

Date: August 21, 2024

BSE Limited

Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited

Listing Department
Exchange Plaza, C/1, Block G Bandra-Kurla
Complex, Bandra (East) Mumbai – 400 051

Security Code – 540565

Symbol – INDIGRID

Sub: Intimation under Regulation 23 of Securities & Exchange Board of India (Infrastructure Investment Trusts) Regulation, 2014 (“InvIT Regulations”)

Dear Sir/ Madam,

In terms of Regulation 23 of the InvIT Regulations including other circulars or guidelines issued thereunder and other applicable laws and regulations, this is to inform that India Grid Trust has received, as attached, a copy of notice of Offer for Sale (“**OFS**”) of units from its Sponsor, Esoteric II Pte Ltd., dated August 21, 2024, proposed to be undertaken on the separate window provided by BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**” and together with BSE, the “**Stock Exchanges**”) in accordance with paragraph 19.1.5.2 of chapter 1 of the master circular for stock exchanges and clearing corporations bearing reference number SEBI/HO/MRD2/PoD-2/CIR/P/2023/171 dated October 16, 2023 (which rescinded the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 regarding the “*Comprehensive Framework on Offer for Sale (OFS) of Shares through Stock Exchange Mechanism*”) read with the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/6 dated January 23, 2024 regarding “*Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism*” notified by the Securities and Exchange Board of India pertaining to comprehensive guidelines on offer for sale of shares through the stock exchange mechanism, and the applicable notices and circulars issued by the Stock Exchanges from time to time in this regard, including (a) “*Revised Operational Guidelines for Offer for Sale (OFS) Segment*” issued by BSE vide its notice bearing no. 20240221-47 dated February 21, 2024 and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) “*Revised operating guidelines of Offer for Sale*” issued by NSE by way of its circular bearing no. 24/2024 dated February 21, 2024 and, to the extent applicable, the previous circulars issued by NSE in this regard.

This is for your information and records.

Yours sincerely,

For and on behalf of **IndiGrid Investment Managers Limited**

Representing India Grid Trust as its Investment Manager

Urmil Shah

Company Secretary & Compliance Officer
ACS-23423

IndiGrid Investment Managers Limited

Registered & Corporate Office: Unit No. 101, First Floor, Windsor, Village KoleKalyan, off CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra, India **CIN:** U28113MH2010PLC308857
Ph: +91 72084 93885 | **Email:** complianceofficer@indigrid.com | www.indigrid.co.in

CC:**Axis Trustee Services Limited**

The Ruby, 2nd Floor, SW 29
Senapati Bapat Marg, Dadar West,
Mumbai 400 028, Maharashtra, India

Encl: As above

ESOTERIC II PTE. LTD.

12 Marina View #11-01 Asia Square Tower 2, Singapore, Postal 01896

THIS NOTICE (AS DEFINED HEREIN) IS NOT FOR RELEASE, PUBLICATION AND/OR DISTRIBUTION IN AND/OR INTO THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA, OR THE DISTRICT OF COLUMBIA (TOGETHER, THE “UNITED STATES”) (EXCEPT TO “QUALIFIED INSTITUTIONAL BUYERS”, AS DEFINED HEREIN) OR ANY “OTHER JURISDICTIONS” (AS DEFINED HEREIN). FOR FURTHER INFORMATION, SEE “IMPORTANT INFORMATION” HEREIN.

Date: August 21, 2024

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai, India 400 001

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai, India 400 051

Dear Sir/Madam,

Sub: Notification of the proposed offer for sale through the stock exchange mechanism of the units of India Grid Trust (the “InvIT”, and such units, the “Units”) by its sponsor, Esoteric II Pte. Ltd. (the “Seller”, and this notice, the “Notice”)

