1	127	815	4.50	8.07%	0.705	575	
FY30	1,013	941	-	-	130	811	5.50	8.07%	0.653	529	
FY31	1,013	939	-	-	132	807	6.50	8.07%	0.604	487	
FY32	1,013	938	-	(1)	135	804	7.50	8.07%	0.559	449	
FY33	1,013	936	-	1	137	799	8.50	8.07%	0.517	413	
FY34	1,013	935	-	-	139	796	9.50	8.07%	0.479	381	
FY35	1,013	933	-	-	140	793	10.50	8.07%	0.443	351	
FY36	1,013	932	-	(1)	142	790	11.50	8.07%	0.410	324	
FY37	1,013	929	-	1	143	785	12.50	8.07%	0.379	298	
FY38	1,013	928	-	-	145	783	13.50	8.07%	0.351	275	
FY39	1,013	926	-	-	207	718	14.50	8.07%	0.325	233	
FY40	1,013	924	-	(1)	227	698	15.50	8.07%	0.300	210	
FY41	1,013	921	-	1	227	694	16.50	8.07%	0.278	193	
FY42	1,013	919	-	-	227	692	17.50	8.07%	0.257	178	
FY43	1,013	917	-	-	227	690	18.50	8.07%	0.238	164	
FY44	1,013	914	-	(1)	227	688	19.50	8.07%	0.220	152	
FY45	1,013	912	-	1	227	684	20.50	8.07%	0.204	139	
FY46	1,013	909	-	-	227	683	21.50	8.07%	0.189	129	
FY47	1,013	906	-	-	226	680	22.50	8.07%	0.175	119	
FY48	1,013	903	-	(1)	226	678	23.50	8.07%	0.162	110	
FY49	1,013	900	-	1	225	674	24.50	8.07%	0.149	101	
FY50	1,013	897	-	-	225	672	25.50	8.07%	0.138	93	
FY51	1,013	893	-	-	224	669	26.50	8.07%	0.128	86	
FY52*	1,002	880	-	0	221	660	27.49	8.07%	0.118	78	
TV	1,013	890	-	-	224	666	27.49	8.07%	0.118	79	
Present Value of Explicit Period Cash Flows										8579	
Present Value of Terminal Period Cash Flows										978	
Enterprise Value										9857	

* 26th March 2052

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Appendix 2 – Weighted Average Cost of Capital of the SPVs

Particulars	DMTCL	NRSSB	Remarks
Risk Free Rate (Rf)	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%	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)	0.70	0.71	Beta has been considered based on the beta of companies operating in the similar kind of business in India.
Base Cost of Equity	11.90%	11.93%	Base $K_e = R_f + (\beta \times ERP)$
Company Specific Risk Premium (CSRP)	0.00%	0.00%	Risk Premium/ (Discount) Specific to the SPVs
Adjusted Cost of Equity (K_e)	11.90%	11.93%	Adjusted $K_e = R_f + (\beta \times ERP) + CSRP$
Pre-tax Cost of Debt	8.14%	8.14%	As represented by the Investment Manager
Effective tax rate of SPV	22.03%	21.25%	Average tax rate for the life of the SPVs have been considered
Post-tax Cost of Debt	6.35%	6.41%	Effective cost of debt. $K_d = \text{Pre tax } K_d \times (1 - \text{Effective Tax Rate})$
Debt/(Debt+Equity)	70.00%	70.00%	The debt - equity ratio computed as $[D/(D+E)]$ is considered as 70% as per industry standard.
WACC Adopted	8.02%	8.07%	$WACC = [K_e \times (1 - D/(D+E))] + [K_d \times (1 - t) \times (D/(D+E))]$

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Appendix 3.1 – DMTCL: Summary of approvals and licences (1/2)

Sr. No.	Approvals	Date of Issue	Validity (in years)	Issuing Authority
1	Transmission License	30-May-14	25	Central Electricity Regulatory Commission
2	Transmission Service Agreement			
	Transmission Service Agreement between DMTCL & LTTCs	6-Aug-13	Valid	
	Supplementary Transmission Service Agreement between DMTCL & Power Grid Corporation of India Ltd	4-Aug-16	Valid	
	Revenue Sharing Agreement between DMTCL & Power Grid Corporation of India Ltd	4-Aug-16	Valid	
3	Approval under section 66(1) of Electricity Act, 2003	24-Jul-13	Valid	Ministry of Power, Government of India
4	Approval from GOI under section 164 of Electricity Act, 2003 - Under Gazette of India	4-Sep-14	25	Ministry of Power, Government of India
5	Connection Agreement between DMTCL and the CTU (Power Grid Corporation of India Ltd)	2-Mar-17	Valid	
6	Tariff Adoption order under section 63 of the Electricity Act, 2003	20-May-14	Valid	Central Electricity Regulatory Commission
7	Approval for Energisation under regulation 41 of CEA			
	Electrical installations of 62.79 km of 400 kV D/C Muzaffarnagar – Darbhanga Transmission Line	3-Jan-24	Valid	Central Electricity Authority, Ministry of Power, GOI
	400/220 kV GIS substation at Darbhanga, Bihar	3-Jan-24	Valid	Central Electricity Authority, Ministry of Power, GOI
	LULO section of 400 kV D/C Barh – Motihari – Gorakhpur Line at 400 kV substation of DMTCL	31-May-22	Valid	Central Electricity Authority, Ministry of Power, GOI
	400/132 kV GIS substation at Motihari, Bihar	31-May-22	Valid	Central Electricity Authority, Ministry of Power, GOI
8	Defence Clearance			
	NOC from aviation angle for construction of Transmission line by DMTCL	18-Oct-16	Valid	Air HQ, Ministry of Defence
9	Aviation Clearance			
	NOC for Height Clearance for Pole ID 51	16-Sep-16	7	Airports Authority Of India
	NOC for Height Clearance for Pole ID 47	20-Sep-16	7	Airports Authority Of India

Source: Investment Manager

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Appendix 3.1 – DMTCL: Summary of approvals and licences (2/2)

Sr. No.	Approvals	Date of issue	Validity (in years)	Issuing Authority
10	<u>Power & Telecommunication Coordination Committee (PTCC) Clearance</u> Approval to the route of 400 KV D/C triple snowbird Muzaffarpur - Darbhanga transmission line	11-Jul-16	Valid	Power & Telecom Co-ordination Committee, GOI
	Approval to the route of LILO of 400 KV D/C Barh - Gorakhpur at Motihari transmission line	20-Aug-16	Valid	Power & Telecom Co-ordination Committee, GOI
11	<u>Road Crossing</u> NOC for crossings of 400 KV D/C Muzaffarpur-Darbhanga lines over NH-28	23-Nov-16	Valid	National Highway Authority of India
	NH-20, at Gorakhpur-Gopalganj, for Barh-Gorakhpur transmission line	07-Sep-16	Valid	National Highway Authority of India
	NOC for crossing of 400 KV D/C Muzaffarpur-Darbhanga lines over NH-77	01-Sep-16	Valid	National Highway Authority of India
12	<u>Railway Crossing</u> Narsyanpur anant-Silaut Railway Stations	29-Sep-16	Valid	East Central Railway, Sonpur
13	<u>Diversion of Forest Land/Permission for felling of trees</u> Diversion of Forest land in favour of DMTCL (Gopalganj and Motihan)	5-Jun-18	Valid	Ministry of Environment, Forests & Climate Change, GOI
	Diversion of Forest land in favour of DMTCL (Gopalganj and East Champaran)	9-Jan-17	Valid	Ministry of Environment, Forests & Climate Change, GOI
14	<u>Power Line Crossing</u> Approval for crossing of 400 KV D/C Muzaffarpur-Darbhanga line with Muzaffarpur-Samastipur Line	16-May-15	Valid	Bihar State Power Transmission Co Ltd, Patna
	Approval for crossing of 400 KV D/C Muzaffarpur-Darbhanga line with Muzaffarpur-Gopalganj Line at Loop in Loop out	19-Sep-15	Valid	Bihar State Power Transmission Co Ltd, Patna
	NOC for under pass gantry power line crossing of 400 KV D/C Muzaffarpur-Darbhanga at Muzaffarpur, Bihar with Purnea-Muzaffarpur transmission line	02-Nov-16	Valid	Powerlinks Transmission Limited
	NOC for power line crossing arrangement for LILO of 400 KV D/C Barh-Gorakhpur transmission line up to 400/132 GIS substation with Muzaffarpur-Gorakhpur transmission line	06-Jul-15	Valid	Powerlinks Transmission Limited

Source: Investment Manager

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Appendix 3.2 – NRSSB: Summary of approvals and licences (1/2)

Sr. No.	Approvals	Date of Issue	Validity (in years)	Issuing Authority
1	Transmission License	25-Aug-14	25	Central Electricity Regulatory Commission
2	<u>Transmission Service Agreement</u>			
	Transmission Service Agreement between NRSS & LTTCs	2-Jan-14	Valid	
	Supplementary Transmission Service Agreement between NRSSB & Power Grid Corporation of India Ltd	4-Aug-16	Valid	
3	Approval under section 68(1) of Electricity Act, 2003	16-Sep-13	Valid	Ministry of Power, Government of India
4	Approval from GOI under section 164 of Electricity Act, 2003 - Under Gazette of India	15-Oct-14	25	Ministry of Power, Government of India
5	Connection Agreement between NRSS XXI (B) TL and the CTU (Power Grid Corporation of India	14-Dec-16	Valid	
6	Tariff Adoption order under section 63 of the Electricity Act, 2003	7-Aug-14	Valid	Central Electricity Regulatory Commission
7	Approval for Energisation under regulation 43 of CEA - Malerkotla-Amritsar	24-Jun-22	Valid	Central Electricity Authority, Ministry of Power, GOI
8	Approval for Energisation under regulation 43 of CEA - Kurukshetra-Malerkotla	24-Jun-22	Valid	Central Electricity Authority, Ministry of Power, GOI
9	<u>Defence Clearance</u>			
	NOC from aviation angle for construction of Transmission line Malerkotla-Amritsar	14-Feb-17	Valid	Air HQ, Ministry of Defence
	NOC from aviation angle for construction of Transmission line Kurukshetra-Malerkotla	17-Oct-16	Valid	Air HQ, Ministry of Defence
	NOC of PTCC for 400 kV D/C transmission line from PGCIL substation at Kurukshetra to PGCIL substation at Malerkotla and PGCIL substation at Malerkotla to PGCIL substation at Amritsar	18-Jan-16	Valid	Directorate General of Signals, Integrated HQ of Ministry of Defense (Army)
10	<u>Aviation Clearance</u>			
	NOC for Height Clearance Malerkotla-Amritsar	22-Feb-16	7	Airports Authority Of India
	NOC for Height Clearance Kurukshetra-Malerkotla	5-Apr-16	7	Airports Authority Of India
11	<u>Power & Telecommunication Coordination Committee (PTCC) Clearance</u>			
	Approval to the route of 400 kV D/C Kurukshetra-Malerkotla transmission Line	2-Dec-17	Valid	Power & Telecom Co-ordination Committee, GOI
	Approval to the route of 400 KV D/C Malerkotla-Amritsar transmission line	14-Mar-17	Valid	Power & Telecom Co-ordination Committee, GOI

Source: Investment Manager

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Appendix 3.2 – NRSSB: Summary of approvals and licences (2/2)

Sr. No	Period	Act	Section	Particulars	Amount (INR Million)
1	AY 2017-18	Bihar VAT	27	<p>Background of the case: Non-furnishing of Tax Audit Report under section 24 of Bihar VAT Act . Personal hearing attended on 05.11.2021 and department has intimated that certain tax audit forms are not filed for FY 2016-17 for which notice will be issued and penalty notice will be raised. Further, another notice for personal hearing is received dated 20.12.2021 to attend in person on 30.12.2021 with required books of accounts. Adjournment letter was filed on 30.12.2021 requesting time for 15 days. Hearing attended by consultant in Feb 2022 and response/clarification submitted on 10.02.2022 and 29.03.2022 for issues raised by the officer. Assessment order is received dated 13.04.2022 issuing a refund of INR 14,08,455/- and imposing penalty of INR 47,000/- and INR 95,250/-. Matter is closed for FY 2016-17. We have advised the consultant to co-ordinate with officer to adjust the demand of FY 2017-18 against refund of FY 2016-17 and issue not refund</p> <p>Current Status: Case has been transferred to another consultant on 20.02.2024 to visit the department and obtain order</p>	NA
2	AY 2018-19	GST	61	<p>Background of the case: We have received Notice u/s 61 (ASMT-10) dated 29.08.2023. The Officer has raised a demand of INR 3,83,333 for not discharging GST via RCM on Legal Services. Alongwith the demand the Officer has asked for various details. The Company has paid the required RCM of INR 3,83,333 alongwith interest of INR 3,98,166 on 11 September 2023. Further, the Company is in the process of submitting the additional details sought by the Officer.</p> <p>Current Status: Basis our discussions with the Officer we have been informed that the officer is transferred. The Company has made physical submissions on 25.10.2023.</p>	3.8
3	AY 2018-19	Bihar VAT	31	<p>Background of the case: Notice u/s 24 is received for FY 2017-18 on 13.05.2022 and consultant has attended personal hearing on 31.05.2022. Draft order has been received on 30th January 2023 raising a demand of Rs.11,77,902. The management had filed requisite details in response to said notice. No further communication is received from Department.</p> <p>Current Status: Regular followups are done with the consultant as well the officer to issue final order. Case has been transferred to another consultant on 20.02.2024 to visit the department and obtain order.</p>	7.7
4	AY 2019-20	Income Tax	143 (1)	<p>Background of the case: Intimation received on 24 June 2020. As per the intimation order loss of current year to be carry forward is disallowed to the extent of Rs 497,763 on account of issues identified in proposed adjustment notice. Rectification for reprocessing the return was filed on 09.03.2020, 22.05.2020 & 07.07.2020. However, rectification was processed unchanged on 15.08.2020.</p> <p>Current Status: A physical submission for rectification will be filed once rectification rights are transferred to AO.</p>	NA

Source: Investment Manager

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Appendix 4.1 – Summary of Ongoing Litigations – DMTC (1/2)

Sr. No	Matter	Pending Before	Particulars	Amount Involved {INR Cr}
1	Regulatory	APTEL, New Delhi	<p>Background of the case: DMTC filed a petition dated 26 October 2017, before the CERC against <i>inter alios</i> Bihar State Power Transmission Co. Ltd, for seeking extension of SCOD and compensation for force majeure and change in law events which impacted the ERSS-VI as per the scope of work specified in the Transmission Services Agreement, and for grant of an increase in transmission charges to offset costs on account of additional IDC and IEDC and corresponding carrying cost.</p> <p>CERC passed an order on 29 March 2018, allowing DMTC to recover expenditure incurred on account of change in law extension of SCOD on account of force majeure, and increase in taxes and duties. However, CERC disallowed recovery of IDC and IEDC beyond scheduled COD till actual COD, and corresponding carrying cost.</p> <p>Thereafter, DMTC filed an appeal dated 20 June 2020 ("Appeal I") before the Appellate Tribunal for Electricity ("APTEL") at New Delhi, wherein DMTC challenged, amongst others, the CERC order, claims in relation to IDC and IEDC, grant of relief for compensation due to delay in SCOD and loss of tariff along with seeking grant of consequential interest.</p> <p>APTEL passed an order dated 3 December 2021 and held that, (i) DMTC would be entitled to be fully compensated for the IDC and IEDC incurred on account of the change in law and force majeure events, (ii) DMTC would be compensated for the actual change in the length of the transmission lines, (iii) tariff would be levied only for services provided, (iv) DMTC would be allowed to recover amounts paid to PGCIL along with interest pursuant to order dated 1 September 2017, and (v) compensation for increased number of power lines crossings would be paid, amongst other things, and directed the matter back to CERC for passing appropriate orders.</p> <p>After submissions of requisite information by DMTC, CERC through order dated 13 May 2022 allowed DMTC's claims, however, the claims in relation to carrying costs were disallowed. Consequently, DMTC filed an appeal dated 24 June 2022 challenging the said CERC order seeking the payment of carrying costs in relation to IDC, IEDC and other costs claimed by DMTC.</p> <p>Current Status: The matter is currently pending in appeal at APTEL. In the listing on 16 January 2023, the Tribunal to hear the urgent application filed by DMTC, the Tribunal, citing pendency of matters for years, did not agree to take this matter on an urgent basis but granted liberty to file a fresh urgent listing application after June 2023.</p> <p>Further listed on 18th Jul, 21st Jul & on 24th July. Matter heard on 25th July 23. Matter included in list of short matters. To be taken up basis our position in the list of short matters at Sr. No 57 and 58.</p>	<p>Our estimate is approx. INR 27 Cr. (till March 22) subject to decision of the tribunal</p>

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Appendix 4.1 – Summary of Ongoing Litigations – DMTCL (2/2)

Sl. No	Matter	Pending Before	Particulars	Amount Involved (INR Cr)
2	Regulatory	CERC (filed by PGCIL)	<p>Background of the case: DMTCL filed a claim for recovery of INR 0.55 Cr plus interest which was borne by it as IDC and IEDC for PGCIL's 2x400 kV line bays at Muzaffarpur sub-station for the period 31 August 2016 to 21 April 2017. CERC through its order dated 13 May 2022 referred to in (1) above, also allowed DMTCL to recover this amount from PGCIL. In furtherance of this, PGCIL paid INR 0.55 Cr to DMTCL but no interest was paid.</p> <p>Subsequently, PGCIL filed a petition in CERC to seek mechanism for recovery of INR 0.55 Cr plus interest which it had paid to DMTCL and has made DMTCL a party to this petition.</p> <p>Current Status: This matter was disposed off. Order issued on 6 December 2023, there is no implication of DMTCL.</p>	<p>NIL (at present)</p> <p>There is no amount claimed by PGCIL against DMTCL.</p>
3	Regulatory	CERC	<p>Background of the case: DMTCL filed a petition against <i>inter alios</i> Bihar power utilities (such as BSPTCL, NBPDC and SBPDCL), for recovery of deemed transmission charges (plus applicable late payment surcharge and carrying cost) from the date of its deemed commercial operations being 31 March 2017, up to 15 April 2017, for its 2 x 500 MVA, 400/220kV Darbhanga sub-station and Muzaffarpur-Darbhanga 400kV D/C line with triple snowbird, which remained unrecovered due to non-availability of 220 kV downstream transmission network developed by BSPTCL.</p> <p>Current Status: The petition was admitted on 11 August 2023. DMTCL asked to file an amended memo of parties to include all LTTCs along with submission of both substation technical details.</p> <p>BSPHCL has filed its reply on 6 October 2023, and we have to file rejoinder by 24 October 2023. This matter was last heard on 6 Dec 2023 - Bihar holding argued that this is only 15 days and let it be. We argued that liability needs to be settled. We need to present our energization approval. They also argued that this should not be a liability on Bihar holding but we argued that they have the authority for commercial settlement. Bihar transmission also filed a reply and written submission by Bihar holding. We have filed a rejoinder on 12 January 2024. Subject to this the order is reserved.</p>	<p>INR 2.65 Cr plus applicable late payment surcharge</p> <p>INR 0.35 Cr for change in tariff plus applicable carrying cost</p>
4	Land matter	Court of Sub-Judge, I, Ateraj, Bihar	<p>Background of the case: DMTCL and Sishir Kumar had entered into sale deeds dated 15 May 2023 for purchase of certain plots of land adjacent to the Motihari substation, for a total consideration of ~ INR 21,00,000. However, due to certain conditions not being fulfilled by Sishir Kumar, the transaction could not be consummated. Further, the sale deeds erroneously recorded the incorrect consideration amount, description of land, etc.</p> <p>Sishir Kumar filed a petition in the Court of Sub-Judge, I, Ateraj, on 21 December 2023 citing that he has not received the consideration amount, and praying that the sale deeds be declared ineffective, inoperative, null and void ab initio.</p> <p>DMTCL filed its Written Statement on 27 March 2024, <i>inter alia</i> stating that they have not paid the consideration as certain pre requisites for payment such as updation of revenue records, NA conversion etc. were not achieved, and hence consideration was not paid, and praying that the sale deeds be declared null and void ab initio.</p> <p>Current Status: The next date of hearing in the matter is 23 April 2024.</p>	

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Appendix 4.2 – Summary of Ongoing Litigations - NRSSB (1/3)

Sr. No.	Matter	Pending Before	Particulars	Amount Involved (INR Cr.)
1	Regulatory	APTEL, New Delhi	<p>Background of the case: NRSS filed a petition dated 4 September 2017, before the CERC for seeking extension of SCOD and compensation for force majeure and change in law events as per the provisions of the Transmission Services Agreement, and for grant of an increase in transmission charges to offset costs on account of additional IDC and IEDC and carrying cost.</p> <p>CERC passed orders on 30 November 2017 and 29 March 2019, allowing NRSS to recover expenditure incurred on account of change in law, extension of SCOD on account of force majeure, and increase in taxes and duties. However, CERC disallowed recovery of IDC and IEDC beyond scheduled COD till actual COD and carrying cost.</p> <p>Thereafter, NRSS filed appeals dated 9 August 2019 and 19 March 2020 before the Appellate Tribunal for Electricity ("APTEL") at New Delhi challenging the CERC orders, claims in relation to IDC and IEDC along with seeking grant of consequential interest.</p> <p>Consequently, APTEL vide its order dated 14 September 2020, set aside the first CERC order and held that NRSS cannot be held liable to pay IDC and IEDC on account of delay in commissioning of PGCIL's transmission assets, and remanded the matter back to CERC ("Remand Order I"). Further, APTEL vide order dated 13 December 2021 held that NRSS was liable to be fully compensated for the IDC and IEDC incurred on account of change in law and force majeure events amongst other things and remanded the matter back to CERC ("Remand Order II").</p> <p>However, APTEL, vide order dated 11 May 2022 in relation to clarification application filed by NRSS upheld Remand Order II, however, disallowing NRSS's claim for carrying costs in relation to IDC and IEDC.</p> <p>In furtherance of this, NRSS has filed an appeal dated 23 June 2022 challenging order dated 11 May 2022 and seeking compensation in relation to the carrying costs for IDC and IEDC.</p> <p>Separately, CERC vide order dated 26 April 2022 stated that the liability for payment of the IDC and IEDC is on NRSS and not PGCIL, contrary to the finding of the APTEL in the Remand Order I. Accordingly, NRSS filed appeal dated 10 June 2022 challenging this order and seeking a declaration from APTEL to hold NRSS not liable for the payment of IDC and IEDC.</p> <p>Current Status: The matter is currently pending in appeal at APTEL. In the listing on 16 January 2023 for the Tribunal to hear the urgent application filed by NRSS, the Tribunal, citing pendency of matters for years, did not agree to take this matter on an urgent basis but granted liberty to file a fresh urgent listing application after June 2023. Further listed on 18th Jul, 21st Jul & on 24th July. Matter heard on 25th July 23. Matter included in list of short matters at Sr. No 57 and 58.</p>	Our estimate is approx INR 14 Cr. (till March 22) subject to decision of the tribunal

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Appendix 4.2 – Summary of Ongoing Litigations - NRSSB (2/3)

Sr. No	Matter	Pending Before	Particulars	Amount Involved (INR Cr)
2	Petition	APTEL, New Delhi	<p>Background of the case: This is regarding tariff determination of PGCIL's Malerkotla and Amritsar bays for the tariff period of 2014- 2019. CERC decided that liability of IDC/ IEDC on account of mismatching of PGCIL constructed terminal bays (upstream network) and NRSS constructed lines (downstream network) is on NRSS.</p> <p>NRSS appealed against the CERC order, and APTEL set aside this order since NRSS transmission line delay was condoned under force majeure provision of TSA and matter was remanded back to CERC to pass a reasoned order based on the present facts of the matter. However, despite APTEL order, vide order dated 26 April 2022, CERC ultimately again decided that liability of IDC/ IEDC pertains to upstream/downstream element mismatching and is to be recovered from NRSS.</p> <p>Current Status: NRSS has filed an appeal challenging the CERC order, Pleadings have been completed from both sides and matter is included in the List of Finals. Both 2 and 3 are being heard jointly and coming up for hearing every few days but cannot be heard due to paucity of time. These Matters already included in list of short matters at Sr. No 19.</p>	INR 1.28 Cr (now this amount has been revised to INR 1,004 Cr)
3	Regulatory	APTEL, New Delhi	<p>Background of the case: This is regarding tariff determination of PGCIL's Kurukshetra bays for the tariff period of 2014- 2019. CERC decided that liability of transmission charges on account of mismatching of PGCIL constructed terminal bays (upstream network) and NRSS constructed lines (downstream network) is on NRSS.</p> <p>NRSS appealed against the CERC order on the grounds that NRSS COD was delayed on account of force majeure events and this situation was beyond their control, and APTEL has upheld similar grounds in other matters.</p> <p>Current status: Same as 2 above.</p>	INR 0.20 Cr
4	Petition	CERC	<p>Background of the case: Central Transmission Utility (CTUIL) filed a petition before CERC dated 19 March 2021 against NRSS seeking directions for installation of optical fibre ground wire (OPGW) on the 400kV Kurukshetra-Malerkotla transmission line owned by NRSS.</p> <p>Current Status: On 30 March 2022, CTUIL filed an affidavit in CERC, stating that PGCIL has informed that it has no objection if NRSS lays down the OPGW on its own. Basis joint discussions of NRSS and CTUIL, the parties completed pleadings before CERC. CERC passed an order on 27 December 2023. As per this order, OPGW has to be implemented by NRSS following a transparent bidding based procurement method and relief will be granted in accordance with Change in Law provision of the TSA, for which NRSS has to approach the commission later. Further, to take up this work, we have filed a clarificatory application before CERC for seeking a necessary clarification related to the recovery of the capital investment as allowed under "Change in law" provision of TSA.</p>	Basic DPR estimates, this may involve a capex of INR 8.6 Cr and that subject to CERC order, this may be recovered either as annual tariff or as one time reimbursement, for that clarification application has been filed.

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Appendix 4.2 – Summary of Ongoing Litigations - NRSSB (3/3)

Sr No	Matter	Pending Before	Particulars	Amount Involved (INR Cr)
5	Civil Suit	Civil Court, Pehowa, Kurukshetra	<p>Background of the case: Landowners Jagtar Singh & Mukesh Kumar have filed the existing suit of mandatory injunction and a recovery suit for damage due to the installation of the transmission system, which they allege has led to reduction in the land value, destruction of tubewell, power supply connections, cost required for digging of two new borewells, alleged destruction of 22 no. of fruit trees and alleged loss of cultivation at their land. The land is located at Tehsil Pehowa, District Kurukshetra, Haryana, and NRSSB has paid them compensation for installation of transmissions towers and lines through their land.</p> <p>Current Status: NRSSB has filed its written statement, reply to application under O39R102 as well as application under O7R11 and under O1R10 of CPC. The plaintiff has also filed its reply to O1R10 and O7R11. We argued the matter, but counterparty asked for further time. The next date is scheduled on 15 Apr 2024 for the order of applications under O1R10 and O7R11.</p>	INR 0.20 Cr
6	Civil Suit	Addl. District & Session Court, Ludhiana (Punjab)	<p>Background of the case: This suit has been filed by landowner Mr. Amarjeet Singh Ruprai claiming additional compensation for the land over which the transmission lines have been laid, on the ground that the land has become unusable due to stringing of high tension wire above it, and is claiming additional compensation for the total land parcel.</p> <p>Current Status: Rajender's cross examination happened on 6 Dec 2023 and 18 Dec 2023. Next hearing is fixed on 15 April 2024 for rebuttal & arguments.</p>	INR 7 Cr

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Appendix 5.1 – Summary of Tax Notices – DMTCL

Sr. No	Period	Act	Section	Particulars	Amount Involved (INR Million)
1	AY 2017-18	Bihar VAT	27	<p>Background of the case: Non-furnishing of Tax Audit Report under section 24 of Bihar VAT Act. Personal hearing attended on 05.11.2021 and department has intimated that certain tax audit forms are not filed for FY 2016-17 for which notice will be issued and penalty notice will be raised. Further, another notice for personal hearing is received dated 20.12.2021 to attend in person on 30.12.2021 with required books of accounts. Adjournment letter was filed on 30.12.2021 requesting time for 15 days. Hearing attended by consultant in Feb 2022 and response/clarification submitted on 10.02.2022 and 29.03.2022 for issues raised by the officer. Assessment order is received dated 13.04.2022 issuing a refund of INR 14,08,465/- and imposing penalty of INR 47,000/- and INR 96,250/-. Matter is closed for FY 2016-17. We have advised the consultant to co-ordinate with officer to adjust the demand of FY 2017-18 against refund of FY 2016-17 and issue not refund.</p> <p>Current Status: Case has been transferred to another consultant on 20.02.2024 to visit the department and obtain order.</p>	NA
2	AY 2018-19	GST	61	<p>Background of the case: We have received Notice u/s 61 (ASMT-10) dated 29.09.2023. The Officer has raised a demand of INR 3,83,333 for not discharging GST via RCM on Legal Services. Alongwith the demand the Officer has asked for various details. The Company has paid the required RCM of INR 3,83,333 alongwith interest of INR 3,98,166 on 11 September 2023. Further, the Company is in the process of submitting the additional details sought by the Officer.</p> <p>Current Status: Basis our discussions with the Officer we have been informed that the officer is transferred. The Company has made physical submissions on 25.10.2023.</p>	3.8
3	AY 2018-19	Bihar VAT	31	<p>Background of the case: Notice u/s 24 is received for FY 2017-18 on 13.05.2022 and consultant has attended personal hearing on 31.05.2022. Draft order has been received on 30th January 2023 raising a demand of Rs.11,77,902. The management had filed requisite details in response to said notice. No further communication is received from Department.</p> <p>Current Status: Regular followups are done with the consultant as well the officer to issue final order. Case has been transferred to another consultant on 20.02.2024 to visit the department and obtain order.</p>	7.7
4	AY 2019-20	Income Tax	143 (1)	<p>Background of the case: Intimation received on 24 June 2020. As per the intimation order loss of current year to be carry forward is disallowed to the extent of Rs 497,763 on account of issues identified in proposed adjustment notice. Rectification for reprocessing the return was filed on 09.03.2020, 22.05.2020 & 07.07.2020. However, rectification was processed unchanged on 19.08.2020.</p> <p>Current Status: A physical submission for rectification will be filed once rectification rights are transferred to AO.</p>	NA

Source: Investment Manager

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Appendix 5.2 – Summary of Tax Notices – NRSSB

