

Terms of Reference of the Audit Committee

The terms of reference of the Audit Committee are as follows:

- (i) providing recommendations to the board of directors regarding any proposed distributions.
- (ii) overseeing the Trust's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible.
- (iii) giving recommendations to the board of directors regarding appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of the Trust and the audit fee, subject to the approval of the unitholders.
- (iv) reviewing and monitoring the independence and performance of the statutory auditor of the Trust, and effectiveness of audit process.
- (v) approving payments to statutory auditors of the Trust for any other services rendered by such statutory auditors.
- (vi) reviewing the annual financial statements and auditor's report thereon of the Trust, before submission to the board of directors for approval, with particular reference to:
 - changes, if any, in accounting policies and practices and reasons for such change.
 - major accounting entries involving estimates based on the exercise of judgment by management.
 - significant adjustments made in the financial statements arising out of audit findings.
 - compliance with listing and other legal requirements relating to financial statements.
 - disclosure of any related party transactions; and
 - qualifications in the draft audit report.
- (vii) reviewing, with the management, all periodic financial statements, including but not limited to quarterly, half-yearly and annual financial statements of the Trust, whether standalone or consolidated or in any other form as may be required under applicable law, before submission to the board of directors for approval.
- (viii) reviewing, with the management, the statement of uses/application of funds raised through an issue of units by the Trust (including but not limited to public issue, rights issue, preferential issue, private placement etc.) and any issue of debt securities and the statement of funds utilised for purposes other than those stated in the offer documents/ notice, and making appropriate recommendations to the board of directors for follow-up action;
- (ix) approval or any subsequent modifications of transactions of the Trust with related parties.
- (x) recommending such related party transactions to the board of directors or the unitholders, as may be required under the InvIT Regulations.
- (xi) scrutinising loans including inter-corporate loans and investments of the Trust.
- (xii) reviewing all valuation reports required to be prepared under applicable law, periodically, and as required, under applicable law.
- (xiii) evaluating financial controls and risk management systems of the Trust.
- (xiv) reviewing, with the management, the performance of statutory auditors of the Trust, and adequacy of the internal control systems, as necessary.

- (xv) discussion with internal auditors of any significant findings and follow up there on.
- (xvi) reviewing the adequacy of internal audit function if any of the Trust, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- (xvii) reviewing the findings of any internal investigations in relation to the Trust, into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board of directors.
- (xviii) reviewing the procedures put in place by the Investment Manager for managing any conflict that may arise between the interests of the unitholders, the parties to the Trust and the interests of the Investment Manager, including related party transactions, the indemnification of expenses or liabilities incurred by the Investment Manager, and the setting of fees or charges payable out of the Trust's assets.
- (xix) discussing with statutory auditors and valuers prior to commencement of the audit or valuation, respectively, about the nature and scope, as well as post-audit/ valuation discussion to ascertain any area of concern.
- (xx) reviewing and monitoring the independence and performance of the valuer of the Trust.
- (xxi) giving recommendations to the board of directors regarding appointment, re-appointment and replacement, remuneration and terms of appointment of the valuer of the Trust.
- (xxii) evaluating any defaults or delay in payment of distributions to the unitholders or dividends by the SPVs to the Holding Companies and by the Holding Companies to the Trust and payments to any creditors of the Trust or the Holding Companies or the SPVs and recommending remedial measures.
- (xxiii) reviewing the management's discussion and analysis of financial condition and results of operations.
- (xxiv) reviewing the statement of significant related party transactions, submitted by the management.
- (xxv) reviewing management letters/letters of internal control weaknesses issued by the statutory auditors.
- (xxvi) approving any management information systems or interim financial statements to be submitted by the Trust to any unitholder or regulatory or statutory authority.
- (xxvii) approving any reports required to be issued to the unitholders under the InvIT Regulations; and
- (xxviii) formulating any policy for the Investment Manager as necessary, in relation to its functions, as specified above.