



REIT Offer Committee

The REIT Offer Committee was constituted pursuant to the resolution of the Governing Board of the Manager on December 17, 2019. The terms of reference of the REIT Offer Committee as approved by the Governing Board of the Manager on December 24, 2019 include the following:

- (i) To make applications, where necessary, to such authorities or entities as may be required and accept on behalf of the Governing Board of the Manager 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 with respect to the Offer;
- (ii) To authorise any member or members of the Manager or other officer or officers of the Manager, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/ her/ its absolute discretion may deem necessary or desirable in connection with the issue, offer, allotment and transfer of Units;
- (iii) To give or authorise the giving by concerned persons on behalf of the Manager of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iv) To seek, if required, the consent of the lenders, parties with whom the Asset SPVs have entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer;
- (v) To approve and file, where applicable, the Draft Offer Document, this Offer Document and the Final Offer Document, the preliminary and final international wrap (including any notices, amendments, addenda, corrigenda or supplements thereto), as finalized in consultation with the Book Running Lead Managers, in accordance with all applicable law, rules, regulations and guidelines, to be filed with the SEBI and the Stock Exchanges and such other authorities, as may be applicable, and to make necessary amendments or alterations, therein with respect to the Offer;
- (vi) To decide on the timing, pricing and all the terms and conditions with respect to the Offer, including the determination of the minimum subscription for the Offer, allotment, any rounding off in the event of over subscription as permitted under applicable law in consultation with the Book Running Lead Managers, etc. and to accept any amendments, modifications, variations or alterations thereto;
- (vii) To appoint and enter into arrangements with the Book Running Lead Managers, legal counsel and any other agencies or persons or intermediaries with respect to the Offer and to negotiate and finalise the terms of their appointment;
- (viii) To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the Draft Offer Document, this Offer Document and the Final Offer Document, the preliminary and final international wraps (including any notices, amendments, addenda, corrigenda or supplements thereto), the agreements and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable with respect to the Offer;
- (ix) 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 Manager to execute all documents/ deeds as may be necessary in this regard;
- (x) To authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
- (xi) To issue all documents and authorise one or more officers of the Manager to sign all or any of the aforesaid documents;



- (xii) To seek the listing of the Units on any Indian stock exchanges, submitting the listing application to such stock exchanges and taking all actions as may be necessary in connection with obtaining such listing and trading approval;
- (xiii) To appoint the registrar and other intermediaries to the Offer, in accordance with the REIT Regulations and other statutory and/ or regulatory requirements;
- (xiv) To enter into agreements with, and remunerate the lead managers, syndicate members, bankers to the Offer, the registrar to the Offer, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, custodians, credit rating agencies, monitoring agencies, advertising agencies and all other agencies or persons as may be involved in or concerned with the Offer, by the way of commission, brokerage, fees or the like;
- (xv) To issue advertisements and/or notices as it may deem fit and proper in accordance with applicable law;
- (xvi) To authorise the maintenance of a register of unitholders;
- (xvii) To accept and appropriate the proceeds of the Offer;
- (xviii) To finalize the allotment of Units on the basis of the applications received including the basis of the allotment;
- (xix) To enter into debt financing documentation, debenture subscription agreements, share acquisition agreements and other agreements in connection with the Offer with the Asset SPVs;
- (xx) Authorizing and empowering certain individuals for and on behalf of the Manager, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the authorised officer considers necessary, desirable or advisable, in connection with the Offer, including, without limitation, memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the offer agreement with the lead managers (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement, confirmation of allocation notes, the advertisement agency agreement, Unit Subscription and Purchase Agreement and any agreement or document in connection with the Offer and any such agreements or documents so executed and delivered and acts and things done by any such authorized officer shall be conclusive evidence of the authority of the authorized officer and the Manager in so doing; and
- (xxi) To do all such acts, deeds, matters and things and execute all such other document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, etc., deemed necessary or desirable for such purpose of with respect to the Offer.