Sr. No	Period	Act	Section	Particulars	Amount Involved (INR Millions)
1	AY 2018-19	Income Tax	143(2)	<p>Background of the case: Assessment order u/s 143(3) had been passed on 22.02.2021 accepting the ITR filed by the Company. However, in the Computation sheet & Demand notice following errors were made erroneously -</p> <p>a. Loss to be off reduced by INR 34 crores (from INR 138.5 crores to INR 104.5 crores).</p> <p>b. raised MAT demand of INR 1.79 lakhs.</p> <p>These being error/mistake apparent on the face of Assessment order, we had filed rectification application u/s 154 of the IT Act on 01.04.2021 requesting Officer to rectify these errors. In response, we have received rectification order 19.05.2023 wherein MAT demand has been nullified. However, losses are not reinstated. For the same rectification application has been filed on 19.06.2023</p> <p>Current Status: Rectification Application has been filed for 43B differences. Order u/s 154 is yet to be received.</p>	NA
2	AY2020-21	Income Tax	143(1)	<p>Background of the case: Intimation issued u/s 143(1) dated 09 November 2021 for AY 2020-21 in the case of NRSSB. Refund is issued after adjusting outstanding demand of INR 1.79 Lacs and interest of INR 0.12 Lacs. There are differences on account of various 43B items. Once the rectification is processed for AY 2018-19, the company will apply for refund for AY 2020-21. Once the rectification is processed for AY 2018-19, the company will apply for refund for AY 2020-21. Rectification Application has been filed for 43B differences. Order u/s 154 is yet to be received.</p> <p>Current Status: Rectification order dated 30.01.2024 received deleting the demand and accepting the return of income.</p>	NA
3	AY2021-22	Income Tax	143 (1) (a)	<p>Background of the case: Inconsistency in the amount of profit chargeable to tax u/s 41 specified in return & in audit report. Appropriate response is filed on 25.04.2022. Adjustment of INR 10.79 Lacs is done by CPC u/s 143(1) on 30.05.2022. As per the intimation, CPC had calculated refund of INR 21,72,020 (including interest u/s 244A of ITR 1,42,090). Refund of INR 21,72,020 was received on 0 July 2022. To rectify the adjustment of INR 10.79 lakhs, Company has filed rectification online. To this Company has received an order u/s 154 on 4 April 2023 rectifying the adjustment and restating the losses to the extent of INR 10.79 lakhs. However, the Company has received a demand of INR 1,31,940. This demand is on account of reduction in interest on income-tax refund from INR 1,42,090 to INR 10,150, in relation to the same the Company is deliberating with the Consultants on the possible solution.</p> <p>Current Status: Reprocessing return request and grievance raised on 5/12/2023. Rectification order dated 30.01.2024 received deleting the demand and accepting the return of income.</p>	NA

Source: Investment Manager

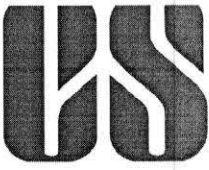
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Appendix 5.2 – Summary of Tax Notices – NRSSB

Sl. No	Financial Year	Act	Section	Particulars	Amount involved (INR Million)
4	AY 2022-23	Income Tax	143 (1) (a)	<p>Background of the case: Intimation issued u/s 143(1)(a) dated 14.12.2022. As per the intimation CPC has proposed adjustment to total income of Rs. 5,23,647 due to inconsistency in amount mentioned at Sl. No. 3(a) of Part A of "Increase in the profit or decrease in loss because of deviation, if any, as per Income Computation Disclosure Standards notified under section 145(2)" in return as compared to amount mentioned in clause 13 (a) of audit report. Response to intimation rejecting the proposed adjustment has been filed on 02.01.2023. In response, CPC has issued intimation u/s 143(1) on 19.01.2023 reducing the losses to the extent of Rs. 5,23,647. Consultants have liaised with CPC wherein they were informed to upload a JSON file under return data correction alongwith comments. The company have also uploaded on the JSON file on 16.02.2023. In response, the company received an order u/s 154 without rectification of losses. The company have written an email to e-filingwebmanager on 09.03.2023 and 06.04.2023 and are waiting for their response. The company will be raising grievance on IT portal.</p> <p>Current Status: Rectification order dated 27/11/2023 received and error has been rectified and the loss to be carried forward has been properly reflected as claimed in the original return filed. No further action required to be taken.</p>	NA
5	AY 2023-24	Income Tax	143 (1)	<p>Background of the case: Intimation issued u/s 143(1) dated 24.11.2023 for AY 2023-24. As per the intimation CPC has accepted the income tax return filed by the Company. Further, intimation u/s 245 is issued proposing to adjust INR 131940 (demand of AY 2021-22) and INR 263050 (demand of AY 2020-21). Grievance is raised on 05.12.2023. Refund re-issue failed since bank account closed. Another Bank has been re-validated for refund.</p> <p>Current Status: Refund re-issue request re-raised on 05/01/2024. Refund received in bank on 11.01.2024.</p>	NA

Source: Investment Manager

<<End of Report>>



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
ANZEN INDIA ENERGY YIELD PLUS TRUST**

(An Infrastructure investment trust registered with SEBI vide Registration No. IN/InvIT/21-22/0020)

FOR THE YEAR ENDED MARCH 31, 2024

(Pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 06, 2023)

To,

Anzen India Energy Yield Plus Trust

Plot No. 294/3, Edelweiss House, off CST Road,
Kalina, Santacruz – East,
Mumbai 400098

We have examined:

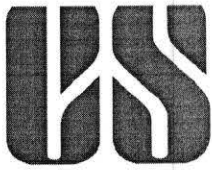
- a) all the documents and records made available to us and explanation provided by **Edelweiss Real Assets Managers Limited (“the Investment Manager”)** acting as the Investment Manager of Anzen India Energy Yield Plus Trust (“**Anzen**”);
- b) the filings/ submissions made by the Investment Manager to the stock exchanges;
- c) website of Anzen;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial 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**”), rules made thereunder and the 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 (“**SEBI Regulations**”):

- 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 (to the extent applicable);
- c) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;

Address: F-76-A, 1st Floor, Eternity Commercial Complex, Teen Haath Naka, LBS Marg, Thane West 400604





d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Based on the above examination, we hereby report that, during the Review Period:

a) The Investment Manager of Anzen 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 (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of The Practicing Company Secretary
Nil			

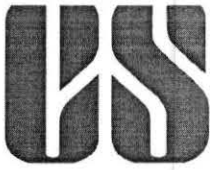
b) The Investment Manager of Anzen has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

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 letter,debarment, etc.	Observations/ Remarks of The Practicing Company Secretary
Nil				

d) The investment manager of the InvIT has taken following actions to comply with the observations made in previous reports:





Ashita Kaul & Associates

Practicing Company Secretary
+91 9892332128 | ashkaulcs@gmail.com

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the Investment Manager, if any	Comments of the Practicing Company Secretary on the actions taken by the InvIT
Nil				

For Ashita Kaul & Associates
Practicing Company Secretaries



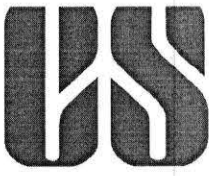
Proprietor
FCS 6988/CP 6529
Peer Review: 1718/2022

Place: Thane

Date: 16th May, 2024

UDIN: F006988F000348131

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.



Ashita Kaul & Associates

Practicing Company Secretary
+91 9892332128 | ashkaules@gmail.com

Annexure A

To,

Anzen India Energy Yield Plus Trust

Plot No. 294/3, Edelweiss House, off CST Road,
Kalina, Santacruz – East,
Mumbai 400098

Our report of even date is to be read along with this letter.

1. Maintenance of compliance record is the responsibility of the Investment Manager of the Listed Entity. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. Some part of Audit was conducted offline. We have also conducted online verification and examination of the relevant documents and records as facilitated by the listed entity for the purpose of issuing this Annual Secretarial Compliance Report. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. Wherever required, we have obtained the Investment Manager representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of SEBI laws, rules, regulation and other applicable laws, rules, regulations, standards is the responsibility of the Investment Manager. Our examination was limited to the verification of compliance done by the listed entity.
6. The Annual Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the Investment Manager has conducted the affairs of the listed entity.

Place: Thane
Date: 16th May, 2024
UDIN: F006988F000348131



For Ashita Kaul & Associates
Practicing Company Secretaries

Proprietor
FCS 6988/CP 6529
Peer Review: 1718/2022

Quarterly Compliance Report on Corporate Governance

1. Name of InvIT : **Anzen India Energy Yield Plus Trust**
2. Name of the Investment manager : **Edelweiss Real Assets Managers Limited**
3. Quarter ending : **June 30, 2023**

I. Composition of Board of Directors of the Investment Manager											
Title (Mr. / Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson / Non- Independent / Independent / Nominee) &	Initial Date of Appoint ment	Date of Reappoin tment	Date of Ces satio n	Ten ure*	No. of directorship s in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	No of Independent directorship s 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 <i>(Refer Regulation 26G of InvIT Regulations)</i>	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 <i>(Refer Regulation 26G of InvIT Regulations)</i>
Mr.	Venkatchalam Arakoni Ramaswamy	DIN:00008509 PAN:AADPR1740H	Non- Executive Director	23.11.2021	-	-	-	4	0	3	1

Mr.	Sunil Mitra	DIN: 00113473 PAN:AEMPM5982P	Independent Director	23.11.2021	-	-	19.7	4	4	2	3
Mr.	Subahoo Chordia	DIN: 09216398 PAN:ADZPC4756H	Non- Executive Director	25.06.2021	-	-	-	1	0	0	0
Mr.	Shiva Kumar	DIN: 06590343 PAN:AGZPK5453C	Independent Director	01.04.2022	-	-	14.29	4	1	5	2
Ms.	Ranjita Deo	DIN: 09609160 PAN:AHKPD7312H	Executive Director	17.05.2022	-	-	-	1	0	2	0
Ms.	Nupur Garg	DIN: 03414074 PAN:AGVPG6648R	Independent Director	23.05.2023	-	-	1.7	2	2	2	2
Ms.	Bala C Deshpande	DIN: 00020130 PAN:ABXPD4099A	Independent Director	01.04.2023	-	-	2.29	3	2	4	0
		Whether Regular chairperson appointed :- No									
		Whether Chairperson is related to managing director or CEO :- No									
		<p>^sPAN of any director would not be displayed on the website of Stock Exchange.</p> <p>^{&}Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</p>									
		*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the investment manager in continuity without any cooling off period.									

II. Composition of Committees

<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Non Independent/Independent /Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	No	Mr. Sunil Mitra	Non-Executive - Independent Director	08.07.2022	-
		Mr. Shiva Kumar	Non-Executive - Independent Director	08.07.2022	-
		Ms. Ranjita Deo	Executive Director	08.07.2022	-
2. Nomination & Remuneration Committee	No	Mr. Shiva Kumar	Non-Executive - Independent Director	31.03.2023	-
		Mr. Sunil Mitra	Non-Executive - Independent Director	08.07.2022	-
		Ms. Bala C Deshpande	Non-Executive - Independent Director	01.04.2023	-
3. Risk Management Committee	No	Ms. Ranjita Deo	Executive Director	08.07.2022	-
		Mr. Sunil Mitra	Non-Executive - Independent Director	08.07.2022	-
4. Stakeholders Relationship Committee	No	Ms. Ranjita Deo	Executive Director	08.07.2022	-
		Mr. Shiva Kumar	Non-Executive - Independent Director	08.07.2022	-
		Ms. Bala C Deshpande	Non-Executive - Independent Director	01.04.2023	-

&Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meetings of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
27.01.2023	-	-	-	-	-
13.02.2023	-	-	-	-	16
	12.05.2023	Yes	6	3	87
	25.05.2023	Yes	7	4	12

** to be filled in only for the current quarter meetings*

IV. Meetings of Committees

<i>Name of the Committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days) **</i>
Audit Committee	-	-	-	-	27.01.2023	-
	-	-	-	-	13.02.2023	16
	12.05.2023	Yes	3	2	-	87
	25.05.2023	Yes	3	2	-	12
Nomination & Remuneration committee	-	-	-	-	27.01.2023	-
	12.05.2023	Yes	3	3	-	104
Risk Management Committee	-	-	-	-	13.02.2023	-
Stakeholders Relationship Committee	-	-	-	-	13.02.2023	-

** 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.*

V. Affirmations	Yes/No
1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee	Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
5. Report and/or the report submitted in the previous quarter has been placed before Board of Directors of the investment manager. Any comments/observations/advice of the board of directors may be mentioned here	Yes
<p>For ANZEN INDIA ENERGY YIELD PLUS TRUST (acting through its Investment Manager Edelweiss Real Assets Managers Limited)</p> <p>SD/- JALPA PAREKH COMPANY SECRETARY & COMPLIANCE OFFICER ACS 44507</p>	

Quarterly Compliance Report on Corporate Governance

1. Name of InvIT : **Anzen India Energy Yield Plus Trust**
2. Name of the Investment manager : Edelweiss Real Assets Managers Limited
3. Quarter ending : September 30, 2023

I. Composition of Board of Directors of the Investment Manager											
Title (Mr. / Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson / Non- Independent / Independent / Nominee) &	Initial Date of Appoint ment	Date of Reappoin tment	Date of Ces satio n	Ten ure*	No. of directorship s in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	No of Independent directorship s 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 <i>(Refer Regulation 26G of InvIT Regulations)</i>	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 <i>(Refer Regulation 26G of InvIT Regulations)</i>
Mr.	Venkatchalam Arakoni Ramaswamy	DIN:00008509 PAN:AADPR1740H	Non-Executive Director	23.11.2021	-	-	-	4	0	3	1

Mr.	Sunil Mitra	DIN: 00113473 PAN:AEMPM5982P	Independent Director	23.11.2021	01.04.2023	-	22.8	4	4	2	0
Mr.	Subahoo Chordia	DIN: 09216398 PAN:ADZPC4756H	Non-Executive Director	25.06.2021	-	-	-	1	0	0	0
Mr.	Shiva Kumar	DIN: 06590343 PAN:AGZPK5453C	Independent Director	01.04.2022	01.04.2023	-	18	4	4	4	2
Ms.	Ranjita Deo	DIN: 09609160 PAN:AHKPD7312H	Executive Director	17.05.2022	-	-	-	1	0	1	0
Ms.	Nupur Garg	DIN: 03414074 PAN:AGVPG6648R	Independent Director	23.05.2023	-	-	4.8	2	2	0	1
Ms.	Bala C Deshpande	DIN: 00020130 PAN:ABXPD4099A	Independent Director	01.04.2023	-	-	6	3	1	2	0
		Whether Regular chairperson appointed :- No									
		Whether Chairperson is related to managing director or CEO :- No									
		<i>\$PAN of any director would not be displayed on the website of Stock Exchange. &Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</i>									
		<i>*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the investment manager in continuity without any cooling off period.</i>									

II. Composition of Committees

<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Non Independent/Independent /Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	No	Mr. Sunil Mitra	Independent Director	08.07.2022	-
		Mr. Shiva Kumar	Independent Director	08.07.2022	-
		Ms. Ranjita Deo	Non Independent Director	08.07.2022	-
		Ms. Bala C Deshpande	Independent Director	11.08.2023	-
2. Nomination & Remuneration Committee	No	Mr. Shiva Kumar	Independent Director	31.03.2023	-
		Mr. Sunil Mitra	Independent Director	08.07.2022	-
		Ms. Bala C Deshpande	Independent Director	01.04.2023	-
3. Risk Management Committee	No	Ms. Ranjita Deo	Non Independent Director	08.07.2022	-
		Mr. Subahoo Chordia	Non Independent Director	11.08.2023	-
		Ms. Nupur Garg	Independent Director	11.08.2023	-
		Mr. Sunil Mitra	Independent Director	08.07.2022	-
4. Stakeholders Relationship Committee	No	Mr. Venkatchalam Ramaswamy	Non Independent Director	11.08.2023	-
		Mr. Shiva Kumar	Independent Director	08.07.2022	-
		Ms. Bala C Deshpande	Independent Director	20.04.2023	-

			Ms. Ranjita Deo	Non Independent Director	08-07-2022	11.08.2023
<i>*Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</i>						
III. Meetings of Board of Directors						
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>		<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
12.05.2023	-	-	-		-	-
25.05.2023	-	-	-		-	12
	20.07.2023	Yes	6		3	55
	11.08.2023	Yes	5		3	21
<i>* to be filled in only for the current quarter meetings</i>						
IV. Meetings of Committees						
<i>Name of the Committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days) **</i>
Audit Committee	-	-	-	-	12.05.2023	-
	-	-	-	-	25.05.2023	12
	20.07.2023	Yes	3	2	-	55
	11.08.2023	Yes	3	2	-	21
Nomination & Remuneration committee	-	-	-	-	12.05.2023	-
	-	-	-	-	-	-
Risk Management Committee	11.08.2023	Yes	4	2	-	-

Stakeholders Relationship Committee	-	-	-	-	-	-
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* 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.

V. Affirmations

	Yes/No
1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee	Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
5. Report and/or the report submitted in the previous quarter has been placed before Board of Directors of the investment manager. Any comments/observations/advice of the board of directors may be mentioned here	Yes

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

SD/-
JALPA PAREKH
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS 44507

Quarterly Compliance Report on Corporate Governance

1. Name of InvIT : **Anzen India Energy Yield Plus Trust**
2. Name of the Investment manager : Edelweiss Real Assets Managers Limited
3. Quarter ending : December 31, 2023

I. Composition of Board of Directors of the Investment Manager											
Title (Mr. / Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson / Non- Independent / Independent / Nominee) &	Initial Date of Appoint ment	Date of Reappoin tment	Date of Ces satio n	Ten ure*	No. of directorship s in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	No of Independent directorship s 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 <i>(Refer Regulation 26G of InvIT Regulations)</i>	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 <i>(Refer Regulation 26G of InvIT Regulations)</i>
Mr.	Venkatchalam Arakoni Ramaswamy	DIN:00008509 PAN:AADPR1740H	Non-Executive Director	23.11.2021	-	-	-	3	0	3	1

Mr.	Sunil Mitra	DIN: 00113473 PAN:AEMPM5982P	Independent Director	23.11.2021	01.04.2023	-	25.8	4	4	2	0
Mr.	Subahoo Chordia	DIN: 09216398 PAN:ADZPC4756H	Non-Executive Director	25.06.2021	-	-	-	1	0	0	0
Mr.	Shiva Kumar	DIN: 06590343 PAN:AGZPK5453C	Independent Director	01.04.2022	01.04.2023	-	21	4	4	4	2
Ms.	Ranjita Deo	DIN: 09609160 PAN:AHKPD7312H	Executive Director	17.05.2022	-	-	-	1	0	1	0
Ms.	Nupur Garg	DIN: 03414074 PAN:AGVPG6648R	Independent Director	23.05.2023	-	-	7.8	2	2	0	1
Ms.	Bala C Deshpande	DIN: 00020130 PAN:ABXPD4099A	Independent Director	01.04.2023	-	-	9	2	1	2	0
		Whether regular chairperson appointed :- No									
		Whether Chairperson is related to managing director or CEO :- No									
		<i>\$PAN of any director would not be displayed on the website of Stock Exchange. &Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</i>									
		<i>*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the investment manager in continuity without any cooling off period.</i>									

II. Composition of Committees

<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Non Independent/Independent /Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	No	Mr. Sunil Mitra	Independent Director	08.07.2022	-
		Mr. Shiva Kumar	Independent Director	08.07.2022	-
		Ms. Ranjita Deo	Non Independent Director	08.07.2022	-
		Ms. Bala C Deshpande	Independent Director	11.08.2023	-
2. Nomination & Remuneration Committee	No	Mr. Shiva Kumar	Independent Director	31.03.2023	-
		Mr. Sunil Mitra	Independent Director	08.07.2022	-
		Ms. Bala C Deshpande	Independent Director	01.04.2023	-
3. Risk Management Committee	No	Ms. Ranjita Deo	Non Independent Director	08.07.2022	-
		Mr. Subahoo Chordia	Non Independent Director	11.08.2023	-
		Ms. Nupur Garg	Independent Director	11.08.2023	-
		Mr. Sunil Mitra	Independent Director	08.07.2022	-
4. Stakeholders Relationship Committee	No	Mr. Venkatchalam Ramaswamy	Non Independent Director	11.08.2023	-
		Mr. Shiva Kumar	Independent Director	08.07.2022	-
		Ms. Bala C Deshpande	Independent Director	20.04.2023	-

&Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meetings of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
20.07.2023	-	-	-	-	-
11.08.2023	-	-	-	-	21
	20.10.2023	Yes	7	4	69
	02.11.2023	Yes	7	4	12

** to be filled in only for the current quarter meetings*

IV. Meetings of Committees

<i>Name of the Committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days) **</i>
Audit Committee	-	-	-	-	20.07.2023	-
	-	-	-	-	11.08.2023	21
	20.10.2023	Yes	4	3	-	69
	02.11.2023	Yes	4	3	-	12
Nomination & Remuneration committee	-	-	-	-	-	-
	-	-	-	-	-	-
Risk Management Committee					11.08.2023	-
Stakeholders Relationship Committee	-	-	-	-	-	-

* 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.

V. Affirmations	Yes/No
1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee	Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
5. Report and/or the report submitted in the previous quarter has been placed before Board of Directors of the investment manager. Any comments/observations/advice of the board of directors may be mentioned here	Yes

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

**SD/-
JALPA PAREKH
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS 44507**

Quarterly Compliance Report on Corporate Governance

1. Name of InvIT : **Anzen India Energy Yield Plus Trust**
2. Name of the Investment manager : Edelweiss Real Assets Managers Limited
3. Quarter ending : March 31, 2024

I. Composition of Board of Directors of the Investment Manager											
Title (Mr. /Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson / Non- Independent / Independent / Nominee) &	Initial Date of Appoint ment	Date of Reappoin tment	Date of Ces satio n	Ten ure*	No. of directorship s in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	No of Independent directorship s 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 <i>(Refer Regulation 26G of InvIT Regulations)</i>	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 <i>(Refer Regulation 26G of InvIT Regulations)</i>
Mr.	Venkatchalam Arakoni Ramaswamy	DIN:00008509 PAN: AADPR1740H	Non- Executive Director	23.11.2021	-	-	-	4	0	3	1

Mr.	Sunil Mitra	DIN: 00113473 PAN: AEMPM5982P	Independent Director	23.11.2021	01.04.2023	-	28.8	5	5	2	1
Mr.	Subahoo Chordia	DIN: 09216398 PAN: ADZPC4756H	Non- Executive Director	25.06.2021	-	-	-	1	0	0	0
Mr.	Shiva Kumar	DIN: 06590343 PAN: AGZPK5453C	Independent Director	01.04.2022	01.04.2023	-	24	4	4	3	3
Ms.	Ranjita Deo	DIN: 09609160 PAN: AHKPD7312H	Executive Director	17.05.2022	-	-	-	1	0	1	0
Ms.	Nupur Garg	DIN: 03414074 PAN: AGVPG6648R	Independent Director	23.05.2023	-	-	10.8	2	2	0	1
Ms.	Bala C Deshpande	DIN: 00020130 PAN: ABXPD4099A	Independent Director	01.04.2023	-	-	12	2	2	2	0
		Whether regular chairperson appointed :- No									
		Whether Chairperson is related to managing director or CEO :- No									
		<p><i>§PAN of any director would not be displayed on the website of Stock Exchange.</i></p> <p><i>®Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</i></p>									
		<i>*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the investment manager in continuity without any cooling off period.</i>									
II. Composition of Committees											

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Non Independent/ Independent / Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	No	Mr. Sunil Mitra	Independent Director	08.07.2022	-
		Mr. Shiva Kumar	Independent Director	08.07.2022	-
		Ms. Ranjita Deo	Non Independent Director	08.07.2022	-
		Ms. Bala C Deshpande	Independent Director	11.08.2023	-
2. Nomination & Remuneration Committee	No	Mr. Shiva Kumar	Independent Director	31.03.2023	-
		Mr. Sunil Mitra	Independent Director	08.07.2022	-
		Ms. Bala C Deshpande	Independent Director	01.04.2023	-
3. Risk Management Committee	No	Ms. Ranjita Deo	Non Independent Director	08.07.2022	-
		Mr. Subahoo Chordia	Non Independent Director	11.08.2023	-
		Ms. Nupur Garg	Independent Director	11.08.2023	-
		Mr. Sunil Mitra	Independent Director	08.07.2022	-
4. Stakeholders Relationship Committee	No	Mr. Venkatchalam Ramaswamy	Non Independent Director	11.08.2023	-
		Mr. Shiva Kumar	Independent Director	08.07.2022	-
		Ms. Bala C Deshpande	Independent Director	20.04.2023	-

&Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meetings of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
20.10.2023	-	-	-	-	-
02.11.2023	-	-	-	-	12
	15.01.2024	Yes	6	4	73
	09.02.2024	Yes	6	3	24
	27.03.2024	Yes	7	4	46

** to be filled in only for the current quarter meetings*

IV. Meetings of Committees

<i>Name of the Committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days) **</i>
Audit Committee	-	-	-	-	20.10.2023	-
	-	-	-	-	02.11.2023	12
	15-01-2024	Yes	4	3	-	73
	09-02-2024	Yes	3	2	-	24
	27-03-2024	Yes	4	3	-	46
Nomination & Remuneration committee	-	-	-	-	-	-
	-	-	-	-	-	-
Risk Management Committee	22-01-2024	Yes	4	2	-	-

Stakeholders Relationship Committee	09-02-2024	Yes	3	2	-	-
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* 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.

V. Affirmations		Yes/No
1.	The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
2.	The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee	Yes
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
5.	Report and/or the report submitted in the previous quarter has been placed before Board of Directors of the investment manager. Any comments/observations/advice of the board of directors may be mentioned here	Yes

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

SD/-
JALPA PAREKH
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS 44507

Format to be submitted by investment manager for the financial year

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.anzenenergy.in/about-us/
b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	Yes	https://www.anzenenergy.in/investor-relations/#financial-performance-&-valuation
c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances	Yes	https://www.anzenenergy.in/contact-us/
d) Email ID for grievance redressal and other relevant details	Yes	https://www.anzenenergy.in/contact-us/
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units	Yes	https://www.anzenenergy.in/investor-relations/#regulatory-disclosures
f) All information and reports including compliance reports filed by InvIT with respect to units	Yes	https://www.anzenenergy.in/investor-relations/#other-disclosures
g) All intimations and announcements made by InvIT to the stock exchanges	Yes	https://www.anzenenergy.in/investor-relations/#regulatory-disclosures
h) All complaints including SCORES complaints received by the InvIT	Yes	https://www.anzenenergy.in/investor-relations/#regulatory-disclosures
i) Any other information which may be relevant for the investors	Yes	https://www.anzenenergy.in/investor-relations/#regulatory-disclosures
<i>It is certified that these contents on the website of the InvIT are correct.</i>		

II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
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)	Yes
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	Yes
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)	Yes
Annual Secretarial Compliance Report	26J	Yes
Alternate Director to Independent Director	26G	NA
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
<p>Note</p> <p>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" may be indicated. Similarly, in case the InvIT has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the investment manager would like to provide any other information the same may be indicated here.</p>		
<p>For ANZEN INDIA ENERGY YIELD PLUS TRUST (acting through its Investment Manager Edelweiss Real Assets Managers Limited)</p> <p>SD/- JALPA PAREKH COMPANY SECRETARY & COMPLIANCE OFFICER ACS 44507</p>		

PART C

Format to be submitted by investment manager within three months from the end of financial year

Affirmations		
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 this Master Circular	Yes
Presence of Chairperson of Audit Committee at the Annual Meeting of Unitholders	26G	Yes
Presence of Chairperson of the nomination and remuneration committee at the Annual Meeting of Unitholders	26G	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the Annual Meeting of Unitholders	26G	Yes
Whether "Governance Report" and "Secretarial Compliance Report" disclosed in Annual Report of the InvIT	26J and 26K	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the investment manager would like to provide any other information the same may be indicated here.</p>		
<p>For ANZEN INDIA ENERGY YIELD PLUS TRUST (acting through its Investment Manager Edelweiss Real Assets Managers Limited)</p> <p>SD/- JALPA PAREKH COMPANY SECRETARY & COMPLIANCE OFFICER ACS 44507</p>		

LITIGATIONS

The brief details of material litigations and regulatory actions, pending against the InvIT, Sponsor(s), Investment Manager, Project Manager(s), or any of their associates and the Trustee as at March 31, 2024 are as follows:

- **ANZEN TRUST** - There are no material litigations/regulatory actions pending against Anzen Trust.
- **INVESTMENT MANAGER & ITS ASSOCIATES** - There are no material litigations/regulatory actions pending against the Investment Manager of Anzen. Further, the details of material litigations/regulatory actions of the associates of the Investment Manager are as follows:-

1. Edelweiss Financial Services Limited ("EFSL")

- (i) Civil Litigation by EFSL - Nil
- (ii) Civil Litigation against EFSL

EFSL has been served with provisional attachment order dated May 18, 2020 ("PAO") from the office of the Directorate of Enforcement, ("ED"), Jalandhar, under various provisions of PMLA against the immovable properties and investments of Kuldeep Singh, Vikram Seth and others for allegedly siphoning off about ₹ 213.10 million from Bank of Baroda, Phagwara Branch. It is revealed from PAO that certain NPAs were taken over by our group entity, EARC under assignment deed from State Bank of Patiala (now merged with State Bank of India) in its ordinary course of business. EFSL has been served with show cause notice ("SCN") dated July 10, 2020 under Section 8 of PMLA from the Adjudicating Authority, PMLA, New Delhi ("Authority") inter alia inquiring about source of income, earning or assets by means of which EFSL acquired attached property and directed to appear before the Adjudicating Authority, New Delhi along with supporting evidence/documents. EFSL filed its application dated December 7, 2020 before Adjudicating Authority, PMLA, New Delhi and advanced submissions that it has been incorrectly arraigned in the present proceedings. EARC, also filed its reply dated November 2, 2020 before the Adjudicating Authority on merit to decline confirmation of PAO. Upon noting the submission of EFSL, the Adjudicating Authority adjourned the matter for final arguments. The Adjudicating Authority vide its order dated December 28, 2021 confirmed the PAO against the proprietries under provisions of the PMLA and ordered to continue pending investigation. Being aggrieved, EARC preferred an appeal being no 4530 of 2022 before the appellate tribunal constituted under PMLA challenging the said order and the same is pending for hearing. EFSL also adopted further appropriate steps by way of appeal challenging the said order. The matter is currently pending.

