

# INVIT COMMITTEE

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## Terms of reference of the InvIT Committee

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

- (i) To approve and undertake all actions as may be required in relation to the NCD Offer, including preparation, negotiation, finalization, acceptance and execution of all documents in relation thereto, opening such accounts (including the bank accounts, escrow accounts and demat accounts) as may be required, undertake all such necessary actions for creation and perfection of security, making appropriate filings with the relevant governmental authorities and do all such acts, deeds, matters and things, and execute all such other documents as may be required in relation to the NCD Offer.
- (ii) To allot Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper to the eligible investors and to execute all such documents, make all such filings and undertake all such other actions as may be required in relation to the abovementioned securities.
- (iii) Any of the following of the Investment Manager are duly authorized to provide an attestation as required in terms of extant SEBI rules and regulations, including but not limited to Regulation 3.3.37 of Schedule I of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: (i) Executive Chairperson and Compliance Officer; or (ii) Managing Director or Chief Executive Officer and Compliance Officer; or (iii) Chief Financial Officer and Compliance Officer; or (iv) Whole-Time Director and Compliance Officer; or (v) any two Key Managerial Personnel.
- (iv) Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the Trust and the Offer, including but not limited to the trust deed, the Project Implementation and Management Agreement, the share/securities purchase agreements, the right of first offer agreement and the shared/transition services agreements.
- (v) To make applications, where necessary, to such authorities or entities as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions as may be required in relation to the Trust and the Offer.

- (vi) To approve and file, where applicable, the draft placement memorandum, placement memorandum and final placement memorandum to be filed with the Securities and Exchange Board of India ("SEBI") and the stock exchanges and to make necessary amendments or alterations, therein in relation to the Offer.
- (vii) To decide on the timing, pricing and all the terms and conditions of the Offer, including the pricing, allotment, etc. and to accept any amendments, modifications, variations or alterations thereto
- (viii) To approve and adopt the necessary Governance Policies for the Trust as required under InvIT regulations and Shareholders Agreement.
- (ix) To approve the appointment of Intermediaries for the purpose of Offer and approve entering into agreements/ Engagement Letters.
- (x) To appoint and enter into arrangements with the trustee, investment managers, lead managers and any other agencies or persons or intermediaries in relation to the Trust and the Offer.
- (xi) To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the draft placement memorandum, placement memorandum and final placement memorandum, the agreements and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable in relation to the Offer
- (xii) To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard
- (xiii) To authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer including the payment of fees
- (xiv) To issue all documents and authorise one or more officers of the Company to sign all or any of the aforesaid documents
- (xv) To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may, deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company
- (xvi) To do all such acts, deeds, matters and things and execute all such other documents, etc., deem necessary or desirable for such purpose of in relation to the Trust and the Offer