Annexure 2

Draft Letter of Offer
Dated January 5, 2022
For Eligible Unitholders only

DATA INFRASTRUCTURE TRUST

(formerly, Tower Infrastructure Trust)

(Registered in the Republic of India as an irrevocable trust set up under the Indian Trusts Act, 1882, and registered as an infrastructure investment trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("**InvIT Regulations**"), originally under the name "Tower Infrastructure Trust", on March 19, 2019 having registration number IN/InvIT/18-19/0009 at Mumbai. Subsequently, the name of the Trust was changed to "Data Infrastructure Trust" upon issue of fresh certificate of registration dated October 8, 2021 under the InvIT Regulations)

Principal Place of Business: Unit 1, 4th Floor, Godrej BKC, Plot No. C-68, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India
Tel: +91 22 6600 0700; **Compliance Officer**: Inder Mehta
E-mail: secretarial@summitdigitel.com; **Website**: www.towerinfratrust.com

FOR CIRCULATION TO THE ELIGIBLE UNITHOLDERS OF DATA INFRASTRUCTURE TRUST ONLY

TRUSTEE	SPONSORS		INVESTMENT MANAGER
AXIS TRUSTEE	BROOKFIELD SPONSOR	RELIANCE SPONSOR	INVESTMENT MANAGER
Axis Trustee Services Limited	**BIF IV Jarvis India Pte. Ltd.**	**Reliance Industrial Investments and Holdings Limited**	**Brookfield India Infrastructure Manager Private Limited** *(formerly, WIP (India) Private Limited)*

ISSUE OF UP TO [●] UNITS OF DATA INFRASTRUCTURE TRUST ("DIT" OR "TRUST" AND SUCH UNITS, THE "UNITS"), FOR CASH AT A PRICE OF ₹ [●] PER UNIT (THE "ISSUE PRICE"), AGGREGATING TO ₹ 3,180 MILLION* TO THE ELIGIBLE UNITHOLDERS (AS DEFINED HEREINAFTER) ON A RIGHTS BASIS IN THE RATIO OF [●] LOTS FOR EVERY [●] LOTS (EACH LOT COMPRISING [●] UNITS) HELD BY THEM ON THE RECORD DATE, BEING [●] (THE "ISSUE") IN ACCORDANCE WITH THE INVIT REGULATIONS AND THE SEBI RIGHTS ISSUE GUIDELINES. THE RECORD DATE IS [●]. FOR FURTHER DETAILS, PLEASE SEE THE SECTION ENTITLED "*THE ISSUE*" ON PAGE 15.

**The size of the Issue is the amount approved by the Data InvIT Committee of the board of directors of the Investment Manager on December 28, 2021. Further, the size of the Issue shall be subject to finalisation of Allotment in the Issue.*

GENERAL RISKS

Investments in Units involve a high degree of risk and Bidders should not invest in the Issue unless they are prepared to take the risk of losing all or part of their investment. Bidders are advised to carefully read the section entitled "*Risk Factors*" on page 64 and other disclosures included in the Letter of Offer before making an investment decision relating to the Issue. Each Bidder is advised to consult its own advisors about the consequences of an investment in the Rights Entitlements and the Units issued pursuant to the Letter of Offer. The Rights Entitlements and the Units being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer and the Letter of Offer. Admission of the Units to be issued pursuant to this Issue for trading on the Stock Exchange should not be taken as an indication of the merits of the Trust or of the Units. A copy of this Draft Letter of Offer has been filed with the Stock Exchange, where the Units of the Trust are listed and shall be made available to the public through the website of the Stock Exchange, the Trust and the Lead Manager for the purposes of seeking public comments for a period of seven working days from the date of filing of this Draft Letter of Offer. A copy of the Letter of Offer shall be delivered to the SEBI and the Stock Exchange.

INVESTMENT MANAGERS' AND SPONSORS' ABSOLUTE RESPONSIBILITY

The Investment Manager having made all reasonable inquiries, accepts responsibility for, and confirms that, this Draft Letter of Offer contains all information with regard to the Trust and this Issue, which is material in the context of this Issue and that the information contained in this Draft Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

Each Sponsor, severally (and not jointly or jointly and severally) having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to itself, which is material in the context of this Issue and such information contained in this Draft Letter of Offer is true and correct in all material respects and that the opinions and intentions expressed herein are honestly held. Neither of the Sponsors assumes responsibility for any other statements including statements made by the Trust or any other person(s) in this Draft Letter of Offer.

RIGHTS ENTITLEMENTS

The Units of the Trust shall be tradable only in dematerialized form. The minimum Application and allotment to any investor shall not be less than ₹ 20 million. As the lot size comprises [●] Units in accordance with InvIT Regulations for the Trust, the Rights Entitlements will be credited to the unitholders in multiples of [●] Units and the participation by unitholders in the Rights Issue will also be in multiples of [●] Units. Further the Rights Entitlements may be transferred only in lots of [●] Units. Fractional Entitlements will not be credited to the Unitholders' accounts and the trading of fractional entitlements of Rights Entitlements will also not be allowed by the Stock Exchange. For further details, please see the section entitled "*Issue Information*" on page 157.

LISTING

The existing Units of the Trust are listed on BSE Limited ("**BSE**" or the "**Stock Exchange**"). The Trust has received in-principle approval from BSE for listing of the Units to be allotted pursuant to the Issue through its letter dated [●]. The Investment Manager (on behalf of the Trust) will also make application to the Stock Exchange to obtain trading approval for the Rights Entitlements. For the purposes of the Issue, the Designated Stock Exchange is BSE.

LEAD MANAGER	REGISTRAR TO THE ISSUE
AMBIT Acumen at work	KFINTECH
Ambit Private Limited Ambit House 449, Senapati Bapat Marg Lower Parel Mumbai - 400 013 Maharashtra, India Telephone: +91 22 6623 3000 Fax: +91 22 3982 3020 E-mail: datatrust.rights@ambit.co Investor Grievance E-mail: customerservicemb@ambit.co Website: www.ambit.co Contact Person: Nikhil Bhiwapurkar / Miraj Sampat SEBI Registration No.: INM000010585 CIN: U65923MH1997PTC109992	**KFin Technologies Private Limited** Selenium, Tower B, Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500 032 Telangana, India. Telephone Number: +91 40 6716 2222 Toll free number: 1800 309 4001 Website: www.kfintech.com Email: dit.invitrights@kfintech.com Investor grievance e-mail: einward.ris@kfintech.com Contact Person: M Murali Krishna SEBI Registration No.: INR000000221 CIN: U72400TG2017PTC117649

ISSUE SCHEDULE*

ISSUE OPENS ON	LAST DATE FOR REQUEST FOR RENUNCIATION	ISSUE CLOSES ON
[●]	[●]	[●]

**The Investment Manager (acting on behalf of the Trust) will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 15 Working Days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

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DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses the definitions and abbreviations provided below which you should consider when reading the information contained in this Draft Letter of Offer.

References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made under that provision.

The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the InvIT Regulations, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the sections entitled "Financial Statements", "Taxation" and "Litigation" on pages 191, 180 and 147, respectively, shall have the meanings ascribed to such terms in those respective sections.

In this Draft Letter of Offer, unless the context otherwise requires, a reference to "we", "us" and "our" refers to the Trust and the Portfolio Assets, on a consolidated basis.

Trust Related Terms

Term	Description
Associate	Associate as defined in Regulation 2(1)(b) of the InvIT Regulations
Audited Consolidated Financial Statements	Collectively, (i) audited consolidated financial statements of the Trust and its subsidiary as at and for the years ended March 31, 2020 and March 31, 2021, prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India and to meet the requirements of the InvIT Regulations read together with circulars and guidelines issued thereunder, to the extent applicable; (ii) special purpose audited consolidated Ind AS financial statements as at March 31, 2019 and for the period from January 31, 2019 to March 31, 2019 prepared to meet the requirements of the InvIT Regulations and circulars issued thereunder in connection with initial offer by the Trust
Audited Standalone Financial Statements	Collectively, (i) audited standalone financial statements of the Trust as at and for the years ended March 31, 2020 and March 31, 2021, prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India and to meet the requirements of the InvIT Regulations read together with circulars and guidelines issued thereunder, to the extent applicable; (ii) audited standalone financial statements of the Trust as at March 31, 2019 and for the period from January 31, 2019 to March 31, 2019, prepared in accordance with the recognition and measurement principles of Ind AS notified under the Companies (Indian Accounting Standard) Rules, 2015
Auditors	Deloitte Haskins & Sells LLP, the auditors of the Trust
Brookfield Group	Brookfield Singapore Pte. Ltd., Brookfield Asset Management Inc., Brookfield Infrastructure Partners, L.P., their affiliates and each of their managed funds
Brookfield Sponsor	BIF IV Jarvis India Pte. Ltd.
Capital Contribution	With respect to any Unitholder, the aggregate issue price agreed and paid by a Unitholder to the Trust for acquiring Units of the Trust, in accordance with the provisions of the InvIT Documents
COW Site	'Cell on wheels' portable or movable site at which the Passive Infrastructure is located
Deed of Accession	Deed of accession to the Indenture of Trust executed on August 26, 2020 between the Brookfield Sponsor, the Reliance Sponsor and the Trustee
Framework Agreement	The framework agreement entered into between the Reliance Sponsor, the Brookfield Sponsor, the Trust (acting through its Trustee) and the Tower Co. dated July 19, 2019 together with the amendment agreement dated November 4, 2019 and the extension agreements dated December 31, 2019, January 31, 2020 and August 26, 2020
GBM Site	Ground-based mast or pole site at which the Passive Infrastructure is located on land
GBT Site	Ground-based tower site at which the Passive Infrastructure is located on land
Holding Company or Holdco	A holding company, as defined under Regulation 2(1)(sa) of the InvIT Regulations
Indenture of Trust	The indenture of trust of Data Infrastructure Trust dated January 31, 2019 entered into between the Reliance Sponsor and the Trustee together with the Deed of Accession and amendment agreement to indenture of trust dated August 30, 2021
Initial Tower Agreements	Collectively, the Original Master Services Agreement, Original O&M Agreement and the Original Project Execution Agreement
Investment Management Agreement	The investment management agreement dated September 25, 2020 entered into between the Trust (acting through its Trustee) and the Investment Manager
Investment Manager or BIIMPL	Brookfield India Infrastructure Manager Private Limited (formerly, WIP (India) Private Limited)
Investment Objectives	The object and purposes of the Trust, as provided under the section entitled "*Overview of the Trust*" on page 18 of the Placement Memorandum
Investment	Investment by the Trust in Holding Companies or SPVs in accordance with the InvIT Documents and as permitted under applicable law
InvIT Assets	The aggregate of the initial corpus of the Trust, immovable, movable and other assets and cash (including cash equivalents) owned by the Trust (held either directly or through the Trustee), on a consolidated basis, and includes all rights, interests and benefits arising from, and incidental to, ownership thereof

Term	Description
	of such assets, as specified under, amongst others, the Indenture of Trust, the offer documents, and in accordance with applicable law
InvIT Documents	The Indenture of Trust, the Investment Management Agreement, the Project Implementation and Management Agreement, any other document, letter or agreement with respect to the Trust or the Units, executed for the purpose of the Trust, the offer documents and such other documents in connection therewith, as originally executed and amended, modified, supplemented or restated from time to time, together with the respective annexures, schedules and exhibits, if any
JDFPL	Jio Digital Fibre Private Limited
Limited Review Consolidated Financials	The unaudited consolidated financial information of the Trust and its subsidiary for the half year ended September 30, 2021 prepared in accordance with the requirements of InvIT Regulations, as amended read with the SEBI circular number CIRAMDDR114/2016 dated October 20, 2016; recognition and measurement principles laid down under Ind AS 34 "Interim Financial Reporting" as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, except as referred in notes to such financial information, to the extent not inconsistent with the InvIT Regulations, read with relevant rules issued thereunder and other accounting principles generally accepted in India
Limited Review Standalone Financials	Unaudited standalone financial information for the half year ended September 30, 2021 prepared in accordance with the recognition and measurement principles prescribed under Ind AS 34 "Interim Financial Reporting", as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended, the InvIT Regulations and the circulars issued thereunder except as mentioned in notes in such financial information and other accounting principles generally accepted in India
Macro Tower	Ground based towers, ground based mast or pole, roof-top towers, roof-top pole or cell on wheels
Master Services Agreement	The amended and restated master services agreement dated December 16, 2019 entered into between RJIL, the Tower Co. and RPPMSL, together with the amendment to the master services agreement dated August 26, 2020 read with memorandum of understanding dated June 3, 2021 entered into by and between RJIL, RPPMSL and Tower Co.
Memorandum of Understanding or MoU	The memorandum of understanding dated August 26, 2020 between the Tower Co. and JDFPL
NCDs	Non-convertible debentures
O&M Agreement	The amended and restated operation and maintenance agreement for passive infrastructure dated December 16, 2019 entered into between the Project Manager, the Tower Co. and RPPMSL, as amended pursuant to letter agreement dated March 11, 2021, and read with memorandum of understanding dated June 3, 2021 entered into by and between RJIL, RPPMSL and Tower Co.
Original Master Services Agreement	The master services agreement dated April 15, 2019 entered into between Tower Co. and RJIL, which was effective from the close of business hours on March 31, 2019
Original O&M Agreement	The operation and maintenance agreement dated April 15, 2019 entered into between the Tower Co., the Project Manager and RPPMSL, which was effective from the close of business hours on March 31, 2019
Original Project Execution Agreement	The project execution agreement dated April 15, 2019 entered into between the Tower Co., the Project Manager and RPPMSL, which was effective from the close of business hours on March 31, 2019
Parties to the Trust	Collectively, the Reliance Sponsor, the Brookfield Sponsor, the Trustee, the Investment Manager and the Project Manager
Passive Infrastructure	The passive telecommunication infrastructure located at any Site, including tower, room/shelter, diesel generator sets and electrical and civil works, DC power system and battery bank and does not include the RJIL equipment located at such Site
Placement Memorandum	The placement memorandum dated August 31, 2020 issued in relation to the issue of 2,521,500,000 Units at a price of ₹ 100 per Unit, aggregating to ₹ 252,150 million, on a private placement basis, in accordance with the InvIT Regulations, which is available at: (i) https://www.bseindia.com/downloads/ipo/2020914165631Tower%20Infrastructure%20Trust%20%20Placement%20Memorandum.pdf; (ii) https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html; and (iii) www.towerinfratrust.com.
Portfolio Assets	Unless the context otherwise requires, the Tower Co. which is owned by the Trust and any other asset owned by the Trust from time to time
Preference Shares	0% redeemable, non-participating, non-cumulative non-convertible preference shares of Tower Co. having a face value of ₹ 10 each
Project Execution Agreement	The amended and restated project execution agreement for establishment of passive tower infrastructure dated December 16, 2019 entered into between the Project Manager, the Tower Co., RJIL and RPPMSL, together with the amendment to the project execution agreement dated August 26, 2020, as amended pursuant to letter agreement dated March 11, 2021
Project Implementation and Management Agreement	The project implementation and management agreement dated January 13, 2020 entered into amongst the Trustee, the Project Manager, the Investment Manager and the Tower Co.
Project Manager or JIMSL	Jio Infrastructure Management Services Limited
Proposed SPV or STPL or Target Asset	Space Teleinfra Private Limited
Related Parties	Related parties, as defined under Regulation 2(1)(zv) of the InvIT Regulations
Reliance Sponsor or RIIHL	Reliance Industrial Investments and Holdings Limited

Term	Description
RIL	Reliance Industries Limited
RJIL	Reliance Jio Infocomm Limited
RPPMSL/ Contractor/ Operator	Reliance Projects & Property Management Services Limited (formerly known as, Reliance Digital Platform & Project Services Limited), being the contractor for the purposes of the Project Execution Agreement and the operator for the purposes of the O&M Agreement
RTP Site	Roof top pole site at which the Passive Infrastructure is located on a building or structure
RTT Site	Roof top tower site at which the Passive Infrastructure is located on a building or structure
Scheme of Arrangement	The composite scheme of arrangement among RJIL, JDFPL, the Tower Co. and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 approved by the National Company Law Tribunal, Ahmedabad bench on March 20, 2019
Securities Purchase Agreement	The securities purchase agreement dated July 20, 2021 entered into between the Trust (acting through the Trustee), Ankit Goel, Radhey Raman Sharma, Ram Gopal Goyal, Westwood Business Consultancy LLP, Space Teleinfra Private Limited and the Investment Manager for acquisition of the Target Asset read with indemnity cum amendment agreement dated December 30, 2021 entered into between Space Telelink Limited, Space Teleinfra Private Limited, Ankit Goel, Radhey Raman Sharma, Ram Gopal Goyal, Westwood Business Consultancy LLP, Trust (acting through the Trustee) and the Investment Manager
Share Purchase Agreement – I	The share purchase agreement dated March 31, 2019 entered into between the Trust (acting through its Trustee), the Investment Manager, RJIL, the Reliance Sponsor and DMDT (acting through its trustee, Reliance Media Transmission Private Limited) for the acquisition of 51% of the outstanding equity share capital in Tower Co. by the Trust
Share Purchase Agreement – II	The share purchase agreement dated December 16, 2019 entered into between the Trust (acting through its Trustee), the Investment Manager, RIL, Reliance Sponsor, the Tower Co. and the Brookfield Sponsor together with the extension agreements dated December 31, 2019, January 31, 2020 and August 26, 2020 and the amendment agreement dated August 26, 2020 for acquisition of the remaining 49% of the outstanding equity share capital in Tower Co. by the Trust
Share Purchase Agreements	Collectively, the Share Purchase Agreement – I and the Share Purchase Agreement – II
Shareholder and Option Agreement	The shareholder and option agreement dated December 16, 2019 entered into among the Trust (acting through its Trustee), the Investment Manager, RIL, the Reliance Sponsor, the Tower Co., RJIL and the Brookfield Sponsor together with the amendment agreement dated August 26, 2020
Sharer	A person (other than RJIL) whose equipment is installed at the Site or which has been allocated space thereat, in terms of the relevant Tower Agreements
Site	GBT Site, GBM Site, RTT Site, RTP Site or COW Site or any other passive telecom tower infrastructure site
Sponsors	Each of the Brookfield Sponsor and the Reliance Sponsor, severally
SPV(s)	Special purpose vehicles, as defined under Regulation 2(l)(zy) of the InvIT Regulations
Third Party Site Specification	The standard site requirements for a Sharer in terms of the Master Services Agreement
Tower Agreements Closing Date	The date on which the Trust acquires 49% of the Equity Shares of the Tower Co. pursuant to the Share Purchase Agreement – II
Tower Agreements	Collectively, the Master Services Agreement, the O&M Agreement and the Project Execution Agreement
Tower Co. or RJIPL or SDIPL	Summit Digitel Infrastructure Private Limited (formerly, Reliance Jio Infratel Private Limited)
Tower Infrastructure Business	The business of setting up and maintaining passive tower infrastructure and related assets and providing passive tower infrastructure services
Transition Services Agreement	The transition services agreement dated August 26, 2020 entered into between the Tower Co. and RPPMSL, as amended pursuant to amendment agreement dated March 30, 2021 and September 18, 2021
Trust Assets	(a) The equity shares of the Holding Companies/ SPVs, (b) other investments made in any security issued by the Holding Companies/ SPVs, (c) any loan extended to the Holding Companies/ SPVs, each of the foregoing made from the Capital Contributions received by the Trust and income earned by the Trust, (d) any other investments made from the Capital Contributions, (e) assets or properties held by the Trust and/or income earned by the Trust and any additions, accretions or reductions thereto (including properties of any kind whatsoever to which the same may be converted or varied from time to time), and (e) any cash or bank balances held by the Trust
Trust Loan Agreement	The facility agreement dated August 26, 2020 entered into between the Trust (acting through the Trustee), the investment manager and the Tower Co. and as amended on July 27, 2021
Trust Loan	The loan aggregating to ₹ 250,000 million to be provided by the Trust to the Tower Co. in accordance with the Trust Loan Agreement
Trust or DIT	Data Infrastructure Trust (formerly, Tower Infrastructure Trust)
Trustee	Axis Trustee Services Limited
Unit	An undivided beneficial interest in the Trust, and all issued and allotted Units together representing the entire beneficial interest in the Trust
Unitholders	Any person who holds Units upon making a defined contribution as determined by the Trustee
Valuation Report in relation to the Target	Valuation report dated December 24, 2021 issued by Mr. Ankit Chhabra, which sets out opinion as to the fair value of the Target Asset as on July 31, 2021
Valuer of the Trust/ Valuer	BDO Valuation Advisory LLP