- (iii) Criminal Litigation by EFSL

A. EFSL *vide* its letter dated December 30, 2011 had filed a complaint under various sections of IPC, the Information Technology Act, 2000, Trademark Act, 1999, and

the Copyright Act, 1957 against Vaibhav Singh, Percept Profile, Harindra Singh, Shailendra Singh, Rajeev Mehrotra and unknown persons in relation to press release titled "*Edelweiss Asset Management Head Quits, to Start Own*", which was allegedly released by the aforesaid employees of Percept Profile on behalf of the EFSL. EFSL also moved a criminal writ petition before the Hon'ble Bombay High Court against the State of Maharashtra and others, praying *inter alia*, that the respondents or the Central Bureau of Investigation ("**CBI**") or any other agency be directed to register and investigate the aforesaid complaint dated December 30, 2011. The Hon'ble Bombay High Court *vide* its order dated July 23, 2012, directed the police to register a first information report ("**FIR**") on August 6, 2012. Subsequently, Harindra Singh and Shailendra Singh filed a Criminal Application before the Hon'ble Bombay High Court praying *inter alia* for quashing of the FIR. Further, Rajeev Mehrotra filed a criminal application before Hon'ble Bombay High Court *inter alia* praying for declaration that investigation under the FIR is null and void and for staying further proceedings in the FIR. The Hon'ble Bombay High Court, *vide* its order dated December 3, 2012, directed that a 72 hours' advance notice has to be given prior to any arrest of any of the accused in the case, so that appropriate remedy can be sought. The matter is currently pending.

(iii) Criminal Litigation against EFSL - Nil

(iv) Regulatory Proceedings involving EFSL

EFSL (ought to have been ECL Finance Limited) has been served with a notice ("**Notice**") dated February 16, 2022 issued by Member Secretary, Micro and Small Enterprises Facilitation Council, MMR Region, Mumbai *inter alia* informing that one M/s. Pagdandi Marketing Solutions Private Limited ("**Complainant**") has filed a petition on Samadhan Portal under Section 18(1) of Micro Small Medium Enterprises Development Act, 2006. The Complainant, being channel partner of ECL Finance Limited for sourcing equipment and mortgaged finance, alleged against ECL Finance Limited for non-payment of commission / invoice amounting to ₹ 2.36 million along with interest of ₹ 2.30 million aggregating to ₹ 4.66 million for processing of loan business. EFSL filed its application dated July 07, 2022 challenging maintainability of the captioned petition on merit alongwith copy of criminal complaint filed against the directors of the Complainant. The Petition is pending for hearing.

(vi) Litigation or all legal or regulatory actions involving EFSL Promoter

- a. The ED *vide* a letter dated January 3, 2020 ("**Summon**"), issued under Sections 37(1) and (3) of the Foreign Exchange Management Act, 1999 read with Section 131(1) of the Income Tax Act, 1961 and Section 30 of the Code of Civil Procedure 1908, the Chairman of EFSL and requested his personal attendance in the matter of Capstone Forex Private Limited and others on January 9, 2020 to give evidence and produce books of account or other documents specified in the Summon. The Chairman of EFSL attended the office of ED on January 15, 2020, and the authorized representative of EFSL *vide* letter dated January 15, 2020, *inter alia* responded to the Summon and provided the information sought in the Summon. Subsequently, further queries were responded to *vide* email dated January 17, 2020 and letter dated January 22, 2020. No further request for information or

personal appearance from the aforesaid authorities remains pending thereafter. The matter is currently pending.

- b. S & D Financials Private Limited ("**SDFL**"), a client of Nuvama Wealth Management Limited ("**NWML**") filed an application under Section 156(3) of the CrPC pursuant to which an FIR dated March 22, 2008 was registered under various sections of IPC against NWML and the EFSL's Directors and Promoters, Rashesh Shah and Venkatchalam A Ramaswamy and others. In the FIR, SDFL *inter alia* alleged Rashesh Shah and Venkatchalam A Ramaswamy and others of unauthorised trading, criminal breach of trust and cheating SDFL in future and options transactions amounting to ₹ 8.48 million. NWML *vide* a letter dated September 8, 2008, denied all the allegation against it and *inter alia* stated that there are arbitration proceedings initiated by NWML against SDFL for non-payment of monies which are currently pending. The matter is currently pending.
- c. ECL Finance Limited, our Promoter, Rashesh Shah and other employees of ECL Finance Limited ("**Accused**") are in receipt of a complaint under various section of IPC filed by one Amir Ahmad ("**Complainant**"). The Complainant has alleged that ECL Finance Limited arbitrarily liquidated his 4383 equity shares of HDFC Bank Limited, pledged with ECL Finance Limited as Security for repayment of ESOP loan facility amounting to ₹ 5.74 million and unsecured loan facility amounting to ₹ 2.35 million availed by the Complainant. ECL Finance limited *vide* its letter dated January 12, 2021 replied to the said notice alongwith relevant documents denying the allegations made by the Complainant. Further, all the Accused have filed their replies *vide* letter dated February 2, 2021. The investigation is currently pending.
- d. ECL Finance Limited received notice dated April 5, 2021, from its borrower Dr. Mohammad Ali Kaka Patankar (A to Z Diagnostic Centre), Mumbai ("**Borrower**") through his Advocate regarding alleged high-handed behavior of collection executives during their visit to his residence on March 30, 2021, for recovery of outstanding dues/EMIs. The Borrower *vide* another letter dated April 7, 2021, made a complaint before the President of the Maharashtra State Minorities Commission ("**MSMC**") for alleged intimidation ("**Complaint**"). Based on the Complaint, the MSMC issued a notice under Section 10 of the MSMC Act 2004 to the Deputy Commissioner of Police, Circle 5, Mumbai and Mr. Rashesh Shah, Chairman for appearance and hearing. The Borrower *vide* letter dated July 7, 2021, informed the Senior Inspector of Police, Worli Police Station about the settlement of the dispute and requested to treat the matter as amicably settled between the Parties. There is no further communication received either from MSMC or police authorities since July 2021. The matter is currently pending.
- e. EARC acquired the debts of the borrower, namely, ND's Art World Private Limited along with its underlying securities, rights, interest and title from CFM Asset Reconstruction Private Limited ("**CFM ARC**") *vide* assignment agreement dated December 23, 2022. Various proceedings were instituted by CFM ARC under the SARFAESI Act, IBC and Section 138 of the Negotiable Instruments Act, 1881. The IBC petition was admitted by the National Company Law Tribunal ("**NCLT**"), Mumbai bench *vide* its order dated July 25, 2023 initiating corporate insolvency resolution process ("**CIRP**") against ND's Art World Private Limited. Subsequently, late Mr. Nitin C. Desai (erstwhile managing director of ND's Art

World Limited) filed an appeal in National Company Law Appellate Tribunal ("NCLAT"), Principal Bench, New Delhi on July 29, 2023. The said appeal was dismissed by Hon'ble NCLAT *vide* its order August 1, 2023. Thereafter, it was brought to the knowledge of EFSL through media reports about the demise of late Mr. Nitin C. Desai on August 2, 2023. Thereafter Smt. Neha Nitin Desai, family members of late Mr. Nitin C. Desai filed an FIR on August 4, 2023, against 5 people including Rashesh Shah (Managing Director, EFSL), Raj Kumar Bansal (Managing Director and Chief Executive Officer of EARC), Keyur Mehta (employee of Edelweiss Alternative Asset Advisor Limited), Smit Shah (employee of ECL Finance Limited) and Jitendra Kothari (interim resolution professional appointed by the Hon'ble NCLT *vide* order dated July 25, 2023). A petition under Section 482 of the CrPC, for quashing the abovementioned FIR was filed by the abovementioned individuals on August 07, 2023 before the Hon'ble Bombay High Court. The Hon'ble Bombay High Court *vide* its order dated August 11, 2023 had issued notices to all parties. The matter was last heard on September 29, 2023 and next date of hearing is yet to be notified.

- f. ECL Finance and other subscribed NCDs of aggregated face value of Rs. 600 cr issued by Ecstasy Reality Private Limited ("ERPL"). ERPL account became NPA in the books of ECL Finance on June 30, 2022. Thereafter, EARC acquired the NPA account of ERPL from ECL Finance under EARC Trust SC 452 and from Asset Reconstruction Company of India Limited ("ARCIL") under EARC Trust SC 453. Recently we learnt that Mr. Pranav Bajaj, a Director of ERPL, has filed a complaint with the Economic Offences Wing of the Mumbai Police against Mr. Rashesh Shah, Mr. Himanshu Kazi, Mr. Deepak Mittal, Mr. Rajkumar Bansal and Others and a Preliminary Enquiry number 15/2024 has been initiated by EoW. EOW is currently conducting Preliminary Enquiry and matter is pending.

2. Edelweiss Asset Reconstruction Company Limited (EARC) and its Trust

(i) Civil proceedings by EARC Trusts

a) IDFC First Bank Limited (Assignor bank and applicant in the original application) filed an application in DRT-Hyderabad against Coastal Projects Limited, and others for recovery of the debt amount from defaulter, Coastal Projects Limited amounting to ₹ 2,382.76 million. EARC has acquired the debts pertaining to Coastal Projects Limited from IDFC Bank Limited *vide* Assignment Agreement dated August 24, 2018 under EARC Trust SC 341. After assignment of debts, EARC, acting in its capacity of trustee has filed an application for impleadment as an applicant, in its capacity as assignee, in the original application ("OA") filed by IDFC Bank Limited in DRT Hyderabad, which was allowed by DRT-Hyderabad.

Defendant's also filed their counter claim of about ₹ 2,390 million against the Assignor Bank on the ground that Bank, which was holding 3,385,939 shares of the defendant company in security, have liquidated at much lower price of about ₹ 670 million without any notice to the defendants. Defendants alleged that the liquidation is in violation of the provisions of the agreement executed between the Bank and the Defendants and the Assignor bank ought to have realized ₹ 3,510 million upon liquidation of securities.

Since the corporate debtor (i.e., Coastal Projects Limited) have undergone liquidation under the IBC, EARC, acting in its capacity of trustee, had filed an interim application for bringing on record the liquidator. The said interim application for bringing on record the liquidator has been allowed. On July 03, 2023, EARC Trusts made an interim application for secondary evidence. The matter is currently pending for hearing of the original application and the interim application.

(ii) Civil proceedings against EARC Trusts

Other than as mentioned below and under “-Civil proceedings against ECL Finance”, there are no other civil proceedings against EARC or EARC Trusts.

- a. Winsome Yarns Limited, the Plaintiffs have filed a Civil Suit being No. 444 of 2020 before Civil Judge (Junior Division), Ludhiana against the State of Punjab and EARC inter alia for declaration that the assignment agreement dated December 10, 2015 executed between Punjab National Bank (“PNB”) and EARC Trust SC 168 for the exposure of Winsome Yarns Ltd should not be relied upon by any legal forum. The purchase consideration of the assignment agreement executed between PNB and EARC Trust SC 168, is amounting to about ₹ 479.5 million. On February 13, 2020, EARC, acting in its capacity of trustee, filed its written statement and filed an application under order 7 Rule 10 of CPC for return of plaint consequent upon misjoinder of cause of actions. On February 24, 2020, the Plaintiffs filed its reply to said application. The matter is pending for hearing due to pandemic Covid-19.
- b. Winsome Yarns Limited, has filed a Petition being Miscellaneous Application No. 24 of 2020 before the Court of Chief Controlling Revenue Authority-cum-Financial Commissioner (Revenue) Punjab, Chandigarh (“CCRA”) inter-alia praying for an order that EARC, in its capacity as Trustee be directed not to act upon the assignment agreement dated December 10, 2015 executed between PNB and EARC Trust for want of paying requisite stamp duty before any lawful authority including DRT/NCLT, Chandigarh etc. CCRA vide its interim order dated February 03, 2020 passed an order to direct District Collector, Ludhiana to submit certified copy of the assignment agreement along with his opinion on quantum of stamp duty payable. CCRA further passed an order and also directed to issue notice to EARC to contest the stamp duty liability amounting to about ₹ 14.59 million and interest, if any.

In the meantime, EARC filed a Civil Writ Petition being No. 13346 of 2020 before the High Court of Punjab & Haryana (“**High Court**”) against (i) State of Punjab through CCRA, Punjab, Deputy Commissioner, Ludhiana and (iii) Joint Sub Registrar cum Naib Tehsildar, Mullanpur Dhakan, Ludhiana inter-alia challenging the ex-parte interim order dated February 03, 2020 passed by CCRA.

The High Court vide order dated October 26, 2021 set aside the impugned order and held that EARC Trust no longer has any stamp duty liability as on date. Being aggrieved, Winsome Yarns Limited and State of Punjab preferred an Appeals against the said order dated October 26, 2021 before Division Bench of Punjab and

Haryana High Court. The matter is currently pending before the High Court and CCRA.

- c. SAM Family Trust and AHA Holdings Private Limited ("**Applicants**") have filed Securitization Applications being Dairy Nos. 1260 of 2021 and 1261 of 2021 respectively along with Applications for Interim stay before the DRT, Pune on November 21, 2021 against Catalyst Trusteeship Limited, EARC Trust SC 384, ECL Finance Limited, Smaaash Entertainment Private Limited ("**Smaaash**") and resident Naib Tahsildar, Mahul ("**Defendants**") *inter-alia* challenging demand notice dated July 3, 2020 for ₹ 2689.37 million issued by Defendant No. 1, under sub-section (2) of Section 13 of SARFAESI Act, notice dated October 25, 2021 to take physical possession mortgaged assets located at Village Kunenama, Taluka , Maval, District Pune in pursuance of Order dated June 29, 2021 passed by the Additional District Collector, Pune. Applicants alleged the classification of NCD account of Defendant Smaaash as NPA for non-payment of interest is contrary to RBI guidelines. Furthermore, alleged assignment agreement dated June 28, 2019, executed by ECL Finance Limited in favour of EARC Trust SC 384 assigning the benefits of NCDs is contrary to regulatory framework of SARFAESI Act and the rules thereunder and various guidelines/circulars/directions issued by the RBI. An appeal was filed against the DRT order allowing the securitisation application before the Debt Recovery Appellate Tribunal ("**DRAT**"). The DRAT, vide order dated June 3, 2022 stayed the DRT order. Further, DRAT has order to maintain status quo of the property being adjudicated vide its order dated June 27, 2022. DART, Mumbai by its order dated November 11, 2022 stayed the operation of impugned order of DRT, Pune. The matter is pending.
- d. GVK Energy and others ("**Plaintiffs**") have filed a suit for declaration and permanent injunction on the sale of shares of Alaknanda Hydro Power Company Limited ("**Alaknanda**") against EARC Trust SC 429, ECL Finance Limited, Ecap Securities and Investments Limited, Edelweiss Finvest Limited (now merged with Edel Finance Company Limited), and others ("**Defendants**"). The Plaintiffs had taken various loans which were secured by way of shares. The Plaintiffs committed default in repayment of loans and a settlement agreement was entered into, and thereafter an extension vide letter dated June 18, 2021, was also granted, however Plaintiffs defaulted in payments. After the default, ECL Finance Limited, one of the Defendants in the suit invoked the pledge on the said shares, which led to the filing of the present suit by the Plaintiffs, whereby they have prayed for reliefs including stay on the operation of the invocation notice dated May 17, 2022, pertaining to the pledge agreement and maintenance of status quo of the shares of the plaintiff and the security interest under the settlement agreement. ECL Finance Limited submitted that they are in process of selling the shares. The Delhi High Court, vide order dated May 31, 2022, has asked ECL to intimate the Court and the plaintiffs of any good offers once received for sale of shares. In the event the Plaintiffs are unable to match the offer of the Defendants, the Defendants would be eligible to sell the said shares at the best offer received by them. Further, it was ordered that the defendants shall not sell any other shares that have been pledged by the Plaintiffs with the Defendants until the impugned shares are sold. However, it was clarified that the defendants shall be free to invoke the pledged shares. The Plaintiffs have filed another interim application no. 9762/2022 ("**Interim Application**"), seeking restraining order against defendants for taking any action on the demand notices issued by them. EARC filed its written statement

and its reply to the Interim Application on September 14, 2022. Subsequently, EARC sanctioned a settlement proposal dated October 9, 2023 (further amended vide letter dated October 30, 2023). However, plaintiffs have defaulted in making payment as per the terms of the settlement and therefore the settlement has been revoked by the EARC. The matter is currently pending for further consideration.

(iii) Criminal proceedings by EARC Trusts

- a. Catalyst Trusteeship Limited ("**Debenture Trustee**"), on behalf of EARC Trust ("**Debenture Holder**") filed a criminal case on May 24, 2019 before the Metropolitan Magistrate's 28th Court ("**MMC**"), Esplanade, Mumbai (the "**Court**"), against Smaaash and its directors and officials (collectively referred to as "**Accused**") under Section 138 read with Section 141 of the Negotiable Instrument Act, 1881. The Accused issued and delivered a cheque for an amount of ₹ 1,120 million drawn on HDFC Bank, Mumbai in favour of EARC Trust towards its liabilities in respect of non-convertible debentures. The said cheque was dishonoured on its presentation vide its order July 31, 2019. The Court issued summons against the Accused under Section 138 of Negotiable Instrument Act, 1881. Summons and warrant service reports awaited. The matter is currently pending.

(iv) Civil proceedings by EARC

Other than as mentioned under "*-Material litigation or legal or regulatory actions involving our Promoter*", there are no other civil proceedings filed by EARC.

(v) Criminal proceedings against EARC

- a. EARC acquired the portfolio of 27 assets in March 2014 including the accounts of the Perfect group consisting of (i) Perfect Engineering Products Limited; (ii) Perfect Engine Components Private Limited; and (iii) Karla Engine Components Limited from State Bank of India.

Post-acquisition, the promoters of Perfect group approached EARC to restructure the dues of the Perfect group accounts. The promoters introduced, the Chhatwal brothers ("**Investors**"), including Hitesh Chhatwal to EARC as strategic investors. EARC approved the restructuring proposal/plan of Perfect group companies on the basis of various representations made by the Promoters and the Investors to make equity infusion and provide working capital support.

The Perfect group companies failed to comply with the terms and conditions of the restructuring plan and EARC was compelled to revoke the same in 2016 and in 2018.

EARC, received letter dated January 18, 2020 from inspector of Police G.C III, Economic Offences Wing ("**EOW**"), Mumbai directing officials of EARC to attend his office regarding fresh complaint filed by Hitesh Chatwal in January 2020 along with the supporting documents. Our Officials recorded their statements in the matter and there is no further communication from EOW since April 2020.

- b. The ED attached the Orissa plant of Bhushan Power and Steel Limited (“BPSL”) in October 2019 while BPSL was in CIRP under the IBC. The charge over the plant was given to certain financial institutions in a consortium for the financial facilities extended to BPSL. EARC is a part of that consortium. The matter has been filed before Supreme Court of India by Committee of Creditors (“COC”) through PNB, seeking clarification on retrospective applicability of Section 32A under IBC. The matter is currently pending.

3. Edelweiss Investment Adviser Limited (“EIAL”)

(i) Civil proceedings by EIAL

- a. EIAL (“Plaintiff”) filed commercial Civil Suit (COMM) bearing No. 397 of 2020 before the Delhi High Court (“DHC”) against Lily Realty Private Limited and another (“Defendants”), inter-alia, seeking a decree of specific performance of the Memorandum of Understanding dated October 29, 2015 (“MOU”) and repayment of a sum of ₹ 103.32 million along with the pendente lite and future interest @ 28.25% per annum from the date of filing of the suit. EIAL has also sought a permanent injunction restraining the Defendants, agents etc. from creating any third-party rights on any movable and immovable assets of the Defendants. DHC, by its order dated September 29, 2020 restrained Defendant No.2 from creating any charge or liability on the three flats specified in the order. Further, by its order dated April 9, 2021, DHC has restrained the Defendants from selling or encumbering all their immovable properties till further orders. The matter is currently pending.

(ii) Civil proceedings against EIAL

- b. Ecstasy Realty Private Limited & Shobhit J Rajan (“**Plaintiffs**”) have filed a Commercial Suit being No. COMS/200 of 2022 on June 28, 2022 before Bombay High Court against i) Catalyst Trusteeship Private Limited, ii) ECL Finance Limited, iii) Edelweiss Investment Adviser Limited and iv) Edelweiss Rural and Corporate Services Limited (“**Defendants**”) for specific performance inter-alia directing the Plaintiff No. 1 to perform its obligation under Debenture Trust Deed dated March 27, 2018 (“**DTD**”) & its subsequent amendments vide its two emails dated March 16, 2022 and March 23 2022 and further declaration that the Defendants are not entitled to any repayment from the Plaintiffs under DTD as amended till September 2023. The Plaintiff further prayed for an order and decree against the Defendants to pay by way of damages namely, i) INR. 6711 million against the Catalyst Trusteeship Private Limited for unilaterally increasing interest rate under the issued NCD & failure to release security over additional property under terms of DTD, ii) aggregate INR 2870 million against the Defendant No. 2 inter-alia for having failure to disburse Rs. 109.80 million under unsecured loan agreement dated August 24, 2018, for having sold 11 flats in project 1 at a under value, for failure to timely release of funds for IOD fees & for

compensation for its failure to release towards purchase of 5 flats under sale agreement dated December 31, 2019, iii) Rs. 528 million for having failure to disburse Rs. 240 million, and iv) Rs. 158.70 million against all Defendants towards excess processing fees. The Plaintiffs further prayed for an interest on each of the above amounts at the rate of 18% from the date of filing of the present suit till payment.

It is a Plaintiffs case of usurpation of project land located at Four Bungalows, Andheri by the Defendants is in excess of Rs. 16,000 million and thereby causes damages amounting to Rs. 3594 million as detailed in Particulars of claim. Defendants have filed their respective defence statements. The Hon'ble Bombay High Court *vide* its order dated September 13, 2022 ("**Impugned Order**") rejected the interim applications being no. 3618 of 2022 and 25486 of 2022 filed by the Plaintiffs seeking to restrain the Defendants from acting in breach of the amendments to the DTD. Being aggrieved by this, the Plaintiffs filed an appeal dated September 27, 2022, being (lodging) no. COMAP/31058 of 2022 before the Hon'ble High Court of Bombay to set aside the Impugned Order. The Hon'ble Court *vide* its order dated September 08, 2023, disposed of an appeal preferred against Impugned Order without any orders. The next date of hearing is yet to be notified. The matter is currently pending.

(iii) Criminal proceedings by EIAL - Nil

(iv) Criminal proceedings against EIAL - Nil

5. ECL Finance Limited ("**ECL Finance**")

(i) Civil proceedings filed by ECL Finance

- a. Pursuant to the Facility Agreement dated September 22, 2017 ("**Facility Agreement**") executed by and between (i) Saha Infratech Private Limited ("**Principal Borrower**"), (ii) Abet Buildcon Private Limited, (iii) Elicit Realtech Private Limited, (iv) Kalpataru Housing Private Limited, (v) Green Space Agro-Ventures Private Limited, (vi) Palm Developers Private Limited ("**Obligors/Corporate Debtors**") and ECL Finance ("**Lender**"), ECL Finance has granted the revolving credit facility to the Borrowers to the maximum extent of INR 900 million for the general corporate purpose. In furtherance to the terms of the Facility Agreement the Corporate Debtors including Obligor/Corporate Debtor Palm Developers Private Limited executed the Corporate Guarantee dated September 22, 2017 in favor of ECL Finance extending its obligations in making payment in the event of any default on part of the Principal Borrower under the Facility Agreement.

The Principal Borrower committed defaults in payment of principal, interest & other monies and also in observance & performance of the other conditions of the Facility Agreement. ECL Finance *vide* its communications dated April 2, 2019 and September 26, 2019 pointed the defaults committed by the Principal Borrower and/or the Obligor/Corporate Debtor under the Facility Agreement.

On January 27, 2020, the NCLT, Bench – II New Delhi admitted the CIRP filed by Ram Niwas and Sons, the petitioner under Company Petition (IB) – 894 (ND) 2019 against the Obligor/Corporate Debtor (“**Company Petition**”). Pursuant to the public announcement made by the Interim Resolution Professional (“**IRP**”), ECL Finance, as a lender submitted its Form C showing default from the year 2017 and claiming an approximate amount of INR 1269.69 million against the principal outstanding and interest due and payable as on January 27, 2020 and IDBI Trusteeship Services Limited as Debenture Trustee. On February 20, 2020, IRP constituted COC and ECL Finance was duly made member thereof.

One Mr. Abhinav Mukherji having 1.38% voting share filed Interim Application being IA no. 1610 of 2020 in Company Petition challenging the constitution of COC. The NCLT vide its Order February 20, 2020, directed erstwhile IRP to restrain from holding meeting of COC till constitution of COC is ascertained. ECL Finance filed its detailed reply on September 18, 2020 opposing the said application and placing on record all relevant documents. On September 23, 2020, ECL Finance filed IA no. 4130 of 2020 seeking substitution of Appellant no. 2 namely Assets Care & Reconstruction Enterprises Limited (“**ACRE**”) in place of Appellant no. 1 in IA no. 1610 of 2020 in view of the Assignment of Loan by ECL Finance to ACRE pursuant to Deed of Assignment dated March 27, 2020. NCLT vide its Order dated March 14, 2022 allowed the IA no. 1610 of 2020 and held that ECL Finance is not a Financial Creditor to the Corporate Debtor namely Palm Developers Private Limited. NCLT also dismissed IA no. 4130 of 2020. Being aggrieved against the said Order and Judgement, ECL Finance filed Company Appeal (AT) (Insolvency) 358 of 2022 before NCLAT, New Delhi. By an Order dated July 12, 2022, NCLAT dismissed the said Appeal. Being aggrieved ECL Finance has filed an Appeal being No. 6268 of 2022 against order passed by the NCLAT before the Hon’ble Supreme Court of India. The Hon’ble Court by its order dated September 12, 2022 directed to issue notice in the matter and to maintain status quo until further orders. The matter is currently pending.

(ii) Civil proceedings against ECL Finance

Other than as mentioned below and under “*Material litigations or legal or regulatory actions involving our Promoter*” “*Civil proceedings against EARC*”, and “*Civil proceedings against EIAL*”, there are no other civil proceedings filed against ECL Finance.

- a. ECL Finance granted secured credit facilities to Fortis Healthcare Holdings Private Limited (“**Fortis Holdings**”) and RHC Holdings Private Limited (“**RHC Holdings**”) during 2016 to 2018 amounting to about ₹ 4200 million against, *inter alia*, the pledge of certain equity shares of Fortis Healthcare Ltd. (“**Fortis**”) by Fortis Holdings as security towards repayment of loan amount (Fortis and RHC Holdings collectively referred to as the (“**Borrowers**”).

Daiichi Sankyo Company Limited (“**Daiichi**”), a creditor has obtained an arbitration award dated April 29 & 30, 2016 against Mr. Malvinder Singh

& Mr. Shivendra Singh, promoters of Fortis and RHC Holdings, and others (“**Respondents**”) in Singapore whereby Daiichi was held entitled to receive ₹ 35000 million approximately from the Respondents. Daiichi thereafter filed proceeding in Hon’ble Delhi High Court for enforcement of said award by way of execution petition being OMP (EFA) (COMM.) No. 6 of 2016. During the proceedings before Hon’ble Delhi High Court, the Promoters and some of their companies had given certain undertakings and subsequently, Hon’ble Delhi High Court restrained them from pledging their respective shareholding in Fortis and other companies. These proceedings happened during the period ECL Finance lent and advanced the loans to the Borrowers. Daiichi filed SLP No. 20417/2017 before Hon’ble Supreme Court against the Respondents. Hon’ble Supreme Courts vide its Order dated August 11, 2017 directed the Respondents to maintain status qua with respect to shareholding of Fortis. Hon’ble Supreme Court vide its order dated August 31, 2017 clarified that the interim order dated August 11, 2017 also apply to the encumbered shares of Fortis. ECL Finance being one of the secured creditors, as aggrieved from aforesaid orders, filed application for intervention no. 98913 of 2017 and application for directions being IA No. 98915 of 2017 before Hon’ble Supreme Court. Other secured creditors also filed similar applications. While disposing of the said applications of the secured creditors including that of ECL Finance, Hon’ble Supreme Court on February 15, 2018 allowed the applications of the secured creditors and passed an order *inter-alia* clarifying that interim orders dated August 11, 2017 and August 31, 2017 to mean that the status quo granted shall not apply to shares of Fortis Healthcare Limited held by Fortis Healthcare Holdings Private Limited as may have been encumbered on or before the interim orders of this Court dated August 11, 2017 and August 31, 2017.

ECL Finance thereafter, during the period from February 16, 2018 and February 26, 2018 sold 3,27,75,000 shares of Fortis pledged by Fortis Holdings as security for the loans to recover its dues.

Subsequently Daiichi filed a Contempt Petition I No. 2120/2018 in the SLP I No. 20417/2017 before the Hon’ble Supreme Court of India (“**Court**”), against Indiabulls Housing Finance Limited (“**Indiabulls**”) for violation of order dated August 11, 2017, and August 31, 2017, wherein Indiabulls was found guilty and directed to deposit the amount. ECL Finance was not a party to the contempt proceedings. *Suo motu* contempt proceedings were initiated by the Court in 2019 under *Suo Motu* Contempt Petition I No. 4 of 2019 and the Court vide Order dated February 18, 2021, directed all the banks / financial institutions to file an affidavit bringing on record the entire transactions and to inspect whether any violation of undertakings / status quo orders had taken place. ECL Finance filed the affidavit in compliance of this order. The Hon’ble Court vide its Order dated September 22, 2022, disposed of *Suo Motu* Contempt Petition (C) No. 4 of 2019 *inter-alia* with a direction to the High Court, before whom the proceedings in execution are pending, to consider appointment of forensic auditor(s) to analyse the transactions entered into by the banks and financial institutions and to look into whether such transactions were bona fide and entered into in commercial expediency.

In the interim, Daiichi has moved Execution Application No. 819 of 2020 before Delhi High Court against the Promoters, various Banks and Financial Institutions including ECL Finance, in whose favour the shares of Fortis were pledged by the Promoters and their companies. Daiichi has claimed that the Promoters and their companies had created pledge in violation of the undertakings given and order passed by the Delhi High Court. Daiichi has prayed for declaring the pledge as void and alternatively if the pledged shares are already sold then direction to Banks and NBFCs to deposit/refund the shares price of sold shares. Daiichi inter-alia prayed before the Hon'ble Delhi High Court to either pass an order directing ECL Finance to set aside the creation of pledge on 3,09,55,000 Fortis Healthcare Limited shares held by Fortis Healthcare Holdings Private Limited ("**Shares**") and pass a consequential order of attachment and sale of such shares, or to direct ECL Finance to deposit a sum equivalent to the value of Shares as on June 21, 2017 before the hon'ble Delhi High Court. On December 18, 2020 ECL Finance filed its counter reply before the Delhi High Court. The matter is pending.