We hereby notify you that the Seller proposes to sell up to 75,700,000 Units of the InvIT (representing 9.66% of the Unit capital of the InvIT) (the “**Base Offer Units**”) on August 22, 2024 (“**T Day**”) (for non-retail investors only) and on August 23, 2024 (“**T+1 Day**”) (for retail investors and for non-retail investors, who chose to carry forward their un-allotted bids) with an option to additionally sell up to 60,050,000 Units (representing 7.66% of the Unit capital of the InvIT) (the “**Oversubscription Option**”, and in the event that the Oversubscription Option is exercised, the Units forming part of the Base Offer Units and the Oversubscription Option will represent 17.32% of the Unit capital of the InvIT, i.e. 135,750,000 Units, and will collectively, hereinafter be referred to as “**Offer Units**” while in the event that such Oversubscription Option is not exercised, the Units forming part of the Base Offer Units will hereinafter be referred to as “**Offer Units**”), on the separate window provided by BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**” and together with BSE, the “**Stock Exchanges**”) for this purpose (such offer referred to hereinafter as the “**Offer**”), in accordance with paragraph 19.1.5.2 of chapter 1 of the master circular for stock exchanges and clearing corporations bearing reference number SEBI/HO/MRD2/PoD-2/CIR/P/2023/171 dated October 16, 2023 (which rescinded the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 regarding the “*Comprehensive Framework on Offer for Sale (OFS) of Shares through Stock Exchange Mechanism*”) read with the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/6 dated January 23, 2024 regarding “*Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism*” notified by the Securities and Exchange Board of India (“**SEBI**” and such circulars, the “**SEBI OFS Circulars**”) pertaining to comprehensive guidelines on offer for sale of shares through the stock exchange mechanism, and the applicable notices and circulars issued by the Stock Exchanges (as defined hereinunder) from time to time in this regard, including (a) “*Revised Operational Guidelines for Offer for Sale (OFS) Segment*” issued by BSE Limited (“**BSE**”) vide its notice bearing no. 20240221-47 dated February 21, 2024 (“**BSE OFS Circular**”) and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) “*Revised operating guidelines of Offer for Sale*” issued by National Stock Exchange of India Limited (“**NSE**”) by way of its circular bearing no. 24/2024 dated February 21, 2024 and, to the extent applicable, the previous circulars issued by NSE in this regard (“**NSE OFS Circular**”, together with the BSE OFS Circular, the “**Stock Exchange Circulars**” and together with the SEBI OFS Circulars, the “**OFS Guidelines**”).

This Notice is being issued to the Stock Exchanges, to announce the Seller’s intentions to undertake the Offer, and contains vital details with respect to the Offer, including certain information that is required to be disclosed pursuant to the OFS Guidelines. Bidders, as well as their brokers, are requested to read the entire contents of this Notice, along with the OFS Guidelines, before participating in the Offer.

The Offer shall be undertaken exclusively through the Seller’s Brokers (defined and named below) on a separate window provided by the Stock Exchanges for this purpose.

The Seller has appointed Axis Capital Limited, Ambit Capital Private Limited, and SBICAP Securities Limited as the ‘Selling Brokers’ and BSE has been declared as the designated stock exchange (“DSE”).

Name of the Seller	Esoteric II Pte. Ltd., sponsor of India Grid Trust
Name of the infrastructure investment trust whose units are proposed to be sold and ISIN	India Grid Trust ISIN: INE219X23014
Names of the stock exchanges where orders shall be placed	BSE and NSE
Name of the designated stock exchange	BSE
Name of the designated clearing corporation	NSE Clearing Limited
Date and time of the opening and closing of the Offer	<p>The Offer shall take place over two trading days on a separate window of the Stock Exchanges on August 22, 2024 and August 23, 2024, from 9:15 a.m. to 3:30 p.m. (Indian Standard Time) on both days, as per details given below:</p> <p>For Non-Retail Investors: August 22, 2024 (“T Day”)</p> <p>The Offer shall take place on a separate window of the Stock Exchanges on the T day, <i>i.e.</i>, August 22, 2024 commencing at 9:15 a.m. (Indian Standard Time) and shall close at 3:30 p.m. (Indian Standard Time) on the same day.</p> <p>Non-Retail Investors who have placed their bids on T Day, may indicate their willingness to carry forward their un-allotted bids to T+1 day (defined hereinafter) for allocation to them in the unsubscribed portion of Retail Category (defined below).</p> <p>Please note that only Non-Retail Investors shall be allowed to place their bids on T Day, <i>i.e.</i>, August 22, 2024.</p> <p>For Retail Investors (defined hereinafter), and for Non-Retail Investors, who chose to carry forward their un-allotted bids on T+1 day, <i>i.e.</i>, August 23, 2024.</p>