Issue Related Terms

Term	Description
Abridged Letter of Offer or ALOF	Abridged letter of offer to be sent to the Eligible Unitholders with respect to the Issue in accordance with the provisions of the InvIT Regulations and the SEBI Rights Issue Guidelines
Allot/ Allotment/ Allotted	Unless the context otherwise requires, the issue and allotment of Units pursuant to the Issue
Allotment Account	The account opened with the Bankers to the Issue, into which the amounts blocked by ASBA in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date
Allotment Date	Date on which Allotment is made
Allottees	Bidders to whom Units are issued and Allotted pursuant to the Issue
Applicants/ Bidders	Eligible Unitholder(s) and/or Renouncee(s) who make an application for the Units pursuant to the Issue in terms of the Letter of Offer, being an ASBA Applicant
Application Form/ Application	Application form (including any rectifications of errors therein) including a plain paper application form pursuant to which an Eligible Investor shall submit a Bid for the Units in the Issue
Application Money	Aggregate amount payable in respect of the Units applied for in the Issue at the Issue Price
Application Supported by Blocked Amount/ ASBA	Application (whether physical or electronic) used by an ASBA Investor to make an application authorizing the SCSB to block the Application Money in a specified bank account maintained with the SCSB
ASBA Account	Account maintained with the SCSB and specified in the CAF or the plain paper Application by the Applicant for blocking the amount mentioned in the CAF or the plain paper Application
ASBA Applicant/ ASBA Investor	Eligible Unitholders proposing to subscribe to the Issue through ASBA process and who (i) are holding the Units of the Trust in dematerialized form as on the Record Date and have applied for their Rights Entitlements and/or additional Units in dematerialized form; and (ii) are applying through blocking of funds in a bank account maintained with the SCSBs. All Eligible Investors shall participate in the Issue only through the ASBA process
Banker(s) to the Issue	[●]
Basis of Allotment	The basis on which the Units will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in "*Issue information*" on page 157
Banker to the Issue Agreement	Banker to the Issue Agreement dated [●] entered into between the Investment Manager (acting in its capacity as the Investment Manager to the Trust), the Trust (acting through the Trustee), the Banker to the Issue, the Registrar to the Issue and the Lead Manager
Composite Application Form/ CAF	Form used by an Investor to make an application for the Allotment of Units in the Issue
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange, a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated Branches	Such branches of the SCSBs which shall collect the CAF or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated Stock Exchange	BSE
Draft Letter of Offer	Draft Letter of Offer dated January 5, 2022 which shall be filed with the Stock Exchange, where the Units of the Trust are listed, and shall be made available to the public through the website of the Stock Exchange, the Trust and the Lead Manager for the purposes of seeking public comments for a period of seven working days from the date of filing this Draft Letter of Offer
Eligible Unitholder(s)	Unitholder(s) of the Trust as on the Record Date
Institutional Investors	Institutional investors as defined under Regulation 2(1)(ya) of the InvIT Regulations
Issue	This issue of up to [●] Units for cash at a price ₹ [●] per Unit aggregating up to ₹ 3,180 million* on a rights basis to the Eligible Unitholders of the Trust in the ratio of [●] Lots for every [●] Lots (each Lot comprising [●] Units) held by the Eligible Unitholders on the Record Date **The size of the Issue is the amount approved by the Data InvIT Committee of the board of directors of the Investment Manager on December 28, 2021. The size of the Issue is subject to finalisation of Basis of Allotment in the Issue.*
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Price	₹ [●] per Unit
Issue Size	The issue of up to [●] Units aggregating up to ₹ 3,180 million* ** The size of the Issue is the amount approved by the Data InvIT Committee of the board of directors of the Investment Manager on December 28, 2021.*
Lead Manager	Ambit Private Limited
Letter of Offer	Letter of Offer to be filed with the Stock Exchange and SEBI
Lot	[●] Units
Monitoring Agency	[●]
Monitoring Agency Agreement	Monitoring agency agreement dated [●] entered into between the Investment Manager (acting in its capacity as the Investment Manager to the Trust), the Trust (acting through the Trustee) and the Monitoring Agency
Multiple Application Forms	Multiple application forms submitted by an Eligible Unitholder/a Renouncee in respect of the Rights Entitlement available in their demat account. However, supplementary applications in relation to further Units with/without using additional Rights Entitlement will not be treated as multiple applications
Offer Agreement	Offer agreement dated January 4, 2022 between the Trust (acting through the Investment Manager), the Trustee, the Investment Manager (acting in its capacity as the investment manager to the Trust), the Brookfield Sponsor and the Lead Manager

Term	Description
Record Date	[●]
Refund Bank	[●]
Registrar to the Issue or Registrar	KFin Technologies Private Limited
Registrar Agreement	Registrar agreement dated January 4, 2022 entered into between the Investment Manager (acting in its capacity as the Investment Manager to the Trust), the Trust (acting through the Trustee) and the Registrar to the Issue
Renouncee(s)	Person(s) who have acquired Rights Entitlements from the Eligible Unitholders
Rights Entitlement	The number of Units that an Eligible Unitholder is entitled to in proportion to the number of Units held by the Eligible Unitholder on the Record Date, in this case being [●] Lots for every [●] Lots held by an Eligible Unitholder
SCSB(s)	Self-certified syndicate banks registered with SEBI, which acts as a banker to the issue and which offers the facility of ASBA. A list of all SCSBs is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Stock Exchange	Stock exchange where the Units are presently listed, being BSE
Transfer Date	The date on which Application Money blocked in the ASBA Account will be transferred to the Allotment Account in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
Working Day(s)	Working day means all days on which commercial banks in Mumbai are open for business. In respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. For the period between the Issue Closing Date and the listing of Units on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI

Technical and Industry related terms

Term	Description
Capitel	Capitel Partners
Capitel Report	The report entitled "*Wireless Towers in India: Industry Overview, 2021*" dated July 2021 prepared by Capitel
O&M	Operation and maintenance
Technical Report in relation to the Target Asset	Technical report titled "Industry report on small cell and IBS market – Space TeleInfra" dated November 2021 issued by Analysys Mason India Private Limited in relation to the Target Asset

Abbreviations

Term	Description
ABC Policy	Anti-bribery and Corruption Policy
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
Anti-Corruption Laws	Collectively, the Prevention of Corruption Act, 1988, the Benami Transactions (Prohibition) Act, 1988, the Prevention of Money Laundering Act, 2002, the United States Foreign Corrupt Practices Act of 1977, and the United Kingdom Bribery Act of 2010, in each case as amended from time to time, including rules, regulations or guidelines, issued by the government entities in relevant jurisdictions
AoA	Articles of Association
BSE	BSE Limited
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act	Companies Act, 1956 and the Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956, (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
Competition Act	Competition Act, 2002
CRISIL	CRISIL Limited
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
Depositories Act	Depositories Act, 1996
Depository Participant	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DoT	Department of Telecommunications, Government of India
ECR	Energy Consumption Rating
FBIL	Financial Benchmark India Private Limited
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year or Fiscal Year or Fiscal	Period of 12 months ended March 31 of that particular year, unless otherwise stated
FPI	Foreign portfolio investors

Term	Description
GAAR	General Anti-Avoidance Rules
GoI or Government	Government of India
GSM	Global System for Mobile communication
GST	Goods and Services Tax
HSE Policy	Health, Safety and Environment Policy
ICAI	Institute of Chartered Accountants of India
Ind AS	Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP or IGAAP	Generally Accepted Accounting Principles in India
Indian GAAS	Generally Accepted Auditing Standards in India
InvIT	Infrastructure Investment Trust
InvIT Regulations	Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 including the rules, circulars and guidelines issued thereunder, including the SEBI Rights Issue Guidelines
IT Act	The Income Tax Act, 1961
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
MCA	Ministry of Corporate Affairs
MoA	Memorandum of Association
MoEF	Ministry of Environment, Forest and Climate Change
NACH	National Automated Clearing House
NASD	National Association of Securities Dealers
NEFT	National Electronic Funds Transfer
Notified Sections	The sections of the Companies Act, 2013 that were notified by the Ministry of Corporate Affairs, Government of India
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
PAN	Permanent Account Number
RBI	Reserve Bank of India
Regulation S	Regulation S under the Securities Act
RoC	Registrar of Companies
Rs./Rupees/INR/₹	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCR (SECC) Regulations	Securities Contract (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI Rights Issue Guidelines	Circular bearing number SEBI/HO/DDHS/DDHS/CIR/P/2020/10 issued by the Securities and Exchange Board of India dated January 17, 2020 entitled Guidelines for Rights Issue of Units by a listed Infrastructure Investment Trusts (InvITs), read with the circular bearing number SEBI/HO/DDHS/DDHS/CIR/P/2020/36 issued by the Securities and Exchange Board of India dated March 13, 2020 entitled the Amendments to guidelines for rights issue, preferential issue and institutional placement of units by a listed InvIT
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
Securities Act	U.S. Securities Act of 1933, as amended
SFRS	Singapore Financial Reporting Standards
Stock Exchange	BSE
TRAI	Telecom Regulatory Authority of India
U.S./USA/United States	United States of America
USD/US$	United States Dollars
VCF	Venture capital funds as defined under the SEBI VCF Regulations

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer and the Letter of Offer and the issue of the Rights Entitlement and the Units on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer or the CAF may come, are required to inform themselves about and observe such restrictions, and the Investment Manager or the Sponsors shall bear no responsibility or liability in this regard. This Issue is being made on a rights basis to the Eligible Unitholders alone and shall not be construed as an offer or advertisement to offer Units to a persons or entities other than the Eligible Unitholders. The Investment Manager will dispatch the Letter of Offer, Abridged Letter of Offer and CAF only to Eligible Unitholders who have provided an Indian address to the Investment Manager. Overseas Unitholders who do not update the records with their Indian address or the address of their duly authorised representative in India, prior to the date on which the Investment Manager (on behalf of the Trust) proposes to dispatch the Letter of Offer, Abridged Letter of Offer and CAFs, shall not be sent the Letter of Offer, Abridged Letter of Offer and CAFs.

No action has been or will be taken by the Trust, the Investment Manager, the Sponsors or the Lead Manager to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer that has been filed with the Stock Exchange, where the Units of the Trust are listed, and shall be made available to the public through the website of the Stock Exchange, the Trust and the Lead Manager for the purposes of seeking public comments for a period of seven working days from the date of filing of this Draft Letter of Offer and the Letter of Offer shall be filed with SEBI and Stock Exchange. Accordingly, the issue of the Rights Entitlement and the Units may not be offered or sold, directly or indirectly, and this Draft Letter of Offer and the Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer or the CAF will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer or the CAF must be treated as sent for information only and should not be acted upon for subscription to the Rights Entitlements or the Units and should not be copied or re-distributed. Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer or the CAF should not, in connection with the issue of the Rights Entitlements or the Units, distribute or send this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer or the CAF in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer or the CAF is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Units or the Rights Entitlements referred to in this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer or the CAF.

Any person who makes an application to acquire Rights Entitlements and the Units offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements and the Units in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for the Trust or its affiliates or the Lead Manager or its affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Units will be deemed to make the representations, warranties, acknowledgments and agreements set forth in "*Selling and Transfer Restrictions*" on page 179.

The Trust, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to the Trust or its agents to have been executed in, electronically transmitted from or dispatched from the United States; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and eligible to subscribe for the Units under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where the Trust believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and the Trust shall not be bound to issue or allot any Units in respect of any such Application Form.

Neither the delivery of this Draft Letter of Offer or the Letter of Offer nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in the affairs of the Trust from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or the date of such information. The contents of this Draft Letter of Offer should not be construed as legal, tax or investment advice. Bidders may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Units or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Units or Rights Entitlements. In addition, none of the Trust, the Investment Manager, the Sponsors or the Lead Manager are making any representation to any offeree or purchaser of the Units regarding the legality of an investment in the Units by such offeree or purchaser under any applicable laws or regulations.

Each person by accepting the delivery of the Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Units and accepting delivery of any Rights Entitlements or any Units, will be deemed to have represented, warranted and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Units as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the "purchaser", which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Units are, entitled to subscribe for the Units, and the sale of the Units to it will not require any filing or registration by, or qualification of, the Trust with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.

2. The purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Units imposed by the jurisdiction of its residence, and (ii) is eligible to subscribe and is subscribing for the Units and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

3. The purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Units, and, if the purchaser is exercising the Rights Entitlements and acquiring the Units as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Units on behalf of each owner of such account.

4. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Units involves a considerable degree of risk and that the Rights Entitlements and the Units are a speculative investment, and further, that no U.S. federal or state or other agency has made any finding or determination as to the fairness of any such investment or any recommendation or endorsement of any such investment.

5. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Units in any jurisdiction (other than the filing of the Letter of Offer with SEBI and the Stock Exchange); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements or the Units which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations. The purchaser agrees to notify any transferee to whom it subsequently reoffers, resells, pledges or otherwise transfers the Rights Entitlements and the Units of the restrictions set forth in the Letter of Offer under the heading "*Selling and Transfer Restrictions*".

6. The purchaser (or any account for which it is acting) is an Eligible Unitholder and has received an invitation from the Trust, addressed to it and inviting it to participate in this Issue.

7. Neither the purchaser nor any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of the Trust to facilitate the sale or resale of the Rights Entitlements or the Units pursuant to the Issue.

8. Prior to making any investment decision to exercise the Rights Entitlements and subscribe for the Units, the purchaser (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of the Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to the Trust and our group and the Rights Entitlements and the Units which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below), and will have had a reasonable opportunity to ask questions of and receive answers from officers and representatives of the Trust concerning the financial condition and results of operations of the Trust and the purchase of the Rights Entitlements or the Units, and any such questions have been answered to its satisfaction; (iv) will have possessed and reviewed all information that it believes is necessary or appropriate in connection with an investment in the Rights Entitlements and the Units; (v) will have conducted its own due diligence on the Trust and this Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of the Trust, the Lead Manager or its affiliates (including any research reports) (other than, with respect to the Trust and any information contained in this Draft Letter of Offer); and (vi) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Units is suitable and appropriate, both in the nature and number of Units being subscribed.

9. Without limiting the generality of the foregoing, the purchaser acknowledges that (i) the Units are listed on BSE Limited and the Trust is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE Limited (which includes, but is not limited to, a description of the nature of the Trust's business and the Trust's most recent balance sheet and profit and loss account, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes "**Exchange Information**"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; (ii) the Trust does not expect or

intend to become subject to the periodic reporting and other information requirements of the Securities and Exchange Commission; and (iii) neither the Trust nor any of its affiliates, nor the Lead Manager or any of their affiliates has made any representations or recommendations to it, express or implied, with respect to the Trust, the Rights Entitlements or the Units or the accuracy, completeness or adequacy of the Exchange Information (other than with respect to the Trust any information contained in this Draft Letter of Offer or the Letter of Offer).

10. The purchaser understands that the Exchange Information and this Draft Letter of Offer and the Letter of Offer have been prepared in accordance with content, format and style which is either prescribed by SEBI, the Stock Exchange or under Indian laws, which differs from the content, format and style customary for similar offerings in the United States. In particular, the purchaser understands that (i) the Trust's financial information contained in the Exchange Information and this Draft Letter of Offer and the Letter of Offer have been prepared in accordance with Ind AS, Companies Act, and other applicable statutory and/or regulatory requirements and not in a manner suitable for an offering registered with the Securities Exchange Commission, and (ii) this Draft Letter of Offer and the Letter of Offer does not include all of the information that would be required if the Trust were registering the Issue of the Rights Entitlements and the Units with the Securities Exchange Commission, such as a description of our business and industry, detailed operational data, our management's discussion and analysis of our financial condition and results of operations and audited financial statements for prior years.

11. The purchaser acknowledges that (i) any information that it has received or will receive relating to or in connection with this Issue, and the Rights Entitlements or the Units, including this Draft Letter of Offer, the Letter of Offer and the Exchange Information (collectively, the "**Information**"), has been prepared solely by the Trust; and (ii) none of the Lead Manager or any of its affiliates has verified such Information, and no recommendation, promise, representation or warranty (express or implied) is or has been made or given by the Lead Manager or its affiliates as to the accuracy, completeness or sufficiency of the Information, and nothing contained in the Information is, or shall be relied upon as, a promise, representation or warranty by any of them or their affiliates.

12. The purchaser will not hold the Trust, the Lead Manager or their affiliates responsible for any misstatements in or omissions to the Information or in any other written or oral information provided by the Trust to it. It acknowledges that no written or oral information relating to this Issue, and the Rights Entitlements or the Units has been or will be provided by the Lead Manager or its affiliates to it (other than with respect to the Trust any information contained in this Draft Letter of Offer or the Letter of Offer).

13. The purchaser is a highly sophisticated investor and has such knowledge and experience in financial, business and international investment matters and is capable of independently evaluating the merits and risks (including for tax, legal, regulatory, accounting and other financial purposes) of an investment in the Rights Entitlements and the Units. It, or any account for which it is acting, has the financial ability to bear the economic risk of investment in the Rights Entitlements and the Units, has adequate means of providing for its current and contingent needs, has no need for liquidity with respect to any investment it (or such account for which it is acting) may make in the Rights Entitlements and the Units, and is able to sustain a complete loss in connection therewith and it will not look to the Trust, or to the Lead Manager, for all or part of any such loss or losses it may suffer.