- b. Max Ventures Investment Holdings Private Limited, the Plaintiffs have filed a Civil Suit (Commercial) being No. 868 of 2022 alongwith applications for interim reliefs before Delhi High Court against the Defendants, (i) Catalyst Trusteeship Limited, the debenture trustee, (ii) ECL Finance, a Debenture holder, (iii) ESOP III Investment Fund, a Debenture holder, (iv) Edelweiss Broking Limited (now known as NWIL), the Depository, and (v) NWML, a broker of Debenture holders, inter-alia seeking urgent declaratory reliefs against the Defendants on account of sale of shares of INR 5.40 million (ought to be 54,00,000 shares) by the Defendants of Max Financial Services Limited ("**MFSL**") pledged by the Plaintiffs in favour of the debenture trustee (D1) pursuant to the Pledge Agreement dated March 07, 2021 ("**Pledge Agreement**") and recall notice dated November 17, 2022 as illegal and /or invalid and reliefs in the nature of Damages for fundamental breach of the terms of the Pledge Agreement, which are to be quantified at a subsequent stage. The Plaintiffs also filed an application under Section 154 of Code of Civil Procedure, 1908 for grant of injunction against any precipitative action arising from the debenture trust deed, Pledge Agreement and recall notice dated or any other agreement, restraining credit information agencies from identifying a default regarding debenture trust deed, Pledge Agreement and recall notice and for other reliefs more particularly mentioned in the said application.

It is the Defendants' case that Defendant No. 2 and 3 invested into NCD's aggregating to INR 4000 million issued by the Plaintiffs, which were secured by listed shares of MFSL. Upon commission of default of the terms of the DTD, entire NCDs were recalled and sold after invoking pledge. The Defendants 2 and 3 have already issued no due certificate to the plaintiff. The matter is pending.

- c. Shripal Morakhia & others filed a commercial suit bearing diary no. 354/2022 on October 19, 2022 ("**Commercial Suit**") in Bombay High Court

against EARC, ECL Finance, Catalyst Trusteeship Limited and Smaaash for the specific performance of the settlement emails addressed by Shripal Morakhia) to EARC with regards to settling the dues for the non-convertible debentures issued by Smaaash amounting to INR 2800 million (“**Smaaash NCDs**”). ECL Finance was the original debenture holder of the Smaaash NCDs and the account being NPA, the said non-convertible debentures were transferred/assigned to EARC vide deed of assignment dated June 28, 2019 along with all rights, liabilities and obligations. EARC and ECL Finance have filed their reply to the commercial suit. The matter is currently pending.

- d. ECL Finance and NWIL have been served with the writ petition bearing (stamp) no. 6589 of 2021 along with summons filed by Yes Bank AT1 Bondholders Associations (398 bondholders) before the Hon’ble Bombay High Court against RBI & 15 others including union of India, SEBI, Yes Bank, CDSL, BSE *inter alia* seeking to quash and set aside the impugned letters dated March 14, 2020 and March 17, 2020 of Yes Bank as it pertains to write off of Yes Bank AT1 Bonds holding of the individual retail investor and made a claim of ₹ 160 Cr against Yes Bank (“**Writ Petition**”). ECL Finance & NWIL, have also been made a party as Respondent no. 11 and 15, respectively. Petitioner also filed an application for interim relief against ECL Finance and NWIL, *inter alia* for orders against the Directors and Promoters of NWIL and ECL Finance not to leave India, during the pendency of the proceeding. The Hon’ble Bombay High Court *vide* its order dated October 20, 2022, pronounced on January 20, 2023, disposed of the Writ Petition and held that the impugned letter dated March 14, 2020 and the decision to write off AT-1 bonds are quashed and set aside (“**Order**”). Being aggrieved by the Order, Yes Bank has filed special leave petition being nos. 4244 - 4253 of 2023 before the Hon’ble Supreme Court of India seeking special leave to appeal against the Order and interim relief by stay on the effect and operation of the Order. Additionally, RBI also filed a petition for special leave to appeal (civil) no(s). 3856-3865 of 2023, dated February 11, 2023, before the Hon’ble Supreme Court of India against the Order stating that the Order constituted an erroneous exercise of writ jurisdiction by the High Court of Bombay. Thereafter, the Hon’ble Supreme Court of India *vide* its order dated March 03, 2023 *inter alia* extended the stay granted by the High Court of Bombay for the operation of the Order pending further orders. The matter is currently pending.

(iii) Criminal proceedings by ECL Finance

- a. A criminal complaint filed by ECL Finance against Prakash Patel, Kalpesh Padhya, Vyomesh Trivedi and Gaurav Davda (together referred to as “Accused No. 1”) before the Joint Commissioner of Police, EOW, Unit - V, Crime Branch, Mumbai for criminal breach of trust and cheating amounting to ₹ 82.9 million. During the investigation, one more person, Mukesh Kanani was impleaded as an accused (“**Accused No. 2**”). FIR was registered against the Accused No. 1 and 2 for an offence under Section 420 and Section 34 of IPC. EOW filed charge sheet against both the accused. The matter is currently pending.

- b. ECL Finance has filed a criminal complaint before the BKC police station, Bandra against Mahesh Chavan, proprietor of Global Overseas, Kaushal *alias* Renu Menon, Deepali, Sandeep Kelkar and Rohit Paranjape, Deodhar Gholat (“**Accused**”) for committing an act of cheating with respect to purchase of a car, for ECL Finance’s employee, Ram Yadav. Subsequently, an FIR dated December 2, 2014 was filed with the BKC Police station for procurement of documents. The police filed a case on January 27, 2015 before the 9th Metropolitan Magistrate Court at Bandra (“**Court**”). The matter is currently pending.
- c. ECL Finance, pursuant to the requirements under an RBI circular (No. RBI/2015- 16/75DBS.CO.CFMC.BC. No. 1/23.04.001/2015-16) dated July 1, 2015, reported an instance of suspected fraud by its customer Shridhar Udhavrao Kolpe and Saraswati Bhimrao Shinde (“**Borrowers**”) under the requisite form to RBI on July 7, 2016. The Borrowers were given a loan of ₹ 5.83 million by ECL Finance against their property. ECL Finance filed a complaint on August 12, 2016 against the Borrowers under various sections of IPC and relevant provisions of the Maharashtra Control of Organised Crime Act, 1999 for allegedly defrauding ECL Finance. Further, ECL Finance has submitted documents requested by EOW, Pune in relation to the complaint. The matter is currently pending.
- d. A criminal complaint dated October 31, 2019 (“**Complaint**”) was filed by ECL Finance before the Bandra Kurla Complex, Mumbai Police Station against JSK Marketing Limited, its directors, and others (“**Accused**”) for having committed offence *inter-alia* criminal breach of trust, fraud, cheating punishable under various provisions of IPC and Maharashtra Control of Organized Crime. ECL Finance in its Complaint has alleged the Accused for wrongful loss of towards SME equipment loan amounting to ₹ 20.9 million. BKC Police Station registered FIR bearing No. 300/2020 against directors of JSK Marketing Limited under Section 403, 406, 420 read with Section 34 of IPC. Kunal Jiwrajka, one of the Accused made an application before the Sessions Court at Mumbai for anticipatory bail being No. 27 of 2021, which was rejected by the by the Hon’ble Court vide its Order dated February 03, 2021. Being aggrieved, the said Accused preferred an Appeal before the Bombay High Court being No. ABA/385 /2021. ECL Finance filed an Intervention Application opposing the said anticipatory bail application. The Bombay High Court *vide* an order dated April 24, 2023, allowed the application bearing no. ABA/385 on certain terms and conditions and granted pre-arrest bail to the applicant. The matter is currently pending with BKC police station for further investigation.

(iv) Criminal proceedings against ECL Finance

Other than as mentioned below and under “*Criminal Proceedings filed against EBL*”, there are no other criminal proceedings against ECL Finance.

- a. The ED (“**Complainant**”) filed an original complaint dated September 3, 2016, with the Adjudicating Authority under the Section 5(5) of the PMLA against Kingfisher Airlines Limited, Vijay Mallya, and others for acquisition of property using proceeds of crime in terms of Section 2(1)(u)

of the PMLA. Certain shares of Vijay Mallya and his associates were pledged with ECL Finance as security ("Pledged Securities") for various loans availed by them. The Complainant has sought for attachment of the Pledged Securities. The Adjudicating Authority, PMLA, New Delhi has confirmed the provisional attachment vide an order dated February 22, 2017 and ECL Finance has challenged the same vide an appeal before the Appellate Authority. The matter is currently pending.

- b. Rajiv Shivram Rane, proprietor of Jankie Properties vide his letter dated August 18, 2020 filed a complaint with Economics Offences Wing, Mumbai against Sanghvi Gruha Nirman Private Limited ("Mortgagor") and ECL Finance inter-alia alleging cheating having deprived him of getting his percentage of area shares to be allotted under the development agreement executed between him and Sanghvi Gruha Nirman Private Limited and caused him to pay rentals to Maharashtra Housing & Area Development Authority of the tenants etc. On December 5, 2020 a representative of ECL Finance along with legal counsel had attended the office of Economics Offences Wing for recording of statement in the matter. The investigation is pending.
- c. ECL Finance has received notices dated December 28, 2020 from Investigating Officer (IO), Mahanagar Police Station, Lucknow, UP issued under Section 41 (A) of Cr. PC addressed in the name of ECL Finance, Ms. Madhur Bhatia, relationship manager, Romanshu Tandon, Himanshu Chhatrawal, Zonal Manager and Rashesh Shah, Chairman (the "Accused") inter-alia informing that FIR being No. 497 of 2020 has been registered against the Accused under Section 406 and 420 of IPC based on Complaint filed by one Amir Ahmad ("Complainant") and directed to appear before IO for investigation with respect to the said FIR. Complainant alleged that ECL Finance arbitrarily liquidated his 4383 equity shares of HDFC Bank Limited, pledged with ECL Finance as Security for repayment of ESOP loan facility amounting to ₹ 5.74 million and unsecured loan facility amounting to ₹ 2.35 million availed by the Complainant. ECL Finance limited vide its letter dated January 12, 2021, replied to the said notice along with relevant documents denying the allegations made by the Complainant. All addressees of notice dated December 28, 2020 filed their reply vide letter dated February 2, 2021. The investigation is currently pending.
- d. ECL Finance received a notice dated January 12, 2021 from Station House Officer ("SHO"), Bhankrota Police Station, Jaipur (west) under Section 91 of Cr.P.C. inter-alia informing that he is investigating crime in FIR No. 371 of 2020 registered under Sections 420, 467, 468, 471 read with Section 120 B of IPC filed by one Vinod Kumar Bothra ("Complainant") against Moolchand Bothra, Trilokchand Das Ahuja, Kamal Kumar Bothra, Sunil Jain, Saurabh Khandelwal and Manager, ECL Finance. The Complainant alleged that accused made a forged mortgaged document, in respect of plot of land being No. F-69, Bindayaka Industrial Estate, RIICO, Jaipur belongs to his partnership firm Jain Industries without his knowledge and consent and availed a loan from ECL Finance. The investigation is currently pending.

- e. ECL Finance has received notice Ref. No. 726-5A/EoW-2 dated April 3, 2024 from EoW-II, Gurugram Police, DCP Manesar Office, Manesar, Gurugram directing ECL Finance to join the preliminary enquiry in Complaint No. 7080-P, DCP East Gurugram dated March 22, 2024 filed by Sunil Ghorawat (“Complainant”) against ECL Finance and its management and official. Complainant availed a loan of Rs. 25 crore from ECL Finance in March 2019 for a specific purpose. The Complainant has alleged that ECL Finance disbursed Rs. 16 cr in escrow account opened in the name of the Complainant and from there said amount was transferred to another escrow account opened in name of Net Creation Private Ltd., a company owned by the Complainant and his wife, and from there transferred the money to itself. The Complainant further alleged that ECL Finance has full control on the said escrow accounts, did not utilise the loan amount for which the said loan was sanctioned and misappropriated Rs. 16 cr when no amount was due and payable by him and Net Creation to ECL Finance. Thereby ECL Finance has committed offence of breach of trust. ECL Finance on April 18, 2024 filed its reply and submitted the loan and other relevant documents and is participating in the preliminary enquiry. The matter is currently pending.

(v) Regulatory Proceedings involving ECL Finance

- a. ECL Finance received a Show Cause Notice (“SCN”) dated July 25, 2023 issued by RBI for alleged acts of failure to put in place a robust software for effective identification and reporting of suspicious transactions omissions. Thereafter, the RBI has by an order dated December 8, 2023, imposed a monetary penalty of INR 0.49 million on ECL Finance. ECL Finance has paid the said monetary penalty imposed by RBI on December 28, 2023.

7. Edel Finance Company Limited (“Edel Finance”)

- (i) Civil proceedings filed by Edel Finance - Nil
- (ii) Civil proceedings against Edel Finance - Nil
- (iii) Criminal proceedings by Edel Finance - Nil

8. Edelweiss Tokio Life Insurance Company Limited (“Edelweiss Tokio”)

- (i) Criminal proceedings against Edelweiss Tokio
 - a. An application was filed as a first information report dated March 13, 2018, under Section 420, 468, 470 and 471 before Chief Judicial Magistrate at Barasat by Sekhar Kumar Chanda (“**Petitioner**”) alleging signature forgery and cheating vis-à-vis mis-selling against Edelweiss Tokio. The matter is currently pending.
 - b. A S Jayaram (“Complainant”), a client of Nido filed a complaint dated September 14, 2023, before Annapoorneshwari Nagar Police station at

Bengaluru, for alleged enhancement of interest rate on the loan borrowed by him for an amount of INR 2,50,00,000 and collection of Insurance premium from loan amount without Borrowers consent. Pursuant to the complaint, a First Information Report dated September 14, 2023 (“FIR”) under the provisions of Section 403, 406, 409, 420, 120B and 34 of IPC was registered for alleged fraud and cheating against Nido, its directors and authorised person, Edelweiss Tokio Life, its directors and authorised persons including our promotor, Rashesh Shah. Being aggrieved, our promotor, Nido & Edelweiss Tokio Life alongwith its respective directors and authorised persons filed Writ Petitions being No (s) 10385 of 2023 and 10387 of 2023 under Section 482 of Cr. P.C along with applications for stay before Karnataka High Court for quashing the said FIR and relevant complaint and notices. Subsequently, a settlement agreement dated November 9, 2023 entered into between the Complainant, Mr. A S Jayaram, Nido and Edelweiss Tokio Life. By an order dated January 05, 2024, the Karnataka High Court quashed the criminal proceedings initiated against Nido, its directors and authorised person, Edelweiss Tokio Life, its directors and authorised persons including our promotor, Rashesh Shah, except Mr. Tang Loo Chuan (former director of Edelweiss Tokio Life) in Criminal Petition No. 10385 of 2023 and Criminal Petition No. 10387 of 2023 with respect to crime No. 347 of 2023 registered with Annapoorneshwari Nagar Police station at Bengaluru.

Subsequently, on February 13, 2024, Mr. Tang Loo Chuan, one of the non-executive directors of Edelweiss Tokio Life filed a criminal petition before the Karnataka High Court, being No. 1707 of 2024 along with applications for quashing of the FIR and relevant complaint and notices against him in this criminal matter. The said petition is currently pending.

Other matters - Edelweiss Tokio Life Insurance Company Limited received a Show Cause Notice (“SCN”) dated January 18, 2024, issued by IRDAI for change in shareholding without obtaining prior approval. Thereafter, IRDAI has by an order dated April 4, 2024, imposed a monetary penalty of INR 2 million on Edelweiss Tokio Life Insurance Company Limited.

9. Edelweiss Rural & Corporate Services Limited (erstwhile Edelweiss Commodities Services Limited) (“ERCSL”)

(i) Civil proceedings against ERCSL

Other than as mentioned under “*Civil proceedings against EIAL*” and “*Civil proceedings against ECL Finance*”, there are no other civil proceedings filed against ERCSL.

(ii) Criminal proceedings by ERCSL

Edelweiss Agri Value Chain Limited (now merged with Edelweiss Rural and Corporate Services Limited) registered FIR on September 19, 2017 in Jasdan Police Station, Rajkot against Mahendrabhai Gida-Guard, Ashokbhai Dhadhal-Gunman, Babubhai Bhayabhai Ramani, Sanjaybhai Khimjibhai, Shambhubhai Jivabhai Ramani, Mansukhbhai Khimjibhai Ramani, Ravjibhai Ramani, and Sanjaybhai Ramani (collectively the “**Accused**”) under Sections 406,409,420,435,

120B and 114 of IPC for committing intentional act of fire at warehouse. The Investigating office, Jasdan Police Station registered criminal case on August 6, 2019 before Taluka Court, Jasdan against accused and filed the charge-sheet. The matter is currently pending.

(iii) Criminal proceedings against ERCSL

- a. ERCSL (formerly known as Comfort Project Limited/Edelweiss Trading and Holding Limited and now known as ERCSL) has been served with the notice dated February 15, 2019 from the EOW - National Spot Exchange Limited - Special Investigation Team, Mumbai issued under Section 91 of the Cr. PC *inter-alia* informing that department is investigating the offences registered against National Spot Exchange Limited, its directors, Financial Technologies (India) Limited (now 63 Moons Technologies Limited), its directors, borrowers, brokers and others for committing several acts of forgery and criminal breach trust. Further, EOW is investigating complaint of SEBI against 300 brokers. ERCSL furnished all the information as called for by EOW. The matter is currently pending.
- b. ERCSL received a notice under Section 91 of Cr. PC on February 3, 2020 ("**Notice**") from a Senior Police Inspector, Turbhe, *inter-alia* directing ERCSL to produce certain information, in respect of the criminal case registered against ERCSL under the Essential Commodities Act, 1955 and Maharashtra Scheduled Commodities Wholesale Dealers Licensing Order, 2015. Furthermore, ERCSL has also received a notice from the Office of the Deputy Commissioner of Police, Cyber Crime Cell/EOW ("**Police**") dated August 16, 2016, regarding alleged hoarding of pulses. All information sought by the authorities has been duly provided. The matter is currently pending.
- c. The Deputy Controller of Rationing, Civil Supply Department of Maharashtra ("**Authority**") issued a SCN dated October 23, 2015, October 30, 2015, October 31, 2015 and October 31, 2015 to ERCSL for violation of applicable stock limits on imported pulses under the Essential Commodities Act, 1955 ("**Act**") resulting in seizure of the stock stored at various warehouses by the Authority which was subsequently released and registration of an FIR under the Act. The matter is currently pending.
- d. ERCSL received a notice from Office of the Deputy Commissioner of Police, Cyber Crime Cell / EOW ("**Police**") on August 16, 2016, in relation to a complaint received by the Police, regarding alleged cartelization and nexus of importers-traders causing artificial scarcity of pulses. The matter is currently pending.
- e. Food Safety and Standards Authority of India ("**FSSAI**") filed a complaint before Additional Chief Judicial Magistrate, Kasganj ("**the Court**") against erstwhile Edelweiss Agri Value Chain Limited (now merged with ERCSL) and Neeresh Kumar, an employee of ERCSL, for alleged violation of Section 31(1) of the Food Safety and Standards Act, 2006 for storing of commodities in warehouse without having Food Safety and Standards Authority of India license. The matter is currently pending.

(iv) Regulatory Proceedings involving ERCSL

Edelweiss Commodities Services Limited (now known as ERCSL), has been served with a letter from the ED on August 26, 2016, concerning an enquiry for an alleged violation of the provisions of the Foreign Exchange Management Act, 1999 in relation to import of pulses by commodities importer Personal appearances of the ERCSL's executives were sought and the same have been complied with. A SCN was issued by the authorities to the ECSRL and the then directors/key executives in this matter in August 2021 and the same has been responded in December 2021. Mr. Venkatchalam A Ramaswamy, Executive Director & Mr. Rujan Panjwani former Executive Director, Edelweiss Financial Services Ltd, received the said notice in their capacity as directors of ERCSL. No further information has been sought by the office of ED and the matter is pending before the authorities since then.

10. **Nido Home Finance Limited (formerly known as Edelweiss Housing Finance Limited) ("Nido")**

(i) Civil litigation filed by Nido - Nil

(ii) Criminal proceedings by Nido

- a. Nido filed a complaint before the Senior Police Inspector, Bandra Kurla Complex Police Station, Mumbai ("**Authority**") *vide* its letter dated November 19, 2014 against Sachin R. Jayswal and Ratan Ram Jayswal and others (collectively, the "**Accused**") for cheating and forgery in relation to a property situated at Shree Samarth Ashirwad Apartment, Thane, Maharashtra ("**Secured Property**"). Subsequently, Nido also filed an FIR dated January 20, 2015 under Section 154 of the Criminal Procedure Code, 1973 against the Accused before the Authority. Subsequently, Nido filed an application under Section 14 of the SARFAESI Act on September 22, 2016, before Court of District Magistrate, Thane ("**Court**") seeking possession of the Secured Property. Pursuant to which an order dated November 19, 2016 was passed by the Court directing Tahsildar, Thane to take possession of the Secured Property and to handover the articles present in the Secured Property to Nido. Subsequently, Reshma Khan, instituted a special civil suit dated April 19, 2017 before the Civil Judge, Senior Division, Thane against Nido and the Executive Magistrate, Thane Tahsildar Office Station, Thane ("**Defendants**") praying, *inter alia*, to declare Reshma Khan as the legal owner of the Secured Property, to restrain the Defendants from taking possession of the Secured Property. The matter is currently pending.
- b. Nido filed a complaint before the Senior Police Inspector, Chaturshrungi Police Station, Pune against Sachin Yashwant Rananaware and Nilam Sachin Rananaware (collectively, the "**Accused**") *vide* its letter dated July 28, 2016 alleging fraud and cheating with reference to a property situated at Chaya Smruti, Pune, Maharashtra ("**Secured Property**"). Subsequently, Nido filed an application dated August 9, 2016, before District Magistrate,

Pune (“**Authority**”) under Section 14 of the SARFAESI Act seeking possession of the Secured Property. Thereafter, an order dated March 20, 2017 was passed by the Authority directing authorised personnel to take physical possession of the Secured Property. Thereafter, Anil Kenjalkar filed a case before DRT, Pune inter-alia challenging taking of symbolic possession and other incidental reliefs. The matter is currently pending with DRT.

- c. Nido issued a notice dated October 20, 2016 to P. Aravindan and A. Aruna (collectively, the “**Accused**”) under Section 13(2) and thereafter under Section 13 (4) of the SARFAESI Act for payment of the amount due to Nido in relation to charge created on the property under a home loan dated August 30, 2014 entered between Nido and the Accused (“**Home Loan Agreement**”) and issued a subsequent notice for taking possession of the charged property in relation to the Home Loan Agreement. The matter is currently pending. Thereafter, Nido filed a complaint against P. Aravindan and Tholkappian, and the former employees of Nido, J. Vinayagamoorthy, K. Babu and B. Saravanan before the Commissioner of Police, Egmore, Chennai *vide* its letter dated September 27, 2017 alleging forgery of ‘Know Your Customer’ (“**KYC**”) documents and other transactional documents in relation to the Home Loan Agreement. The Accused are presently in judicial custody and the matter is currently pending.
- d. Nido issued a notice dated October 20, 2016 to Prem Anand (“**Accused**”) under Section 13(2) of the SARFAESI Act for payment of the amount due to Nido in relation to charge created on the property under a home loan dated January 1, 2015 entered between Nido and the Accused (“**Home Loan Agreement**”) and issued subsequent notice under Section 13 (4) of SARFAESI Act dated January 3, 2017 for taking possession of the charged property in relation to the Home Loan Agreement. Thereafter, Nido filed a complaint against the Accused and Tholkappian, and the former employee of Nido, J. Vinayagamoorthy before the Commissioner of Police, Egmore, Chennai *vide* its letter dated September 27, 2017 alleging forgery of ‘Know Your Customer’ (“**KYC**”) documents and other transactional documents in relation to the Home Loan Agreement. The matter is currently pending.
- e. Nido disbursed a loan to V3 Mobi Communications Private Limited for an amount of ₹ 20.05 million on December 31, 2017. V3 Mobi Communications Private Limited had been defaulting since March 2018 and was declared a NPA in August 2018. Nido filed a complaint to the Police and EOW, New Delhi on June 29, 2018. The complaint has been registered with EOW and the FIR was lodged on dated September 28, 2018, by the EOW for committing fraud by Om Prakash Singh and Amarjeet Singh for providing security over such asset(s) which were already charged in favour of Punjab National Bank. Subsequently, both Om Prakash Singh (director of V3 Mobi Communications Private Limited) and Amarjeet Singh (seller of the secured asset/residential property), were arrested by EOW. Vide orders dated June 16, 2022, and June 24, 2022, the Om Prakash Singh and Amarjeet Singh were released on conditional bail, which was subsequently cancelled on December 12, 2022. The matter is currently pending.

- f. Nido issued a notice dated January 20, 2016, against Somprashant M. Patil and Sonali S. Patil (collectively, the “**Accused**”) under Section 13(2) of the SARFAESI Act”) and subsequent notice dated March 29, 2016 under Section 13(4) of the SARFAESI Act to the Accused intimating them about the symbolic possession of the mortgaged property by Nido. Further, Nido received notices dated July 15, 2015 and April 25, 2016 from Chinchwad Police Station seeking certain documents in relation to the loan granted by Nido to the Accused, pursuant to an FIR filed by Ganpat Datta Salunkhe against the Accused, to which Nido has provided the relevant documents. The matter is currently pending.
- g. Rayabarapu Ranapratap availed loan from Nido for purchase of Plot at Enumamula Location. In the year 2001, Kasarala Laxminarsimha Rao; Kasarala Ranga Rao; and Kodari Sadanandam, executed the registered sale deed in favour of Betheli Santosh Kumar. In the year 2012, Betheli Santosh Kumar executed the General Power of Attorney dated February 23, 2012, in favour of Masna Sampath Kumar and cancelled it in the year October 2015, in the same month Betheli Santosh Kumar executed self-declaration deed for change of boundaries. Nido has filed a criminal complaint on February 9, 2019, against Rayabarapu Ranapratap under various sections of IPC for showing the non-existing property and obtained the loan amount fraudulently before PS Hanmakonda Warangal District. The matter is currently pending.
- h. Nido has filed a criminal complaint on January 13, 2020, against Pawan Kumar Goel under various sections of IPC for showing the non-existing property and obtained the loan amount fraudulently on February 22, 2018 before Station Head Officer Barakhamba Road, New Delhi. The matter is currently pending for investigation.
- i. Nido filed five separate criminal complaints against its borrowers, Amit Sesmal Jain and nine others before EOW, Pune under various sections of Criminal Procedure Code for fraudulently siphoning off Nido’s money amounting to ₹ 14 million while availing home loan facility from the Pune Branch. These cases and matters are pending for inquiry.
- j. Nido had provided a home loan of ₹ 1.6 million to Ajaykumar Ashokkumar Raut (Borrower). The Borrower turned delinquent and on carrying out further checks from the Maharashtra IGR portal, Department of Registration & Stamps it was found that borrower in connivance with seller submitted fraudulent registered property agreements to Nido towards home loan. The Borrower had also fraudulently obtained multiple financing from other financial institutions on the same property. Currently, the charge of other financial institutions including Nido is registered on subject property. Nido has filed an application under Section 14 of SARFAESI Act before District Magistrate Court, Nagpur on December 08, 2020, and said matter is pending for orders from District Magistrate.

- k. Nido had provided Home Loan of ₹ 3.06 million to Amol Jalinder Phuge (Borrower). The Borrower turned delinquent and on carrying out further checks, it was found that Borrower had created multiple property documents and had availed loans from other financial institutions on the same property. Charge of other financial institutions is registered by virtue of Notice of Intimation (NOI) however charge of Nido Home Finance Limited (Nido) is first as Nido disbursement is prior to other financial institutions. Nido has filed application under Section 14 of SARFAESI Act before District Magistrate Court, Pune. The matter is currently pending before Tahsildar, Pune for fixation of appointment to take physical possession of property as per order passed by District Magistrate. The matter is pending.
- l. Nido had provided Home Loan of ₹ 2 million to Bhausahab Balasaheb Jahdave (Borrower). The Borrower turned delinquent and on carrying out further checks, it was found that Borrower fraudulently opened account in builder's name, siphoned off the loan amount and registered Cancellation Sale Deed. Builder sold the subject property to another buyer without intimating to Nido. Though Nido yet to initiate SARFAESI Act proceedings, Nido reported this case as fraud to NHB. Further, on July 29, 2022, Nido filed a criminal complaint with Khed Police Station, Pune against the Borrowers and one Mrs. Sunita Deepak Ghumatkar, Builder for criminal conspiracy and cheating. The matter is pending for investigation.
- m. Nido had provided Home Loan of ₹ 2 million to Divya Flora Sundaram Gollapalli ("**Borrower**"). The Borrower turned delinquent and on carrying out further checks, it was found that borrower had submitted fraudulent property papers/registered agreements, unavailability of layout plan, mismatch in dimensions of property stated in Sale Deed, Technical report vis-à-vis property taken as collateral. The Borrower is not traceable, and property is in the possession of some third party who is claiming the owner of property. Nido has filed Criminal complaint with SR Nagar Police Station, Hyderabad City against Borrower on September 8, 2020. The matter is pending for investigation.
- n. Nido had provided Home Loan of ₹ 7.4 million to M Hanumantha Rao ("**Borrower**"). The Borrower turned delinquent and on carrying out further checks, it was found that builder had done multiple transactions on the subject property and sold property to multiple buyers. Builder has provided fraudulent registered property agreement to Borrower which was submitted to Nido Home Finance Limited towards Home Loan. Builder is absconding and not traceable. Currently, subject property is occupied by third parties and claiming owner of the property. Nido has filed criminal complaint on September 24, 2020, against Borrower at Koramangala Police station, Bangalore. The matter pending for investigation.
- o. Nido had provided Home Loan of ₹ 2 million to Menta Bhanuprakash ("**Borrower**"). The Borrower turned delinquent and on carrying out further checks, it was found that Borrower defrauded Nido by submitting colour xerox/fake property documents. Subject property falls under

Prohibited Property List. Nido has filed application u/s 14 of SARFAESI Act before District Magistrate Court, Nellore on December 22, 2019 and said is pending for order from District Magistrate, Nellore. The matter is pending.

