

INVESTMENT COMMITTEE

Terms of reference of the Investment Committee

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

- (i) Reviewing investment decisions with respect to the underlying assets or projects of the Trust from the Sponsors including any further investments or divestments to ensure protection of the interest of unitholders including, investment decisions, which are related party transactions
- (ii) Approving any proposal in relation to acquisition of assets, further issue of Units including in relation to acquisition or assets
- (iii) Formulating any policy for the Investment Manager, as necessary, in relation to its functions, as specified above
- (iv) Approving any proposal in relation to submission of a non-binding offer (by whatever name called), including terms and any subsequent amendment(s) thereof, in relation to any transaction which shall not constitute a ROFO Transaction
- (v) Reviewing investment decisions or proposals with respect to any transaction which shall not constitute a ROFO Transaction, and recommending to the Audit Committee and / or to the Board
- (vi) Approving any proposal in relation to undertaking due diligence / obtaining third party opinion for any transaction which shall not constitute a ROFO Transaction, including budget for incurring costs for due diligence, appointment of consultants, advisors, or any other vendors
- (vii) Undertaking / approving all actions, or authorizing the management to undertake / approve all actions as may be required in relation to transactions specified above
- (viii) Formulating any policy for the Investment Manager and / or the Trust as necessary, in relation to its functions, as specified above.
- (viii) Formulating any policy for the Investment Manager and / or the Trust as necessary, in relation to its functions, as specified above.

Where “ROFO Transaction” shall mean any acquisition of / investment into assets or projects or companies, by the Trust or any of its SPVs, under the Right of First Offer Agreement, dated December 12, 2023, entered into between the Trustee (acting on behalf of the Trust), the Investment Manager and the Sponsors, including any amendments thereof.