14. The purchaser understands and acknowledges that the Lead Manager is assisting the Trust in respect of this Issue and that the Lead Manager is acting solely for the Trust and no one else in connection with this Issue and, in particular, are not providing any service to it, making any recommendations to it, advising it regarding the suitability of any transactions it may enter into to subscribe or purchase any Rights Entitlements or Units nor providing advice to it in relation to the Trust, this Issue or the Rights Entitlements or the Units. Further, to the extent permitted by law, it waives any and all claims, actions, liabilities, damages or demands it may have against the Lead Manager arising from its engagement with the Trust and in connection with this Issue.

15. The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Units will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, agreements and undertakings and other information contained in the Letter of Offer and the Application Form. The purchaser understands that neither the Trust, nor the Registrar, the Lead Manager or any other person acting on behalf of the Trust will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of the Trust have reason to believe is in the United States or outside of India and ineligible to participate in this Issue under applicable securities laws.

16. The purchaser understands that the foregoing representations and acknowledgments have been provided in connection with applicable India and other securities laws. It acknowledges that the Trust and the Lead Manager, their affiliates and others (including legal counsels to each of the Trust, the Lead Manager) will rely upon the truth and accuracy of the foregoing acknowledgements, representations, warranties and agreements and agree that, if at any time before the closing of this Issue or the issuance of the Units, any of the acknowledgements, representations, warranties and agreements made in connection with its exercise of Rights Entitlements and subscription for the Units is no longer accurate, it shall promptly notify the Trust in writing.

NO OFFER IN THE UNITED STATES

THE UNITS AND RIGHTS ENTITLEMENTS HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR ANY OTHER APPLICABLE STATE SECURITIES LAWS OF THE UNITED STATES AND, UNLESS SO REGISTERED, MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE UNITS OR THE RIGHTS ENTITLEMENTS ARE BEING OFFERED AND SOLD ONLY OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S, IN EACH CASE IN COMPLIANCE WITH THE APPLICABLE LAWS OF THE JURISDICTIONS WHERE THOSE OFFERS AND SALES ARE MADE.

THE UNITS OFFERED HEREBY HAVE NOT BEEN REGISTERED WITH, OR APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "**SEC**") OR ANY STATE SECURITIES COMMISSION IN THE U.S. OR ANY OTHER U.S. REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT PASSED ON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS DRAFT LETTER OF OFFER. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE U.S.

PRESENTATION OF FINANCIAL DATA AND OTHER INFORMATION

Certain Conventions

In this Draft Letter of Offer, unless otherwise specified or context otherwise requires, references to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to 'India' are to the Republic of India and its territories and possessions and the references herein to 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

Financial Data

Unless the context requires otherwise, the financial information in this Draft Letter of Offer in relation to the Trust, is derived from the Audited Consolidated Financial Statements and Limited Review Consolidated Financials. The financial information for the six-month period ended September 30, 2020 has been derived from the comparatives presented in the Limited Review Consolidated Financials for the six-month period ended September 30, 2021.

The Limited Review Consolidated Financials for six-month period ended September 30, 2021, are not indicative of the full year results of the Trust and are not comparable with the annual consolidated financial statements of the Trust presented for the year ended March 31, 2021.

Further, this Draft Letter of Offer also includes summary financial information of:

(i) Brookfield Sponsor, (a) for the financial year ended December 31, 2020 derived from the audited standalone financial statements of the Brookfield Sponsor which were prepared in accordance with Financial Reporting Standards in Singapore, as of and for the financial year ended December 31, 2020; and (b) financial period from May 31, 2019 to December 31, 2019 derived from standalone financial statements as of December 31, 2019 and for the period from May 31, 2019 to December 31, 2019 drawn up in accordance with International Financial Reporting Standards;

(ii) Reliance Sponsor, for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 derived from the audited standalone financial statements of the Reliance Sponsor prepared in accordance with Ind AS and the Companies Act; and

(iii) Investment Manager, on a standalone basis as of and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, derived from the standalone financial statements of the Investment Manager as of such dates and such periods, which were prepared in accordance with IGAAP and the Companies Act;

(iv) Target Asset, on a standalone basis, as of and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, derived from the standalone financial statements of the Target Asset as of such dates and such periods, which were prepared in accordance with Generally Accepted Accounting Principles in India and the applicable Companies Act.

For further details, please see the sections entitled "*Summary Financial Information of the Brookfield Sponsor*", "*Summary Financial Information of the Reliance Sponsor*", "*Summary Financial Information of the Investment Manager*" and "*Financial Statements*" on pages 34, 39, 46 and 191, respectively.

The degree to which the financial information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, Indian GAAP, IFRS, SFRS and the InvIT Regulations. Any reliance by persons not familiar with Indian accounting policies and practices and/or IFRS on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

The financial year for the Trust, Tower Co. the Reliance Sponsor and the Investment Manager commences on April 1 and ends on March 31 of the next year and accordingly, all references to a particular financial or fiscal year for each of the Trust, the Reliance Sponsor, Tower Co. and the Investment Manager, unless stated otherwise, are to the 12 months ended on March 31 of that year. The financial year for the Brookfield Sponsor commences on January 1 and ends on December 31 of that year and accordingly, all references to a particular financial year or fiscal year for the Brookfield Sponsor, unless stated otherwise, are to the calendar year ended December 31.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals and all percentage figures have been rounded off to two decimal places.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" are to United States Dollar, the official currency of the United States.

Except otherwise specified, certain numerical information in this Draft Letter of Offer have been presented in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000.

Unless the context requires otherwise, any percentage amounts, as set forth in this Draft Letter of Offer, have been derived from the Audited Consolidated Financial Statements and Limited Review Consolidated Financials, as applicable.

Exchange Rates

This Draft Letter of Offer contains conversion of certain other currency amounts into Indian Rupees. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

The following table provides, for the dates indicated, information with respect to the exchange rate between the Rupee and the US$ (in Rupees per US$):

Currency	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
1 US$	74.26	73.50	75.39	69.17

Source: www.rbi.org.in and www.fbil.org.in
In the event that March 31 of any of the respective years is a public holiday, the previous calendar day not being a public holiday has been considered.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Letter of Offer has been obtained or derived from the Capitel Report, publicly available information as well as industry publications and other sources. For details, please see the section entitled "*Industry Overview*" on page 93.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents and from various sources believed to be reliable, but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be based on such information. Although the Investment Manager and the Sponsors believe that the industry and market data used in this Letter of Offer is reliable, it has not been independently verified by the Investment Manager, the Sponsors, the Trustee or the Lead Manager, or any of their affiliates or advisors. The data from these sources may have been re-classified by us in certain cases for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in the section entitled "*Risk Factors*" on page 64. Accordingly, investment decisions should not be based on undue reliance on such information.

The extent to which the market and industry data used in this Draft Letter of Offer is meaningful, depends on the readers' familiarity with, and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of the Trust is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Draft Letter of Offer that are not statements of historical fact constitute "forward-looking statements". Bidders can generally identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "continue", "can", "could", "estimate", "expect", "intend", "may", "objective", "plan", "potential", "propose", "project", "pursue", "seek to", "shall", "should", "will", "would", or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of the Trust are also forward-looking statements and accordingly, should be read together with such assumptions and notes thereto. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding the Trust's expected financial condition, results of operations and cash flows, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to the Trust's business strategy, planned projects, acquisition or investment revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts.

The Valuation Report included in this Draft Letter of Offer, is based on certain projections and accordingly, should be read together with assumptions and notes thereto. For further details, please see the "*Valuation Report*" attached as Annexure A.

Actual results may differ materially from those suggested by forward-looking statements and financial projections due to certain known or unknown risks or uncertainties associated with the Investment Manager's expectations with respect to, but not limited to, the actual growth in the infrastructure sector, the Investment Manager's ability to successfully implement the strategy, growth and expansion plans, technological changes, cash flow projections, exposure to market risks, general economic and political conditions in India, changes in competition in the infrastructure sector, the outcome of any legal or regulatory proceedings and the future impact of new accounting standards. By their nature, certain of the market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net income could materially differ from those that have been estimated.

Factors that could cause actual results, performance or achievements of the Trust to differ materially include, but are not limited to, those discussed in the sections entitled "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 64, 93, 119 and 137, respectively. Some of the factors that could cause the Trust's actual results, performance or achievements to differ materially from those in the forward-looking statements and financial information include, but are not limited to, the following:

- RJIL currently contributes substantially all of the Tower Co.'s revenues and is expected to continue to contribute significantly to its revenues going forward. Accordingly, its results of operations and financial condition are linked to those of RJIL. As a result, any and all the factors that may adversely affect the business of RJIL would adversely and materially affect the results of operations and financial condition of the Tower Co.. Further, any delay in payments from RJIL would materially and adversely affect the Tower Co.'s cash flows and distributions to our Unitholders
- Competition in the telecommunications tower industry may create pricing pressures that materially and adversely
- affect us;
- We may not be able to successfully expand our tower portfolio by acquisition. Our growth strategies depend on various factors, some of which are outside our control;
- Failure to comply with, safety, health and environmental laws and regulations in India applicable to our business or adverse changes in such applicable laws and regulations, may materially and adversely affect our business;
- The Tower Co. may be unable to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate the Tower Sites and any changes in current or future regulations could restrict our ability to operate our business as we currently do;
- The composite scheme of arrangement undertaken by RJIL, JDFPL, the Tower Co. and their respective shareholders in relation to transfer of RJIL's tower assets are subject to risks in relation to the transfer of the relevant licenses, approvals and permits;
- Our substantial indebtedness could adversely affect our business, prospects, financial condition, results of operations and cash flows;
- A decrease in demand for telecommunications tower infrastructure in India could materially and adversely affect our ability to attract potential customers in the market;
- Merger or consolidation among wireless telecommunications service providers could have a material and adverse effect on our revenue and cash flow; and
- Our costs could increase and the growth of our revenues could decrease due to perceived health risks from radio emissions, especially if these perceived risks are substantiated and regulatory requirements become applicable to telecommunication towers and related infrastructure.

Forward-looking statements reflect current views as of the date of this Draft Letter of Offer and are not a guarantee of future performance or returns to Bidders. These statements are based on certain beliefs and assumptions, which in turn are based on currently available information. Although the Sponsors and Investment Manager believe that the expectations and the assumptions upon which such forward-looking statements are based, are reasonable at this time, they cannot assure Bidders that such expectations will prove to be correct or accurate. In any event, these statements speak only as of the date of this Draft Letter of Offer or the respective dates indicated in this Draft Letter of Offer and none of the Investment Manager, the Sponsors or the Lead Manager undertake any obligation to update or revise any of them, whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward looking statements or otherwise. If any of these risks and uncertainties materialise, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition of the Trust could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to the Trust, the Investment Manager or the Sponsors are expressly qualified in their entirety by reference to these cautionary statements.

THE ISSUE

The following is a general summary of the terms of this Issue which is in compliance with the InvIT Regulations and the SEBI Rights Issue Guidelines. This summary should be read in conjunction with, and is qualified in its entirety by, the detailed information appearing elsewhere in this Draft Letter of Offer:

Issue	Issue of up to [●] Units of the Trust aggregating to approximately ₹ 3,180 million*
Issue Price	₹ [●] per Unit
Issue Opening Date	[●]
Issue Closing Date	[●]
Rights Entitlements**	[●] Lots for every [●] Lots (each Lot consisting of [●] Units) held on the Record Date
Sponsors	BIF IV Jarvis India Pte. Ltd. and Reliance Industrial Investments and Holdings Limited, severally
Trustee	Axis Trustee Services Limited
Investment Manager	Brookfield India Infrastructure Manager Private Limited (formerly, WIP (India) Private Limited)
Project Manager	Jio Infrastructure Management Services Limited
Authority for this Issue	This Issue was authorised and approved by the Data InvIT Committee of the board of directors of the Investment Manager on December 28, 2021.***
Tenure of the Trust	The Trust shall remain in force for 99 years or until it is dissolved or terminated in accordance with the Indenture of Trust. For details, please see the section entitled "*Parties to the Trust*" on page 26
Units issued and outstanding as of the date of this Draft Letter of Offer	2,521,500,000
Units issued and outstanding immediately after this Issue	[●]
Distribution	Please see the section entitled "*Distribution*" on page 135
Indian Taxation	Please see the section entitled "*Taxation*" on page 180
Listing	In-principle approval for listing of the Units has been received from BSE on [●]. The Investment Manager shall apply to the BSE for the final listing and trading approvals, after the Allotment
Closing Date	The date on which Allotment of the Units pursuant to this Issue shall be made, being on or about [●]
Ranking	The Units being issued shall rank *pari passu* in all respects with the existing Units, including rights in respect of distribution from the date of Allotment. Please see the section entitled "*Rights of Unitholders*" on page 154
Lock-in and Rights of Unitholders	For details, please see the sections entitled "*Information Concerning the Units*" and "*Rights of Unitholders*" on pages 124 and 154, respectively
Risk Factors	Prior to making an investment decision, Bidders should consider carefully the matters discussed in the section entitled "*Risk Factors*" on page 64
ISIN	INE0BWS23018
ISIN for Rights Entitlements	[●]

* *The size of the Issue is the amount approved by the Data InvIT Committee of the board of directors of the Investment Manager on December 28, 2021.*

** *For Units being offered on a rights basis under this Issue, if the Unitholding of any of the Eligible Unitholders is less than [●] Units or is not in multiples of [●] Units, the fractional entitlement of such Eligible Unitholders shall be ignored for computation of the Rights Entitlements. However, Eligible Unitholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of [●] additional Unit each if such Eligible Unitholder have applied for additional Units in the Issue, over and above their Rights Entitlements, as per the procedure mentioned in the section entitled "Issue Information" on page 157.*

*** *The board of directors of the Investment Manager has constituted the 'Tower InvIT Committee' vide its resolution dated October 13, 2020. Further, the committee has been renamed as the 'Data InvIT Committee' by the board of directors of the Investment Manager vide its resolution dated November 9, 2021.*

The Units, upon Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

In accordance with the InvIT Regulations, no Unitholder shall enjoy superior voting or any other rights over another Unitholder. Further, there shall not be multiple classes of Units. However, in the future, the Trust may issue subordinate units of the Trust only to the Sponsors and their respective Associates, in compliance with the InvIT Regulations, where such subordinate units of the Trust shall carry only inferior voting or other rights compared to the Units.

For further details in relation to this Issue, including the method of application, please see the section entitled "*Issue Information*" on page 157.

Use of Proceeds

Subject to compliance with applicable law, the Net Proceeds will be utilised, at the discretion of the Investment Manager and the Trustee, towards the following objects:

(i) Funding towards acquisition of approximately 35% of issued, subscribed and paid-up equity share capital of Space Teleinfra Private Limited; and

(ii) General purposes.

For further details, please see the section entitled *"Use of Proceeds"* on page 126.

Intention and extent of participation by the Sponsors

The Brookfield Sponsor who is Eligible Unitholder as on the Record Date, has by way of its letter dated [●] confirmed that it intends to subscribe to Lots in its Right Entitlements in full, apart from such Lot which may be allotted to other Eligible Unitholder(s) (who have entitlement of less than one Lot in the Issue and such fractional entitlement is ignored while crediting the Rights Entitlement) ("**Less-than-One-RE-Unitholder**") who make an Application of minimum one Lot in the Issue. Further, in the event Less-than-One-RE-Unitholder does not apply for at least one Lot in the Issue, the Brookfield Sponsor will subscribe to any additional Units in the Issue in the event of under-subscription of the Issue, subject to applicable laws.

The Reliance Sponsor does not hold any Units and confirms that it will not subscribe to the Rights Entitlement in accordance with the SEBI Rights Issue Guidelines.

For details of basis of allotment, please see section entitled "*Issue Information - Basis of Allotment*" on page 175.

OVERVIEW OF THE TRUST

The following overview is qualified in its entirety by, and is subject to, the more detailed information contained in, or referred to elsewhere, in this Draft Letter of Offer. Statements contained in this summary that are not historical facts may be forward-looking statements. Such statements are subject to certain risks, uncertainties and assumptions that could cause actual results of the Trust to differ materially from those forecasted or projected in this Draft Letter of Offer. Under no circumstances should the inclusion of such information herein be regarded as a representation, warranty or prediction of the accuracy of the underlying assumptions by the Trust, the Parties to the Trust or the Lead Manager or any other person or that these results will be achieved or are likely to be achieved. Investment in Units involves risks. Bidders are advised not to rely solely on this overview and should read this Draft Letter of Offer in its entirety and, in particular, the section entitled "Risk Factors" on page 64.

Structure and description of the Trust

For structure and description of the Trust, please see the section entitled "*Overview of the Trust*" on page 18 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

Pursuant to the prior approval of Unitholders of the Trust at its extra-ordinary general meeting held on September 23, 2020 and approval of SEBI vide its letter dated October 9, 2020, obtained by the Trustee for change in the investment manager of the Trust in terms of the provisions of Regulation 9(15) and other applicable provisions of the InvIT Regulations, and pursuant to the investment management agreement dated September 25, 2020, executed between Brookfield India Infrastructure Manager Private Limited (*formerly* known as WIP (India) Private Limited) ("**BIIMPL**") and the Trustee, BIIMPL was appointed as the new investment manager of the Trust with effect from October 13, 2020.

Investment Objectives

For Investment Objectives, please see the section entitled "*Overview of the Trust*" on page 18 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

Fee and expenses

Annual Expenses

The expenses in relation to the Trust, other than such expenses incurred in relation to operations of the Tower Co., broadly include fee payable to: (i) the Trustee; (ii) the Investment Manager; (iii) the Project Manager; (iv) the Auditors; (v) the Valuer; and (vi) other intermediaries and consultants.

The fee paid in Fiscal 2021 and estimated recurring expenses on an annual basis (exclusive of out of pocket expenses, taxes and escalations) on consolidated basis, including but not limited to, are as follows:

S. No.	Payable/ Paid by the Trust	Estimated Expenses (In ₹ million)	Fees paid in Fiscal 2021 (In ₹ million)
1.	Fee to the valuer of the Trust*	0.13	0.13
2.	Fee to the Auditors	37.75	30
3.	Fee to Trustee	2	2
4.	Fee to investment manager	26	26
5.	Fee to Project Manager	24	24
6.	Fee to the Registrar	0.42	0
7.	Fee to the Stock Exchange and Depositories	1	1
8.	Fee to the credit rating agencies	81.19	26

** Valuer does not include Mr. Ankit Chhabra.*

Details of credit ratings

There are no borrowings outstanding at the Trust standalone level.