- p. Nido had provided Home Loan of ₹ 4.99 million to Rajkumar Silarpur ("**Borrower**"). The Borrower turned delinquent and on carrying out further checks, it was found that Borrower had misrepresented the facts about seller and submitted invalid Sale Deed. General Power of Attorney (GPA) basis which Sale Deed was executed was not valid as Seller was not alive at the time of execution and consequently Sale Deed also becomes invalid. Property is in the possession of some third party, B. Karunakar ("**Third Party**"), who is claiming the owner of property and alleging to be the original owner of the Secured Property, the Third Party has filed application before DRT on October 06, 2020 against Nido alleging to be the original owner of mortgaged property, which pending for hearing. Nido has filed application under Section 14 of SARFAESI Act before District Magistrate Court, Secunderabad on January 08, 2021 and is pending for orders. The matter is pending.
- q. Nido had provided Home Loan of ₹ 1.5 million to Yernamma Kommineni ("**Borrower**"). The Borrower turned delinquent on carrying out further checks, it was found that Borrower in connivance with seller defrauded Nido by misrepresenting the facts and creating false profile and submitted fake business and income documents. The Borrower is not traceable. Property was overvalued by more than ₹ 1.9 million. (at acquisition - ₹ 3 million and latest valuation - ₹ 1.08 million) Valued property (Near to highway/main road) and the property as per Sale Deed (lies in interiors) both are different. Subject property is into the interiors. Nido has sold the property in auction to third party. Nido is in process of filing OA (Original Application) for loss on sale before DRT. Though Nido yet to initiate SARFAESI Act proceedings, Nido reported this case as fraud to NHB.
- r. Nido had provided home loan of ₹ 10.5 million to Jitendra Dalchand Jain and Kavita Jain ("**Borrowers**"). The Borrowers turned delinquent, and on carrying out further checks, it was found the Borrowers in connivance with the developer have defrauded Nido by misrepresenting the unit numbers being mortgaged with Nido, submitted forged approved plan and issuing NOC, Receipts and entering into a registered sale deed for non-existent properties by the developer. The developer fraudulently submitted a plan where the Permanent Transit Cam ("**PTC**") were shown as free sale units, and the Slum Redevelopment Authority ("**SRA**") stamp and correct approval number was put on the fabricated plan. On February 25, 2021, Nido filed criminal complaint against Borrowers, and Neeraj M Ved, Proprietor of Shreenath Corporation, Builders and Developers of Forgery, Criminal Breach of Trust and Cheating with BKC Police Station, Bandra, Mumbai. The Complaint is pending for investigation.
- s. Nido had provided Home Loan of ₹ 14.2 million to Nikesh Mohan Gajara and Gitaben Mohanlal Gajara ("**Borrowers**"). The Borrowers turned delinquent, and on carrying out further checks, it was found that the

Borrowers in connivance with the developer have defrauded Nido by misrepresenting the unit numbers being mortgaged with Nido, submitted forged approved plan and issuing NOC, Receipts and entering into a registered sale deed for non-existent properties by the developer. The developer fraudulently submitted a plan where the Permanent Transit Cam ("PTC") were shown as free sale units, and the Slum Redevelopment Authority ("SRA") stamp and correct approval number was put on the fabricated plan. On February 25, 2021, Nido filed criminal complaint against Borrowers, and Neeraj M Ved, Proprietor of Shreenath Corporation, Builders and Developers ("**Accused**") of Forgery, Criminal Breach of Trust and Cheating with BKC Police Station, Bandra, Mumbai. On November 08, 2023, FIR being No. 662 of 2023 was registered against Accused under Sections 409, 420, 465, 467, 471 and 34 of the IPC before the Bandra Kurla Complex police station. The investigation is pending.

- t. Nido had provided home loan of ₹ 1.96 million to Ganesh Shankar Rakshe and Rupali Ganesh Rakshe ("**Borrowers**"). The Borrowers turned delinquent and on carrying out further checks, it was found that the Borrowers have availed multiple loans against mortgaged home loan property from various other banks and financial institutions by submitting forged documents. Nido therefore, issued a demand notice dated April 30, 2019, to the Borrowers under Section 13(2) of SARFAESI Act for payment of outstanding amounts. Subsequently, Nido also filed a criminal complaint against the Borrowers ("**Accused**") vide its letter dated March 04, 2021 with reference to mortgage home loan against property situated at California Heights, Pune, Maharashtra, ("**Secured Property**"), before the Senior Police Inspector, Chaturshrungi Police Station, Pune for fraud and cheating committed by the Accused. The complaint is pending for investigation.
- u. Nido had provided home loan of ₹ 2.36 million to Aashish Nandkumar Gaikwad and Sonali Aashish Gaikwad ("**Borrowers**"). The Borrowers turned delinquent and on carrying out further checks, it was found that the Borrowers have availed multiple loans against mortgaged home loan property from various other Banks and Financial Institutions by submitting forged documents. Nido therefore, issued a demand notice dated September 29, 2019, to the Borrowers under Section 13(2) of SARFAESI Act. Subsequently, Nido filed a criminal complaint against the Borrowers ("**Accused**") vide its letter dated June 22, 2021 with reference to mortgage home loan property situated at Samarth Residency, in Pune, Maharashtra ("**Secured Property**"), before the Senior Police Inspector, Chaturshrungi Police Station, Pune for fraud and cheating committed by the Accused. The Complaint is pending for investigation.
- v. Nido, filed a criminal complaint dated December 4, 2021, before the Dy. Commissioner of Police- Central, Faridabad, Haryana against: (i) Manish Kumar Pandey, (ii) Haribansh Kumari Pandey and (iii) Raghav Sharma (collectively, the "**Accused**") for committing offence of criminal breach of trust, fraud, cheating punishable under various provisions of IPC while availing mortgage loan against property situated at Sector 28, Housing Board Colony, Faridabad, Haryana. It is alleged that the accused persons

have submitted the forged title and loan documents and availed a loan of ₹ 15 million. Subsequently, under detailed verification it was revealed that the original property owner was deceased much prior to executing sale deed/title deed and Accused persons obtained the loan against forged documents. Nido reported a fraud case to central fraud monitoring cell, RBI, Bengaluru and department of Non-Banking Supervision, RBI, Mumbai as well as NHB, Department of Supervision, New Delhi. The investigation is currently pending.

- w. Nido filed a criminal complaint dated February 24, 2022 before the In-charge, Police chowki, Sector 28, Faridabad, Haryana against Renu Dialani, Vinay Kumar Bhatia, Vishal Pawar, DSA namely Pramod Agarwal, Rekha Agarwal, Mrs. Veena Pahwa, Kuldeep Arya alias Kuldeep Pundir (collectively, the “**Accused**”) for committing offence of criminal breach of trust, fraud, cheating punishable under various provisions of IPC while availing mortgage loan against property situated at Sector 28, Housing Board Colony, Faridabad, Haryana. Nido reported this case as fraud to Central Fraud Monitoring Cell, RBI, Bengaluru and Department of Non-Banking Supervision, RBI, Mumbai as well as NHB, Department of Supervision, New Delhi. - Further as regards to recovery of outstanding amount Nido initiated arbitration proceedings at Mumbai claim amount Rs.8.62 million, pursuant to which an arbitration award dated September 24, 2022 was passed which entitled Nido to claim entire outstanding amount up to the date of termination of agreement. The matter is currently pending.
- x. Nido filed a criminal complaint dated March 7, 2022 before the In-charge, Police chowki, Sector 28, Faridabad, Haryana against 1) Pramod Agarwal, 2) Vishal Pawar, DSA, 3) Ms. Smita Singh, 4) Abhishek Singh, 5) Smt. Kusum Praveen, 6) Kuldeep Arya alias Kuldeep Pundir, 7) Ms. Chetna Agarwal and 8) Gaurav Agarwal (**collectively, the “Accused**”) for committing offence of criminal breach of trust, fraud, cheating punishable under various provisions of IPC while availing home loan against property situated at KLJ Platinum Plus, Faridabad, Haryana. The Accused persons have submitted the forged title and loan documents, while availing mortgage loan of Rs. 2.95 million. Subsequently, under detailed verification it is revealed that the Borrowers, Accused Nos. 3 & 4 are not original owners of the mortgaged property and property has been claimed by the Accused Nos. 7 and 8 i.e. the daughter and son-in-law of the Accused No. 1 under gift deed. Nido also reported this case as Fraud to Central Fraud Monitoring Cell, RBI, Bengaluru and Department of Non-Banking Supervision, RBI, Mumbai as well as NHB, Department of Supervision, New Delhi. The investigation is currently pending. Nido also initiated arbitration proceedings against the Borrowers, pursuant to which an arbitration award dated September 24, 2022, was passed which entitled Nido to claim entire outstanding amount up to the date of termination of agreement. The matter is currently pending.

(iii) Criminal proceedings against Nido

- a. Nido sanctioned a mortgaged loan for an amount of ₹ 31.10 million as a loan to N. K. Proteins Limited ("**Borrower**") *vide* a loan agreement dated January 27, 2012, to purchase a property situated in Bhagtani Krishaang, Mumbai, Maharashtra ("**Suit Property**") from Jaycee Homes Limited. A no-objection certificate for mortgage of suit property dated January 23, 2012 was issued by Jaycee Homes Limited in favour of Nido. A notice dated August 26, 2013 was issued to the Borrower for recall of the total loan amount sanctioned to which no reply was received by Nido. Thereafter, an FIR dated September 30, 2013, was registered against the National Spot Exchange Limited, its borrowers and trading members including the Borrower. Pursuant to the investigation conducted by the EOW, Mumbai Police, ("**Authority**") the proceeds of Suit Property were identified as fraud *vide* its provisional attachment order dated August 27, 2014, which was confirmed *vide* an order dated February 20, 2015 ("**Impugned Order**"). Nido received a SCN dated September 30, 2014 issued by the Authority seeking for confirmation of the provisional attachment through the Impugned Order. Subsequently, Nido filed a writ petition before the Delhi High Court ("**High Court**") against the Impugned Order and the SCN. The High Court granted a stay on the Impugned Order *vide* its interim order dated December 18, 2014 and directed to file a petition before the Bombay High Court. The Bombay High Court disposed the writ petition filed by Nido *vide* its order dated November 28, 2016, granting liberty to Nido to approach the Appellate Tribunal, New Delhi ("**Tribunal**") under the PMLA. Nido filed an appeal dated January 5, 2017 before the Tribunal under Section 26 of the Act for quashing of the Impugned Order passed by the Authority. The matter is currently pending.

(iv) Regulatory matters involving Nido

- a. Nido received a SCN dated June 30, 2020, issued by the NHB seeking reasons as to why the penalty of ₹ 0.01 million in terms of the provisions of the National Housing Bank Act, 1987, should not be imposed on Nido *inter alia* for having non-adherence of certain policy circular. Nido has submitted its reply on SCN on July 21, 2020. The NHB *vide* its email dated October 15, 2020, has sought for additional information. Nido has submitted its reply on October 19, 2020. No further information has been sought by the NHB.
- b. Nido received a SCN dated September 01, 2022 issued by RBI, Enforcement Department, Mumbai for alleged acts of omissions & non-compliance with the directions issued by RBI under the National Housing Bank Act, 1987 with respect to change in shareholding of Nido and submits its reply before September 20, 2022. Nido filed its reply dated September 19, 2022 within specified timeline and requested for personal hearing in the matter. In furtherance to the said Notice on shareholding, NHB requested for certain documents *vide* email dated September 24, 2022 & October 10, 2022, with respect to reasons for change, relevant agreement etc. Accordingly, Nido submitted its written reply *vide* email on October 10, 2022, and

October 19, 2022, respectively. As requested by Nido, RBI scheduled a personal hearing on February 21, 2023, however, same stands postponed. RBI re-scheduled the personal hearing, which was concluded on July 28, 2023. Further, RBI in exercise of its powers conferred under provisions of clause (b) of sub-section (1) of Section 52A read with clause (aa) of sub-section (3) of Section 49 of the National Housing Bank Act, 1987 has by an order dated September 13, 2023, imposed a monetary penalty of INR 0.15 million on Nido in the said matter. Nido has paid the said monetary penalty imposed by RBI, on September 17, 2023.

- c. "Nido received a SCN dated February 27, 2024, issued by RBI, Enforcement Department, Mumbai for alleged acts of omissions & non-compliance with the directions issued by RBI under the National Housing Bank Act, 1987 with respect to Paragraph 85.6 and 85.7 of Chapter XII of Non- Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 and Paragraph II (3) and (4) of Annex of RBI circular on Co-Lending by Banks and NBFCs to Priority Sector. The Company submitted its reply to the SCN on March 18, 2024 and requested for in person hearing in this matter. The matter is currently pending."

11. Edelweiss Asset Management Limited ("EAML")

(i) Criminal proceedings against EAML

Edelweiss Arbitrage Fund has been served with a SCN dated January 10, 2019, from the office of Registrar / Adjudicating Authority, PMLA, New Delhi to appear before Adjudicating Authority, PMLA, New Delhi to show cause in connection with the provisional attachment order dated December 8, 2018, for the investment made by one of the client, Mainak Agency Private Limited for a value of about ₹ 3.51 million for having alleged role in the unethical dealing in the case of Agusta Westland, Italy VVIP helicopter case. On March 25, 2019, EAML, being investment manager filed its reply inter-alia conforming freeze of concerned mutual fund account and fluctuation of value of units depending upon NAV at the time of redemption. The Adjudicating Authority vide an order dated May 30, 2019 confirmed the provisional attachment Order dated December 8, 2018. Pursuant thereto, Edelweiss Arbitrage Fund received a notice dated June 8, 2019 from the Adjudicating Authority directing to handover the investments lying in mutual fund account(s) of captioned clients. Accordingly, Edelweiss Arbitrage Fund liquidated the investments on June 26, 2019, and transferred the sale proceeds to bank accounts of the Adjudicating Authority. The matter is currently pending.

(ii) Criminal proceedings by EAML

A Complaint was filed before Additional Chief Metropolitan Magistrate, 71st Court, Bandra by EAML against Anil Nath ("**Accused**") *inter-alia* for the offences of criminal defamation, under Section 499 of the IPC for the defamation and loss of reputation caused to EAML, due to the acts and actions of the Accused. The matter is currently pending.

12. **Comtrade Commodities Services Limited (formerly known as Edelweiss Comtrade Limited) (“Comtrade Commodities”)**

(i) Criminal Proceedings filed against Comtrade Commodities

- a. Comtrade Commodities has been served with the notice dated January 9, 2019 from the office of EOW, Special Investigation Team, Mumbai issued under Section 91 of the Criminal Procedure Code *inter-alia* informing that the department is investigating the offences registered against National Spot Exchange Limited, its directors, Financial Technology India Limited, its directors, borrowers, brokers and others for committing several acts of forgery and criminal breach trust pursuant to criminal conspiracy hatched by them.
- b. Comtrade Commodities has been served with the Notice dated February 15, 2019 on March 16, 2019 from the office of EOW, National Spot Exchange Limited – Special Investigation Team, Mumbai issued under Section 91 of the Criminal Procedure Code *inter-alia* informing that department is investigating the offences registered against National Spot Exchange Limited, its directors, Financial Technologies (India) Limited (now 63 Moons Technologies Limited), its directors, borrowers, brokers and others for committing several acts of forgery and criminal breach trust pursuant to criminal conspiracy hatched by them. EOW is investigating the complaint of SEBI against 300 brokers for illegal trading on the National Spot Exchange Limited. EOW, directed to provide the information along with supporting documents like original membership form with agreement with National Spot Exchange Limited, certified Registrars of Companies’ documents, PAN card, volume of trades, brokerage etc. and attend the office of EOW to record statement. Edelweiss Comtrade *vide* its letter dated March 25, 2019 provided the required details as called for. EOW *vide* its another notice dated October 28, 2021, called upon Comtrade Commodities for further submission of information and personal attendance for the further investigation of the matter. Comtrade Commodities *vide* its reply dated November 15, 2021 submitted various documents requested by EOW. Later, Comtrade Commodities provided additional documents *vide* reply dated January 21, 2022 that were requisitioned by EOW *vide* its notice dated December 31, 2021. The investigation is currently pending.

(ii) Regulatory Proceedings involving Comtrade Commodities

- a. On September 26, 2018, Comtrade Commodities has been served with a SCN dated September 25, 2018 from SEBI (Designated Authority), Enquiries and Adjudication Department, Mumbai issued under Section 25(1) of SEBI (Intermediaries) Regulations, 2008. The SCN was issued with respect to paired contracts in National Spot Exchange Limited. SEBI, thereafter, issued a supplementary show cause notice dated October 11, 2022. Pursuant to this, SEBI *vide* its order dated March 28, 2023, cancelled the registration of Comtrade Commodities as stock broker in the securities market (“**Order**”). Comtrade Commodities filed an appeal dated April 5, 2023, before SAT seeking the quashing and setting aside of the Order (“**Appeal**”). SAT, *vide* its order dated

April 13, 2023, granted a stay on the effect and operation of the Order. Thereafter, SAT vide its order dated December 12, 2023 (“**Disposal Order**”) disposed of the Appeal along with a group of appeals and directed SEBI to consider and frame a scheme of settlement within 3 (three) months from the date of the Disposal Order, and further, extended the stay granted on the Order until disposal of the matter by SEBI as per the settlement scheme. Further, SAT vide its order dated March 14, 2024 allowed extension of 4 (four) months for coming out with a scheme of settlement with effect from March 11, 2024 as directed by SAT in the Disposal Order. The matter is currently pending.

13. Edelweiss Global Wealth Management Limited (“EGWML”)

- (i) Criminal Proceedings filed against Edelweiss Global Wealth Management Limited

EGWML received notice dated September 4, 2020, from EOW, Gurugram in regard to the complaint dated August 20, 2020 filed by one of its client Parinidhi Minda against EGWML officials Anshul Kapoor, Amit Saxena and Ashish Gopal and directed to attend personally along with necessary papers and documents to record statements. Subsequently, the complaint stands transferred to Police Station, namely, SEC-7, IMT, MSR, Manesar, District – Gurugram. EGWML and its officials, thereafter, received a notice dated October 27, 2020 from said Police Station to appear before Investigating Officer along with supporting documents for the purpose of recording statements. The inquiry is currently pending.

14. Edelweiss Retail Finance Limited (“Edelweiss Retail”)

- (i) Civil Proceedings involving Edelweiss Retail - Nil
(ii) Criminal Proceedings involving Edelweiss Retail - Nil

15. Ecap Securities and Investment Limited (“Ecap Securities”)

- (i) Civil Proceedings against Ecap Securities

Except as disclosed under “*Litigation involving Subsidiaries – Civil Proceedings against EARC*” there are no other civil proceedings against Ecap Securities.

- (ii) Criminal proceedings by and against Ecap Securities - Nil

16. Edel Investments Limited (“Edel Investments”)

- (i) Civil proceedings against Edel Investments

Om Builders Private Limited (“**Plaintiff**”) filed a suit against Orbit Abode Private Limited (“**Defendant no. 1**”) and Edel Investments (“**Defendant no. 2**”) before the Bombay High Court (“**Court**”). The Plaintiff has filed the suit for declaration of the sale deed executed in favour of Defendant no. 2 for sale of 95% share in one fourth undivided share, right, title and interest in all that piece and parcel of land hereditaments and premises equivalent to 11,198 square yards

equivalent to 9,363 square meters of Malabar Cumballa Hill Division together with the bungalow known as 'Kilachand House' by Defendant no.1, as null and void. The matter is currently pending.

(ii) Criminal proceedings involving Edel Investments - Nil

17. Zuno General Insurance Limited ("Zuno")

(i) Regulatory Proceedings involving Zuno

Zuno had received an order dated December 22, 2023 from the Joint Commissioner Joint Commissioner CGST & CX, Thane Commissionerate, for payment of GST on co-insurance premium transactions and reinsurance commissions amounting to INR 323.95 million and imposed a penalty of INR 32.39 million. Zuno is evaluating all legal options in the matter in this regard.

EFSL and its Subsidiaries have filed numerous cases under Section 138 of the Negotiable Instruments Act, 1881, and under Section 25 of Payment and Settlement Systems Act, 2007 against their customers for dishonour of cheques. Further, in some of the cases, customers have filed appeal against the EFSL and its Subsidiaries. These cases are currently pending across different courts in India.

18. Nuvama Wealth and Investment Limited (NWIL) (formerly known as Edelweiss Broking Limited)

(i) Civil litigation filed against NWIL

Except as disclosed under "*Civil proceedings against ECL Finance*", there are no other civil proceedings filed against NWIL.

(ii) Criminal proceedings filed by NWIL

- a. NWIL has filed a criminal writ petition ("**Petition**") against State of Maharashtra and BKC police station before Bombay High Court praying that Central Bureau of Investigation or any other investigating agency be directed to investigate the offence committed by Pranav Patki under the provisions of Indian Penal code. The matter is currently pending.
- b. NWIL filed a criminal complaint dated March 2, 2016 ("**Complaint**") with the Gandhi Nagar Police Station, Jammu against AEN Collective Market Management Private Limited and its directors (collectively, the "**Accused**") under the applicable criminal laws of the State of Jammu and Kashmir and the Trade Marks Act, 1999 restraining the Accused from posing as the Complainant's franchise and conducting fraudulent transactions. Subsequently, the Complainant filed an application under the applicable Criminal Procedure Code of the State of Jammu and Kashmir ("**Application**") before the Chief Judicial Magistrate, Jammu ("**Court**") for investigation of the Complaint. The Court *vide* its order dated April 26, 2016, issued a direction to the Gandhi Nagar Police Station, Jammu to register a first information report and commence investigation. Additionally, the Complainant filed a complaint

dated October 20, 2016 with the cyber-crime cell against the Accused for violating of Sections 66A and 66D of the Information and Technology Act, 2000 to mislead the public at large by using the Complainant's registered logo. A.K. Dewani *vide* his letter dated November 17, 2016 has raised a complaint with the RBI against the Complainant demanding that the value of bonds invested in pursuance of the fraud committed by the Accused be refunded to him stating that the Accused is related to the Complainant. A copy of this letter has also been sent to the RBI and the RBI has forwarded the letter to the Complainant advising the Complainant to resolve the complaint amicably within ten days. A.K. Dewani has through an undated letter highlighted that the total amount of fake bonds issued by Accused is ₹ 2.33 million. Thereafter, on September 2, 2016, NWIL denied any involvement of itself and informed A. K. Dewani about lodging of Complaint in the matter. The matter is currently pending.

- c. NWIL has filed a criminal complaint dated December 14, 2021 before Station House Officer, Desh Bandhu Gupta Road, Pahar Ganj, New Delhi against its Ex-employee Ishan Pundit and other unknown persons for he is having engaged in illicit activities of unauthorised trading in clients account thereby causing a loss of about ₹ 1.24 million. On August 26, 2022, FIR bearing No. 30 of 2022 has been filed before Cyber Police Station (Central), Delhi under sections 409 and 420 of IPC, 1860. Cyber Cell Police Station, Central District, Delhi by its notice dated December 14, 2022, issued under Section 91 of Cr. P. C requested NWIL to provide certain documents and information. NWIL has filed its reply *vide* letter dated February 03, 2023, providing the required documents and information. The investigation is pending.
- d. NWIL has filed criminal cases under Section 138 of the Negotiable Instrument Act, 1881, against clients for dishonor of cheques towards trading account dues, which are currently pending before the Magistrate Court.

(iii) Criminal proceedings filed against NWIL

- a. Rajat Tyagi ("**Complainant**") has filed a complaint and lodged FIR on February 22, 2020 ("**FIR**") under Section 406 of Indian Penal Code, 1860 with the Kotwali police station, Bijnor, Uttar Pradesh against Mohit Singhal, advisor NWIL. The Complainant alleged that the share transactions to an amount of ₹ 0.25 million. By its email dated May 14, 2021, NWIL filed its reply dated May 11, 2021 alongwith relevant recordings and transcripts with Investigating Officer ("**IO**") against the undated letter of the Complainant for re-investigation of case. No further information has been sought by IO.
- b. Manish Varshney ("**Complainant**") filed a first information report dated March 28, 2012 ("**FIR**") against Anagram Capital Limited (now amalgamated with NWIL) and its employees Manoj Tomar and Manoj Gupta (collectively, the "**Accused**") under Sections 406, 417 and 506 of the Indian Penal Code, 1860 for alleged fraudulent trading using the Complainant's trading account. Subsequently, Manoj Gupta filed a criminal petition) under Article 226 of the Constitution of India, 1949 before the High Court of Judicature at Allahabad ("**Court**"), seeking a stay order and directions to quash the FIR. The Court granted a stay and directed the police to submit a police report under Section

173(2) of the Criminal Procedure Code, 1973. The matter is currently pending.

- c. A first information report dated December 5, 2013 was filed by Gaurang Doshi ("**Complainant**") against one Mehul Kantilal Vala, ex-employee of the complainant under Section 154 of the Criminal Procedure Code, 1973 for violation of Sections 408, 418, 381 and 506(2) of the Indian Penal Code, 1860 with Ellisbridge Police Station at Ahmedabad, for alleged theft of the physical share certificates of different companies, challan of the banks and cash of ₹ 0.03 million aggregating to value of ₹ 4 million. Pursuant to which NWIL received a Notice dated December 11, 2013, from Ellisbridge Police Station at Ahmedabad inter-alia requesting to produce relevant documents pertaining to Delivery Instruction Slips ("**DIS**") lodged by Mehul Kantilal Vala along with relevant share certificates as well as Demat Account Statement of the Complainant, which has been provided by NWIL vide its letter dated December 13, 2013 and December 23, 2013. The Company official Rakesh Kori of Ahmedabad office recorded his statement on behalf of the company. There is no further communication received from police authorities since 2013. The matter is currently pending.
- d. Baburajan Pillai, a client of NWIL, filed a police complaint before S Roopesh Raj, PSI, Anjalummoodu, Kollam Police station under Sections 408, 418, 468 and 420 of the Indian Penal Code, 1860 for unauthorised trading in his account. His complaint is that one of NWIL's officials took 300 Bank of India share certificates from the client and carried out unauthorized trading in his account. All the shares were sold at loss. Branch officials have visited the police station from time to time and have filed requisite documents. Thereafter, a notice dated January 7, 2016, was sent by the police, under Section 91 of Cr. PC ("**Notice**") directing NWIL to provide the relevant documents, which have been duly submitted. There is no further communication received from police authorities since 2016. The matter is currently pending.
- e. H. R. Verma ("**Complainant**") filed a criminal complaint ("**Complaint**") before the Judicial Magistrate First Class, Bhopal ("**Judicial Magistrate**") under Sections 406, 420, 467, 468, 471 and 120B of the Indian Penal Code, 1860 against Sanjay Kumar, Asha Batham, Anita Gupta and Edelweiss Financial Advisory Limited (now amalgamated with NWIL) (collectively, the "**Accused**") for fraudulent transfer of shares of 4,000 shares of Reliance Industries Limited from their designated accounts. The Judicial Magistrate dismissed the Complaint *vide* an order dated March 16, 2015 ("**Order**"). Subsequently, the Complainant filed a criminal revision petition under Section 397 of the Criminal Procedure Code, 1973 before the District and Sessions Court, Bhopal ("**Court**") against the Order of the Judicial Magistrate. The Court heard the matter and directed the Judicial Magistrate to conduct further investigations *vide* an order dated December 22, 2015. The matter is currently pending.
- f. George Ommen ("**Complainant**") filed a criminal case dated July 10, 2008 ("**Criminal Case**") before the Chief Judicial Magistrate Court at Ernakulum ("**Court**") against Anagram Securities Limited (now amalgamated with NWIL) and its employees, alleging criminal breach of trust and misappropriation of the Complainant's money by conducting unauthorised trades leading to a loss of ₹ 0.03 million under Sections 406, 409 and 34 of the Indian Penal Code, 1860.

Complainant, filed two separate Petitions both dated October 22, 2022 for substitution of M/s Anagram Securities Ltd to our Company Edelweiss Financial Services Ltd and Petition under Section 91 of Cr. PC 1973 inter-alia prying to direct NWIL to produce relevant documents showing the amalgamation of M/s Anagram Securities Ltd. with our Company and also to produce Memorandum of Association of our Company respectively. NWIL filed its objections dated November 22, 2022, to the said Petitions. The matter is currently pending.

- g. On December 11, 2020, NWIL received a notice under section 54 of Prevention of Money Laundering Act, 2002 (“PMLA”) from Directorate of Enforcement, Government of India, Jaipur (“ED”) in respect of investigation against Clients, M/s. Bhavishya Credit Cooperative Society and 11 others inter alia requesting to provide details of shareholding with present value. ED also directed not to allow any further sale/ transfer transaction in the account of said clients without NOC from ED. NWIL vide its email dated December 21, 2020 requested ED to provide certain additional information in order to comply with the said Notice. The matter is pending.
- h. Chayya Jitendra Mohite, a client of NWIL has filed a Criminal Writ Petition being No. 50 of 2021 (“Petitioner”) before High Court at Mumbai against Senior Police Officer, Vakola Police Station, Mumbai and State of Maharashtra, the Respondents *inter-alia* praying for an order directing Respondent No. 1 to register FIR on the Petitioner’s complaint dated June 25, 2020 filed with Respondent No. 1 against NWIL, ECL Finance and S. R. Batliboi and Company LLP and thereafter transfer the same to Economics Offences Wing (EOW) or Central Bureau of Investigation (CBI) for further investigation. Petitioner, *inter-alia* alleged the opening of his and his family members loan account/s with ECL Finance without knowledge and consent. On January 20, 2021, NWIL and ECL Finance appeared before the Hon’ble Court as intervener, when Hon’ble Court allowed the Petitioner to amend the Petition and serve the copies thereof upon all the Respondents and Interveners. Till date, no Petition has been served upon NWIL. The Petition is still pending for hearing. NWIL received a call from Police on March 20, 2023, informing about the letter issued by Petitioner's representative Ms. Snehal Thakkar dated March 02, 2023, and directed to appear before the Police to record our statement. Accordingly, NWIL officials Mr. Doshi and Mr. Agarwal recorded their statements on May 30, 2023 and June 06, 2023 accordingly. The matter is currently pending.

On January 20, 2021, NWIL and ECL Finance appeared before the Hon’ble Court as intervener, when Hon’ble Court allowed the Petitioner to amend the Petition and serve the copies thereof upon all the Respondents and Interveners. Till date, no Petition has been served upon NWIL. The Petition is still pending for hearing. NWIL received a call from Police on March 20, 2023, informing about the letter issued by Petitioner's representative Ms. Snehal Thakkar dated March 02, 2023, and directed to appear before the Police to record our statement. Accordingly, NWIL officials Mr. Doshi and Mr. Agarwal recorded their statements on May 30, 2023 and June 06, 2023 accordingly. The matter is currently pending.