	<p>The Offer shall continue to take place during trading hours on a separate designated window of the Stock Exchanges on T+1 day (T+1 day being August 23, 2024) commencing at 9:15 a.m. (Indian Standard Time) and shall close at 3:30 p.m. (Indian Standard Time) on the same date.</p> <p>Please note that only Retail Investors shall be allowed to place their bids on T+1 day. Further, those non-Retail Investors who have placed their bids on T day and have chosen to carry forward their un-allotted bids to T+1 day, shall be allowed to revise their bids on T+1 day in accordance with the OFS Guidelines.</p> <p>(T day and T+1 day, collectively referred to as “Offer Dates”)</p>
<p>Allocation methodology</p>	<p>The allocation shall be at or above the Floor Price (defined below) on a price priority basis at multiple clearing prices in accordance with the OFS Guidelines, except in case of Retail Investors who shall have an option to bid at the Cut – off Price (defined below).</p> <p>Bidders (as defined below) can bid under the Retail Category or non-Retail Category. Indicative price for the non-Retail Category shall be displayed separately. There shall be no indicative price for the Retail Category.</p> <p>No single Bidder, other than mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended (“Mutual Funds”) and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999, as amended (“Insurance Companies”), shall be allocated more than 25% of the Offer Units.</p> <p>Non-Retail Category Allocation Methodology</p> <p>The non-Retail Investors shall have an option to carry forward their unallotted bids from T day to T+1 day provided such non-Retail Investors indicate their willingness to carry forward their unallotted bids to T+1 day. Further, such non-Retail Investors can also revise their bids on T+1 day in accordance with the OFS Guidelines.</p> <p>The allocation of the unsubscribed portion of the Retail Category to the non-Retail Investors shall be at a price equal to the Cut-off Price (as defined below) or higher as per the bids.</p> <p>Any unsubscribed portion of the non-Retail Category after allotment shall be eligible for allocation to the Retail Category. Such allocation to the Retail Investors shall be at a price equal to the Cut-off Price or higher as per the bids.</p> <p>A minimum of 25% of the Offer Units shall be reserved for Mutual Funds and Insurance Companies, subject to receipt of valid bids at or</p>

above the Floor Price (defined below). In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to other Bidders in the non-Retail Category.

In case of oversubscription in the non-Retail Category, the Seller may choose to exercise the Oversubscription Option, which will be intimated to the Stock Exchanges after trading hours, but on or before 5:00 p.m. on T day. Accordingly, allocation to Bidders in the non-Retail Category shall be done from the Offer Units forming part of the Base Offer Units and the Oversubscription Option. Further, in the event the Oversubscription Option is exercised, the Units forming part of the Base Offer Units and the Oversubscription Option will, collectively, hereinafter be referred to as “**Offer Units**”. In case the Oversubscription Option is not exercised, the Units forming part of the Base Offer Units will continue to be referred to as “**Offer Units**”.

In case of oversubscription in the non-Retail Category on T+1 day, if the aggregate number of Offer Units bid for at a particular clearing price is more than available quantity, then the allocation for such bids will be done on a proportionate basis.

Retail Category Allocation Methodology

For the purpose of this Notice, Retail Investor shall mean an individual investor who places bids for Offer Units of total value of not more than ₹2,00,000 (Rupees Two Lakhs) aggregated across Stock Exchanges (“**Retail Investor**” and such category, “**Retail Category**”. Further, the term “**Non-Retail Category**” shall be construed accordingly.).

10% of the Offer Units shall be reserved for allocation to Retail Investors subject to receipt of valid bids (“**Retail Portion**”). The Stock Exchanges will decide the quantity of Offer Units eligible to be considered in the Retail Portion, based on the Floor Price (defined below) declared by the Seller.

A Retail Investor may enter a price bid or opt for bidding at the cut off price (“**Cut – off Price**”). For this purpose, Cut – off Price means the lowest price, as shall be determined, based on all valid bids received on T day at which the Offer Units are sold in the non-Retail Category on T day. In case of under subscription in the non-Retail Category, the Retail Investors shall be allowed to place their bids at Floor Price on T+1 day. Further, bids by Retail Investors below the Cut-Off Price or the Floor Price, as applicable, will be rejected.