Set forth below are the details of credit ratings received by the Tower Co. in relation to its listed NCDs, term loan facilities and external commercial borrowings:

Instrument	Credit Rating Agency	Credit Rating	Credit Rating Letter Date	Reaffirmation Date
Term loan facilities	CRISIL Limited	"CRISIL AAA/Stable"	August 28, 2020	September 20, 2021
Secured Redeemable NCDs PPD Series 5	• CARE Ratings Limited • CRISIL Limited	"CARE AAA; Stable" "CRISIL AAA/Stable"	• March 5, 2021 • March 3, 2021	• CARE Ratings: November 12, 2021 • CRISIL Ratings: September 20, 2021
15,000 Secured, Rated,	CRISIL Limited	"CRISIL AAA/Stable"	June 8, 2021	September 20, 2021

Instrument	Credit Rating Agency	Credit Rating	Credit Rating Letter Date	Reaffirmation Date
Listed, Redeemable NCDs				
2.875% Senior Secured Notes	• Fitch Ratings Limited • S&P Global Ratings	Investment Grade (IG) Ratings: “BBB-” “BBB-/Stable”	July 30, 2021	-
6,500 Secured, Rated, Listed, Redeemable NCDs	CRISIL Limited	“CRISIL AAA/Stable”	September 20, 2021	-
10,000 Secured, Listed, Redeemable NCDs	• ICRA Limited • CARE Ratings Limited	“[ICRA]AAA (Stable)” “CARE AAA/Stable”	• November 11, 2021 • November 12, 2021	-

DESCRIPTION OF PORTFOLIO ASSETS

Description of Portfolio Asset

The Trust's initial portfolio of asset comprises Summit Digitel Infrastructure Private Limited, being the Tower Co. The details of the Tower Co. as of the date of this Draft Letter of Offer are provided below:

1. ***Summit Digitel Infrastructure Private Limited***

The Tower Co. was incorporated on January 18, 2013 under the Companies Act, 1956 (CIN: U64200GJ2013PTC105870) as a special purpose vehicle as Reliance Jio Private Limited. Subsequently, a fresh certificate of incorporation dated March 3, 2014 was issued consequent to the change in name of Reliance Jio Private Limited to Reliance Jio Infratel Private Limited. Further, a fresh certificate of incorporation dated November 18, 2020 was issued consequent to the change in name of Reliance Jio Infratel Private Limited to Summit Digitel Infrastructure Private Limited. Its registered office is located at 511, Shapath-V, Near Karnavati Club, S G Highway, Ahmedabad 380 015, Gujarat, India.

Pursuant to the Scheme of Arrangement, the tower infrastructure undertaking of RJIL, comprising the business of setting up and maintaining passive tower infrastructure and related assets and providing passive tower infrastructure services was transferred and vested in Tower Co. as of, and with effect from the close of business on March 31, 2019. The Scheme of Arrangement was approved by the National Company Law Tribunal, Ahmedabad ("**NCLT**"), through its order dated March 20, 2019. The Scheme of Arrangement became effective from the close of business on March 31, 2019.

On March 31, 2019, the Trust, acting through the Trustee, acquired 51% of the issued and paid-up equity share capital of the Tower Co., pursuant to the Share Purchase Agreement - I. On August 31, 2020, the Trust, acting through the Trustee, acquired the remaining 49% of the issued and paid-up equity share capital of the Tower Co., pursuant to the Share Purchase Agreement - II.

Shareholding Pattern of the Tower Co.

Name of equity shareholder	Number of equity shares of face value of ₹ 1 each (pre-Issue as on September 30, 2021 and post-Issue)	Percentage Holding
Data Infrastructure Trust	2,150,000,000*	100.0%
Total	**2,150,000,000**	**100.0%**

** 1 equity share of the Tower Co. is held by Brookfield Sponsor as nominee of the Trust.*

Name of preference shareholder	Number of preference shares of face value of ₹ 10 each (pre-Issue as on September 30, 2021 and post-Issue)	Percentage Holding
Reliance Industries Limited	50,000,000	100.0%
Total	**50,000,000**	**100.0%**

Except as disclosed in the section entitled "*Our Business - Insurance*", the Trustee confirms that adequate insurance for the Portfolio Assets has been obtained. For further details in relation to the Portfolio Assets, please see the section entitled "*Our Business*" on page 119.

The Trust, acting through the Trustee, proposes to utilize the Issue Proceeds for, amongst others, (i) funding towards acquisition of approximately 35% of issued, subscribed and paid-up equity share capital of Space Teleinfra Private Limited; and (ii) general purposes. For further details, please see the section entitled "*Use of Proceeds*" on page 126.

Brief details of the Target Asset

Space Teleinfra Private Limited

Space Teleinfra Private Limited was incorporated on February 19, 2011 under the Companies Act, 1956. Its registered office is situated at 22A Janpath, New Delhi, 110 001 Delhi, India.

STPL is an Infrastructure Provider Category –I ("**IP-I**") entity registered with the DoT and is engaged in installation, commissioning and provisioning of passive telecom infrastructure in order to enable telecom service providers to utilise such passive infrastructure to provide telecom services to its customers. STPL enters into contracts such as: (a) installation and commissioning agreements (with airport authority, metro rail corporations, developers, educational institutions etc.) for leasing/ renting of premises for installation and provisioning of in-building solutions; (b) master service agreements with service providers; and (c) site sharing services agreements with telecom operators for providing common shared passive combo site solution, on sharing basis. STPL has several projects across India ranging from underground metros and airports to hospitals, corporate parks, educational institutions, malls and high rise residential and commercial complexes with approximately 300 million square feet under operations.

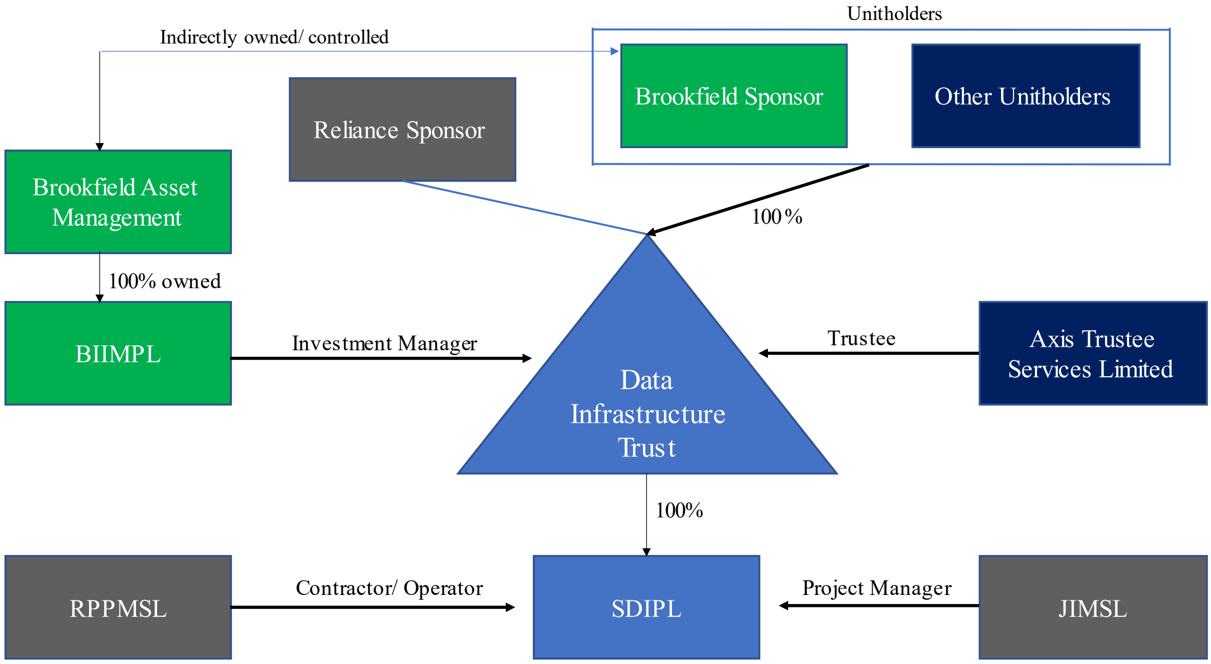
Shareholding Pattern of the Target Asset

Name of equity shareholder	Number of equity shares of face value of ₹ 10 each (pre-Issue)	Percentage Holding
Ankit Goel	742,000	20.00%
Radhey Raman Sharma	185,500	5.00%
Ram Gopal Goyal	371,000	10.00%
Westwood Business Consultancy LLP	2,411,500	65.00%
Total	**3,710,000**	**100.00%**

Name of preference shareholder	Number of preference shares of face value of ₹ 10 each (pre-Issue)	Percentage Holding
Ankit Goel	358,454	20.00%
Radhey Raman Sharma	89,613	5.00%
Ram Gopal Goyal	179,227	10.00%
Westwood Business Consultancy LLP	1,164,976	65.00%
Total	**1,792,270**	**100.00%**

Structure of the Trust

The following structure chart illustrates the relationship between the Trust, the Trustee, the Sponsors, the Investment Manager, the Project Manager and the Unitholders as on the date of this Draft Letter of Offer:



Note: RPPMSL and JIMSL are 100% held by Reliance Industries Limited through Reliance Sponsor. As on the date of this Draft Letter of Offer, Reliance Sponsor does not hold any units in the Trust.

SUMMARY FINANCIAL STATEMENTS OF THE TRUST

For the summary financial information of the Trust for the financial period from January 31, 2019 to March 31, 2019 derived from the special purpose consolidated Ind AS financial statements which were prepared in accordance with Ind AS read with the InvIT Regulations, for the financial period from January 31, 2019 to March 31, 2019, please see section entitled "Audited Consolidated Financial Statements" of the Placement Memorandum on page 226 available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

The following tables set forth the:

(i) summary financial information derived from the Limited Review Consolidated Financials for six months period ended September 30, 2021; and

(ii) summary financial information derived from the audited consolidated financial information as of and for fiscals ended March 31, 2021 and 2020.

The degree to which the summary financial information included herein below will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the InvIT Regulations. Accordingly, any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the InvIT Regulations on the summary financial information presented below should be limited. The summary financial information derived from the consolidated financial statements, as presented below, should be read together with the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 137 in conjunction with the section entitled "Financial Statements" on page 191.

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DATA INFRASTRUCTURE TRUST
(formerly known as Tower Infrastructure Trust)

Principal place of business: Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex, Mumbai-400051, Maharashtra, India
Phone : 022 69075252: Email: secretarial@summitdigitel.com : Website: www.towerinfratrust.com
(SEBI Registration Number: IN/InvIT/18-19/0009)

UNAUDITED STATEMENT OF CONSOLIDATED FINANCIAL INFORMATION FOR THE HALF YEAR ENDED SEPTEMBER 30, 2021

I. Unaudited Consolidated Statement of Profit and Loss for the half year ended September 30, 2021

(Rs. in Million)

	Particulars	Half year ended September 30, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	Year ended March 31, 2021
		Unaudited	Unaudited (Refer Note 4)	Unaudited	Audited
I	**INCOME AND GAINS**				
	Revenue from Operations	47,525	42,729	39,713	82,442
	Other Income	221	104	49	153
	Total Income and Gains	47,746	42,833	39,762	82,595
II	**EXPENSES AND LOSSES**				
	Investment Manager Fee	14	14	12	26
	Trustee Fee	1	1	1	2
	Project Manager Fee	12	12	12	24
	Audit Fees	32	26	4	30
	Listing fee	1	0	1	1
	Network Operating Expenses	30,273	26,398	24,962	51,360
	Employee Benefits Expense	260	153	11	164
	Finance Costs	7,738	7,006	13,766	20,772
	Depreciation and Amortisation Expense (Refer Note 10)	6,508	9,838	9,722	19,560
	Legal and Professional Fees	129	126	25	151
	Other expenses*	222	229	106	335
	Total Expenses and Losses	45,190	43,803	48,622	92,425
III	**Profit/ (Loss) before Taxes (I-II)**	2,556	(970)	(8,860)	(9,830)
IV	**Tax Expenses**	-	-	-	-
V	**Profit/ (Loss) for the period/ year (III-IV)**	2,556	(970)	(8,860)	(9,830)
VI	**Other Comprehensive Income**				
(a)	**Items that will be reclassified to Statement of Profit and Loss**				
	Cost of hedging				
	Changes in the fair value during the period in relation to time-period related hedged items	(1,473)	-	-	-
	Cash flow Hedges:				
	Fair value loss arising on hedging instrument during the period	(116)	-	-	-
(b)	**Income Tax relating to Items that will be classified to Statement of Profit and Loss**	-	-	-	-
VI	**Other Comprehensive Income/(Loss) for the period/ year**	(1,589)	-	-	-
VII	**Total Comprehensive Income/ (Loss) for the period/ year (V-VI)**	967	(970)	(8,860)	(9,830)
	Attributable to Owners of the Trust	967	(970)	(4,711)	(5,681)
	Attributable to Non-Controlling Interest	-	-	(4,149)	(4,149)

*Other Expenses for the half year ended September 30, 2021, half year ended March 31, 2021, half year ended ended September 30, 2020 and year ended March 31, 2021 mainly includes fair value (gain) / loss on financial instrument, bank charges and other miscellaneous expenses.

Consolidated Balance Sheet as at March 31 2021

(Rs. in Million)

Particulars		As at March 31, 2021	As at March 31, 2020
ASSETS			
NON-CURRENT ASSETS			
Property, Plant And Equipment		3,80,105	3,87,266 *
Right of Use Assets		206	117*
Capital Work In Progress		18	-
Financial Assets			
Other Financial Assets		4,571	3,072
Other Non-Current Assets		3,236	3,236
Total Non-Current Assets		**3,88,136**	**3,93,691**
CURRENT ASSETS			
Financial Assets			
Trade Receivables		153	153
Cash and Cash Equivalents		10,047	461
Other Bank Balances		3	3
Other Financial Assets		4,531	24,099
Other Current Assets		11,589	22,553
Total Current Assets		**26,323**	**47,269**
Total Assets		**4,14,459**	**4,40,960**
EQUITY AND LIABILITIES			
EQUITY			
Unit Capital		2,52,150	-
Contribution		240	124
Other Equity		(51,462)	(10,402)
Total Equity		**2,00,928**	**(10,278)**
Non-controlling interest		**-**	**(9,212)**
LIABILITIES			
Non - Current Liabilities			
Financial Liabilities			
Borrowings		1,81,851	2,28,194
Right of use liabilities		88	-
Other financial liabilities		2,215	-
Provisions		11,235	10,854
Total Non-Current Liabilities		**1,95,389**	**2,39,048**

** Previous year number has been reclassified to confirm to current year presentation.*

Particulars		As at March 31, 2021	As at March 31, 2020
Current Liabilities			
Financial Liabilities			
Borrowings		-	30,050
Trade Payables due to			
- total outstanding dues of micro enterprises and small enterprises		0	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		1,958	3,097
Right of use liabilities		18	-
Other Financial Liabilities		11,213	72,242
Creditors for Capital Expenditure		-	1,14,610
Other Current Liabilities		4,949	1,403
Provisions		4	-
Total Current Liabilities		**18,142**	**2,21,402**
Total Liabilities		**2,13,531**	**4,60,450**
Total Equity and Liabilities		**4,14,459**	**4,40,960**
Significant Accounting Policies			

See accompanying Notes to the Consolidated Financial Statements

"0" represents the amount below the denomination threshold.

Consolidated Statement of Profit & Loss for the year ended March 31 2021

(Rs. in Million)

Particulars		Year ended March 31, 2021	Year ended March 31, 2020
INCOME			
Revenue from Operations		82,442	74,767
Other Income		153	125
Total Income		**82,595**	**74,892**
EXPENSES			
Investment Manager Fee		26	24
Trustee Fee		2	2
Project Manager Fee		24	24
Audit Fees		30	23
Listing Fees		1	-
Network Operating Expenses		51,360	45,878
Employee Benefits Expense		164	1
Finance Costs		20,772	32,039
Depreciation and Amortisation Expense		19,560	17,784
Legal and Professional Fees		151	42
Other Expenses		335	209
Total Expenses		**92,425**	**96,026**
Loss before Tax		**(9,830)**	**(21,134)**
Tax Expenses		**-**	**-**
Loss for the year		**(9,830)**	**(21,134)**
Other Comprehensive Loss		**-**	-
Total Comprehensive Loss for the year		**(9,830)**	**(21,134)**
Attributable to Owners of the Trust		**(5,681)**	**(10,885)**
Attributable to Non Controlling Interest		**(4,149)**	**(10,249)**
Earnings Per Unit (EPU)			
Basic (in Rupees)		**(6.68)**	**-**
Diluted (in Rupees)		**(6.68)**	**-**
Significant Accounting Policies			
See accompanying Notes to the Consolidated Financial Statements			

"0" represents the amount below the denomination threshold.

Note:

(1) *During the year ended on March 31 2021, the Group (i.e., Trust and its subsidiary, Tower Co., on a consolidated basis) revised the presentation of income from reimbursements of Power & Fuel and Site Rent, to present these as part of Revenue from Operations, as these more appropriately reflect the substance of the transactions wherein the Group provides these services as a principal. Previously, these were presented net as a recovery under Network Operating Expenses. The change in presentation has been applied retrospectively to March 2020 presented and accordingly, an amount of ₹ 41,363 million has been re-presented and included under Revenue from Operations for the year ended March 31, 2020. The above change in presentation does not affect Total Loss, Total Comprehensive Loss and the Loss per share for the periods presented.*

Tower Infrastructure Trust

Consolidated Statement of Changes in Unitholders' Equity for the year ended March 31 2021

(Rs. in Million)

	Year ended March 31, 2021	Year ended March 31, 2020
(A) Unit capital		
Balance at the beginning of the year	-	-
Changes in equity share capital during the year	2,52,150	-
Balance at the end of the year	**2,52,150**	**-**
(B) Initial Contribution		
Balance at the beginning of the year	124	-
Contribution during the year	116	124
Balance at the end of the year	**240**	**124**
(C) Non Controlling Interest		
Balance at the beginning of the year	(9,212)	1,037
1,05,00,000 Equity shares of Re. 1 each fully paid up in Summit Digitel Infrastructure Private Limited (Formerly as Reliance Jio Infratel Private Limited)	(1,054)	-
Loss for the year	(4,149)	(10,249)
Acquisition (Refer Note 10.2)	14,415	-
Balance at the end of the year	**-**	**(9,212)**

(D) Other Equity	**Instrument classified as Equity: 10% Cumulative Optionally Convertible Preference Share Capital Fully paid up**	**Reserves and Surplus: Retained Earnings**	**Total**
As on March 31, 2020			
Balance at the beginning of the year	500	(17)	483
Total Comprehensive Loss for the year	-	(10,885)	(10,885)
Balance at the end of the year	**500**	**(10,902)**	**(10,402)**
As on March 31, 2021			
Balance at the beginning of the year	500	(10,902)	(10,402)
Total Comprehensive Loss for the year	-	(5,681)	(5,681)
Return on Capital#		(10,306)	(10,306)
Change in non controlling interest during the year		(14,415)	(14,415)
Other adjustments (Refer note 13 (III) and Note 11)	(500)	(10,158)	(10,658)
Balance at the end of the year	**-**	**(51,462)**	**(51,462)**

#Return on capital distribution during the year as per NDCF duly approved by investment manager. Refer Note 39.