- i. Malvika Saluja and Jyotika Saluja both of Bhubhneswar, investors in

Edelweiss Multi Strategy Fund Management Pvt Ltd (“**EMSFMPL**”) filed 2 separate criminal complaints both dated February 03, 2021 with Laxminagar Police Station, Bhubhneswar against employees of NWIL, namely, Debasis Nayak, Dipankar Datta and Raja Ram, *inter-alia* alleging forgery in respect of documents submitted with EMSFMPL for investment in Hexogen Product. On February 09, 2021, NWIL officials received telephonic directions from Laxminagar Police Station to provide details and documents relating to the said investments in the matter. NWIL official Debasis Nayak appeared before the Investigating Officer along with his advocate on March 3, 2021 and recorded his statement. Thereafter, no further case has been registered before Laxmi Sagar Police Station, Bhubaneshwar.

- j. Mr. Devarajulu Boopalan (“**Complainant**”), filed a criminal complaint against Dinesh Kumar G and Niraj R. Sharma, officials of NWIL with Thousand Lights Police Station, Chennai – 6 *inter-alia* raising concerns about his investment of ₹ 15 Lakhs made in Crossover Fund Series II offered by EAML (“**the Fund**”). Based on telephonic call received from Police station, both the officials attended Police station on August 3, 2021, and denied all alleged concerns raised by the client. On June 15, 2022, NWIL attended concern Police Station through its authorised representative and apprised the matter to the concern Investigating officer. On January 12, 2023, the Parties entered into a MOU for settlement which stated that the Complainant had agreed to transfer the Fund in the name of Nuvama Wealth Finance Limited and/or its affiliates. The Complainant vide its letter dated March 1, 2023, informed to the Inspector of Police, Thousand Lights Police Station, Chennai, that both the parties have decided to resolve all the disputes amicably and requested to not proceed with the criminal complaint. NWIL is awaiting police closure report. The matter is currently pending.
- k. NWIL has been served with Notice dated September 9, 2021 issued by the office of the Assistant Commissioner of Police, Section V: Economic Offences Wing, Mandir Marg, New Delhi against Senior Branch Manager, NWIL, Karol Bagh, Delhi under Section 91 of Code of Criminal Procedure *inter-alia* informing that the investigation is being conducted in case FIR No. 5 of 2021 registered under sections 420, 467, 468, 471 read with sections 34 and 120B of Indian Penal Code against NWIL and others and directed to appear alongwith documents and details pertaining to D H Limited (Client) such as Account opening forms for trading and Demat with all supporting, Ledgers, brokerage and other charges details etc. NWIL, vide its letter dated September 15, 2021, responded to the notice, and submitted all required documents and information before Investigating Officer. No further communication is received from police authorities since 2021. The investigation is pending.
- l. NWIL received two notices both dated July 7, 2021, issued by Senior Inspector of Police, District Investigation Unit, Chanakya Puri Police Station, New Delhi under Section 91 and 160 of CrPC *inter-alia* informing that the investigation is being conducted in case FIR No. 5 of 2021 and FIR No. 6 of 2021, both registered under sections 420, 467, 468, 471 read with sections 34 and 120B of IPC, based on the complaints of Shri Jagrit Sahni and Shri Gurmanak Sahni respectively (“**Complainants**”) against one Rajesh Ambwani (No relation with Edelweiss) and Ms. Saloni Singh (represented herself as Relationship Manager of our

Company) for having induced the Complainants with dishonest intention to invest a sum of ₹ 6 million and ₹ 2.5 million respectively and caused the loss for the same. NWIL furnished the required details and documents vide its letter dated July 12, 2021 and July 26, 2021. Economic Offences Wing, Section – V, New Delhi (“EOW”) vide its Notice dated July 20, 2023 issued under Section 91 of Cr. PC directed NWIL to furnish with further details, which NWIL complied with vide its letter dated August 28, 2023. We received a notice under section 91 Cr.P.C on May 16, 2024, from EOW Delhi we are in the process of replying to the notice. The investigation is pending.

- m. Rajiv Kumar Saxena (“**Complainant**”) has filed a criminal complaint against NWIL and one of its employees for commission of criminal breach of trust, cheating and forgery at the CR Park Police Station, New Delhi. The complainant has alleged that he had paid a total of ₹ 2.5 million to our Company by way of cheques for the purpose of investment in two schemes, wherein he was promised a return of 2% per month on the investment of ₹ 1 million, while the remaining ₹ 1.5 million was kept with Edelweiss Crossover Opportunities Fund and was to be invested in the NSE IPO. The Complainant has not received any returns nor a copy of the agreement. NWIL filed its reply vide letter dated July 12, 2022 and additional reply vide letter dated July 28, 2022. NWIL received order/notice dated August 28 2023, from C R Park police station, New Delhi asking NWIL and its two officials namely Akhil Goomber and Ms. Vidya Shah to appear for the purpose of enquiry. NWIL vide its two letters both dated August 31, 2023, replied to the said notice on merit. The matter is currently pending.
- n. Economic Offences Cell, Panaji, Goa, (“**EOC**”) vide its call letter dated May 18, 2022 informed our Company’s Promoter Rashesh Shah and Venkatchalam A Ramaswamy that department is conducting inquiry into the complaint filed by Complainant / Investor Mr. Caesar Fernandes (client of Edelweiss Broking Limited) against them for committing unfair trade practices, criminal breach of trust and cheating through their company and asked their presence before Investigating Officer (“**IO**”) for application inquiry. NWIL officials attended the office of EOC on July 04, 2022, and July 11, 2022, when officials were asked to reply on queries raised by the IO on or before July 15, 2022. On July 15, 2022, NWIL filed its final reply before EOC. No further communication received from EOC. The matter is currently pending.
- o. The Asst. Commissioner of Police, Kesarbaug Police Station, Lucknow, UP vide his letter dated September 09, 2022 addressed to Vibhor Shankar, employee of NWIL that he is investigating the criminal complaint filed by one Ratnesh Nigam, client of NWIL, against Vibhor Shankar, and directed said employee to remain present before him alongwith required documents for investigation. Vibhor Shankar, vide his letter dated October 03, 2022 replied the said complaint on merit alongwith supporting documents and stated that the FIR has already been registered being FIR No. 2231 of 2022 dated August 24, 2022 against the said Ratnesh Nigam before Mahanagar Police Station, UP, under Section 323, 342, 504 and 506 of IPC, for he having forcefully taken writing from employee regarding his losses in shares and currency derivates in the year 2015-16 on account of trading by employee. Mahanagar Police Station, Lucknow, UP (“**Police Station**”) by its letter dated December 08, 2022 directed

NWIL officials to appear and record the statement with evidence. Pursuant to the said order, NWIL officials have submitted their statements before the Police Station. The said complaint is pending for investigation.

- p. NWIL's official ("**Accused**") received a notice under Section 91 of CRPC, dated December 21, 2022 ("**Notice**") from SHO, Police Station, Gurugram. The notice intimated the Accused about a complaint registered against him for unauthorised trading against the complainant's directions. The Notice further directed the Accused to provide details and documents pertaining to the matter. Company officials visited the Police Station in January, 2023, however, since there was no Investigating Officer in the matter, case is currently pending for investigation. NWIL is awaiting further communication from the Police authorities.
- q. Smt. Iti, a client of Nuvama Wealth and Investment Limited ("NWIL") filed an FIR on June 30, 2012, before Hari Parvat, Janpad Police Station, Agra ("Station") against Saurabh Jain, Richa Jain and Mahendra Jain (collectively "Accused"), under Sections 420, 467, 468, 471 read with Section 120B of the IPC, 1860 and Sections 66, 66C and 66D of the Information Technology Act, 2000, for alleged unauthorised trading by modifying her trading account and password with NWIL. The total amount claimed by Smt. Iti is ₹ 13.8 million. On January 03, 2024, the NWIL and Ms. Iti entered into a Memorandum of Settlement to resolve the dispute amicably. In light of the settlement, the matter is closed.
- r. NWIL has been served with Notice on January 17, 2024 from Sub Inspector of Police, Thrissur Town East Police Station, Thrissur inter-alia requesting to provide certain details of NWIL (formerly Edelweiss Broking Limited) in respect of criminal case bearing FIR No. 2512/2023 registered with said police station against one Rajeev and Managing Director of NWIL (formerly EBL) on the basis of complaint filed by a client, Ajay Kumar for alleged unauthorised trades in his account from October 1, 2027 to December 31, 2023 thereby causing a loss of INR 7.6 million to the client. NWIL, by its letter dated January 19, 2024 provided all required details and documents before Thrissur Town East Police Station, Thrissur by way of recording statement before the police station. The matter is currently pending.

(iv) Regulatory proceedings involving NWIL

- a. NWIL has been served with Summons issued by Investigation Authority ("**IA**"), Securities and Exchange Board of India ("**SEBI**") under section 11C (3) of the Securities and Exchange Board of India Act, 1992 in relation to the trading activities of the NWIL's client, Bhawarlal Ramnivas Jajoo in the script of Reliance Industries Limited for a period from March 01, 2020 to March 31, 2020. NWIL vide its letter dated December 16, 2020 furnished the required information and data along with supporting documents and complied with the same. No further communication is received from IA. The investigation is pending.
- b. NWIL has been served with Show Cause Notice dated June 09, 2023, from National Stock Exchange of India Limited ("**NSE**") *inter-alia* alleging

violation of Rules, Byelaws and Regulations of the Exchange and circulars issued by SEBI and Exchange and thereby facilitated the financing of client's transactions through a NBFC. NWIL filed its reply on June 30, 2023. The matter is pending.

- c. NWIL has been served with Show Cause Notice dated October 06, 2023 from BSE Ltd. *inter-alia* alleging abnormal activity executed by the market participant. NWIL filed its response on October 25, 2023. The matter is currently pending.
- d. The National Stock Exchange of India Limited ("NSE") issued a show cause notice dated November 29, 2023 ("SCN") to NWIL alleging inter alia that certain transactions in equity derivatives contract executed by one of NWIL's client were wrongfully permitted by NWIL, since they were matched and reversed by same counter party. Pursuant to this, NWIL filed its reply on December 7, 2023 refuting the allegations made in the SCN. The matter is currently pending.
- e. The National Stock Exchange of India ("NSE") issued a show cause notice dated December 19, 2023 ("SCN") to NWIL inter-alia alleging that certain transactions in equity derivatives contract executed by NWIL's client were wrongfully permitted by NWIL, since they were matched and reversed by same counter party. Pursuant to this, NWIL filed its reply on December 29, 2023 refuting the allegations made in the SCN. The matter is currently pending.
- f. The National Stock Exchange of India ("NSE") issued a show cause notice dated February 12, 2024 ("SCN") to NWIL alleging inter alia that certain transactions in equity derivatives contract executed by NWIL's client were wrongfully permitted by NWIL, since they were matched and reversed by same counter party. Pursuant to this, NWIL filed its reply on February 27, 2024 refuting the allegations made in the SCN. The matter is currently pending.

19. Nuvama Clearing Services Limited ("NCSL") (formerly known as Edelweiss Custodial Services Limited)

- (i) Civil Proceedings filed against NCSL
 - a. Arebee Shipping Company Private Limited and its promoter family, who claim to be clients of Anugrah Stock and Broking Private Limited ("**Anugrah**"), filed a suit before the Bombay High Court against Anugrah, Teji Mandi and NCSL ("**Suit**"). The principal allegation in this Suit is that Anugrah and Teji Mandi have misused the power of attorney given to them by the client to misappropriate securities/funds of the client. The Bombay High Court has also passed interim orders directing Anugrah and Teji Mandi to file an affidavit of disclosure to disclose ledger accounts, details of trades, etc. executed on behalf of their clients. The matter is currently pending.
 - b. On October 4, 2020, NCSL was served with three arbitration petitions ("**Arbitration Petitions**") filed by Lalit Shah, Lalit Shah HUF and Prafulla Shah

("Petitioners"), all of whom claim to be clients of Anugrah Stock and Broking Private Limited ("Anugrah"). The principal grievance raised in these Arbitration Petitions is that stocks / securities / units entrusted by the Petitioners with Anugrah have been wrongly sold by Anugrah and NCSL. The Petitioners have also sought a direction that Anugrah and ECSL remit back the securities / stocks / units belonging to the Petitioner or deposit in Court an equivalent aggregate sum. The petition has been filed under Section 9 of the Arbitration and Conciliation Act, 1996, seeking interim relief pending arbitration. The matter is currently pending.

- c. Writ Petition has been filed before the Bombay High Court by Jaidev Krishnan Iyer, Ashwin Kantilal Mehta and Vimal Kishor Sikchi, Mahendra Kumar Mohta respectively, who claims to be end investors who have invested their monies and given shares as collateral to Anugrah Stock & Broking Private Limited ("**Anugrah**"). The Petitioners have alleged that the securities placed by them were wrongfully liquidated by Anugrah and NCSL. The main prayers of these Petitions is to seek a Special Investigation Team to conduct investigation into the affairs of NSE, NCL, BSE, ECSL, ICICI Bank, Anugrah and Teji Mandi Analytics Private Limited and their auditors to ascertain the role played by each of the entities and submit a report. As Economic Offences Wing ("**EOW**") is already seized of the matter on account of the complaints filed with it by certain end-investors of Anugrah, EOW has been directed to submit a report on the progress of the investigation. The matter is currently pending.
- d. Writ Petition has been filed before the Bombay High Court by Nimish Shah and others including Alpita Apurva Mayekar & others and Karim Maredia, end clients of Anugrah Stock & Broking Private Limited ("**Anugrah**") *inter-alia* seeking a direction against SEBI to take action against all Respondents including NSE, NCL, CDSL, ECSL, Anugrah and Teji Mandi, and pass appropriate orders to protect the interest of the Petitioners and other investors. As the petition involves a common cause of action and similar/overlapping reliefs, the parties were given the liberty to make an application to tag the above petition with other writ petitions filed before the Bombay High Court. All the writ petitions have been tagged together and common orders have been passed in all the writ petitions. The matter is currently pending for hearing.
- e. Writ Petition being No. 3603 of 2022 has been filed before the Bombay High Court by Kamal R. Bulchandani & 05 others ("**Petitioners**"), the end clients of Anugrah Stock & Broking Private Limited ("**Anugrah**") against SEBI, NSE, NSECL, CDSL, NCSL, EOW and 07 others including EOW Anugrah, Teji Mandi *inter-alia* challenging the orders passed by the Respondent No. 2, NSE rejecting the claims of the Petitioners for reimbursement to the maximum of Rs. 25 lakhs each from IPF on account of losses suffered by unauthorised sell of Petitioner's securities and misappropriation of margin/funds by Respondent No. 5, 7 and 8 & after probing into the legality to set aside the said orders. NCSL is Party Respondent No. 5 in the captioned Petition. The Petitioners have alleged that the securities placed by them were wrongfully liquidated by Anugrah and NCSL. The Petitioners further prayed to appoint retired High Court Judge or any other competent High Court officials to probe into affairs of Respondents No. 1 to 4 relating to the violation and breach of

Respondents No. 5, 6 & 7 and for other reliefs more particularly mentioned in the said Petition including directing Respondent No. 6, EOW to disclose status of their investigations. The matter is currently pending.

(ii) Criminal Proceedings involving NCSL

- a. On a complaint made by certain end-clients of Anugrah Stock and Broking Private Limited "Anugrah", the Economic Offence Wing ("EOW") registered first information report dated September 9, 2020 against Anugrah and its affiliates/promoters for defrauding customers under Ponzi scheme and lured investors with assured returns of 15% to 20%. Although NCSL is not an accused in that matter, the Economic Offence Wing passed a direction marking a debit lien on NCSL's clearing account held with Citibank to the tune of ₹ 4,603.2 million. NCSL challenged this direction before the 47th Additional Chief Metropolitan Magistrate's Court at Esplanade, Mumbai. The Additional Chief Metropolitan Magistrate's 47th Court at Esplanade, Mumbai has temporarily lifted the lien on NCSL's Clearing Account by passing a stay order. Due to business exigencies, NCSL has filed Misc Application dated October 04, 2022, in the Session Court *inter-alia* to permit NCSL to substitute the securities given in the undertaking dated October 22, 2020 with the securities mentioned in the Application and other prayers mentioned therein. EOW filed its stay dated October 21, 2022 to the Application. NCSL filed its affidavit dated November 04, 2022 with express undertaking that NCSL shall provide additional security in the event of fall in the value of the security provided. By an Order dated December 07, 2022, the Hon'ble Court allowed Application. The original Misc. Application filed by NCSL before 47th Additional Chief Metropolitan Magistrate's Court at Esplanade, Mumbai is now transferred to the Session Court and pending for hearing.
- b. NCSL has been served with a Notice dated September 10, 2022 from Senior Police Inspector, EOW, Amravati based on criminal complaint filed by end client of Anugrah Stock and Broking Private Limited "Anugrah", namely Rishabh Sikchi and others and have been called upon to present with all information and documents as mentioned in the letter. NCSL has appeared before them and submitted its response. NCSL had thereafter received notice seeking additional information which NCSL has duly submitted to EOW Amravati. The matter is currently pending.
- c. Mr. T Ravi Prakash ("**Complainant**") had filed the FIR at Central Crime Station, Detective Department ("**CCS, DD**") at Hyderabad against his Stockbroker, Anugrah Stock and Broking Private Limited ("**Anugrah**") and 7 others including Nuvama Clearing Services Ltd (formerly known as Edelweiss Custodial Services Limited) ("**NCSL**"), under Section 409 and 420 of Indian Penal Code. The Investigating officer had deleted the names of Accused No. 4 to 8 including NCSL as there was no prima facie case made out against these accused. Being aggrieved, the Complainant filed a Protest Petition before Addl. Chief Metropolitan Magistrate, Hyderabad ("**Court**") *inter-alia* directing CCS DD Police station to conduct further investigation into the matter and take cognizance against the accused in the Petition, who are not named as accused in chargesheet. By an Order dated June 30, 2023, the Court allowed the Petition and

referred the matter to CCS DD Police station, Hyderabad for further and proper investigation against the accused. The matter is currently pending.

(iii) Regulatory proceedings involving NCSL

- a. NSE Clearing Limited (“NCL”) had issued a Show Cause Notice (“SCN”) dated January 8, 2020, after completing the Limited Purpose Inspection to understand the issue raised by the trading member Vrise Securities Private Limited (“Vrise”). NCL made inter-alia certain observations in its SCN and personal hearing was scheduled before Member and Core Settlement Guarantee Fund Committee (“MCSGFC”) of NCL. The MCSGF Committee of NCL passed an order dated February 12, 2020 stating that NCSL to reinstate such securities that are liquidated by NCSL. NCSL thereafter filed an appeal against the impugned order with Securities Appellate Tribunal (“SAT”) and SAT by its order dated February 26, 2020, granted a stay on the matter until the matter is disposed of and directed NCSL to maintain its unutilized and free collateral with NCL above ₹ 240 million till the appeal has been decided. Thereafter, on December 15, 2023, SAT dismissed the appeal filed by NCSL against the MCSGFC order dated February 12, 2020. NCSL has filed a civil appeal before the Hon'ble Supreme Court against the SAT order dated December 15, 2023. The matter is pending for hearing.
- b. NSE Clearing Ltd (“NCL”) had issued a Show Cause Notice (“SCN”) dated September 19, 2020, after completing the Limited Purpose Inspection to understand the issue raised by the trading member Anugrah Stock & Broking Private Limited (“Anugrah”). NCL made inter alia certain observations in its SCN and personal hearing was scheduled before Member and Core Settlement Guarantee Fund Committee (“MCSGFC”) of NCL. The MCSGF Committee of NCL passed an order dated October 20, 2020 stating that post detailed scrutiny of NSE and the quantum of securities to be re-instated will be intimated by NSE to NCSL for further action and also has levied a penalty of ₹ 0.1 million. NCSL thereafter filed an appeal against the impugned order with Securities Appellate Tribunal (“SAT”) and SAT by its order dated November 5, 2020, while granting a stay order inter-alia directed NCSL to give an undertaking to NCL that NCSL will deposit ₹ 2,120 million or any other amount as may be directed by Tribunal after disposal of Appeal. Thereafter, on December 15, 2023, SAT dismissed the appeal filed by NCSL against the MCSGFC order dated October 20, 2020. NCSL has filed a Civil Appeal before the Hon'ble Supreme Court against the SAT order dated December 15, 2023. The matter is pending for hearing.
- c. NSE Clearing Ltd (“NCL”) had issued a Show Cause Notice (“SCN”) dated August 24, 2021 after completing the Regular Inspection of Books of NCSL. NCL made *inter alia* certain observations in its SCN which was duly responded by NCSL vide its letter dated September 8, 2021. On October 6, 2021, a personal hearing was concluded before the Member and Core Settlement Guarantee Fund Committee (“MCSGFC”) of NCL and in pursuance thereof, NCSL submitted its written submission dated October 13, 2021. NCL had further sought clarifications on certain points vide its letter dated March 17, 2022 which are duly responded by NCSL vide its letter dated April 27, 2022 to NCL. NCL had further sought clarifications on certain points vide its letter dated September 22, 2022 which was duly responded by NCSL vide its letter dated

October 14, 2022. NCL vide its letter dated October 25, 2022 issues supplementary show cause notice citing observations (“**Supplementary SCN**”) and a personal hearing was scheduled on 01-11-2022 before the MCSGFC. NCSL have submitted its response on November 15, 2022. Subsequently, hearing held on December 06, 2022, before MCSGFC. NCL has further submitted written submissions on Supplementary SCN on December 13, 2022. MCSGFC committee of NCL has *vide* its letter dated March 31, 2023 gave its decision on the matter and proposed to levy a penalty of Rs 2.5 million. NCSL has filed an appeal before SAT on May 11, 2023 which was heard on June 08, 2023, and the SAT has directed to deposit the penalty amount with NCL which will be subject to the result of the captioned appeal. NCSL has deposited the amount with NCL. The matter is currently pending.

20. Nuvama Wealth Management Limited (“NWML”)

(i) Criminal proceedings against NWML

S & D Financials Private Limited (“Complainant”) filed an application under Section 156(3) of the Criminal Procedure Code, 1973 pursuant to an order dated 05.03.2008, the Magistrate passed an order directing the Police to investigate the matter. The Police filed a FIR (No. 142) dated 22 March 2008 (“FIR”) was registered under Sections 406, 420 and 120B of the Indian Penal Code, 1860 with the Hare Street Police Station, Calcutta against NWML officials. The Complainant alleged that the Accused committed criminal breach of trust and cheated the Complainant in future and options transactions amounting to INR 84.80 Lakhs. Thereafter, NWML denied the allegations vide a letter dated 08 September 2008 and requested for closure of case. The matter is currently pending.

Except as mentioned above under “*Material litigation or legal or regulatory actions involving our Promoter*”, there are no other criminal proceedings against NWML.

(ii) Regulatory proceedings involving NWML

a. The National Stock Exchange of India (“NSE”) issued a show cause notice dated December 20, 2021 (“SCN”) to NWML alleging inter alia that certain transactions in equity derivatives contract executed by NWML’s client were wrongfully permitted by NWML, since they were matched and reversed by same counter party. Pursuant to this, NWML filed its reply on January 26, 2022, refuting the allegations made in the SCN. The matter is currently pending.

b. The National Stock Exchange of India (“NSE”) issued a show cause notice dated December 19, 2023 (“SCN”) to NWML alleging inter alia that certain transactions in equity derivatives contract executed by NWML’s client were wrongfully permitted by NWML, since they were matched and reversed by same counter party. Pursuant to this, NWML filed its reply on December 29, 2023, refuting the allegations made in the SCN. The matter is currently pending.

Details of inquiries, inspections or investigations initiated or conducted under the Companies Act, 1956 or the Companies Act, 2013 or the securities law against associates including fines imposed or offences compounded:

- (i) On March 22, 2021, EARC received, MCA letter dated March 18, 2021, regarding inspection of the books of accounts and other books and papers of EARC under Section 206(5) of the Companies Act, 2013. EARC has furnished all the required documents and information to MCA in April 2021. Further at the request of MCA, EARC re-submitted documents on December 03, 2021. MCA by its Letter dated November 1, 2022, informed EARC to provide its comments and reply to the letter dated October 15, 2022 addressed by Mr. Paras Kuhad ("**Kuhad Letter**") to the MCA. In the Kuhad Letter, Mr. Kuhad has requested MCA to provide him with the response given by EARC along with the documents furnished in support thereof, and all other information/ documents which have come into the possession of MCA pursuant to the inspection of books initiated in March 2021. EARC vide its letter dated November 25, 2022 furnished its comments as requested by the MCA. Subsequently, EARC received another letter from MCA dated July 25, 2023 in relation to issuance of preference shares, pledge of SRs in relation to issuance of secured NCDs, acquisition of loans from group companies, clarification in relation to certain provisions Companies Act & Ind-AS, and payment of remuneration to statutory auditors. EARC has submitted its detailed response and clarifications to MCA vide letter dated September 14, 2023.
- (ii) SEBI vide its letter dated July 27, 2020, addressed to EFSL made certain observations relating to merchant banking activities of the EFSL during inspection carried out in the month of February 2020 and advised to be careful in future, thereby avoiding any lapses. EFSL has submitted its response on August 26, 2020 dealing with all the observations on merit. As of date, no further communication is received from SEBI.
- (iii) The SEBI, vide its letter dated December 05, 2022 communicated to EFSL certain findings of inspection conducted by SEBI officials relating to EFSL's merchant banking activities for a period from April 01, 2021 to March 31, 2022 and advised EFSL to submit its comments if any, along with supporting documents. EFSL has submitted its reply on December 12, 2022. SEBI vide its letter dated January 17, 2023 ("**Advisory Letter**") issued advisory in relation to findings of inspection and advised EFSL to ensure compliance with SEBI circular dated November 26, 2021 on "Publishing Investor Charter and Disclosure of Complaints by Merchant Bankers on their Website-Debt Market" ("**Circular**") and to be careful in future and improve compliance standards to avoid recurrence of such instances in future. EFSL has submitted its response with SEBI to Advisory Letter on March 23, 2023, stating that the observation will be complied with henceforth. As on date, we have received no further communication from SEBI.

Pursuant to order passed by Hon'ble National Company Law Tribunal, Mumbai Bench dated April 27, 2023, the merchant banking business of EFSL has demerged and transferred to NWML with effect from July 1, 2023 and therefore the said merchant banking business is part of NWML. The aforementioned actions mentioned in clause (ii) and (iii) above are pertaining to merchant banking business of EFSL now transferred to NWML.

- **AXIS TRUSTEE SERVICES LIMITED** - There are no material litigations or any outstanding criminal litigation or non-ordinary course regulatory actions against the Trustee of Anzen.
- **SPONSOR & PROJECT MANAGER** -

Pending before - CERC

Background of the case: Petition filed by Electricity Power Transmission Association (EPTA) along with some transmission licensees and SEPL to seek appropriate relief/ orders and directions from this Hon'ble Commission in relation to some issues having sector-wide impact and which concern the interpretation of the model Transmission Service Agreement ("TSA") of 2008, particularly on account of the hard-coding of recoverable tariff in the TSA correlated to specific calendar years and its impact on licensees who have been granted SCOD extension as a consequence of which the operating period under the TSA shifts and does not commence in the first calendar year.

Current status: Petition has been filed. Replies has been filed by certain Respondents on maintainability and merits, for which rejoinders are being finalized by EPTA members. Next date is scheduled for 19 April 2024.

Amount involved - The current relief claimed is for directions to comply with this as this is a sector-wide issue. Amount may be determined at a later stage.

- **SPECIAL PURPOSE VEHICLES**

1. Darbhanga – Motihari Transmission Company Limited ("DMTCL")

- (i) Matter – Regulatory

Pending before - APTEL, New Delhi

Background of the case: DMTCL filed a petition dated 26 October 2017, before the CERC against inter alios Bihar State Power Transmission Co. Ltd, for seeking extension of SCOD and compensation for force majeure and change in law events which impacted the ERSS-VI as per the scope of work specified in the Transmission Services Agreement, and for grant of an increase in transmission charges to offset costs on account of additional IDC and IEDC and corresponding carrying cost.

CERC passed an order on 29 March 2019, allowing DMTCL to recover expenditure incurred on account of change in law extension of SCOD on account of force majeure, and increase in taxes and duties. However, CERC disallowed recovery of IDC and IEDC beyond scheduled COD till actual COD, and corresponding carrying cost.

Thereafter, DMTCL filed an appeal dated 20 June 2020 ("Appeal I") before the Appellate Tribunal for Electricity ("APTEL") at New Delhi, wherein DMTCL challenged, amongst others, the CERC order, claims in relation to IDC and IEDC, grant of relief for compensation due to delay in SCOD and loss of tariff along with seeking grant of consequential interest.

APTEL passed an order dated 3 December 2021 and held that, (i) DMTCL would be entitled to be fully compensated for the IDC and IEDC incurred on account of the change in law and force majeure events, (ii) DMTCL would be compensated for the actual change in the length of the transmission lines, (iii)

tariff would be levied only for services provided, (iv) DMTCL would be allowed to recover amounts paid to PGCIL along with interest pursuant to order dated 1 September 2017, and (v) compensation for increased number of power lines crossings would be paid, amongst other things, and directed the matter back to CERC for passing appropriate orders.

After submissions of requisite information by DMTCL, CERC through order dated 13 May 2022 allowed DMTCL's claims, however, the claims in relation to carrying costs were disallowed. Consequently, DMTCL filed an appeal dated 24 June 2022 challenging the said CERC order seeking the payment of carrying costs in relation to IDC, IEDC and other costs claimed by DMTCL.

Current Status: The matter is currently pending in appeal at APTEL. In the listing on 16 January 2023, the Tribunal to hear the urgent application filed by DMTCL, the Tribunal, citing pendency of matters for years, did not agree to take this matter on an urgent basis but granted liberty to file a fresh urgent listing application after June 2023.

Further listed on 18th Jul, 21st Jul & on 24th July. Matter heard on 25th July 23. Matter included in list of short matters. To be taken up basis our position in the list of short matters at Sr. No 57 and 58.

Amount involved - Our estimate is approx. INR 27 Cr. (till March 22) subject to decision of the tribunal

(ii) Matter - Regulatory

Pending before - CERC (filed by PGCIL)

Background of the case: DMTCL filed a claim for recovery of INR 0.55 Cr plus interest which was borne by it as IDC and IEDC for PGCIL's 2x400 kV line bays at Muzaffarpur sub-station for the period 31 August 2016 to 21 April 2017. CERC through its order dated 13 May 2022 referred to in (1) above, also allowed DMTCL to recover this amount from PGCIL. In furtherance of this, PGCIL paid INR 0.55 Cr to DMTCL but no interest was paid.