The cut-off price shall be determined separately for bids received in the Retail Category and for bids received in the non-Retail Category. Allocation to Retail Investors shall be made based on the cut-off price determined in the Retail Category. Upon determining the cut-off price

	<p>in the Retail Category, the Offer Units reserved for such category shall be allocated to eligible bids of Retail Investors on price priority method at multiple clearing prices/ cut-off price determined in the Retail Category, in accordance with the OFS Guidelines.</p> <p>In case of oversubscription in the Retail Category, if the aggregate number of Offer Units bid for at a particular clearing price / cut – off price determined in the Retail Category, as the case may be, is more than the available number of Units at such price, then the allocation for such bids will be done on a proportionate basis at such clearing price (at or above the cut – off price determined in the Retail Category), as the case may be.</p> <p>Any unsubscribed portion of the Retail Category, after allotment to Retail Investors, shall be eligible for allocation to non-Retail Investors who have chosen to carry forward their unallotted bids on T day to T+1 day. Such non-Retail Investors would be required to indicate their willingness to carry forward their bid on T day.</p> <p>Any unsubscribed portion of the non-Retail Category after allotment shall be eligible for allocation to the Retail Category on T+1 day.</p>
Total number of Units being offered in the Offer	Up to 75,700,000 Units of the InvIT (the “ Base Offer Units ”).
Maximum number of Units the Seller may choose to sell over and above made above	Up to 60,050,000 Units (representing 7.66% of the Unit capital of the InvIT) (the “ Oversubscription Option ”)
Names of the broker(s) on behalf of the Seller (the “Seller’s Brokers”)	<ol style="list-style-type: none"> 1. Axis Capital Limited (Broker Code: NSE: 13872; BSE: 6105) 2. Ambit Capital Private Limited (Broker Code: NSE: 12476; BSE: 3081) 3. SBICAP Securities Limited (Broker Code: NSE: 10529; BSE: 0095) <p>Settlement Broker:</p> <p>Axis Capital Limited (Broker Code: NSE: 13872; BSE: 6105)</p>
Floor price (“Floor Price”)	<p>The Floor Price for the Offer shall be INR 132 per Unit of the InvIT.</p> <p>The Stock Exchanges are required to ensure that the Floor Price is immediately informed to the market.</p>
Conditions for withdrawal of the Offer	The Seller reserves its right to not proceed with the Offer at any time prior to the time of opening of the Offer on T day. In such a case, there shall be a cooling off period of 10 trading days from the date of such

	<p>withdrawal, before another offer for sale through the stock exchange mechanism is undertaken.</p> <p>The Stock Exchanges shall suitably disseminate details of such withdrawal.</p>
Conditions for cancellation of the Offer	<p>The Offer may be cancelled by the Seller, in full (i) on T day, post bidding, if the Seller fails to get sufficient demand from non-Retail Investors at or above the Floor Price; or (ii) if there is a default in the settlement obligation.</p> <p>In the event the aggregate number of valid orders received from non-Retail Investors in the Offer at or above the Floor Price on T day is not sufficient, the Seller reserves the right to cancel the Offer, post bidding, in full (for both non-Retail Investors and Retail Investors) and not proceed with the Offer on T+1 day.</p> <p>In case of defaults in settlement obligations, the Seller reserves the right to either conclude the Offer, to the extent of valid bids received, or cancel the Offer in full. In such cases, the decision to either conclude or cancel the Offer shall be at the sole discretion of the Seller.</p>

IMPORTANT INFORMATION

This Offer is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the Stock Exchanges who makes a bid (each a “**Bidder**”), and neither this Offer nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India.

This Offer is being made in reliance on the OFS Guidelines and subject to the guidelines, circulars, rules and regulations of the Stock Exchanges. Accordingly, no documents have been or will be prepared, registered or submitted for approval as an ‘offer document’ with SEBI and/or the Stock Exchanges or any other statutory/regulatory/listing authority in India or abroad under the applicable laws in India, including the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, and no such document will be circulated or distributed to any person in any jurisdiction, including in India.

The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI, Stock Exchanges, the InvIT’s website or any other public domain, together with the information contained in this Notice, and that it has not relied on any investigation that the Seller’s Brokers or any other person on their behalf may have conducted with respect to the Offer Units or the InvIT. This Offer is further subject to the terms set forth in the contract note to be provided to the successful Bidders. Bidders should consult their own tax advisors regarding the tax implications to them of acquiring the Offer Units.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities, in any of jurisdiction (collectively, “**Other Jurisdictions**”) in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction

or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, in or to persons in any Other Jurisdictions unless permitted pursuant to an exemption under the relevant local law/s or regulation/s in any such jurisdiction. Prospective purchasers should seek appropriate legal advice prior to participating in the Offer.