Consolidated Statement of Cash Flow for the year ended March 31 2021

(Rs. in Million)

	Particulars	Year ended March 31, 2021	Year ended March 31, 2020
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Net Loss before tax as per Profit and Loss Statement	(9,830)	(21,134)
	Adjusted for		
	Fair Valuation measurement losses on call option	195	-
	Depreciation and Amortisation Expense	19,560	17,784
	Gain on Investments (Net)	(49)	(119)
	Interest Income	(64)	-
	Interest on income tax refund	(40)	(6)
	Finance Costs	20,772	32,039
		40,374	**49,698**
	Operating profit before working capital changes	**30,544**	**28,564**
	Adjusted for :		
	Trade and Other Receivables	12,505	(11,182)
	Trade and Other Payables	(40,824)	13,377
		(28,319)	**2,195**
	Cash (Utilised in)/Generated from Operations	**2,225**	**30,759**
	Income taxes refund/(paid)	**488**	**(695)**
	Net Cash (Utilised in)/Generated from Operations (A)	**2,713**	**30,064**
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Acquisition of subsidiary	(1,054)	-
	Purchase of Property, Plant and Equipment	(1,10,631)	(84,639)
	Purchase of Investments	(45,029)	(1,66,930)
	Sale of Investments	45,078	1,67,194
	Investments in bank deposits	(30)	(6)
	Interest received	55	-
	Net Cash flow used in Investing Activities (B)	**(1,11,611)**	**(84,382)**
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from Units Issued	2,52,150	-
	Payment of lease liabilities	(4)	-
	Proceeds from Long term Borrowings	3,01,835	50,000
	Repayment of Long term Borrowings	(3,57,820)	(10,000)
	Proceeds from Short term Borrowings	-	38,312
	Repayment of Short term Borrowings	(30,050)	(37,912)
	Deposit Received	-	35,940
	Working capital adjustment (Refer Note 11(i))	(3,824)	-
	Finance Costs Paid	(33,589)	(21,691)
	Distribution to Unitholders	(10,306)	-
	Unit issuance costs	(24)	-
	Contribution received during the year	116	124
	Net Cash flow generated from financing activities (C)	**1,18,484**	**54,773**
	Net Increase in Cash and Cash Equivalents (A+B+C)	**9,586**	**455**
	Opening Balance of Cash and Cash Equivalents	**461**	**6**
	Closing Balance of Cash and Cash Equivalents	**10,047**	**461**

Changes in Liability arising from financing activities (Rs. in Million)

	As at April 1, 2020	Cash Flow	Non Cash	Transfer from Equity	As at March 31, 2021
			Unamortised Prepaid finance charges		
Borrowings (Refer Note - 13)	2,39,294	(55,985)	(1,584)	126	1,81,851
Borrowings - Current (Refer Note - 16)	30,050	(30,050)	-	-	-
Total	**2,69,344**	**(86,035)**	**(1,584)**	**126**	**1,81,851**

(Rs. in Million)

	As at April 1, 2019	Cash Flow	Non Cash	Transfer from Equity	As at March 31, 2020
			Unamortised Prepaid finance charges		
Borrowings (Refer Note - 13 and 18)	1,99,460	40,000	(166)	-	2,39,294
Borrowings - Current (Refer Note - 16)	29,650	400	-	-	30,050
Total	**2,29,110**	**40,400**	**(166)**	**-**	**2,69,344**

Notes:

1 The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in IND AS - 7 "Statement of Cash Flows"

2 Non-cash investing activity -

Call Option written on shares of subsidiary Rs. 2,215 Mn for year ended March 31, 2021 (Previous year :Nil)

Significant Accounting Policies

"0" represents the amount below the denomination threshold.

Tower Infrastructure Trust

Consolidated Ind AS Balance Sheet as at March 31, 2020

Particulars	As at March 31, 2020	(Rs.in Million) As at March 31, 2019
ASSETS		
NON-CURRENT ASSETS		
Property, plant and equipment	3,87,383	2,48,208
Capital work-in-progress	-	80,152
Financial assets		
Other financial assets	3,072	2,726
Other non-current assets	3,236	2,615
Total Non-Current Assets	3,93,691	3,33,701
CURRENT ASSETS		
Financial Assets		
Investments	-	145
Trade receivables	153	310
Cash and cash equivalents	461	6
Other Bank balances	3	-
Other financial assets	24,099	15,000
Other current assets	22,553	18,954
Total Current Assets	47,269	34,415
Total Assets	4,40,960	3,68,116
EQUITY AND LIABILITIES		
EQUITY		
Initial contribution (Previous period Rs. 10,000)	124	-
Other equity	(10,402)	483
Total Equity	(10,278)	483
Non-controlling interest	(9,212)	1,037
LIABILITIES		
Non - Current Liabilities		
Financial liabilities		
Borrowings	2,28,194	1,89,460
Provisions	10,854	7,414
Total Non-Current Liabilities	2,39,048	1,96,874
Current Liabilities		
Financial liabilities		
Borrowings	30,050	29,650
Trade payables due to		
Micro and small Enterprises	-	-
Other than micro and small enterprises	3,097	3,111
Other financial liabilities	72,242	12,163
Creditors for capital expenditure	1,14,610	1,24,771
Other current liabilities	1,403	27
Total Current Liabilities	2,21,402	1,69,722
Total Liabilities	4,60,450	3,66,596
Total Equity and Liabilities	4,40,960	3,68,116

Tower Infrastructure Trust

Consolidated Ind AS Statement of Profit and Loss for the year ended March 31, 2020

(Rs. in Million)

Particulars	Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
INCOME		
Revenue from Operations	33,404	-
Other Income	125	5
Total Income	33,529	5
EXPENSES		
Network Operating Expenses	4,515	-
Employee Benefits Expense	1	-
Finance Costs	32,039	-
Depreciation and Amortisation Expense	17,784	-
Other Expenses	324	39
Total Expenses	54,663	39
Loss before Tax	(21,134)	(34)
Tax expenses		-
i Current tax	-	-
ii Deferred tax	-	-
Loss for the year/ period	(21,134)	(34)
Total Comprehensive Income for the year / period	(21,134)	(34)
Attributable to owners of the Trust	(10,885)	(17)
Attributable to Non Controlling Interest	(10,249)	(17)

Note: "0" represents the amounts below the denomination threshold.

Tower Infrastructure Trust

Consolidated Ind AS Statement of Changes In Equity for the year ended March 31, 2020

(Rs.in Million)

(A) Initial Contribution

	Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
Balance at the beginning of the year /period (Previous period Rs.10,000)	-	-
Contribution during the year / period (from January 31, 2019 to March 31, 2019 - Rs. 10,000)	124	-
Balance at the end of the year / period	124	-

(B) Non Controlling Interest

Opening balance as at begining of the year / period	1,037	-
1,05,00,000 Equity shares of Re. 1 each fully paid up in Reliance Jio Infratel Private Limited	-	1,054
Loss for the year / period	(10,249)	(17)
Balance at the end of the year / period	(9,212)	1,037

(C) Other Equity

(Rs.in Million)

Particulars	Preference Shares	Retained Earnings	Total
April 1, 2019 to March 31,2020			
Balance at the beginning of the reporting year i.e. April 1, 2019	500	(17)	483
Total Comprehensive Loss for the year	-	(10,885)	(10,885)
Balance at the end of the year	500	(10,902)	(10,402)

Particulars	Preference Shares	Retained Earnings	Total
January 31, 2019 to March 31, 2019			
Balance at the beginning of the reporting period i.e. January 31, 2019	-	-	-
Total Comprehensive Income for the period		(17)	(17)
Preference shares issued	500	-	500
Balance at the end of the reporting period i.e March 31, 2019	500	(17)	483

Tower Infrastructure Trust

Consolidated Ind AS Cash Flow Statement for the year ended March 31, 2020

(Rs. in Million)

		Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	(Loss) as per Statement of Profit and Loss	**(21,134)**	(34)
	Adjusted for:		
	Depreciation and Amortisation Expense	**17,784**	-
	Gain on Investments (Net)	**(119)**	-
	Finance costs	**32,039**	-
	Operating Profit/(Loss) before working capital changes	**28,570**	(34)
	Adjusted for :		
	Trade and Other Receivables	**(11,182)**	-
	Trade and Other Payables	**13,377**	34
		2,195	34
	Cash generated from operations	**30,765**	-
	Taxes paid	**(701)**	-
	Net Cash generated from operating activities (A)	**30,064**	-
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Acquisition of subsidiary	-	(1,097)
	Purchase of Property, Plant and Equipment	**(84,640)**	-
	Purchase of investments	**(1,66,930)**	-
	Sale of investments	**1,67,194**	-
	Fixed Deposits with Banks	**(6)**	-
	Net cash flow (used in) investing activities (B)	**(84,382)**	(1,097)
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from Borrowings - Non current	**50,000**	1,100
	Repayment of Borrowings - Non current	**(10,000)**	-
	Proceeds from Borrowings - Current	**38,312**	-
	Repayment of Borrowings - Current	**(37,912)**	-
	Inter Corporate Deposit taken	**35,940**	-
	Finance Costs Paid	**(21,691)**	-
	Contribution received during the year / period	**124**	-
	Net cash flow generated from financing activities (C)	**54,773**	1,100
	Net Increase in Cash and Cash Equivalents (A+B+C)	**455**	3
	Opening Balance of Cash and Cash Equivalents	**6**	-
	Add: acquired on business combination	-	3
	Closing Balance of Cash and Cash Equivalents (Refer Note 6)	**461**	6

Tower Infrastructure Trust

Consolidated Ind AS Cash Flow Statement for the year ended March 31, 2020

(Rs. in Million)

Changes in liabilities arising from financing activities

	As at April 1, 2019	Cash Flow	Non Cash Unamortised prepaid finance charges	As at March 31, 2020
Borrowings (Refer Note - 12)	1,99,460	40,000	167	2,39,294
Borrowings - Current (Refer Note - 14)	29,650	400	-	30,050
Total	**2,29,110**	**40,400**	**167**	**2,69,344**

	As at January 31, 2019	Cash Flow	Non Cash Transfer on account of slump sale	As at March 31, 2019
Borrowings (Refer Note - 12)	-	1,100	1,98,360	1,99,460
Borrowings - Current (Refer Note - 14)	-	-	29,650	29,650
Total	**-**	**1,100**	**2,28,010**	**2,29,110**

SUMMARY FINANCIAL INFORMATION OF THE BROOKFIELD SPONSOR

For the summary financial information of the Brookfield Sponsor for the financial period from May 31, 2019 (date of incorporation) to December 31, 2019, please see the section entitled "Summary Financial Information of the Brookfield Sponsor" on page 36 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

The following tables set forth the summary financial information derived from the audited standalone financial statements of the Brookfield Sponsor which were prepared in accordance with Financial Reporting Standards in Singapore, as of and for the financial year ended December 31, 2020.

For key differences between SFRS and IFRS, please see section entitled "Summary of Certain Differences Between SFRS And IFRS" on page 189. The key differences between FRS and IFRS do not have significant impact on Brookfield Sponsor. Further, see "Risk Factors" on page 64.

The degree to which the summary financial information included herein below will provide meaningful information is entirely dependent on the reader's level of familiarity with IFRS and SFRS. Accordingly, any reliance by persons not familiar with SFRS on the summary financial information presented below should be limited.

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BIF IV JARVIS INDIA PTE. LTD.

STATEMENT OF FINANCIAL POSITION
December 31, 2020

	2020	2019
	US$'000	US$'000
ASSETS		
Current assets		
Cash and cash equivalents	23,991	15,525
Other receivables	-	6
Total current assets	23,991	15,531
Non-current asset		
Financial asset at fair value through profit or loss	3,212,556	-
Total assets	3,236,547	15,531
LIABILITIES AND EQUITY		
Current liability		
Other payables	6,739	655
Non-current liability		
Loan and interest payable	2,405,061	-
Equity		
Share capital	605,531	16,990
Accumulated profits (losses)	219,216	(2,114)
Total equity	824,747	14,876
Total liabilities and equity	3,236,547	15,531

BIF IV JARVIS INDIA PTE. LTD.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
Year ended December 31, 2020

	Financial year from January 1, 2020 to December 31, 2020	Financial period from May 31, 2019 (date of incorporation) to December 31, 2019
	US$'000	US$'000
Dividend income	61,109	-
Interest income on bank balances	16	45
Other operating expenses	(4,205)	(2,159)
Finance costs	(17,152)	-
Net gain arising on financial assets measured at fair value through profit or loss	184,901	-
Profit (Loss) before income tax	224,669	(2,114)
Income tax expense	(3,339)	-
Profit (Loss) for the year/period, representing total comprehensive income (loss) for the year/period	221,330	(2,114)

BIF IV JARVIS INDIA PTE. LTD.

STATEMENT OF CHANGES IN EQUITY
Year ended December 31, 2020

	Share capital	Accumulated profits (losses)	Total
	US$'000	US$'000	US$'000
Issuance of shares upon incorporation on May 31, 2019 (Note 11)	*	-	*
Issue of share capital, representing transactions with owner, recognised directly in equity (Note 11)	16,990	-	16,990
Loss for the period, representing total comprehensive loss for the period	-	(2,114)	(2,114)
Balance at December 31, 2019	16,990	(2,114)	14,876
Issue of share capital, representing transactions with owner, recognised directly in equity (Note 11)	588,541	-	588,541
Profit for the year, representing total comprehensive income for the year	-	221,330	221,330
Balance at December 31, 2020	605,531	219,216	824,747

* Denotes amount less than US$1,000.

BIF IV JARVIS INDIA PTE. LTD.

STATEMENT OF CASH FLOWS
Year ended December 31, 2020

	Financial year from January 1, 2020 to December 31, 2020	Financial period from May 31, 2019 (date of incorporation) to December 31, 2019
	US$'000	US$'000
Operating activities		
Profit (Loss) before income tax	224,669	(2,114)
Adjustments for:		
Dividend income	(61,109)	-
Interest income on bank balances	(16)	-
Net gain arising on financial assets measured at fair value through profit or loss	(184,901)	-
Finance costs	17,152	-
Operating cash flows before movement in working capital	(4,205)	(2,114)
Other receivables	6	(6)
Other payables	1,027	655
Cash used in operations	(3,172)	(1,465)
Interest received	16	-
Income tax paid	(2)	-
Withholding tax paid	(3,337)	-
Net cash used in operating activities	(6,495)	(1,465)
Investing activities		
Purchase of financial assets at fair value through profit or loss	(3,027,655)	-
Dividends received	61,109	-
Net cash used in investing activities	(2,966,546)	-
Financing activities		
Proceeds from issue of share capital	588,541	16,990
Advance from immediate holding company	5,057	-
Proceeds from loan from immediate holding company	2,422,124	-
Repayment of loan principal to immediate holding company	(19,310)	-
Repayment of loan interest to immediate holding company	(14,905)	-
Net cash from financing activities	2,981,507	16,990
Net increase in cash and cash equivalents	8,466	15,525
Cash and cash equivalents at beginning of year/period	15,525	-
Cash and cash equivalents at end of year/period (Note 6)	23,991	15,525

SUMMARY FINANCIAL INFORMATION OF THE RELIANCE SPONSOR

For the summary financial statements of the Reliance Sponsor for the financial year ended March 31, 2019, please see the section entitled "Summary Financial Information of the Reliance Sponsor" on page 25 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

The following tables set forth the summary financial information derived from the audited standalone financial statements of the Reliance Sponsor which were prepared in accordance with Ind AS and the Companies Act, as of and for the fiscals ended March 31, 2021 and 2020.

The summary financial information of the Reliance Sponsor is included in this Draft Letter of Offer as per the requirements of the InvIT Regulations.

The degree to which the summary financial information included herein below will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and other applicable laws. Accordingly, any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and other applicable laws on the summary financial information presented below should be limited.

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Reliance Industrial Investments and Holdings Limited

Balance Sheet as at 31st March, 2021

₹ in lakhs

	s	As at 31st March, 2021	As at 31st March, 2020
ASSETS			
Non-Current Assets			
Property, Plant and Equipment		-	-
Financial Assets			
Investments		25158 75	23717 65
Loans		17598 39	14045 22
Other Non-Current Assets		49 05	155 16
Total Non-Current Assets		42806 19	37918 03
Current Assets			
Financial Assets			
Trade Receivables		-	11 62
Cash and Cash Equivalents		1 00	2 62
Loans		17 74	23 94
Others Financial Asset		1 47	26 14
Other Current Assets		6 40	9 37
Total Current assets		26 61	73 69
Total Assets		42832 80	37991 72
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital		219 89	147 50
Other Equity		25698 65	25665 70
Total Equity		25918 54	25813 20
Liabilities			
Non-current liabilities			
Financial Liabilities			
Borrowings		16872 90	12132 00
Total Non-current liabilities		16872 90	12132 00
Current liabilities			
Financial Liabilities			
Trade Payables Due to:			
Micro and Small Enterprises		-	-
Other than Micro and Small Enterprises		17	6 13
Other Current Liabilities		41 19	40 39
Total Current Liabilities		41 36	46 52
Total Liabilities		16914 26	12178 52
Total Equity and Liabilities		42832 80	37991 72

Reliance Industrial Investments and Holdings Limited

Statement of Profit and Loss for the year ended 31st March, 2021

	2020-21	₹ in lakhs 2019-20
INCOME		
Value of Sales	1349 71	1239 75
Income from Services	-	23 11
Value of Sales and Services (Revenue)	1349 71	1262 86
Less GST recovered	-	3 39
Revenue from Operations	1349 71	1259 47
Other Income	1055 31	1084 96
Total Income	2405 02	2344 43
EXPENSES		
Purchases of Stock-in-Trade	1355 56	1234 43
Employee Benefits expense	-	18 48
Finance Costs	832 27	1037 83
Depreciation	-	2
Other Expenses	61 07	15 41
Total Expenses	2248 90	2306 17
Profit Before Tax	156 12	38 26
Tax Expenses		
Current Tax	50 50	23 75
Tax for earlier years	28	-
Profit for the Year	105 34	14 51
Other Comprehensive Income		
i) **Items that will not be reclassified to Profit or Loss**		
Fair value changes relating to financial assets	-	(495 36)
Remeasurement of the Defined Benefit Plans	-	-
ii) Income tax relating to items that will not be reclassified to Profit or Loss	-	129 36
Total Other Comprehensive Income for the Year (Net of Tax)	-	(366 00)
Total Comprehensive Income for the Year	105 34	(351 49)
Earnings per Equity Share of face value of ₹ 10 each		
Basic (in ₹)	4.94	0.98
Diluted (in ₹)	0.21	0.03