Subsequently, PGCIL filed a petition in CERC to seek mechanism for recovery of INR 0.55 Cr plus interest which it had paid to DMTCL, and has made DMTCL a party to this petition.

Current Status: This matter was disposed off. Order issued on 6 December 2023, there is no implication of DMTCL.

Amount involved - NIL (at present)

There is no amount claimed by PGCIL against DMTCL

(iii) Matter - Regulatory

Pending before - CERC

Background of the case: DMTCL filed a petition against inter alios Bihar power utilities (such as BSPTCL, NBPDC and SBPDCL), for recovery of deemed transmission charges (plus applicable late payment surcharge and carrying cost) from the date of its deemed commercial operations being 31 March 2017, up to 15 April 2017, for its 2 x 500 MVA, 400/220kV Darbhanga sub-station and Muzaffarpur-Darbhanga 400kV D/C line with triple snowbird, which remained unrecovered due to non-availability of 220 kV downstream transmission network developed by BSPTCL.

Current Status: The petition was admitted on 11 August 2023. DMTCL asked to file an amended memo of parties to include all LTTCs along with submission of both substation technical details.

BSPHCL has filed its reply on 6 October 2023, and we have to file rejoinder by 24 October 2023. This matter was last heard on 6 Dec 2023 - Bihar holding argued that this is only 15 days and let it be. We argued that liability needs to be settled. We need to present our energization approval. They also argued that this should not be a liability on Bihar holding but we argued that they have the authority for commercial settlement. Bihar transmission also filed a reply and written submission by Bihar holding. We have filed a rejoinder on 12 January 2024. Subject to this the order is reserved.

Amount involved - INR 2.65 Cr plus applicable late payment surcharge INR 0.35 Cr for change in tariff plus applicable carrying cost.

(iv) Matter - Land matter

Pending before - Court of Sub-Judge, I, Areraj, Bihar

Background of the case: DMTCL and Sishir Kumar had entered into sale deeds dated 15 May 2023 for purchase of certain plots of land adjacent to the Motihari substation, for a total consideration of ~ INR 21,00,000. However, due to certain conditions not being fulfilled by Sishir Kumar, the transaction could not be consummated. Further, the sale deeds erroneously recorded the incorrect consideration amount, description of land, etc.

Sishir Kumar filed a petition in the Court of Sub-Judge, I, Areraj, on 21 December 2023 citing that he has not received the consideration amount, and praying that the sale deeds be declared ineffective, inoperative, null and void ab initio.

DMTCL filed its Written Statement on 27 March 2024, inter alia stating that they have not paid the consideration as certain pre requisites for payment such as updation of revenue records, NA conversion etc. were not achieved, and hence consideration was not paid, and praying that the sale deeds be declared null and void ab initio.

Current Status: The next date of hearing in the matter is 23 April 2024.

(v) Other Matters

Sr. No	Matter	Status
1	Virtuous Energy Pvt. Ltd. (VEPL) Arbitration notice dated 30 August 2021.	Legal response issued for this. No further correspondence.
2	NHAI request for utility relocation and shifting of DMTCL Line for the development of economic corridors - Hajipur to Darbhanga -to improve efficiency of freight movement under Bharatmala Pariyojna. NHAI Letter dated 17 January 2022 - prelim site visit has happened and discussion are ongoing.	With CEA intervention, discussions are ongoing with NHAI
3	Legal notice received from one landowner, Mr. Kailash Prasad Singh., for seeking tree compensation for laying transmission lines over the land, dated 26 February 2022.	Legal response issued to this landowner
4	Notice issued by DMTCL to landowner Shri Kanhaiya Lal, resident of Distt. - Siwan, to stop all ongoing construction activities in the RoW corridor of Barh-Motihari-Gorakhpur LILO section.	Notice issued to this landowner and landowner has stopped all construction

2. NRSS-XXXI (B) Transmission Limited (“NRSS”)

(i) Matter - Regulatory

Pending before - APTEL, New Delhi

Background of the case: NRSS filed a petition dated 4 September 2017, before the CERC for seeking extension of SCOD and compensation for force majeure and change in law events as per the provisions of the Transmission Services Agreement, and for grant of an increase in transmission charges to offset costs on account of additional IDC and IEDC and carrying cost.

CERC passed orders on 30 November 2017 and 29 March 2019, allowing NRSS to recover expenditure incurred on account of change in law, extension of SCOD on account of force majeure, and increase in taxes and duties. However, CERC disallowed recovery of IDC and IEDC beyond scheduled COD till actual COD and carrying cost.

Thereafter, NRSS filed appeals dated 9 August 2019 and 19 March 2020 before the Appellate Tribunal for Electricity (“APTEL”) at New Delhi challenging the CERC orders, claims in relation to IDC and IEDC along with seeking grant of consequential interest.

Consequently, APTEL vide its order dated 14 September 2020, set aside the first CERC order and held that NRSS cannot be held liable to pay IDC and IEDC on account of delay in commissioning of PGCIL’s transmission assets, and remanded the matter back to CERC (“Remand Order I”). Further, APTEL vide order dated 13 December 2021 held that NRSS was liable to be fully

compensated for the IDC and IEDC incurred on account of change in law and force majeure events amongst other things and remanded the matter back to CERC ("Remand Order II").

However, APTEL, vide order dated 11 May 2022 in relation to clarification application filed by NRSS upheld Remand Order II, however, disallowing NRSS's claim for carrying costs in relation to IDC and IEDC.

In furtherance of this, NRSS has filed an appeal dated 23 June 2022 challenging order dated 11 May 2022 and seeking compensation in relation to the carrying costs for IDC and IEDC.

Separately, CERC vide order dated 26 April 2022 stated that the liability for payment of the IDC and IEDC is on NRSS and not PGCIL, contrary to the finding of the APTEL in the Remand Order I. Accordingly, NRSS filed appeal dated 10 June 2022 challenging this order and seeking a declaration from APTEL to hold NRSS not liable for the payment of IDC and IEDC.

Current Status: The matter is currently pending in appeal at APTEL. In the listing on 16 January 2023 for the Tribunal to hear the urgent application filed by NRSS, the Tribunal, citing pendency of matters for years, did not agree to take this matter on an urgent basis but granted liberty to file a fresh urgent listing application after June 2023. Further listed on 18th Jul, 21st Jul & on 24th July. Matter heard on 25th July 23. Matter included in list of short matters at Sr. No 57 and 58.

Amount involved - Our estimate is approx. Rs. 14 crore (till March 22) subject to decision of the tribunal.

(ii) Matter - Petition

Pending before - APTEL, New Delhi

Background of the case: This is regarding tariff determination of PGCIL's Malerkotla and Amritsar bays for the tariff period of 2014- 2019. CERC decided that liability of IDC/ IEDC on account of mismatching of PGCIL constructed terminal bays (upstream network) and NRSS constructed lines (downstream network) is on NRSS.

NRSS appealed against the CERC order, and APTEL set aside this order since NRSS transmission line delay was condoned under force majeure provision of TSA and matter was remanded back to CERC to pass a reasoned order based on the present facts of the matter. However, despite APTEL order, vide order dated 26 April 2022, CERC ultimately again decided that liability of IDC/ IEDC pertains to upstream/ downstream element mismatching and is to be recovered from NRSS.

Current Status: NRSS has filed an appeal challenging the CERC order. Pleadings have been completed from both sides and matter is included in the List of Finals. Both 2 and 3 are being heard jointly and coming up for hearing

every few days but cannot be heard due to paucity of time. These Matters already included in list of short matters at Sr. No 19.

Amount involved - INR 1.28 Cr (now this amount has been revised to INR 1.004 Cr)

(iii) Matter - Regulatory

Pending before - APTEL, New Delhi

Background of the case: This is regarding tariff determination of PGCIL's Kuruskshetra bays for the tariff period of 2014- 2019. CERC decided that liability of transmission charges on account of mismatching of PGCIL constructed terminal bays (upstream network) and NRSS constructed lines (downstream network) is on NRSS.

NRSS appealed against the CERC order on the grounds that NRSS COD was delayed on account of force majeure events and this situation was beyond their control, and APTEL has upheld similar grounds in other matters.

Current status: Same as 2 above.

Amount involved - Rs. 0.20 crore

(vi) Matter - Petition

Pending before - CERC

Background of the case: Central Transmission Utility (CTUIL) filed a petition before CERC dated 19 March 2021 against NRSS seeking directions for installation of optical fibre ground wire (OPGW) on the 400kV Kuruskshetra-Malerkotla transmission line owned by NRSS.

Current Status: On 30 March 2022, CTUIL filed an affidavit in CERC, stating that PGCIL has informed that it has no objection if NRSS lays down the OPGW on its own. Basis joint discussions of NRSS and CTUIL, the parties completed pleadings before CERC. CERC passed an order on 27 December 2023. As per this order, OPGW has to be implemented by NRSS following a transparent bidding based procurement method and relief will be granted in accordance with Change in Law provision of the TSA, for which NRSS has to approach the commission later. Further, to take up this work, we have filed a clarificatory application before CERC for seeking a necessary clarification related to the recovery of this capital investment as allowed under "Change in law" provision of TSA.

Amount involved - Basis DPR estimates, this may involve a capex of INR 8.6 Cr and that subject to CERC order, this may be recovered either as annual tariff or as one time reimbursement, for that clarification application has been filed.

(v) Matter - Civil Suit

Pending with - Civil Court, Pehowa, Kurukshetra

Background of the case: Landowners Jagtar Singh & Mukesh Kumar have filed the existing suit of mandatory injunction and a recovery suit for damage due to the installation of the transmission system, which they allege has led to reduction in the land value, destruction of tubewell, power supply connections, cost required for digging of two new bores, alleged destruction of 22 no. of fruit trees and alleged loss of cultivation at their land. The land is located at Tehsil Pehowa, District Kurukshetra, Haryana, and NRSS has paid them compensation for installation of transmission towers and lines through their land.

Current Status: NRSS has filed its written statement, reply to application under O39R1&2 as well as application under O7R11 and under O1R10 of CPC. The plaintiff has also filed its reply to O1R10 and O7R11. We argued the matter, but counterparty asked for further time. The next date is scheduled on 15 Apr 2024 for the order of applications under O1R10 and O7R11.

Amount involved - INR 0.20 crore

(vi) Matter - Civil Suit

Pending before - Addl. District & Session Court , Ludhiana (Punjab)

Background of the case: This suit has been filed by landowner Mr. Amarjeet Singh Ruprai claiming additional compensation for the land over which the transmission lines have been laid, on the ground that the land has become unusable due to stringing of high tension wire above it, and is claiming additional compensation for the total land parcel.

Current Status: Rajender's cross examination happened on 6 Dec 2023 and 16 Dec 2023. Next hearing is fixed on 15 April 2024 for rebuttal & arguments.

Amount involved - INR 7 Cr

(vii) Other matters

Sr. No	Matter	Status
1	Virtuous Energy Pvt. Ltd. (VEPL) Arbitration notice dated 30 August 2021.	Legal response issued for this. No further correspondence.
2	NHAI request for seeking cost estimates associated with the shifting of NRSS XXXI (B) Transmission Line for the construction of Delhi- Ludhiana - Amritsar - Katra Expressway. (NHAI Letter dated 05 November 2020)	With CEA intervention, discussions are ongoing with NHAI. Certain supervisions charges have been received and MOU has been signed with NHAI. Kick-off meeting held as well.
3	NHAI request for shifting of NRSS XXXI (B) Transmission Line for the construction of Delhi- Ludhiana - Amritsar - Katra Expressway (Phase-1, PKG-08) in State Punjab. (NHAI Letter dated 03 February 2022)	With CEA intervention, discussions are ongoing with NHAI. Certain supervisions charges have been received and MOU is being negotiated with NHAI.
4	NHAI request for shifting of NRSS XXXI (B) Transmission Line for the construction of Ludhiana - Bathinda Expressway in State of Punjab (NHAI Letter dated 05 April 2022)	With CEA intervention, discussions are ongoing with NHAI
5	NHAI request for shifting of NRSS XXXI (B) Transmission Line for the construction of Sirhind- Sehna -06 Lane Access Controlled Highway under Bharatmala Pariyojna Phase II (Lot-09, Package I) in State of Punjab (NHAI Letter dated 28 April 2022)	With CEA intervention, discussions are ongoing with NHAI
6	NRSS has, on July 6, 2022, received a letter dated June 28, 2022 from the Serious Fraud Investigation Office, Ministry of Corporate Affairs ("SFIO") requesting for certain information in relation to its investigation into the affairs of Jyoti Structures Limited and 12 other companies under Section 212 of the Companies Act, 2013.	NRSS has responded to the notice by way of letter dated July 29, 2022. The matter is currently pending.

Other entities

Sr. No	Matter	Pending Before	Particulars	Amount Involved (INR Cr)
1	Regulatory	APTEL, New Delhi	<p>Solaire Surya Urja Private Limited (SSUPL)</p> <p>Background of the case: Petition filed by SSUPL under Section 79 of the Electricity Act, 2003 read with Article 16.3.1 of the PPA seeking extension of the SCOD for two 70 MW solar power projects, and seeking refund of the amount which was wrongfully and forcibly collected by NTPC Limited purportedly as liquidated damages for delay in commencement of supply of power, along with consequential carrying costs.</p> <p>The petition was disposed off by CERC on 04 August 2021 after rejecting the claims of SSUPL for refund of liquidated damages.</p> <p>Subsequently, SSUPL filed an appeal with APTEL on 27 September 2021 challenging the legality, propriety and correctness of the CERC order dated 04 August 2021.</p> <p>Current Status: In the last hearing held on 9 January 2023, detailed arguments were made by SSUPL's counsel, and the matter was included in the "List of Finals" i.e. reserved for arguments and order pronouncement. Next date of hearing is awaited.</p>	INR 7.6 Cr + 14% carrying cost

2	Regulatory	CERC	<p><u>Solairepro Urja Private Limited (SPUPL)</u></p> <p><u>Background of the case:</u> SPUPL filed a petition for seeking direction to AP State Load Dispatch Centre (SLDC) to implement the must-run station accorded to SUPL’s solar project in letter and spirit, and compensate SPUPL for unlawful and arbitrary curtailment of generation from the its solar project.</p> <p>CERC had originally directed the Respondents to file their reply on merits, by 6 December 2021, with a copy to SPUPL, and to file the rejoinder by 22 December 2021.</p> <p>However, in a similarly placed matter (Prayatna Power), AP SLDC approached the AP High Court, which granted an interim stay on all further proceedings on the file of the CERC, pending further orders of the High Court.</p> <p>APSLDC has filed an affidavit recently bringing on record the said stay order by AP High Court, to put forth its plea that the proceeding in current case cannot continue in view of the case being pari materia with Prayatna Power case (342/MP/2019)</p> <p><u>Current Status:</u> Hearing held on March 21, 2023. CERC deferred the hearings in the matter till the stay is vacated in Prayatna Developers’ case. However, CERC has directed Respondents to file their merits within 2 weeks and Petitioner to file rejoinder in 2 weeks thereafter. Till date no response is filed by Respondents.</p>	INR 9.91 Cr + interest
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3	Regulatory	CERC	<p><u>Solairepro Urja Private Limited (SPUPL)</u></p> <p><u>Background of the case:</u> SPUPL filed a petition before CERC under S. 79 of the Electricity Act, seeking relief on account of amendments imposed on safeguard duty through notification no. 01/2018 customs (SG) dated 30 July 2018, issued by the Department of Revenue, Ministry of Finance. CERC through order dated 05 February 2020, disposed off the matter by allowing SPUPL to claim the safeguard duty and directed NTPC Limited to pay the compensation amount to SPUPL by claiming the same from AP distribution companies.</p> <p>Thereafter, a petition was filed by the AP distribution companies against the CERC order.</p> <p><u>Current Status:</u> Order issued by AP HC on 06 January 2023 and matter was remanded back to CERC to hear afresh the submissions by the respective state distribution companies and pass a reasoned order.</p> <p>Effective hearings held in CERC on 25 May 2023 and 30 May 2023. Order passed on 2 January 2024.</p>	INR 162.40 Cr
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4	Taxation	Assistant. Commissioner, Central Tax	<p><u>Solairepro Urja Private Limited (SPUPL)</u></p> <p><u>Background of the case:</u> Writ petition filed challenging the ultra vires nature of the impugned Notification No.8/2017-Integrated Tax (Rate) dated 28-06-2017 (Annexure-10) and Notification No.10/2017-Integrated Tax (Rate) dated 28-06-2017 (Annexure-11) issued by the Union of India on the recommendation of Goods and Service Tax Council, as the same lacks legislative competency and is ultra vires to the Integrated Goods and Service Tax Act, 2017 (herein after referred to as the 'IGST Act').</p> <p>SPUPL imported modules for Kadapa from Jinko Solar under the supply contract on Cost, Insurance and Freight (CIF) terms. IGST was paid on ocean freight for the period from December 2018 to April 2019.</p> <p>The Supreme Court in Mohit Minerals case has now decided on the constitutional challenge to the levy of Goods and Services Tax (GST) on ocean freight for Cost, Insurance and Freight (CIF) imports. Basis the Supreme Court Judgement, it stands confirmed that the reverse charge levy on ocean freight, which can be traced to Notification No. 10/2017-IGST (Rate) dated 28 June 2017, did not have the force of law. Any amounts collected from CIF importers towards ocean freight services lacks / lacked legal sanction and thus were collected in violation of Article 265 of the Constitution.</p> <p><u>Current Status:</u> IGST refund received. Matter is closed.</p>	INR 3.09 Cr
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5	Regulatory	Telangana State Electricity Regulatory Commission	<p><u>Ujvalatejas Solaire Urja Pvt. Ltd. (USUPL), Nirjara Solaire Urja Pvt. Ltd. (NSUPL) and Suprasanna Solaire Energy Pvt. Ltd. (SSEPL)</u></p> <p>Background of the case: Petitions were filed by USUPL, NSUPL and SSEPL for recovery of outstanding energy invoices along with applicable late payment surcharge to be recovered from the PPA offtakers. Monthly payments have been pending since December 2020.</p> <p>While TSERC had already reserved the matter for final order which was awaited, in the interim the Telangana distribution companies approached TSERC and requested on 1 February 2023 to reconsider their submissions. Meanwhile, the Telangana distribution companies have started making payments of past dues with effect from December 2020 and a large part of the outstanding dues (but not LPS) have been paid as on date.</p> <p>Current Status: Order issued on 27 December 2023 allowing all claims of the SPVs.</p>	<p>As of petition filing date:</p> <p>INR 40.12 Cr for USUPL</p> <p>INR 20.36 for NSUPL</p> <p>INR 39.6- Cr for SSEPL</p> <p>These amounts are inclusive of past dues plus late payment surcharge, and are subject to change based on orders of the commission.</p>
6	Regulatory	CERC	<p><u>Enviro Solaire Private Limited (ESPL), Solairpro Urja Private Limited (SPUPL)</u></p> <p>Background of the case: Petition filed against UPPCL, UP SLDC, SECI, NTPC etc. through Solar Power Developers Association to challenge the UPERC (Captive and Renewable Energy Generating Plants) Regulations, 2019, which insist upon additional requirements, contrary to the PPA, calling upon solar/ wind power generators to obtain separate connections from Discoms and avail power as per prevailing tariff category during the periods when their plant does not generate electricity, and honour the SPVs bills based on the energy accounts generated by the SLDC/ alternatively</p>	NA

			<p>declare these regulations as change in law.</p> <p>Current Status: Petition filed, matter heard on 25 April 2023. Additional submissions made as per directions of CERC. The matter was admitted on 16 October 2023 and parties have 4 weeks time to complete pleadings. Matter was mentioned on 27 February 2024 requesting for urgent listing. Commission took note and listing date to be notified soon.</p>	
7	Regulatory	Central Electricity Regulatory Commission	<p>Solaire Surya Urja Private Limited (SSUPL)</p> <p>Background of the case: Our 140 MW (2x70 MW) SSUPL solar power plant in Rajasthan, having PPA with NTPC has been generating excess energy over and above the annual contracted energy in the past years. As per the PPA, upon prior consent from NTPC, we can sell this excess energy to NTPC @ INR 3 per unit, and if NTPC denies, the power can be sold to a third party/ exchange. Since FY 2018-19, attempts were made to seek NOC/ consent from NTPC to off-take/ sell this excess energy. However NTPC has either not responded or just mentioned that they are awaiting back to back consents from Rajasthan discom who is the ultimate beneficiary of the power. NTPC/ Rajasthan discom have failed to give consent in the past years except in FY 2021-22 & FY 2022-23, wherein during FY 2021-22, we were permitted to sell to third party and in FY 2022-23, NTPC/ Rajasthan discom had provided consent to offtake our excess energy @ INR 3/ unit as per the PPA.</p> <p>As there was no consent from off-taker in the past years for purchase of the excess energy/ to sell outside, our plant being must-</p>	<p>Since FY 2018 - 19 the claim amount is ~INR 16 Crore plus late payment surcharge claim of ~INR 7.9 Crore</p>

			<p>run plant has injected this energy to the Rajasthan Grid, for which we have raised timely invoices. However till date these invoices (pertaining to the excess energy injected portion) are not paid for.</p> <p><u>Current Status:</u> We have filed a petition before CERC on 2 January 2024. Matter listed for admission on upcoming 19th Apr 24.</p>	
8	Civil Suit	<p>Injunctions: Court of Civil Judge and Judicial Magistrate, Bap</p> <p>Appeals: Additional Divisional Commissioner, Jodhpur</p>	<p><u>Suryaoday Solaire Prakash Private Limited (SSPPL)</u></p> <p><u>Background of the case:</u> SSPPL had received a notice from Ishwar Singh Bhati claiming that 3/4 portion of Khasra No. 73/2 belongs to him and asked SSPPL to vacate it. SSPPL has filed petitions for temporary and permanent injunctions against inter-alios Ishwar Singh Bhati, as well as appeals challenging the orders of the authorities granting change in ownership of the above mentioned Khasra No., in the relevant courts.</p> <p><u>Current Status:</u> SSPPL has been granted an injunction in this matter till 29 May 2024.</p>	NA

9	Land Matters	CBI/ PACL noting	<p><u>Northern Solaire Prakash Private Limited (NSPPL)</u></p> <p><u>Background of the case:</u> The latest Jamabandis in respect of these Khasra Nos. 71,75,97/1 and 97/2 refers to a note entered pursuant to an order of the Tehsildar recording a stay on these lands pursuant to CBI investigation. Upon review of the list of PACL Lands maintained at the Tehsil Office, it emanates that the said recordal pertains to an attachment on the lands under the Supreme Court's order in the matter of Subrata Bhattacharya v. SEBI (2016). These lands have been identified by the CBI as lands belonging to/transferred by PACL and therefore, pursuant to order of the Hon'ble Supreme Court on the said subject matter, these lands can be transferred only by the R.M. Lodha Committee who further appointed retd justice Shri R.S. Virk. Retd Justice R. S. Virk has been entrusted with the power to adjudicate upon the objections/representations that may be raised by the persons aggrieved by the attachment of property by the CBI and the R.M. Lodha Committee. The decision of R. S. Virk shall be in the nature of a recommendation and the same shall require affirmation of the Hon'ble Supreme Court by way of an Interlocutory Application in CA No. 13301/2015 (the original Subrata Bhattacharya v. SEBI case).</p> <p><u>Present Status:</u> Application for delisting of the khasras owned by NSPPL has been filed before Retd Justice R.S. Virk and notices have been issued in this matter. The next date of hearing is 20 May 2024.</p>	NA
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10	Land Matters	NS-SS jamabandi correction	<p><u>Suryaunday Solaire Prakash Private Limited (SSPPL) and Northern Solaire Prakash Private Limited (NSPPL)</u></p> <p><u>Background of the case:</u> The present issue is with respect to Khasra No. 71/3 - admeasuring 50 bighas. Vide Sale Deed dated 01.10.2014 erstwhile owner sold the 30 bighas out of 71/3 in favour of SSPPL and 20 bighas out of 71/3 in favour of NSPPL and same was recorded in the mutation entry that Khasra No. 71/3 was divided into two Khasra Nos. namely 71/3 admeasuring 30 Bigha which was recorded in the name of SSPPL and 71/4 admeasuring 20 Bigha which was recorded in the name of NSSPL. In jamabandi for Vikram Samvat 2073-2076, khasra 71/3 - 30 bighas is recorded in the name of SSPPL and 71/4 - 20 bighas is recorded in the name of NSPPL. However current Jamabandi for Vikram Samvat 2077-2080 as available online and it reflects NSPPL as owner of both khasras i.e. 71/3 - 30 bighas and 71/4 - 20 bighas. Despite no transaction between NSPPL and SSPPL, khasra 71/3 - 30 bighas inadvertently records NSPPL as the owner instead of SSPPL.</p> <p><u>Current Status:</u> Application before Sub-Divisional Officer, Tehsil - Bap, Jodhpur has been filed and admitted before SDO, Bap - for rectification of the jamabandi in favour of SSPPL. Next date of hearing awaited.</p>	NA
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11	Land Matters	Land encroachment issue	<p><u>Enviro Solaire Private Limited (ESPL)</u></p> <p><u>Background of the case:</u> The Plaintiffs have filed a case against ESPL citing encroachment by ESPL over their land by undertaking construction and mining the land. The Plaintiffs have alleged that ESPL has encroached the lands owned by Plaintiffs and accordingly have approached the Court of Civil Judge (Senior Division), Mirzapur. However, this notice seems inadvertent as the Plaintiff's land is located at Village- Sahira, Post- Kantit, Tehsil- Lalganj, District- Mirzapur while ESPL plant is located at Village-Dadar Kala, Post - Vijaypur, Tehsil- Mirzapur, District-Mirzapur and the encroached land as referred by the Plaintiff is 15kms away from ESPL project land.</p> <p><u>Current Status:</u> Reply against the claim has been filed by us in the matter. Currently the matter is ongoing at Court of Civil Judge (Senior Division), Mirzapur. The next date of the matter is 18 April 2024.</p>	NA
<p><i>Note: All amounts and outcomes are subject to any judgments/ orders passed by the appropriate authority.</i></p>				
<p><i>Note: The matters set out at serial number 1, 2, 3 and 4 above are "Identified Claims" under the transaction documents and are being handled by Solairedirect Energy India Private Limited (SDEIPL), and all losses/benefits of these matters will accrue to SDEIPL</i></p>				
<p><i>Note: The matter set out at serial number 1 (SSUPL) is a matter involving a subsidiary of the Sponsor of the InvIt. All other litigations pertain to assets owned by the EIYP fund and not by the Sponsor or their subsidiary. Disclosures may need to be reviewed and amended accordingly.</i></p>				
1	Contractual	NCLT, Mumbai and High Court of Bombay	<p><u>Background of the case:</u> Sekura Roads Private Limited ("SRPL") has filed a commercial suit dated September 27, 2021 before the High Court of Bombay seeking certain reliefs in its disputes with IL&FS Transportation Networks Limited ("ITNL"), Infrastructure Leasing and Financial Services Limited ("IL&FS") and Jorabat Shillong Expressway Limited ("JSEL"). Amongst other reliefs, SRPL requested the Hon'ble High Court to declare that the Share</p>	NA

			<p>Purchase Agreement dated December 10, 2020 (“SPA”) executed between SRPL, IL&FS, ITNL and JSEL for the sale of ITNL’s shareholding in JSEL to SRPL had not lapsed and continued to remain valid, binding and subsisting.</p> <p>On October 13, 2021, the High Court of Bombay passed an injunction order, restraining IL&FS/ ITNL/ JSEL from in any manner disposing of or encumbering or transferring or, alienating or creating any third-party right or interest in the shares, assets and properties of JSEL, except in performance of the SPA in favour of SRPL. The High Court clarified that the said injunction would continue pending the disposal of IL&FS’s application to the National Company Law Tribunal, Mumbai (NCLT) in terms of the SPA and for one week thereafter.</p> <p>Against the order dated October 13, 2021, IL&FS filed an appeal (Commercial Appeal (L) No. 25664 of 2021) before the Hon’ble High Court of Bombay. On November 22, 2021, the Hon’ble High Court of Bombay was pleased to admit the appeal. However, the Hon’ble High Court did not stay the operation of the order dated October 13, 2021. The said appeal is presently pending.</p> <p>Current Status: The parties subsequently negotiated a revised understanding for the transaction, and have approached NCLT to approve the transaction. NCLT has approved the transaction in the hearing on 14 July 2023.</p>	
	<p>Note: All amounts and outcomes are subject to any judgments/ orders passed by the appropriate authority.</p>			
	<p>Note: The subsidiaries of SRPL - Dhola Infra Private Limited and Dibang Infra Private Limited, are in discussions with Ministry of Road Transport and Highways regarding certain change of scope claims under their respective concession agreements. These matters are being pursued by Navayuga Engineering Company Limited (NECL) with the ministry. These matters were not a part of the FPM of the Anzen Invt and hence have not been included here.</p>			

1	Contractual	Debt Recovery Tribunal (DRT), New Delhi -	<p>Case No. OA/457/2020 filed by IIFCL</p> <p>Background of the Case: On account of the default by the TEL in meeting the repayment obligations under the MRA, as mentioned above in point '2', IIFCL filed an application under Section 19(4) of the Recovery of Debts Due to Banks and Financial Institutions Act, 1993, read with Rule 5(2A) of the Debt Recovery Tribunal (Procedure) Rules, 1993, for recovery of the outstanding amount of INR 90,54,67,978 under the Facility. Pursuant to the said DRT application, there was a restriction imposed on KMCCL, KMCIL, Mr. Gautham Reddy, Mr. Vikram Reddy and Mr. Pruthvi Reddy from alienating or creating any charge/interest on the hypothecated assets under the hypothecation agreement dated October 07, 2010 and the initial pledged shares, comprising 51% of the shares of TEL.</p> <p>Current Status: Pursuant to the takeover of the Facility by M/s India Resurgence ARC Private Limited vide assignment deed dated August 31, 2021, all outstanding dues to IIFCL have been repaid. In light of this, IIFCL has filed a withdrawal application before the DRT, New Delhi. The dismissal order is expected to be passed shortly.</p>	NA
2	PIL	Hon'ble High Court of Kerala	<p>Shaji J. Kodankandath v. Union of India & Ors. WP (C) No. 26725/2022</p> <p>Background of the case: This is a public interest litigation filed by Shaji. J. Kodamkandath on August 02, 2022, before the Hon'ble High Court of Kerala against NHAI, Independent Engineer, TEL and others, alleging that the PCOD dated March 09, 2022, has been prematurely issued by the Independent Engineer as the construction of the Project Highway, more specifically the tunnels at Kuthiran have not been appropriately completed, and therefore, the Project Highway is not safe for starting commercial operation.</p>	NA