The Offer Units have not been and will not be registered under (a) the United States Securities Act of 1933, as amended (the “**Securities Act**”), or under the securities laws of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable state securities laws or (b) any other securities law of Other Jurisdictions. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the InvIT or the Seller and that will contain detailed information about the InvIT and management, as well as financial statements. The Offer Units are being offered and sold (1) in the United States to “qualified institutional buyers” (as defined in Rule 144A under the Securities Act) (“**QIBs**” and each a “**QIB**”) pursuant to Rule 144A under the Securities Act (“**Rule 144A**”) or another available exemption from the registration requirements under the Securities Act, and (2) outside the United States in offshore transactions in reliance upon Regulation S under the Securities Act (“**Regulation S**”). **Prospective purchasers in the United States are hereby notified that the Seller may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.**

Prospective purchasers of Offer Units are hereby advised that any resale of Offer Units in the United States must be made in accordance with the registration requirements of the Securities Act or otherwise pursuant to an available exemption therefrom and in accordance with any applicable state securities laws. No representation is made as to the availability of any such exemption at the time of any such resale.

No determination has been made as to whether the InvIT has been, is, or will become a passive foreign investment company (“**PFIC**”) within the meaning of Section 1297 of the United States Internal Revenue Code of 1986, as amended (the “**Code**”), for U.S. federal income tax purposes. If the InvIT is a PFIC, and if the InvIT has been, is, or will be treated as a PFIC in any taxable year, U.S. taxpayers that hold the Offer Units (directly and, in certain cases, indirectly) may be subject to significant adverse tax consequences. The PFIC rules are complex. Prospective purchasers should consult their own tax advisors regarding the U.S. federal, state and local tax implications to them of acquiring the Offer Units.

Except for the Seller’s Brokers, no broker may solicit bids for the Offer Units or accept orders for bids for the Offer Units from persons in the United States.

By submitting a bid on behalf of a Bidder in connection with the Offer, each broker will be deemed to have represented, agreed and acknowledged that either such Bidder is a QIB or is located outside the United States, and that none of the broker, its affiliates or any person acting on its or their behalf (a) has offered or will offer and sell the Offer Units in the United States (except to investors reasonably believed to be QIBs in transactions exempt from the registration requirements of the Securities Act pursuant to Rule 144A or another available exemption pursuant to the Securities Act), (b) has engaged or will engage in any “directed selling efforts” with respect to the Offer Units (within the meaning of Regulation S) in connection with the offer or sale of the Offer Units, or (c) has engaged or will engage in any form of “general solicitation” or “general advertising” (each, within the meaning of Regulation D pursuant to the Securities Act) in connection with the offer or sale of the Offer Units.

By submitting a bid in connection with the Offer or receiving any Offer Units, each Bidder will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) made the representations, warranties, agreements and acknowledgements set out in (i) or (ii) below, as appropriate:

(i) **Persons outside the United States**

- It understands that the Offer Units have not been and will not be registered under the Securities Act or under the securities laws of any state of the United States and are being offered and sold to it in offshore transactions in accordance with Regulation S;
- (a) It was outside the United States (within the meaning of Regulation S) at the time the offer of the Offer Units was made to it and it was outside the United States when its purchase order for the Offer Units was originated and (b) if it is a broker-dealer outside the United States acting on behalf of its customers, each of its customers has confirmed to it that such customer was outside the United States at the time the offer of the Offer Units was made to it and such customer was outside the United States when such customer's buy order for the Offer Units was originated;
- It is empowered, authorized and qualified to purchase the Offer Units.
- It did not submit a bid for and will not be acquiring the Offer Units as a result of any "directed selling efforts" (as defined in Regulation S);
- It is buying the Offer Units for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Offer Units, it agrees that it will not offer, sell, pledge or otherwise transfer the Offer Units except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to another available exemption from registration requirements under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India;
- It is not an affiliate (as defined in Rule 405 under the Securities Act) of the InvIT or a person acting on behalf of an affiliate of the InvIT;
- Where it is submitting a bid as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein;
- The placing of orders for the purchase of the Offer Units and resultant purchase on successful allocation is and will be lawful under the laws of the jurisdictions in which it places such orders to purchase Offer Units, in which it is resident, and in which the sale and purchase of the Offer Units is consummated, including under all applicable Indian laws, regulations and guidelines, including the OFS Guidelines;
- It will not hold or seek to hold the Seller or the Seller's Brokers or any of their respective affiliates responsible or liable for any misstatements in or omissions from any publicly available information concerning the InvIT or the Offer or otherwise responsible or liable in any manner whatsoever in respect of any losses incurred in connection with transactions entered into by the brokers acting on its behalf in connection with the purchase of the Offer Units;
- It agrees to indemnify and hold the Seller and the Seller's Brokers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Offer Units;
- It acknowledges that the Seller and the Seller's Brokers and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements and agrees that if any of such representations, warranties, agreements and acknowledgements is no longer accurate it will promptly notify the Seller.