Reliance Industrial Investments and Holdings Limited

Cash Flow Statement for the year ended 31st March, 2021

₹ in lakhs

		2020-21		2019-20	
A	**Cash Flow from Operating Activities**				
	Net Profit Before Tax as per Statement of Profit and Loss		156 12		38 26
	Adjusted for :				
	Interest income	(944 74)		(1063 47)	
	Dividend income	-		(9 53)	
	Net (gain) / loss on sale of investments	401		(11 96)	
	Share of loss in LLP (₹ 9311/-, previous year ₹ 7551/-)	0		0	
	Interest expenses	832 27		1037 83	
	Depreciation	-		2	
			(108 46)		(47 11)
	Operating gain / (loss) before Working Capital Changes		47 66		(8 85)
	Adjusted for :				
	Trade and other Receivables	40 36		(35 65)	
	Trade and other Payables	(5 03)		(3 58)	
			35 33		(39 23)
	Cash Generated from / (used in) Operations		82 99		(48 08)
	Taxes paid		55 32		(81 62)
	Net Cash Flow from / (used in) Operating Activities		138 31		(129 70)
B	**Cash flow from Investing Activities**				
	Investment in subsidiaries	(20 10)		(4185 78)	
	Disposal of investment in subsidiaries	1028 40		3094 11	
	Purchase of other investments	(2453 40)		(2427 29)	
	Sale of Other Investments/ financial assets (₹ 0.31 lakhs)	0		1 15	
	Dividend received	-		9 53	
	Movement in loans	(3546 97)		(24696 10)	
	Preference share application money paid / (refunded)	-		8350 95	
	Interest income	943 64		377 41	
	Net Cash Flow (used in) Investing Activities		(4048 43)		(19476 02)
C	**Cash flow from Financing Activities**				
	Proceeds from Borrowing - Non-Current				
	From Holding Company	29063 17		51976 62	
	From other related party	4922 61		4660 40	
	Re-payment of Borrowing - Non-Current				
	To Holding Company	(27283 17)		(37908 19)	
	To other related party	(1961 71)		(1696 40)	
	Borrowings - Current	-		244 40	
	Redemption of Debentures	(441 57)		(862 00)	
	Proceeds of Equity shares (including Premium)	441 57		3565 08	
	Interest paid	(832 40)		(375 29)	
	Net Cash Flow from Financing Activities		3908 50		19604 62
	Net (Decrease) in Cash and Cash Equivalents		(1 62)		(1 10)
	Opening Balance of Cash and Cash Equivalents		2 62		4 45
	Less : on account of Composite Scheme of Arrangement		-		(73)
	Closing Balance of Cash and Cash Equivalents (Refer Note 6)		1 00		2 62

Change in liability arising from financing activities	1st April, 2020	Change on account of Scheme (Refer note no.25)	Cashflow	31st March, 2021
Borrowing - Non-Current (Refer Note no. 13)	12132 00	-	4740 90	16872 90
Borrowing - Current	-	-	-	-
	12132 00	-	4740 90	16872 90

	1st April, 2019		Cashflow	31st March, 2020
Borrowing - Non-Current (Refer Note no. 13)	14941 00	(19841 43)	17032 43	12132 00
Borrowing - Current	-	(244 40)	244 40	-
	14941 00	(20085 83)	17276 83	12132 00

Balance Sheet as at 31st March, 2020

	As at 31st March, 2020	₹ in lakhs As at 31st March, 2019
ASSETS		
Non-Current Assets		
Property, Plant and Equipment	-	3
Financial Assets		
Investments	23717 65	25321 64
Loans	14045 22	17265 81
Other Non-Current Assets	155 16	-
Total Non-Current Assets	37918 03	42587 48
Current Assets		
Financial Assets		
Trade Receivables	11 62	5 52
Cash and Cash Equivalents	2 62	4 45
Loans	23 94	668 25
Others Financial Asset	26 14	10497 79
Other Current Assets	9 37	13 42
Total Current assets	73 69	11189 44
Total Assets	37991 72	53776 92
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	147 50	147 50
Other Equity	25665 70	38639 42
Total Equity	25813 20	38786 92
Liabilities		
Non-current liabilities		
Financial Liabilities		
Borrowings	12132 00	14941 00
Total Non-current liabilities	12132 00	14941 00
Current liabilities		
Financial Liabilities		
Trade Payables Due to:		
Micro and Small Enterprises		
Other than Micro and Small Enterprises	6 13	6 67
Other Current Liabilities	40 39	7 36
Provisions	-	34 97
Total Current Liabilities	46 52	49 00
Total Liabilities	12178 52	14990 00
Total Equity and Liabilities	37991 72	53776 92

Statement of Profit and Loss for the year ended 31st March, 2020

	2019-20	₹ in lakhs 2018-19
INCOME		
Value of Sales	**1239 75**	1194 28
Income from Services	**23 11**	46 80
Value of Sales and Services (Revenue)	**1262 86**	1241 08
Less GST recovered	**3 39**	7 14
Revenue from Operations	**1259 47**	1233 94
Other Income	**1084 96**	1126 97
Total Income	**2344 43**	2360 91
EXPENSES		
Purchases of Stock-in-Trade	**1234 43**	1185 06
Employee Benefits expense	**18 48**	38 86
Finance Costs	**1037 83**	1101 77
Depreciation	**2**	4
Other Expenses	**15 41**	11 17
Total Expenses	**2306 17**	2336 90
Profit Before Tax	**38 26**	24 01
Tax Expenses		
Current Tax	**23 75**	3 80
Profit for the Year	**14 51**	20 21
Other Comprehensive Income		
i) **Items that will not be reclassified to Profit or Loss**		
Fair value changes relating to financial assets	**(495 36)**	585 22
Remeasurement of the Defined Benefit Plans	**-**	56
ii) Income tax relating to items that will not be reclassified to Profit or Loss	**129 36**	(129 44)
Total Other Comprehensive Income for the Year (Net of Tax)	**(366 00)**	456 34
Total Comprehensive Income for the Year	**(351 49)**	476 55
Earnings per Equity Share of face value of ₹ 10 each		
Basic (in ₹)	0.98	1.37
Diluted (in ₹)	0.03	0.06

Cash Flow Statement for the year ended 31st March, 2020

					₹ in lakhs
			2019-20		2018-19
A	**Cash Flow from Operating Activities**				
	Net Profit Before Tax as per Statement of Profit and Loss		38 26		24 01
	Adjusted for:				
	Interest income	(1063 47)		(1104 73)	
	Dividend income	(9 53)		(9 82)	
	Net gain on sale of investments	(11 96)		(12 03)	
	Share of profit in LLP (Loss □7551/-, previous year ₹ 2877/-)	0		0	
	Interest expenses	1037 83		1101 77	
	Depreciation	2		4	
			(47 11)		(24 77)
	Operating Loss before Working Capital Changes		(8 85)		(76)
	Adjusted for:				
	Trade and other Receivables	(35 65)		(5 25)	
	Trade and other Payables	(3 58)		6 92	
			(39 23)		1 67
	Cash Generated from / (used in) Operations		(48 08)		91
	Taxes paid		(81 62)		(56 14)
	Net Cash Flow used in Operating Activities		(129 70)		(55 23)
B	**Cash flow from Investing Activities**				
	Investment in subsidiaries	(4185 78)		(3422 80)	
	Disposal of investment in subsidiaries	3094 11		102 09	
	Purchase of other investments	(2427 29)		(4532 93)	
	Sale of Other Investments/ Proceeds from sale of financial assets	1 15		-	
	Dividend received	9 53		9 82	
	Movement in loans	(24696 10)		(5230 06)	
	Preference share application money paid / (refunded)	8350 95		(8350 95)	
	Interest income	377 41		1103 60	
	Net Cash Flow used in Investing Activities		(19476 02)		(20321 23)
C	**Cash flow from Financing Activities**				
	Proceeds from Borrowing - Non-Current				
	From Holding Company	51976 62		9860 06	
	From other related party	4660 40		-	
	Re-payment of Borrowing - Non-Current				
	To Holding Company	(37908 19)		(7621 77)	
	To other related party	(1696 40)		-	
	Borrowings - Current	244 40		-	
	Redemption of Debentures	(862 00)		-	
	Proceeds of Preference shares (including Premium)	3565 08		19238 07	
	Interest paid	(375 29)		(1096 60)	
	Net Cash Flow from Financing Activities		19604 62		20379 76
	Net Increase / (Decrease) in Cash and Cash Equivalents		(1 10)		3 31
	Opening Balance of Cash and Cash Equivalents		4 45		1 15
	Less: on account of Composite Scheme of Arrangement		(73)		-
	Closing Balance of Cash and Cash Equivalents (Refer Note 6)		2 62		4 45

SUMMARY FINANCIAL INFORMATION OF THE INVESTMENT MANAGER

The following tables set forth the summary financial information derived from the audited standalone financial statements of the Investment Manager, which was prepared in accordance with IGAAP and the Companies Act, as of and for the fiscals 2021, 2020 and 2019.

The degree to which the summary financial information included herein below will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, IGAAP, the Companies Act and the InvIT Regulations. Accordingly, any reliance by persons not familiar with Indian accounting practices, IGAAP, the Companies Act and the InvIT Regulations on the summary financial information presented below should be limited.

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Brookfield India Infrastructure Manager Private Limited
(Formerly known as WIP (India) Private Limited)

Balance Sheet as at March 31, 2021

(Currency: Indian Rupees)

Particulars	As at March 31, 2021	As at March 31, 2020
EQUITY AND LIABILITIES		
Shareholder's funds		
Share capital	8,33,95,580	8,33,95,580
Reserves & surplus	5,05,84,776	2,54,21,322
	13,39,80,356	10,88,16,902
Current liabilities		
Trade payables		
Due to micro and small enterprise	5,525	13,812
Due to others	21,04,672	11,24,179
Other Current Liabilities	17,48,280	54,489
	38,58,477	11,92,480
TOTAL	13,78,38,833	11,00,09,382
ASSETS		
Non-Current Assets		
Investment in Bank Deposits	2,01,16,326	-
Other Non Current Assets	6,03,396	1,01,402
	2,07,19,722	1,01,402
Current Assets		
Cash and cash equivalents	10,55,73,672	10,96,97,924
Other Bank Balances	70,71,656	-
Trade receivables	29,93,755	-
Other Current Assets	14,80,028	2,10,056
	11,71,19,111	10,99,07,980
TOTAL	13,78,38,833	11,00,09,382
See accompanying notes to the financial statements		

Brookfield India Infrastructure Manger Private Limited
(Formerly known as WIP (India) Private Limited)

Statement of Profit and Loss for the year ended March 31, 2021

(Currency: Indian Rupees)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
INCOME		
Revenue from Operations	3,52,25,806	-
Other Income	31,65,591	11,48,912
Total Income	3,83,91,397	11,48,912
EXPENSES		
Employee Benefits Expense (Net)	36,16,254	-
Valuation Expense (Net)	1,25,000	-
Other Expenses (Net)	10,16,689	25,82,485
Total Expenses	47,57,943	25,82,485
Profit/(Loss) Before Tax	3,36,33,454	(14,33,573)
Tax Expenses		
Current Tax	84,70,000	-
Adjustments /(credits) related to previous year - (net)	-	39,176
Profit/(Loss) after tax for the year	2,51,63,454	(13,94,397)
Earnings per equity share of face value of Rs. 10 each		
- For Basic (Rs.)	3.02	(0.26)
- For Diluted (Rs.)	3.02	(0.26)
See accompanying notes to the financial statements		

Cash Flow Statement for the year ended March 31, 2021

(Currency: Indian Rupees)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit/(Loss) Before Tax		3,36,33,454	(14,33,573)
Adjusted for:			
Interest Income from Fixed Deposit	(31,52,507)		(2,82,723)
		(31,52,507)	
Operating cash flow before working capital changes		3,04,80,947	(17,16,296)
Adjustment for :			
(Increase) / Decrease in trade receivables	(29,93,755)		-
(Increase) / Decrease in other current assets and loans and advances	(11,73,185)	(41,66,940)	16,76,641
Increase / (Decrease) in current liabilities , trade payables and provisions	26,65,997	26,65,997	64,737
Cash generated from/ (used in) Operations		2,89,80,004	25,082
Income taxes paid net of refund		(89,71,994)	-
Net Cash generated from operating activities (A)		2,00,08,010	25,082
B CASH FLOW FROM INVESTING ACTIVITIES			
Fixed Deposits placed with Banks		(2,95,00,000)	(2,00,00,000)
Proceeds received on closure of Fixed Deposit with Banks		25,00,000	2,00,00,000
Interest Income on Fixed Deposits		28,67,738	2,82,723
Net Cash Flow used in Investing Activities		(2,41,32,262)	2,82,723
C CASH FLOW FROM FINANCING ACTIVITIES			
Issue of Equity Share Capital		-	6,05,95,580
Share premium received on equity capital received		-	2,69,04,438
Net Cash Flow from Financing Activities		-	8,75,00,018
Net Increase in Cash and Cash Equivalents (A+B+C)		(41,24,252)	8,78,07,823
Opening Balance of Cash and Cash Equivalents (Refer Note 10)		10,96,97,924	2,18,90,101
Closing Balance of Cash and Cash Equivalents (Refer Note 10)		10,55,73,672	10,96,97,924

Note:

1 The above cash flow statement has been prepared under the indirect method as set out in Accounting standard -3 ('AS 3') on cash flow statement prescribed in the Companies (Accounts) Rules, 2014 as amended.

2 Components of cash and cash equivalents: (refer note 10)

	March 31, 2021	March 31, 2020
Balance with banks		
- in current accounts	51,37,644	16,89,584
- other Bank Balances	10,04,36,028	10,80,08,340
	10,55,73,672	10,96,97,924

WIP (India) Private Limited

Balance sheet

as at 31 March, 2020

(Currency: Indian Rupees)

	31 March 2020	31 March 2019
EQUITY AND LIABILITIES		
Shareholders' funds		
Share capital	**8,33,95,580**	2,28,00,000
Reserves and surplus	**2,54,21,322**	(88,719)
	10,88,16,902	2,27,11,281
Current liabilities		
Trade payables		
Dues to micro and small enterprise	**13,812**	-
Dues to others	**11,24,179**	10,10,947
Other current liabilities	**54,489**	1,16,796
	11,92,480	11,27,743
TOTAL	**11,00,09,382**	2,38,39,024
ASSETS		
Non-current assets		
Long-term loans and advances	**1,01,402**	19,48,923
	1,01,402	19,48,923
Current assets		
Cash and cash equivalents	**10,96,97,924**	2,18,90,101
Other current assets	**2,10,056**	-
	10,99,07,980	2,18,90,101
TOTAL	**11,00,09,382**	2,38,39,024
Significant accounting policies		
Notes to the financial statements		

WIP (India) Private Limited

Statement of profit and loss

for the year ended 31st March, 2020

(Currency: Indian Rupees)

	31 March 2020	31 March 2019
Income		
Revenue from operations	-	2,35,64,221
Other income	**11,48,912**	98,877
Total revenue	**11,48,912**	2,36,63,098
Expenses		
Employee benefits expense	-	1,61,39,004
Other expenses	**25,82,485**	49,17,553
Total expenses	**25,82,485**	2,10,56,557
Profit / (Loss) before tax	**(14,33,573)**	26,06,541
Tax expense:		
- Current tax	-	7,19,402
- Adjustments/(credits) related to previous year - (net)	**39,176**	-
Profit/(Loss) for the year	**(13,94,397)**	18,87,139
Earnings per equity share		
Basic earnings per share (Rs)	**(0.26)**	0.83
(Nominal value Rs 10 per share, (Previous year : Rs 10)		

Significant accounting policies

Notes to the financial statements

WIP (India) Private Limited

Cash flow statement

for the year ended 31 March 2020

(Currency: Indian Rupees)

		31 March 2020	31 March 2019
A.	**Cash flow from operating activities**		
	Net profit /(Loss) before tax	**(14,33,573)**	**26,06,541**
	Adjustments:		
	Gain on foreign Exchange	-	**(98,877)**
	Interest received on Fixed Deposit	(2,82,723)	-
	Operating cash flow before working capital changes	(17,16,296)	25,07,664
	Adjustments for :		
	(Increase) / Decrease in trade receivables		3,08,81,028
	(Increase) / Decrease in other current assets and loans and advances	**16,76,641**	17,02,031
	Increase / (Decrease) in current liabilities , trade payables and provisions	**64,737**	(1,63,474)
	Cash generated from operations	**25,082**	3,49,27,249
	Income taxes paid net of refund	-	(13,31,445)
	Net cash generated from operating activities (A)	**25,082**	3,35,95,804
B.	**Cash flows from Investing activities**		
	Equity capital issued during the year	**6,05,95,580**	-
	Share premium received on equity capital issued	**2,69,04,438**	-
	Proceeds received on closure of Fixed Deposit with Banks	**2,00,00,000**	-
	Fixed Deposit placed with Banks	**(2,00,00,000)**	-
	Interest received on Fixed Deposit	**2,82,723**	
	Net cash from investing activities (B)	**8,77,82,741**	-
C.	**Cash flows from Financing activities**		
	Dividend paid	-	(1,68,65,548)
	Dividend distribution tax paid	-	(34,66,762)
	Net cash (used in) financing activities (C)	-	(2,03,32,310)
	Net increase in cash or cash equivalents (A+B+C)	**8,78,07,823**	1,32,63,494
	Cash and cash equivalent at the beginning of the year	**2,18,90,101**	86,26,607
	Cash and cash equivalent at the end of the year	**10,96,97,924**	2,18,90,101

Notes:

1 The above cash flow statement has been prepared under the indirect method as set out in Accounting standard -3 ('AS 3') on cash flow statement prescribed in the Companies (Accounts) Rules, 2014 as amended.

2 Components of cash and cash equivalents: (refer note 8)

	31 March 2020	31 March 2019
Balance with banks		
- in current accounts	16,89,584	2,18,90,101
- other Bank Balances	10,80,08,340	-
	10,96,97,924	**2,18,90,101**

WIP (India) Private Limited

Balance sheet

as at 31 March 2019

(Currency: Indian Rupees)

	31 March 2019	31 March 2018
EQUITY AND LIABILITIES		
Shareholders' funds		
Share capital	**22,800,000**	22,800,000
Reserves and surplus	**(88,719)**	18,356,452
	22,711,281	41,156,452
Current liabilities		
Trade payables		
Dues to micro and small enterprises	-	-
Dues to others	**1,010,947**	1,188,222
Other current liabilities	**116,796**	102,995
	1,127,743	1,291,217
TOTAL	**23,839,024**	42,447,669
ASSETS		
Non-current assets		
Fixed assets		
-Property, plant and equipment	-	-
Deferred tax asset	-	-
Long-term loans and advances	**1,948,923**	1,336,880
	1,948,923	1,336,880
Current assets		
Trade receivables	-	30,782,151
Cash and cash equivalents	**21,890,101**	8,626,607
Short-term loans and advances	-	207,415
Other current assets	-	1,494,616
	21,890,101	41,110,789
TOTAL	**23,839,024**	42,447,669

WIP (India) Private Limited

Statement of profit and loss

for the year ended 31 March 2019

(Currency: Indian Rupees)

	31 March 2019	31 March 2018
Income		
Revenue from operations	**23,564,221**	56,420,879
Other income	**98,877**	190,675
Total revenue	**23,663,098**	56,611,554
Expenses		
Employee benefits expense	**16,139,004**	42,483,118
Depreciation	-	-
Other expenses	**4,917,553**	4,534,279
Total expenses	**21,056,557**	47,017,397
Profit before tax	**2,606,541**	9,594,157
Tax expense:		
- Current tax	**719,402**	2,381,365
- Deferred tax charge/ (credit)	-	115,006
Profit for the year	**1,887,139**	7,097,786
Earnings per equity share		
Basic earnings per share (Rs)	**0.83**	3.11
(Nominal value Rs 10 per share, (Previous year : Rs 10)		

WIP (India) Private Limited

Cash flow statement

for the year ended 31 March 2019

(Currency: Indian Rupees)

		31 March 2019	31 March 2018
A.	**Cash flow from operating activities**		
	Net profit before tax	**2,606,541**	9,594,157
	Adjustments:		
	Gain on foreign Exchange	**(98,877)**	(190,675)
	Operating cash flow before working capital changes	**2,507,664**	9,403,482
			-
	Adjustments for :		-
	(Increase) / Decrease in trade receivables	**30,881,028**	(30,782,151)
	(Increase) / Decrease in other current assets and loans and advances	**1,702,031**	(630,075)
	Increase / (Decrease) in current liabilities, trade payables and provisions	**(163,474)**	(266,572)
	Cash generated from operations	**34,927,249**	(22,275,316)
			-
	Income taxes paid net of refund	**(1,331,445)**	(3,702,245)
			-
	Net cash generated from operating activities (A)	**33,595,804**	(25,977,561)
B.	**Cash flows from investing activities**		
	Net cash from investing activities (B)	-	-
C.	**Cash flows from financing activities**		
	Dividend paid	**(16,865,548)**	-
	Dividend distribution tax paid	**(3,466,762)**	-
	Net cash (used in) financing activities (C)	**(20,332,310)**	-
			-
	Net increase in cash or cash equivalents (A+B+C)	**13,263,494**	(25,977,561)
			-
	Cash and cash equivalent at the beginning of the year	**8,626,607**	34,604,168
			-
	Cash and cash equivalent at the end of the year	**21,890,101**	8,626,607

Notes:

1 The above Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 ('AS 3') on Cash flow statement prescribed in the Companies (Accounts) Rules, 2014, as amended.