			<p>Current Status: The matter was last posted for hearing on September 14, 2022. Pursuant to the said hearing, the impleaded respondents have been directed to file their respective counters. Matter is being handled by NHAI.</p>	
3	Writ Petition	Hon'ble High Court of Kerala	<p>K Rajan v. NHAI & TEL. WP(C) 1412/2021</p> <p>Background: The petitioner filed a petition in the Hon'ble High Court of Kerala against NHAI, TEL and others, alleging that accidents and deaths on the Project Highway are occurring due to non-implementation of safety measures as per the prescribed standard.</p> <p>The prayer under the writ petition is as follows – (a) implementation of safety measures in the Project Highway to prevent accidents; (b) to repair the pot holes in the Project Highway; (c) to open the almost completed tunnel for traffic to avoid traffic jam/accidents in Kuthiran; and (d) to appoint a judicial committee to monitor the progress of the works and report to the High Court.</p> <p>Case Status: Matter is pending and is handled by NHAI. On 08.04.2021 the matter was further posted for 17.05.2021. However there has been no hearing on 17.05.2021 and no progress since.</p>	NA

4	Writ Petition	Hon'ble High Court of Kerala	<p>Shaji J Kodankandath v. NHAI, Thrissur Expressway Limited and Others. WP (C) 37816/2016</p> <p>Background: The petitioner filed a petition in the Hon'ble High Court of Kerala against NHAI, TEL and others, alleging that accidents and deaths on the Project Highway are occurring due to non-implementation of safety measures as per the prescribed standard. The prayer under the writ petition is as follows - (a) implementation of safety measures as per standards alleging that accidents/deaths are occurring due to non- implementation of safety measures; (b) repair of the Project Highway to ease traffic and to prevent accidents; and (c) early completion of the tunnels and the Project Highway</p> <p>Current Status: This matter is being heard along with WP(C)1412/2021. Matter is pending and is handled by NHAI. On 08.04.2021 the matter was further posted for 17.05.2021. However there has been no hearing on 17.05.2021 and no progress since.</p>	NA
5	PIL	Hon'ble High Court of Kerala	<p>P.B Satheesh v NHAI & Ors. WP(C) 15216/2016 Sarvakakshi Samyuktha Samithy & Ors. v NHAI & Ors. WP(C) 41297/2017</p> <p>Background of the case: This public interest litigation has been filed by Sri P B Satheesh demanding the construction of an underpass in Mulayam Road Junction. WP(C) 41297/2017 has been filed by Sarvakakshi Samyuktha Samithy, against the construction of under pass at Mulayam Road Junction. High Court in its order dated March 26, 2018 has allowed construction of the highway in the location as per the original Concession Agreement, which does not provide for the construction of underpass in the location. Accordingly, the Project Highway work in the area has been completed as provided in the Concession Agreement.</p>	NA

			<p>Current Status: Matter is pending and is handled by NHAI. The matter was last listed date 31.03.2021, pending since.</p>	
6	Writ Petition	Hon'ble High Court of Kerala	<p>K Madhavan Nair and others v. Union of India, NHAI/Thrissur Expressway Limited, KMC Constructions Limited. WP (C) 4363/2016.</p> <p>Background of the case:The petition is filed for claiming compensation for the death of one Mr. Jayan, by falling into the bore hole constructed as part of the Mannuthy Flyover in 2013. TEL has submitted its counter statement for dismissing the petition on the grounds that - (a) the accident has occurred due to the negligence of the deceased who was in a state of intoxication at the time of the accident; (b) TEL has submitted that the alleged bore hole was at a reasonable distance from the then carriageway of the Project Highway, and due care had been taken by TEL; (c) the post-mortem report of the deceased confirms that he was in an inebriated state at the time of accident; and (d) the matter is not maintainable under writ jurisdiction of the High Court and the same should be taken before the lower courts.</p> <p>Current Status: This matter has been dismissed vide order dated 27 March 2024.</p>	NA

7	Writ Petition	Hon'ble High Court of Kerala	<p>Daisy George Payappan v. NHAI/Thrissur Expressway Limited and Ors. WP (C) 12774/2018.</p> <p>Background of the case: The claim under this matter pertains to the demand for failure of TEL/NHAI to not close the old national highway passing through Kuthiran Hills, upon the opening of the twin tunnels for traffic. As per the original Concession agreement and clearance obtained from the Ministry of Environment, Forest and Wildlife, the existing road was required to be handed over to relevant forest department once the tunnels are completed and opened for traffic.</p> <p>Current Status: We have constructed the road as per design approved by authority. This old road is now under the forest department's jurisdiction. Matter is pending and is handled by NHAI. Last posted on 11.04.2018, no hearing since.</p>	NA
8	Writ Petition	Hon'ble High Court of Kerala	<p>Saseendran v. NHAI/Thrissur Expressway Limited and Ors. WP (C) 5317/2018</p> <p>Background of the case: The petitioner filed a petition in the Hon'ble High Court of Kerala against NHAI, TEL and others, alleging that proper protection for his balance land after acquisition, relating to the Project Highway, was not provided including access.</p> <p>Current Status: Matter is pending and is handled by NHAI. In the hearing on 06.02.2024, court has directed to post this matter before appropriate court for hearing</p>	NA

9	Writ Petition	Hon'ble High Court of Kerala	<p>St Mary's Malakara Catholic Church, Kombazha & Ors v. NHAI & Ors. WP(C) 40030/2022</p> <p>Background of the case: Land Acquired by NHAI close to where the church is located. The church has requested that NHAI may acquire the entire land and compensate the church.</p> <p>Current Status: Matter is pending and is handled by NHAI. IE has submitted a report on 27.01.2024 to NHAI that the Church people have encroached the NHAI land. Court passed an order on 23.01.2024 that status quo be maintained for 3 months. Last hearing date was 23.01.2024, no hearing since.</p>	NA
10	Writ Petition	Hon'ble High Court of Kerala	<p>Suchitra & Ors v. Project Director, NHAI & Ors. WP(C) 5103/2023</p> <p>Background of the case: The Petitioner is selling vegetables, toys, near the service road of the highway. The Petitioner were asked to stop this vending activity against which the current petition is filed.</p> <p>Current Status: Matter is pending and is handled by NHAI. On 06.03.2023, court directed for issuance of notice to TEL.</p>	NA
11	Writ Petition	Hon'ble High Court of Kerala	<p>Nisha Benny & Anr v. NHAI & Ors. WP(C) 14021/2023</p> <p>Background of the case: Barricades put up before petitioner's restaurant to provide route for ambulance and construction of weighbridge, due to which petitioner's restaurant's access was stopped resulting in loss of restaurant business.</p> <p>Current Status: Matter is pending and is handled by NHAI. Last hearing date was 05.12.2023. Matter was posted further for 19.12.2023, however no hearing has happened on the said date. Next hearing - 20.03.2024, no further updates on next date.</p>	NA

12	Civil Suit	Court of Sub Judge,Trissur	<p>Chako v. TEL , Panniyankara Palakkad POP-14-2020 & OS 308-2020</p> <p>Background of the case: regarding blasting of the Tunnel and safety thereof, due to which the plaintiff suffered damages. The plaintiff was awarded compensation of INR 85715/- which was accepted under protest. Plaintiff has claimed an amount of INR 13,64,285 plus interest @ 12% p.a.</p> <p>Current Status: Matter is pending.</p>	INR 13,64,285 plus interest @ 12% p.a
13	Writ Petition	Hon'ble High Court of Kerala	<p><u>Krishnan Kutty & ors v. District Collector & ors. WP(C)12838/2024</u></p> <p>Background of the case: This matter pertains to compensation issues related to the damages caused to the buildings of local residents due to blasting operations in the twin tunnels in Kuthiran hills and other areas in the project corridor. TEL is the 6th respondent in this matter.</p> <p>Current Status: Matter is pending, TEL is in the process of appointing its counsel for this matter.</p>	

1	Contractual	Debt Recovery Tribunal (DRT), New Delhi -	<p>Case No. OA/457/2020 filed by IIFCL</p> <p>Background of the Case: On account of the default by the TEL in meeting the repayment obligations under the MRA, as mentioned above in point '2', IIFCL filed an application under Section 19(4) of the Recovery of Debts Due to Banks and Financial Institutions Act, 1993, read with Rule 5(2A) of the Debt Recovery Tribunal (Procedure) Rules, 1993, for recovery of the outstanding amount of INR 90,54,67,978 under the Facility. Pursuant to the said DRT application, there was a restriction imposed on KMCCL, KMCIL, Mr. Gautham Reddy, Mr. Vikram Reddy and Mr. Pruthvi Reddy from alienating or creating any charge/interest on the hypothecated assets under the hypothecation agreement dated October 07, 2010 and the initial pledged shares, comprising 51% of the shares of TEL.</p> <p>Current Status: Pursuant to the takeover of the Facility by M/s India Resurgence ARC Private Limited vide assignment deed dated August 31, 2021, all outstanding dues to IIFCL have been repaid. In light of this, IIFCL has filed a withdrawal application before the DRT, New Delhi. The dismissal order is expected to be passed shortly.</p>	NA
2	PIL	Hon'ble High Court of Kerala	<p>Shaji J. Kodankandath v. Union of India & Ors. WP (C) No. 26725/2022</p> <p>Background of the case: This is a public interest litigation filed by Shaji. J. Kodamkandath on August 02, 2022, before the Hon'ble High Court of Kerala against NHAI, Independent Engineer, TEL and others, alleging that the PCOD dated March 09, 2022, has been prematurely issued by the Independent Engineer as the construction of the Project Highway, more specifically the tunnels at Kuthiran have not been appropriately completed, and therefore, the Project Highway is not safe for starting commercial operation.</p> <p>Current Status: The matter was last posted for hearing on September 14, 2022. Pursuant to the said hearing, the impleaded respondents have been directed to file their respective counters. Matter is being handled by NHAI.</p>	NA

3	Writ Petition	Hon'ble High Court of Kerala	<p>K Rajan v. NHAI & TEL. WP(C) 1412/2021</p> <p>Background: The petitioner filed a petition in the Hon'ble High Court of Kerala against NHAI, TEL and others, alleging that accidents and deaths on the Project Highway are occurring due to non-implementation of safety measures as per the prescribed standard.</p> <p>The prayer under the writ petition is as follows – (a) implementation of safety measures in the Project Highway to prevent accidents; (b) to repair the pot holes in the Project Highway; (c) to open the almost completed tunnel for traffic to avoid traffic jam/accidents in Kuthiran; and (d) to appoint a judicial committee to monitor the progress of the works and report to the High Court.</p> <p>Case Status: Matter is pending and is handled by NHAI. On 08.04.2021 the matter was further posted for 17.05.2021. However there has been no hearing on 17.05.2021 and no progress since.</p>	NA
4	Writ Petition	Hon'ble High Court of Kerala	<p>Shaji J Kodankandath v. NHAI, Thrissur Expressway Limited and Others. WP (C) 37816/2016</p> <p>Background: The petitioner filed a petition in the Hon'ble High Court of Kerala against NHAI, TEL and others, alleging that accidents and deaths on the Project Highway are occurring due to non-implementation of safety measures as per the prescribed standard. The prayer under the writ petition is as follows – (a) implementation of safety measures as per standards alleging that accidents/ deaths are occurring due to non- implementation of safety measures; (b) repair of the Project Highway to ease traffic and to prevent accidents; and (c) early completion of the tunnels and the Project Highway</p> <p>Current Status: This matter is being heard along with WP(C)1412/2021. Matter is pending and is handled by NHAI. On 08.04.2021 the matter was further posted for 17.05.2021. However there has been no hearing on 17.05.2021 and no progress since.</p>	NA

5	PIL	Hon'ble High Court of Kerala	<p>P.B Satheesh v NHAI & Ors. WP(C) 15216/2016 Sarvakakshi Samyuktha Samithy & Ors. v NHAI & Ors. WP(C) 41297/2017</p> <p>Background of the case: This public interest litigation has been filed by Sri P B Satheesh demanding the construction of an underpass in Mulayam Road Junction. WP(C) 41297/2017 has been filed by Sarvakakshi Samyuktha Samithy, against the construction of under pass at Mulayam Road Junction. High Court in its order dated March 26, 2018 has allowed construction of the highway in the location as per the original Concession Agreement, which does not provide for the construction of underpass in the location. Accordingly, the Project Highway work in the area has been completed as provided in the Concession Agreement.</p> <p>Current Status: Matter is pending and is handled by NHAI. The matter was last listed date 31.03.2021, pending since.</p>	NA
6	Writ Petition	Hon'ble High Court of Kerala	<p>K Madhavan Nair and others v. Union of India, NHAI/Thrissur Expressway Limited, KMC Constructions Limited. WP (C) 4363/2016.</p> <p>Background of the case:The petition is filed for claiming compensation for the death of one Mr. Jayan, by falling into the bore hole constructed as part of the Mannuthy Flyover in 2013. TEL has submitted its counter statement for dismissing the petition on the grounds that - (a) the accident has occurred due to the negligence of the deceased who was in a state of intoxication at the time of the accident; (b) TEL has submitted that the alleged bore hole was at a reasonable distance from the then carriageway of the Project Highway, and due care had been taken by TEL; (c) the post-mortem report of the deceased confirms that he was in an inebriated state at the time of accident; and (d) the matter is not maintainable under writ jurisdiction of the High Court and the same should be taken before the lower courts.</p> <p>Current Status: This matter has been dismissed vide order dated 27 March 2024.</p>	NA

7	Writ Petition	Hon'ble High Court of Kerala	<p>Daisy George Payappan v. NHAI/Thrissur Expressway Limited and Ors. WP (C) 12774/2018.</p> <p>Background of the case: The claim under this matter pertains to the demand for failure of TEL/NHAI to not close the old national highway passing through Kuthiran Hills, upon the opening of the twin tunnels for traffic. As per the original Concession agreement and clearance obtained from the Ministry of Environment, Forest and Wildlife, the existing road was required to be handed over to relevant forest department once the tunnels are completed and opened for traffic.</p> <p>Current Status: We have constructed the road as per design approved by authority. This old road is now under the forest department's jurisdiction. Matter is pending and is handled by NHAI. Last posted on 11.04.2018, no hearing since.</p>	NA
8	Writ Petition	Hon'ble High Court of Kerala	<p>Saseendran v. NHAI/Thrissur Expressway Limited and Ors. WP (C) 5317/2018</p> <p>Background of the case: The petitioner filed a petition in the Hon'ble High Court of Kerala against NHAI, TEL and others, alleging that proper protection for his balance land after acquisition, relating to the Project Highway, was not provided including access.</p> <p>Current Status: Matter is pending and is handled by NHAI. In the hearing on 06.02.2024, court has directed to post this matter before appropriate court for hearing</p>	NA
9	Writ Petition	Hon'ble High Court of Kerala	<p>St Mary's Malakara Catholic Church, Kombazha & Ors v. NHAI & Ors. WP(C) 40030/2022</p> <p>Background of the case: Land Acquired by NHAI close to where the church is located. The church has requested that NHAI may acquire the entire land and compensate the church.</p> <p>Current Status: Matter is pending and is handled by NHAI. IE has submitted a report on 27.01.2024 to NHAI that the Church people have encroached the NHAI</p>	NA

			land. Court passed an order on 23.01.2024 that status quo be maintained for 3 months. Last hearing date was 23.01.2024, no hearing since.	
10	Writ Petition	Hon'ble High Court of Kerala	<p>Suchitra & Ors v. Project Director, NHAI & Ors. WP(C) 5103/2023</p> <p>Background of the case: The Petitioner is selling vegetables, toys, near the service road of the highway. The Petitioner were asked to stop this vending activity against which the current petition is filed.</p> <p>Current Status: Matter is pending and is handled by NHAI. On 06.03.2023, court directed for issuance of notice to TEL.</p>	NA
11	Writ Petition	Hon'ble High Court of Kerala	<p>Nisha Benny & Anr v. NHAI & Ors. WP(C) 14021/2023</p> <p>Background of the case: Barricades put up before petitioner's restaurant to provide route for ambulance and construction of weighbridge, due to which petitioner's restaurant's access was stopped resulting in loss of restaurant business.</p> <p>Current Status: Matter is pending and is handled by NHAI. Last hearing date was 05.12.2023. Matter was posted further for 19.12.2023, however no hearing has happened on the said date. Next hearing - 20.03.2024, no further updates on next date.</p>	NA

12	Civil Suit	Court of Sub Judge, Trissur	<p>Chako v. TEL , Panniyankara Palakkad POP-14-2020 & OS 308-2020</p> <p>Background of the case: regarding blasting of the Tunnel and safety thereof, due to which the plaintiff suffered damages. The plaintiff was awarded compensation of INR 85715/- which was accepted under protest. Plaintiff has claimed an amount of INR 13,64,285 plus interest @ 12% p.a.</p> <p>Current Status: Matter is pending.</p>	INR 13,64,285 plus interest @ 12% p.a
13	Writ Petition	Hon'ble High Court of Kerala	<p>Krishnan Kutty & ors v. District Collector & ors. WP(C)12838/2024</p> <p>Background of the case: This matter pertains to compensation issues related to the damages caused to the buildings of local residents due to blasting operations in the twin tunnels in Kuthiran hills and other areas in the project corridor. TEL is the 6th respondent in this matter.</p> <p>Current Status: Matter is pending, TEL is in the process of appointing its counsel for this matter.</p>	

TAX PROCEEDINGS

Details of all material direct tax and indirect tax matters against the InvIT, the Special Purpose Vehicles, the Sponsor, the Project Manager, the Investment Manager and their respective associates, as on March 31, 2024 are as follows:

- Anzen - Nil
- Investment Manager and its associates - Nil
- Sponsor & its associates - Nil
- Axis Trustee Services Limited - Nil
- Special Purpose Vehicles - Details are as follows:

SN	Entity	Direct/Indirect	Act/ Law	Period	Issue Involved/ Brief	Tax amount involved (Rs. In Lakhs)	Current Status
1	NRSS	DT	Income Tax	AY 2018- 19	Assessment u/s 143(2). Also NeAC intimation issued on 14.10.2020.	-	Assessment order u/s 143(3) had been passed on 22.02.2021 accepting the ITR filed by the Company. However, in the Computation sheet & Demand notice following errors were made erroneously:- a. Loss to be c/f reduced by INR 34 crores (from INR 138.5 crores to INR 104.5 crores). b. raised MAT demand of INR 1.79 lakhs. These being error/mistake apparent on the face of Assessment order, we had filed rectification application u/s 154 of the IT Act on 01.04.2021 requesting Officer to rectify these errors. In response, we have received rectification order 19.05.2023 wherein MAT demand has been nullified. However, losses are not reinstated. For the same rectification application has been filed on 19.06.2023. The Company will be filed follow-up letter on 04.02.2024 and 28.03.2024.
2	NRSS	DT	Income Tax	AY2017-18	Penalty proceedings u/s 272A(1)(d) for FY17 dtd 1.4.21 due by 4.4.21	Closed	Requisite reply filed on 09.04.2021. No further communication received from Department. Penalty Proceeding dropped vide order u/s 272A(1)(d) dated 25.08.2021

3	DMTCL	DT	Income Tax	AY 2018-19	Assessment u/s 143(2). Also NeAC intimation issued on 15.10.2020	Closed	We had filed appropriately drafted submissions online in response to the same from time to time. Subsequently, we had received Show Cause Notice for disallowing expenses of INR 6.59 crores in response to which we had again filed appropriately drafted submissions citing relevant case laws & CBDT circular in support of our contention. Consequently, the clean 143(3) Assessment order dtd 23.03.2021 had been passed without any disallowances, accepting the income declared in ITR.
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4	DMTCL	DT	Income Tax	AY 2019-20	Proposed Adjustment / Intimation 143(1)	-	<p>Intimation was re-received on 15.08.2020. As per the intimation order, losses of the said year to be carry forward is disallowed to the extent of Rs.4,97,763 on account of issues identified in proposed adjustment notice. Originally, rectification for reprocesing the return was filed on 09.03.2020, 22.05.2020 & 07.07.2020. However, rectification was processed unchanged on 15.08.2020. Thus, a physical submission for rectification will be filed once rectification rights are transferred to AO.</p> <p>Discrepancy is on account of: A] PF contribution paid after due date but before filling of return. B] IFOS income received in AY 2019-20 but was offered to tax in AY 2018-19 on accrual basis. Greivance raised on 07.12.2023 to issue rectification order.</p>
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5	DMTCL	DT	Income Tax	AY2020-21	Proposed Adjustment / Intimation 143(1)	Closed	Intimation issued u/s 143(1) dated 30.07.2021 for AY 2020-21 in the case of DMTCL, total refund of Rs.42,84,680 (including interest of Rs. 3,17,376 u/s 244A of the Act) is granted. It may be noted that even though the refund amount is appropriately processed the amount of carried forward business loss has been reduced to Rs. 64,69,86,901 instead of 65,14,11,629 as per ROI filed. The difference of Rs.44,24,728 is on account of various 43B items. Executed rectification Application to be filed u/s 154 was shared on 07.04.2022. Rectification to reprocessing of return was done on 02.06.2022. Rectification order received on 09.06.2022 accepting return of income with no adjustment and proper carried forward of loss. No further action required.
6	DMTCL	IDT	Bihar VAT	AY 2018-19	VAT Notice u/s 31	7.73	We had filed requisite details in response to said notice. Notice u/s 24 is received for FY 2017-18 on 13.05.2022 and consultant has attended personal hearing on 31.05.2022. Form N-VIII (Demand Notice) dated 28.04.2023 received on 19.05.2023 raising a total demand of Rs. 7,72,996. Regular followups are done with the consultant as well the officer to issue main order. Case has been transferred to another consultant on 20.02.2024 to visit the department and obtain order.

7	DMTCL	IDT	Bihar VAT	AY 2017-18	VAT Notice u/s 27	-	<p>Non-furnishing of Tax Audit Report under section 24 of Bihar VAT Act . Personal hearing attended on 05.11.2021 and department has intimated that certain tax audit forms are not filed for FY 2016-17 for which notice will be issued and penalty notice will be raised. Further, another notice for personal hearing is received dated 20.12.2021 to attend in person on 30.12.2021 with required books of accounts. Adjournment letter was filed on 30.12.2021 requesting time for 15 days. Hearing attended by consultant in Feb 2022 and response/clarification submitted on 10.02.2022 and 29.03.2022 for issues raised by the officer. Assessment order is received dated 13.04.2022 issuing a refund of INR 14,08,455/- and imposing penalty of INR 47,000/- and INR 96,250/-. Matter is closed for FY 2016-17. We have advised the consultant to co-ordinate with officer to adjust the demand of FY 2017-18 against refund of FY 2016-17 and issue net refund. Case has been transferred to another consultant on 20.02.2024 to visit the department and obtain order.</p>
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8	NRSS	DT	Income Tax	AY 2020-21	Proposed Adjustment / Intimation 143(1)	Closed	<p>Intimation was issued u/s 143(1) on 09.11.2021, wherein refund is issued after adjusting outstanding demand of INR 1.79 Lacs and interest of INR 0.12 Lacs. Further, there are differences on account of various 43B items. Rectification is filed jointly for AY 2018-19 and AY 2020-21 to grant refund for AY 2020-21. Rectification Application has been filed for 43B differences. Order u/s 154 is yet to be received. To rectify the adjustments, Company had filed rectification online. To this Company has received an order u/s 154 on 4 April 2023 rectifying the adjustment and restating the losses to the extent of INR 10.79 lakhs. However, the Company has received a demand of INR 1,31,940. This demand is on account of reduction in interest on income-tax refund from INR 2,78,528 to INR 15,474. Response has been filed disagreeing with the o/s demand on May 2023. We have re-processed the ITR on 24.07.2023. However, the demand is not nullified. In relation to the same the Company is deliberating with the Consultants on the possible solution. Reprocessing return request and grievance raised on 5/12/2023. Rectification order dated 30.01.2024 received deleting the demand and accepting the return of income.</p>
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9	DMTCL	DT	Income Tax	AY 2021-22	Intimation u/s 143(1)	Closed	Inconsistency in the amount of profit chargeable to tax under section 41 specified in return & in audit report. Appropriate response is filed on 25.04.2022 providing a clarification on disclosure. Adjustment of INR 18 Lacs is done by CPC u/s 143(1). Rectification was filed on 30.06.2022. Rectification Order u/s 154 - 07.04.2023 (Demand of INR 2,42,693 raised since Interest u/s 244A as calculated in 143(1) reduced from INR 2,58,872 to INR 16,180). Outstanding demand disagreed on the IT portal on 18.05.2023. We have re-processed the ITR on 24.07.2023. However, the demand is not nullified. Request to reprocess the return and grievance has been raised on 05.12.2023. Rectification order u/s 154 dated 30.01.2024 issued deleting the demand and accepting the return of income. No further action is required.
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10	NRSS	DT	Income Tax	AY 2021-22	Intimation u/s 143(1)	Closed	<p>Inconsistency in the amount of profit chargeable to tax u/s 41 specified in return & in audit report. Appropriate response is filed on 25.04.2022. Adjustment of INR 10.79 Lacs is done by CPC u/s 143(1) on 30.05.2022. As per the intimation, CPC had calculated refund of INR 21,72,020 (including interest u/s 244A of INR 1,42,090). Refund of INR 21,72,020 was received on 8 July 2022. To rectify the adjustment of INR 10.79 lakhs, Company has filed rectification online. To this Company has received an order u/s 154 on 4 April 2023 rectifying the adjustment. However, the Company has received a demand of INR 2,63,050. This demand is on account of reduction in interest on income-tax refund from INR 1,42,090 to INR 10,150. Response has been filed disagreeing with the o/s demand on 23.05.2023. We have re-processed the ITR on 24.07.2023. However, the demand is not nullified. In relation to the same the Company is deliberating with the Consultants on the possible solution. Reprocessing return request and grievance raised on 5/12/2023. Rectification order dated 30.01.2024 received deleting the demand and accepting the return of income.</p>
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11	DMTCL	DT	Income Tax	AY 2022-23	Proposed Adjustment / Intimation 143(1)(a) and Intimation 143(1)	Closed	<p>Intimation issued u/s 143(1)(a) dated 14.12.2022 for AY 2022-23. As per the intimation CPC has proposed adjustment to total income of Rs. 8,64,096 due to inconsistency in amount mentioned at Sl. No. 3(a) of Part A OI "Increase in the profit or decrease in loss because of deviation, if any, as per Income Computation Disclosure Standards notified under section 145(2)" in return as compared to amount mentioned in clause 13 (e) of audit report. Response to intimation rejecting the proposed adjustment has been filed on 02.01.2023. In response, CPC has issued intimation on 17.01.2023 reducing the losses to the extent of Rs. 8,64,096. We have re-processed the ITR on 25.01.2023 and received a rectification order u/s 154 wherein the losses are not rectified. Consultants have liaised with CPC wherein they were informed to upload a JSON file under return data correction alongwith comments. We have also uploaded on the JSON file on 02.03.2023. Rectification order passed on 02.05.2023 wherein a demand of INR 1,26,470 has been raised since interest u/s 244A is reduced from INR 1,80,660 to INR 54,198. Outstanding demand disagreed on the IT portal on 19.05.2023. We are in the process of filing a rectification application. Rectification order dated 27/11/2023 received and the error has been rectified and the loss to be carried forward has been properly reflected as</p>
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							claimed in the original return filed. No further action required to be taken.
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12	NRSS	DT	Income Tax	AY 2022-23	Intimation 143(1)(a) and 143(1)	Closed	<p>Intimation issued u/s 143(1)(a) dated 14.12.2022. As per the intimation CPC has proposed adjustment to total income of Rs. 5,23,647 due to inconsistency in amount mentioned at Sl. No. 3(a) of Part A OI "Increase in the profit or decrease in loss because of deviation, if any, as per Income Computation Disclosure Standards notified under section 145(2)" in return as compared to amount mentioned in clause 13 (e) of audit report. Response to intimation rejecting the proposed adjustment has been filed on 02.01.2023. In response, CPC has issued intimation u/s 143(1) on 19.01.2023 reducing the losses to the extent of Rs. 5,23,647. Consultants have liased with CPC wherein they were informed to upload a JSON file under return data correction alongwith comments. We have also uploaded on the JSON file on 16.02.2023. In response, we received an order u/s 154 on 16.02.2023 without rectification of losses. We have written an email to efilngwebmanager on 09.03.2023 and 06.04.2023. In relation to the same the Company is deliberating with the Consultants on the possible solution. Rectification order dated 27/11/2023 received and error has been rectified and the loss to be carried forward has been properly reflected as claimed in the original return filed. No further action required to be taken.</p>
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13	DMTCL	IDT	GST	AY 2018-19	Notice u/s 61 (ASMT-10)	3.83	We have received Notice u/s 61 (ASMT-10) dated 29.08.2023. The Officer has raised a demand of INR 3,83,333 for not discharging GST via RCM on Legal Services. Alongwith the demand the Officer has asked for various details. The Company has paid the required RCM of INR 3,83,333 alongwith interest of INR 3,98,166 on 11 September 2023. Further, the Company is in the process of submitting the additional details sought by the Officer. Basis our discussions with the Officer we have been informed that the officer is transferred. The Company has made physical submissions on 25.10.2023.
14	Anzen	DT	Income Tax	AY 2023-24	Intimation u/s 143(1)	-	Intimation issued u/s 143(1) dated 13.11.2023 for AY 2023-24. As per the intimation CPC has accepted the income tax return filed by the Company. Refund alongwith interest in received in bank account on 13.11.2023. No further, action is required on the same.
15	DMTCL	DT	Income Tax	AY 2023-24	Intimation u/s 143(1)	Closed	Intimation issued u/s 143(1) dated 24.11.2023 for AY 2023-24. As per the intimation CPC has accepted the income tax return filed by the Company. Further, intimation u/s 245 is issued proposing to adjust INR 242690 (demand of AY 2021-22). Greivance is raised on 05.12.2023. Entire refund is received on 26.12.2023.

16	NRSS	DT	Income Tax	AY 2023-24	Intimation u/s 143(1)	Closed	Intimation issued u/s 143(1) dated 24.11.2023 for AY 2023-24. As per the intimation CPC has accepted the income tax return filed by the Company. Further, intimation u/s 245 is issued proposing to adjust INR 131940 (demand of AY 2021-22) and INR 263050 (demand of AY 2020-21). Greivance is raised on 05.12.2023. Refund re-issue failed since bank account closed. Another Bank has been re-validated for refund. Refund re-issue request re-raised on 05/01/2024. Refund received in bank on 11.01.2024.
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