Any resale or other transfer, or attempted resale or other transfer, of the Offer Units made other than in compliance with the above-stated restrictions shall not be recognized by the InvIT.

(ii) Persons in the United States

- It understands that the Offer Units have not been and will not be registered under the Securities Act or under the securities laws of any state of the United States and that the offer and sale of the Offer Units to it is made in reliance on an exemption from the registration requirements of the Securities Act provided by Rule 144A or another available exemption from the registration requirements of the Securities Act and in reliance on exemptions from applicable state securities laws;
- It is a QIB acquiring the Offer Units for its own account or for the account of one or more QIBs, each of which is acquiring beneficial interests in the Offer Units for its own account;
- It did not submit a bid for and will not be acquiring the Offer Units as a result of any general solicitation or general advertising (within the meaning of Rule 502(c) under the Securities Act);
- It represents and warrants that it is buying the Offer Units for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, sell, pledge or otherwise transfer any of the Offer Units, it agrees that it will only offer, sell, pledge or otherwise transfer such Offer Units (a) in the United States (i) to a person who the Seller reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) pursuant to an exemption from registration under the Securities Act provided by Rule 144 under the Securities Act (if available), (iii) pursuant to another available exemption from the registration requirements of the Securities Act, or (iv) pursuant to an effective registration statement under the Securities Act, or (b) outside the United States in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, as applicable, in each case in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India, it being understood that no representation is made by the Seller or the Seller's Brokers as to the availability of any such exemption at the time of any such offer, sale, pledge or transfer. Except for sales made in accordance with Rule 903 or 904 of Regulation S, it will, and each subsequent purchaser is required to, notify any subsequent purchaser from it of the resale restrictions referred to in (a) above;
- It is not an affiliate (as defined in Rule 405 under the Securities Act) of the InvIT or a person acting on behalf of an affiliate of the InvIT;
- It represents that prior to acquiring the Offer Units, it has all the information relating to the InvIT and the Offer Units which it believes is necessary for the purpose of making its investment decision;
- It understands that Offer Units purchased pursuant to Rule 144A or another available exemption under the Securities Act will be "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and it agrees that for so long as they remain restricted securities, it shall not deposit such Offer Units into any unrestricted depository facility established or maintained by any depository bank;
- The placing of orders for the purchase of the Offer Units and resultant purchase on successful allocation is and will be lawful under the laws of the jurisdictions in which it places such orders to purchase Offer Units, in which it is resident, and in which the sale and purchase of the Offer Units is consummated, including under all applicable Indian laws, regulations and guidelines, including the OFS Guidelines;
- It will not hold or seek to hold the Seller's or the Seller's Brokers or any of their respective affiliates responsible or liable for any misstatements in or omissions from any publicly available information

concerning the InvIT or the Offer or otherwise responsible or liable in any manner whatsoever in respect of any losses incurred in connection with transactions entered into by the brokers acting on its behalf in connection with the purchase of the Offer Units;

- It agrees to indemnify and hold the Seller and the Seller's Brokers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Offer Units;
- Where it is submitting a bid as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein; and
- It acknowledges that the Seller and the Seller's Brokers and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements and agrees that if any of such representations, warranties, agreements and acknowledgements is no longer accurate it will promptly notify the Seller.

Any resale or other transfer, or attempted resale or other transfer, of the Offer Units made other than in compliance with the above-stated restrictions shall not be recognized by the InvIT.

This Notice is not for publication or distribution, in whole or in part, in the United States of America, its territories and possessions, any state of the United States of America, or the District of Columbia (together, the "**United States**"), except that the Seller's Brokers (as defined in the Notice) may send copies of this Announcement to persons in the United States who they reasonably believe to be QIBs.

For and on behalf of Esoteric II Pte. Ltd.



**Name: GOH PING HAO
Designation: Director**