2 Components of cash and cash equivalents: *(refer note 11)*

	31 March 2019	31 March 2018
Balance with banks		
- on current accounts	**21,890,101**	8,626,607
	21,890,101	8,626,607

SUMMARY FINANCIAL INFROMATION OF TARGET ASSET

The following tables set forth the summary financial information derived from the audited standalone financial statements of the Target as of and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, derived from the standalone financial statements of the Target Asset as of such dates and such periods, which were prepared in accordance with Generally Accepted Accounting Principles in India and the applicable Companies Act.

The degree to which the summary financial information included herein below will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Indian GAAP, Ind AS, the Companies Act and the InvIT Regulations. Accordingly, any reliance by persons not familiar with Indian accounting practices, Indian GAAP, Ind AS, the Companies Act and the InvIT Regulations on the summary financial information presented below should be limited.

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Space Teleinfra Private Limited
Summary of the Standalone Balance Sheet

Figures (in Lakhs)

	Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
A	EQUITY AND LIABILITIES			
1	Shareholders's funds			
(a)	Share capital	371.00	371.00	371.00
(b)	Reserves and surplus	5,532.04	3,114.03	635.98
2	Share application money pending allotment			
3	Non-current liabilities			
(a)	Long-term borrowings	26.40	68.49	-
(b)	Deferred tax liabilities (net)	-	65.33	-
(c)	Other long-term liabilities	13,660.83	15,571.35	15,648.98
(d)	Long-term provisions	-	-	-
4	Current liabilities			
(a)	Short-term borrowings	214.36	-	2.23
(b)	Trade payables	839.05	555.73	73.92
(c)	Other current liabilities	1,494.61	913.86	264.02
(d)	Short-term provisions	1,583.88	1,092.37	110.02
	Total	**23,722.17**	**21,752.16**	**17,106.15**
B	ASSETS			
1	Non-current assets			
(a)	Property, Plant & Equipment			
(i)	Tangible assets	13,174.68	14,317.71	2,309.88
(ii)	Intangible assets	84.22	49.42	10.39
(iii)	Capital Work in Progress	1,962.30	1,547.93	11,180.34
(b)	Non-current investments	0.90	1.00	13.86
(c)	Deferred tax assets (net)	3.58	-	3.12
(d)	Long-term loans and advances	607.10	565.00	-
(e)	Other non-current assets	1,647.26	1,577.73	-
2	Current assets			
(a)	Current investments	-	-	17.37
(b)	Inventories	-	-	-
(c)	Trade receivables	2,021.70	1,838.51	660.85
(d)	Cash and cahs equivalents	19.10	495.33	1,303.65
(e)	Short-term loans and advances	4,048.82	1,290.94	1,069.37
(f)	Other current assets	152.51	68.58	537.32
	Total	**23,722.17**	**21,752.16**	**17,106.15**

Space Teleinfra Private Limited
Summary of the Standalone Statement of Profit and Loss

Figures (in Lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
A	CONTINUING OPERATIONS			
1	Revenue from operations (gross)	13,305.92	14,086.68	4,043.96
2	Other Income	220.15	126.45	91.81
3	**Total revenue**	**13,526.07**	**14,213.13**	**4,135.77**
4	Expenses			
(a)	Cost of goods/services sold	3,535.48	4,129.69	1,866.33
(b)	Employee benefit expense	2,224.67	1,349.46	616.00
(c)	Finance costs	816.05	1,371.32	84.11
(d)	Depriciation and ammortisation expense	2,451.65	1,831.69	388.52
(e)	Other expenses	1,160.90	1,335.00	345.26
	Total expenses	**10,188.75**	**10,017.18**	**3,300.22**
5	Profit / (Loss) before exceptional and extraordinary items and tax	3,337.32	4,195.95	835.55
6	Exceptional items	-	-	-
7	Profit / (Loss) before extraordinary items and tax	3,337.32	4,195.95	835.55
8	Extraordinary items	-	-	-
9	Profit / (Loss) before tax	3,337.32	4,195.95	835.55
10	Tax expense			
(a)	Tax expense for current year	900.00	990.00	209.23
(b)	Deferred tax	-68.90	68.45	-5.87
(c)	MAT credit			
(d)	Excess tax expense of earlier year	88.22	33.28	-
	Profit / (Loss) from operations	**2,418.00**	**3,104.22**	**632.19**
	Earnings per share (of INR 10/- each)			
(a)	Basic	65.18	83.67	17.04
(b)	Diluted	65.18	83.67	17.04

Space Teleinfra Private Limited

Summary of the Standalone Cash Flow Statement

Figures (in Lakhs)

	Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
	Cash flow from operating activities			
(i)	Net profit/ (loss) before tax and extraordinary items	3,337.32	4,195.95	835.55
	Adjustments for:			
(a)	Depriciation	2,451.65	1,831.69	388.52
(b)	Loss on disposal	8.63	14.23	-
(c)	Interest expenses	816.05	1,371.32	84.11
(ii)	Operating profits before working capital changes	6,613.65	7,413.20	1,308.17
	Adjustments for:			
(a)	Trade and other receivables	-183.20	-1,177.66	-231.61
(b)	Current investments	-	-	98.88
(c)	Other current asstes	-83.93	-49.20	-153.47
(d)	Short term loans and advances	-2,757.88	-221.57	-968.92
(e)	Inventories	-	-	129.16
(f)	Short term borrowings	214.36	36.15	-457.66
(g)	Trade payables	283.32	481.81	-651.18
(h)	Other current liabilities	580.74	617.27	-58.37
(i)	Short-term provisions	491.52	976.54	73.08
(iii)	Cash generated from operations	5,158.60	8,076.55	-911.92
	Less: Income Tax	988.22	1,023.28	209.23
	Net cash from operating activities (A)	4,170.37	7,053.26	-1121.56
	Cash Flow from investing activities			
(i)	Purchase of fixed assets	-1,836.91	-4,276.15	-11,918.95
(ii)	Proceeds from discard	70.49	15.78	-
(iii)	Non current investments	0.10	-1.00	-0.77
(iv)	Long term loans and advances	-42.10	-565.00	-
(v)	Other non-current assets	-69.52	-205.52	-
	Net cash used in investing activities (B)	-1,877.94	-5,031.89	-11,919.72
	Cash flow from financing activities			
(i)	Receipts from issue of share capital	-	-	-
(ii)	Receipts long term loans	-42.09	68.49	-57.51
(iii)	Interest	-816.05	-1,371.32	-84.11
(iv)	Dividend	-	-626.16	-
(v)	Other long term liabilities	-1,910.52	-77.64	14,482.50
	Net cash used in financing activities (C)	-2,768.65	-2,006.64	14,340.89
	Net increase in cash and cash equivalents	-476.22	14.73	1300.01
	Opening balance	495.33	480.59	3.64
	Closing balance	19.10	495.33	1303.65

SUMMARY OF INDUSTRY

Unless noted otherwise, the information in this section is extracted from the "Wireless Towers in India: Industry Overview, 2021" report dated July 2021 prepared by Capitel. As used in this Industry Overview, "RJio" refers to RJIL. Data included herein is as of the date of publication of the underlying sources and not as of the date of this Draft Letter of Offer. Capitel believes that the sources used are reliable; however, we cannot ensure the accuracy or completeness of underlying assumptions of this information, and no representation or warranty, express or implied, is made by the Trust as to the accuracy or completeness of the information set forth in this section, and nothing contained in this section shall be relied upon as a promise or representation, whether as to the past or future. This information should not be unduly relied on. The industry information included in this section may moreover be prepared as of specific dates and may no longer be current or reflect current trends. In addition, some of the information in this section contains forward-looking statements that are based on estimates, projections, forecasts and assumptions that may prove to be incorrect. See "Forward-Looking Statements" for more information. Investors should not place undue reliance on this industry information.

This section should be read in conjunction with section entitled "Industry Overview" on page 93.

Consolidation of Telecommunication Industry in India

In recent years, the telecommunication industry in India has seen consolidation of major telecommunication companies, from eight players (RJIL, Bharti Airtel Limited ("Airtel"), Idea Cellular Limited, Vodafone India Limited, Aircel, Bharat Sanchar Nigam Limited ("BSNL"), Telenor and Tata Docomo) to four (RJIL, Airtel, Vodafone Idea Limited ("VIL") and BSNL), which was followed by increasing user base. According to TRAI, the number of wireless telecommunication service subscribers in India increased from 1,127 million as of December 31, 2016 to 1,154 million as of December 31, 2020, and the number of wireless internet subscribers in India increased from 370 million as of December 31, 2016 to 770 million as of December 31, 2020. In addition, according to TRAI, the monthly voice usage per subscriber in India, measured as minutes of usage per subscriber per month, increased from 667 minutes for the three months ended December 31, 2018 to 785 minutes for the three months ended December 31, 2020, and the monthly data usage per wireless subscriber, measured as gigabytes of data usage per wireless data subscriber per month, increased from 0.9 gigabytes for the three months ended December 31, 2016 to 8.7 gigabytes for the three months ended December 31, 2018 to 12.1 gigabytes for the three months ended December 31, 2020. In addition, accordingly to TRAI, the gross revenues of the telecommunication industry in India were US$9,051 million, US$8,025 million and US$9,739 million for three months ended December 31, 2016, 2018 and 2020, respectively.

Operator context and market tenancy demand

Capitel believes that churn from VIL will be complete by FY23 and operator market shares will stabilize.

- VIL is churning customers that purchased a secondary SIM from RJIL and migrated to RJIL as their primary SIM. It is also churning voice users in rural areas that are migrating to a RJIL or Airtel Smartphone, as VIL is optimizing coverage in some of these districts.
- Capitel estimates that VIL has a core loyal (and high ARPU) user base of approximately 75 million users and will also be able to retain approximately 150 million mid-end data users, with a stable base of approximately 225 million users by FY23. Capitel estimates VIL FY23 revenues to be Rs. 503 billion.

Both RJIL and VIL need to launch 5G to increase their blended ARPU; Capitel believes Airtel's 5G launch will be defensive.

- RJIL has not been able to gain a high share in the postpaid and high ARPU segments, and in general its user base has low-mid end users. It is difficult to improve the ARPU of this user base without an enhanced product, and RJIL will need to offer a 50GB-100GB data product and bundled content to upgrade these users to 5G at a higher ARPU.
- VIL also needs its core loyal user base to migrate to 5G at a higher ARPU, otherwise it will not be able to meet its revenue and EBITDA targets. Capitel estimates that VIL can achieve Rs. 655 billion revenues by FY25 if its core high ARPU user base selectively moves to 5G.
- Airtel is well placed as it has retained all its high-end user base and is now focused on churning semi-urban and rural users with 2300MHz LTE and is also upgrading its own voice users to LTE. Airtel will launch 5G as a defense against others targeting its high-end user base.

Tenancy demand will be led by 4G coverage matching by Airtel in SU/R areas, select 4G capacity / in-fill sites by RJIL and Airtel, and 5G densification on 3.5GHz and 26GHz.

- Capitel estimates a differential of approximately 75,000 coverage sites on 2300MHz between Airtel and RJIL and Airtel will have to deploy approximately 60,000+ sites at least in Tier 3 towns and large villages. The deployment must be on 2300MHz as no other band has the spectrum quantum to allow Airtel to offer 10GB+ data in SU/R markets.

- All operators are deploying in-fill sites within cities, coverage sites on out-skirts of cities, and finally capacity sites within cities to serve rising 4G data traffic. As it will take time for the 5G handset adoption cycle to drive traffic, Capitel believes that Airtel and RJIL will need 4G in-fill sites in the interim.
- Finally, there will be demand from densification of the grid on 3.5GHz band as well as 28GHz hotspot deployments. Capitel believes that operators want to deploy mm wave band (400MHz+ spectrum on a single site) that will offer a 5G differentiated product and also the spectrum is relatively inexpensive.

Capitel estimates a tenancy demand of 669 thousand tenancies from FY21-30, with RJIL accounting for 268 thousand sites, Airtel accounting for 260 thousand, VIL accounting for 126 thousand and other MNOs accounting for 15 thousand gross tenancies.

- Capitel expects deployment by Airtel to go through three broad phases of a) 2.3GHz 4G coverage expansion to match RJIL footprint + 4G capacity sites to manage rising data adoption and usage, b) 5G deployment and urban grid densification on 3.5GHz band and c) deployment of mm wave 26GHz band to service high-capacity use cases around AR/VR, gaming and other 5G.

Towerco context

The portfolio of Indus towers in semi-urban and rural areas was designed for 900MHz and 1800MHz coverage. Indus sites in urban areas are occupied by incumbents and RJIL.

- Indus towers has 80,000 sites in the rural area but as the portfolio was formed by pooling of Airtel, Vodafone and Idea grids, these rural sites are suitable for tenancies on 900MHz with some sites suited for 1800MHz.
- A major share of Indus sites have occupancy from Airtel, with urban grids fully occupied by VIL and selectively occupied by RJIL. If Indus wants to address demand from 5G in urban areas, it will have to build new sites.

The ATC portfolio was formed mainly on a grid of 1800MHz and has available site locations for new tenancies.

- Capitel estimates that ATC has approximately 40K sites in rural areas and that grid is for 900Mhz / 1800MHz as ATC acquired portfolios from operators such as Tata (1800MHz, 850MHz), Telenor (1800MHz) and other new entrants. ATC has urban sites from Vodafone / Idea tower acquisition
- ATC has available locations across the portfolio, and Capitel believes it can gain market share from Airtel and RJIL in semi-urban and urban areas for 4G and 5G.

Summit's portfolio was formed to serve 2300MHz demand in urban, semi-urban and rural areas.

- Before RJIL's deployment of LTE on 2300MHz, incumbents such as Airtel and Vodafone used 900Mhz for GSM coverage, 1800MHz for GSM in-fills and LTE, and finally 2100MHz for 3G, mainly as loading on existing site locations.
- When RJIL started deploying 2300MHz, it leased almost all the relevant site locations from Indus, ATC and others that fit-in with its 2300MHz grid plan, but there were still gaps as the underlying tower grids were designed for a lower frequency band. This gap was high particularly in outskirts of urban markets, semi-urban areas and large villages / cluster of villages.
- The RJIL own tower portfolio (now SDIPL) was formed to plug-in the in-fill gaps within urban markets and coverage gaps within semi-urban and rural markets for any operator deploying on 2300MHz or higher bands.

Towerco market shares

Capitel believes that Summit is best positioned among all towercos to address the upcoming demand on 2300MHz for 4G.

- Summit site locations are best placed to address demand on 2300MHz. Airtel (or VIL) will have to deploy sites on 2300MHz if they want to match RJIL's offerings of 10GB+ monthly data buckets.
- There is no other grid better placed in semi-urban and rural markets to address demand from 2300MHz deployment than Summit as the portfolio was designed for this band and has sites within tier 2 and tier 3 towns (rather than covering these towns using 900MHz from outskirt locations) and large villages.

Both Indus and Summit will need to deploy new sites to address 5G demand, and ATC can use some of its existing footprint in urban markets to gain share. Towercos with access to fiber, street furniture and capital will be best placed for 5G share gain.

- As incumbents are already occupying Indus sites in urban markets, Indus will need to deploy new sites if it wants to capture incremental 5G tenancy demand. Indus can lease fiber from its partner operators but does not have the operational experience to deploy fiber or street furniture.

- ATC has availability on its urban sites and will gain share. However, ATC will need to fiberize these sites and lease fiber from the open market – unlike Indus, ATC does not have a RoFR agreement with any operator and is dependent on the open market for tenancy gain / fiber lease / street furniture agreements. Capitel believes that the lack of fiber footprint may constrain some 5G market share gain potential for ATC.

- Summit is equally placed with other towercos to address demand in urban areas form 5G. It can lease fiber on wholesale basis from its partner operators and gain access to street furniture from municipalities and smart cities. Summit will also need to do new builds in urban areas for 5G. Summit can gain from amendments on 2300MHz and also semi-urban deployment of 5G on 3.5GHz.

Capitel does not expect pricing pressure on base rentals for macro tower business. There will be some revision of loading terns especially at the time of renewals. The unit economics of micro-sites / small cells / street furniture business will evolve over time.

- The unit economics of street furniture can only be assessed based on global benchmarks and may end up being lower than macro tower business unless there is significant innovation in tower design, institutional tie-ups and access to fiber at a fair market price.

Capitel believes there can be some upside from edge data centers and other areas for non-tower revenues, although Capitel expects these to contribute to less than 15% of the tower revenues.

SUMMARY OF BUSINESS

This section should be read in conjunction with, and is qualified in its entirety by, the sections entitled "Risk Factors", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 64, 191 and 137, respectively, as well as all other information contained in this Draft Letter of Offer. References to "we", "us" and "our" are to the Trust and its subsidiary, Tower Co., on a consolidated basis.

Except as stated in section entitled "*Our Business*" on page 119, for an overview of our business, please see the section entitled "*Business*" on page 133 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html. Please also refer to the annual report of the Trust for the financial year ended March 31, 2021 available on the website of the Trust at www.towerinfratrust.com.

RISK FACTORS

An investment in the Units involves risks. Prospective investors should carefully consider all the information in this Draft Letter of Offer and the Letter of Offer, including the risks and uncertainties described below, before making an investment in the Units. To obtain a complete understanding, prospective investors should read this section in conjunction with the sections entitled "Our Business", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 119, 191 and 137, respectively, as well as all other information contained in this Draft Letter of Offer and the Letter of Offer. If any of the risks described below occurs, our business, cash flows, financial condition and prospects could be materially and adversely affected, the trading price of the Units could decrease and investors could lose all or part of their original investment. The risks and uncertainties described in this section may not be the only risks and uncertainties the Trust currently faces. Additional risks and uncertainties not presently known to the Trustee or the investment manager of the Trust, or that the Trustee, the Sponsors or the investment manager of the Trust currently deem immaterial, may arise or may adversely affect our business, prospects, financial condition, cash flows, results of operations and the price of the Units. Unless otherwise stated in the relevant risk factors set forth below, the Trustee, the Sponsors and the investment manager of the Trust are not in a position to specify or quantify the financial or other risks mentioned herein.

This Draft Letter of Offer also contains forward-looking statements that involve risks, uncertainties and assumptions. The actual results of the Trust and the Tower Co. could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer and the Letter of Offer.

In making an investment decision, prospective investors must rely upon their own examinations and the terms of the Issue, including the merits and the risks involved. To obtain a complete understanding, prospective investors should read this section in conjunction with the sections entitled "Our Business", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 119, 191 and 137, respectively, as well as all other information contained in this Draft Letter of Offer and the Letter of Offer. Investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. In this section, unless the context otherwise requires, a reference to "we", "us" and "our" refers to the Trust and the Tower Co. on a consolidated basis.

Other than as updated above and except as otherwise provided below, for details in relation to the risks related to (i) the Tower Co.'s business and industry; (ii) the Trust's relationships with the Investment Manager; (iii) our Organization and the Structure of the Trust; (iv) the Trust's Relationships with the Sponsors and the investment manager of the Trust; (v) India; (vi) Ownership of the Units; (vii) Tax, please refer to the section entitled "*Risk Factors*" on page 54 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html. Please also refer to the annual report of the Trust for the financial year ended March 31, 2021 available on the website of the Trust at www.towerinfratrust.com.

1. The risk factor numbered 1 in the section entitled "*Risk Factors – RJIL currently contributes all of the Tower Co.'s revenues and is expected to continue to contribute significantly to its revenues going forward. Accordingly, its results of operations and financial condition are linked to those of RJIL. As a result, any and all the factors that may adversely affect the business of RJIL would adversely and materially affect the results of operations and financial condition of the Tower Co.. Further, any delay in payments from RJIL would materially and adversely affect the Tower Co.'s cash flows and distributions to our Unitholders*" on page 54 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

   "***1. RJIL currently contributes substantially all of the Tower Co.'s revenues and is expected to continue to contribute significantly to its revenues going forward. Accordingly, its results of operations and financial condition are linked to those of RJIL. As a result, any and all the factors that may adversely affect the business of RJIL would adversely and materially affect the results of operations and financial condition of the Tower Co. Further, any delay in payments from RJIL would materially and adversely affect the Tower Co.'s cash flows and distributions to our Unitholders***

   RJIL currently contributes to substantially all of the Tower Co.'s revenues and it may continue to depend substantially on RJIL for its revenues and cash flows.

   Accordingly, its results of operations and performance heavily depends on factors affecting the growth of the business of RJIL and its ability to implement its business plans. RJIL's business is sensitive to factors such as the general growth of the Indian economy, the intensity of competition in the telecommunication industry, the telecommunications technology landscape, digital consumer behaviors regarding the adoption of digital services and the governmental policies or regulatory framework or any changes to such policies or framework for digital communications in India. RJIL's business is also affected by factors which have a significant impact on telecommunications companies, such as the usage of fiberized towers and fiber backhaul, the length and frequencies of network downtime, the availability of licenses and spectrum in relevant service areas and the appropriate selection of tower sites. Changes in RJIL's business requirements or focus, any adverse industry conditions and/or regulatory requirements that cause RJIL to *re-consider its vendor selection, project prioritization, financial prospects, capital resources and expenditures as contemplated in their business plan or any deterioration in the creditworthiness of RJIL or its inability or unwillingness to meet its obligations under the Master Services Agreement, could significantly lead to delays or cancellations of its planned commitment to use the Tower Sites under the Master Services Agreement, which would increase the risk of fluctuations in the Tower Co.'s revenues and operating results. For details on the terms of the Master Services Agreement, please see the section titled "Summary of the Tower Agreements – Master Services Agreement" in this Draft Letter of Offer.*

Any such delay or cancellation of commitments by RJIL may affect the Tower Co.'s ability to continue to operate and maintain its tower assets, fund its working capital, service its debt obligations and make distributions to Unitholders. We expect that RJIL will continue to contribute materially to the Tower Co's revenue for the foreseeable future. Since the Tower Co. currently depends on RJIL for substantially all of its revenues, the loss of, or a significant delay or reduction in payments by RJIL would have a material and adverse effect on its cash flows and distributions to our Unitholders."

2. The first paragraph of risk factor numbered 7 in the section entitled "*Risk Factors – Our substantial indebtedness could adversely affect our business, prospects, financial condition, results of operations and cash flows*" on page 57 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

   "*As of September 30, 2021, our consolidated non-current borrowings was ₹ 213,451 million. While the consolidated borrowings and deferred payments would be subject to and in accordance with the provisions of the InvIT Regulations and the borrowing policy as approved by the investment manager of the Trust, the Tower Co.'s borrowings could affect our ability to service our Unitholders as well as impacting the operations and business of the Tower Co. in the following manner:*"

3. The risk factor numbered 18 in the section entitled "*Risk Factors – A portion of Trust Loan is intended to be used to pre-pay/repay in part or in full certain borrowings and interest obligations of the Tower Co. towards RIL. Further we propose to prepay in part the RVL Loan*" on page 63 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted.

4. The risk factor numbered 20 in the section entitled "*Risk Factors – We have entered and may continue to enter into related-party transactions*" on page 63 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

   "***20. We have entered and may continue to enter into related-party transactions***

   We have entered and may continue to enter into transactions with certain related parties. The transactions would be subject to the policy adopted by the investment manager of the Trust for related party transactions and would be undertaken in accordance with the InvIT Regulations. For more details see the section titled "Related Party Transactions" on page 144."

5. The risk factor numbered 21 in the section entitled "*Risk Factors – The investment manager of the Trust is proposed to be changed to an entity controlled by the Brookfield Sponsor or any of its affiliates*" on page 63 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

   "***21. The investment manager of the Trust is an entity controlled by the affiliates of Brookfield Sponsor.***

   *Pursuant to the prior approval of Unitholders of the Trust at its extra-ordinary general meeting held on September 23, 2020 and approval of SEBI vide its letter dated October 9, 2020, obtained by the Trustee for change in the investment manager of the Trust in terms of the provisions of Regulation 9(15) and other applicable provisions of the InvIT Regulations, and pursuant to the investment management agreement dated September 25, 2020, executed between Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) ("**BIIMPL**") and the Trustee, BIIMPL was appointed as the new investment manager of the Trust with effect from October 13, 2020. BIIMPL was acquired by BHAL Global Corporate Limited to act as an investment manager to all the existing and proposed infrastructure investment trusts set up by the Brookfield Group from time to time, in terms of the InvIT Regulations. The Brookfield Sponsor may be able to exercise significant influence over the new investment manager (the "**Jarvis IM**") and the actions of the new investment manager may be subject to conflict of interest vis-à-vis the Trust and the Unitholders other than the Brookfield Sponsor.*"

6. The risk factor numbered 22 in the section entitled "*Risk Factors – This Placement Memorandum contains information from the Analysys Mason Report which is a commissioned report. The accuracy of statistical and other information*

with respect to the telecommunication infrastructure sector and the Analysys Mason Report which are based on certain bases, estimates and assumptions that are subjective in nature, cannot be guaranteed" on page 64 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

"22. This Draft Letter of Offer contains information from the Capitel Report. The accuracy of statistical and other information with respect to the telecommunication infrastructure sector and the Capitel Report which are based on certain bases, estimates and assumptions that are subjective in nature, cannot be guaranteed

The information in the section entitled "Industry Overview" in this Draft Letter of Offer is based on the Capitel Report and other publicly available information. Neither we, nor the Trustee, the Sponsors, the Lead Manager, the investment manager of the Trust nor any other person connected with the Issue has verified the information in the Capitel Report. Further, the Capitel Report has been prepared based on information as of specific dates based on information available with Capitel at the time and may no longer be current or reflect current trends. Opinions in the Capitel Report based on estimates, projections, forecasts and assumptions may prove to be incorrect.

Further, the Capitel Report contains forecasts, projections and other "forward-looking" statements that relate to future events in relation to our businesses, which are, by their nature, subject to various limitations and are based upon certain bases, estimates, methodologies and assumptions that are subjective in nature and that are based, in part, on information provided by and discussions with or on behalf of us, and the investment manager of the Trust. The Capitel Report reflects current expectations and views regarding future events involve known and unknown risks and uncertainties. Additionally, these are long-term projections and do not take into account short-term or microeconomic factors which may impact or affect our business in the near term. Therefore, these projections may not take into account, reflect or portray any short-term effect of unforeseen situations which may arise in the future.

The future events referred to in the Capitel Report involves risks, uncertainties and other factors which may cause our results of operations to be materially different from any future performance expressed or implied by the Capitel Report. The bases, estimates, methodologies and assumptions adopted by Capitel for the purposes of preparing the Capitel Report might not prove to be accurate. If any of these bases or assumptions is incorrect, future conditions could be materially different from those that are set forth in the Capitel Report and this Draft Letter of Offer."

7. The risk factor numbered 25 in the section entitled "*Risk Factors – 25. The Tower Co., the Sponsors, the Project Manager, the investment manager of the Trust and their respective Associates and the Trustee are involved in certain legal and other proceedings, which may not be decided in their favor*" on page 65 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

"25. The Tower Co. and Reliance Industries Limited, associate of Reliance Sponsor are involved in certain legal and other proceedings, which may not be decided in their favor.

The Tower Co. and Reliance Industries Limited, associate of Reliance Sponsor are involved in legal proceedings or claims which are pending at different levels of adjudication before various courts, tribunals and regulatory authorities. Unfavorable outcomes or developments relating to these proceedings may have a material, adverse effect on our or their respective business, prospects, financial condition, cash flows and results of operations. Any losses, damages, costs and expenses suffered by the Trust and the Tower Co. arising from such proceedings besides any reputational damages or any other consequences thereof could have a material and adverse impact on our business, prospects, results of operations, cash flows and financial condition.

In addition, certain directors of the Investment Manager are involved in settlement proceedings with SEBI in relation to alleged contraventions by Peninsula Brookfield Real Estate Fund of the SEBI AIF Regulations. Any unfavourable outcome in such matter could adversely and materially affect reputation and prospects of the Investment Manager and the Trust.

For details of certain material outstanding legal proceedings and regulatory proceedings, see the section titled "Litigation"."

8. The risk factor numbered 25A in the section entitled "*Risk Factors – We are subject to risks associated with outbreaks of diseases or similar pandemics or public health threats, such as the novel coronavirus COVID-19, which could have a material adverse impact on Tower Co.'s business and our results of operations and financial condition*" on page 65 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

"25A. The outbreak of COVID-19 has caused severe disruptions in the Indian and global economy and adversely impacted our business, at least in the near term. While the full scale and scope of the effects of COVID-19 are

unknown at this time, the overall impact on our business, financial condition, prospects and results of operations could be material.

In late 2019, COVID-19 began spreading globally and is now in every state in India. In March 2020, the World Health Organization designated COVID-19 as a pandemic, and numerous countries, including India, declared national emergencies with respect to COVID-19. The global impact of the outbreak continues, with many countries instituting quarantines and restrictions on travel, closing financial markets and/or restricting trading, limiting operations of non-essential businesses and instituting national or regional lockdowns. Such actions adversely impacted many industries, including ours, although we have not yet experienced significant disruptions to the operation of our Towers as a result of our business continuity plan. When operations began resuming in a phased manner at various locations in accordance with the guidelines released by the Government, we were required to adopt precautionary measures, including social distancing, zero-touch interactions and the stringent sanitization of our workplaces.

Although vaccination against COVID-19 has begun worldwide, the pandemic could have a continued adverse impact on economic and market conditions in India and trigger a period of further global economic slowdown. The scale and scope of the COVID-19 pandemic may heighten the potential adverse effects on our business, financial condition, prospects and results of operations of the risks described in these "Risk Factors," including the impact of:

- *increased costs associated with further country-wide or regional lockdowns and compliance with new government regulations or restrictions, such as quarantines or social distancing mandates, which regulations or restrictions may delay capital expenditures plans or curtail our normal operations;*
- *potentially unfavorable macroeconomic and other conditions for our clients and customers;*
- *delays or cancelation of tower construction projects and delays in collecting on certain accounts receivable from our customers;*
- *significant disruptions if employees are affected by the pandemic, which could disrupt our operations, raise costs and reduce revenue and earnings;*
- *fluctuations in securities market prices, interest rates and credit spreads, limiting our ability to raise or deploy capital and affecting our overall liquidity; and*
- *increased costs or inefficiencies arising from operational changes and measures implemented to ensure the health and safety of our employees and counterparties.*

The uncertain development and fluidity of the COVID-19 pandemic precludes any prediction as to the ultimate adverse impact of the COVID-19 pandemic on economic and market conditions, and, as a result, with respect to our business. The duration and extent of the impact from the COVID-19 pandemic depends on future developments that cannot be accurately predicted at this time, such as the future severity and transmission rate of the virus, the extent and effectiveness of lockdowns and other containment actions in India and globally, the timing and scale of vaccine implementation in India and the impact of these and other factors on our employees, customers, suppliers and partners."

9. The risk factor numbered 26 in the section entitled "*Risk Factors - The Trust is a recently settled trust with no established operating history and no historical financial information and, as a result, investors may not be able to assess its prospects on the basis of past records*" on page 65 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

*"**26. The Trust does not have long operating history and, as a result, investors may not be able to assess its prospects on the basis of past records***

The Trust was established by way of a trust deed dated January 31, 2019 under the provisions of the Indian Trust Act, 1882 and it is registered as an infrastructure investment trust in accordance with the InvIT Regulations. Accordingly, the Trust does not have long operating history by which its past performance may be evaluated. This could make it difficult for investors to assess the future performance and prospects of the Trust."

10. The risk factor numbered 27 in the section entitled "*Risk Factors - The Valuation Report and any underlying reports, are not opinions on the commercial merits of the Trust or the Tower Co., nor are they opinions, expressed or implied, as to the future trading price of the Units or the financial condition of the Trust upon listing, and the valuation contained therein may not be indicative of the true value of the Tower Co.'s assets*" on page 65 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

"***27. The valuation reports and any underlying reports, are not opinions on the commercial merits of the Trust or the Tower Co. or Target Asset, nor are they opinions, expressed or implied, as to the future trading price of the***

Units or the financial condition of the Trust, and the valuation contained therein may not be indicative of the true value of the Tower Co. or Target Asset's assets

BDO Valuation Advisory LLP is the registered valuer who has undertaken an independent appraisal of the enterprise value of the Tower Co. Mr. Ankit Chhabra is the registered valuer who has undertaken an independent appraisal of the enterprise value of the Target Asset. The valuation reports, included in this Draft Letter of Offer are based on assumptions which have inherent limitations and involves known and unknown risks and uncertainties.

The valuation reports are not an opinion on the commercial merits and structure of the Trust or the Tower Co. or Target Asset, nor are they an opinion, express or implied, as to the future trading price of the Units or the financial condition of the Trust. The valuation reports do not purport to contain all the information that may be necessary or desirable to fully evaluate the Trust or the Tower Co. or Target Asset or an investment in the Trust or the Units. The valuation reports make no representation or warranty, expressed or implied, in this regard. The valuation reports do not confer rights or remedies upon investors or any other person, and does not constitute and should not be construed as any form of assurance as to the financial condition or future performance of the Trust or as to any other forward-looking statements included therein, including those relating to certain macro-economic factors, by or on behalf of the Sponsors, the investment manager of the Trust, the Project Manager, the Trust or the Lead Manager. Further, we cannot assure you that the valuation prepared by the registered valuer reflects the true value of the net future cash flows of the Portfolio Assets or that other valuers would arrive at the same valuation. Accordingly, the valuation contained therein may not be indicative of the true value of the Portfolio Assets. The valuation reports have not been updated since the date of its issue, does not take into account any subsequent developments and should not be considered as a recommendation by the Sponsors, the investment manager of the Trust, the Project Manager, the Trust or the Lead Manager or any other party that any person should take any action based on the valuation reports."

11. The following risk factor shall be added as a new risk factor immediately after the risk factor numbered 29 in the section entitled "*Risk Factors – Risks Related to our Organization and the Structure of the Trust*" on page 67 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html:

*"**29A. We intend to acquire equity share capital of the Target Asset including pursuant to the proceeds of the Issue subject to customary closing conditions and we may be unable to realize the anticipated benefits.***

We intend to acquire approximately 35% equity share capital of the Target Asset pursuant to the proceeds of the Issue subject to customary closing conditions and we may be unable to realize the anticipated benefits. For details, please see section entitled "Use of Proceeds" on page 126. For details of acquisition of the Target Asset pursuant to the Securities Purchase agreement, please see section entitled "Summary of the Tower and Other Agreements" on page 121. Our inability to successfully integrate, recruit, train, retain and motivate new management team of the Space Teleinfra may adversely affect our business. The completion of acquisition of the Target Asset is subject to completion of this Issue and issuance of units on the preferential issue basis. Further, any delay in this Issue may have financial implications, and in turn, could delay the acquisition of the Target Asset.

Furthermore, project manager of the Target Asset is proposed to be one of the entities controlled by Brookfield Group. The Brookfield Sponsor may be able to exercise significant influence over such project manager and the actions of the new investment manager may be subject to conflict of interest vis-à-vis the Trust and the Unitholders other than the Brookfield Sponsor.

If we are unable to obtain any required approvals to complete the acquisitions of the Target Asset, we may not be able to complete such acquisition. In addition, the proposed acquisition of the Target Asset, as specified above, may result in material transaction expenses, which could have an adverse effect on our results of operations."

12. The following risk factor shall be added as a new risk factor immediately after the risk factor numbered 43 in the section entitled "*Risk Factors – Risks Related to India*" on page 72 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html:

*"**43A. Limited Review Consolidated Financials and Limited Review Standalone Financials of the Trust are unaudited. Further, Certain differences could exist between IFRS and SFRS in relation to Brookfield Sponsor's summary financial information.***

Limited Review Consolidated Financials and Limited Review Standalone Financials of the Trust are unaudited. Further, the summary financial information derived from the audited financial statements of the Brookfield Sponsor which were prepared in accordance with Financial Reporting Standards in Singapore, as of and for the financial year ended December 31, 2020 are disclosed in this Draft Letter of Offer.

For key differences between SFRS and IFRS, please see section entitled "Summary of Certain Differences Between

SFRS And IFRS" on page 189. The key differences between FRS and IFRS do not have significant impact on Brookfield Sponsor.

The degree to which such summary financial information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with IFRS and SFRS. Accordingly, any reliance by persons not familiar with SFRS on the summary financial information presented below should be limited."

13. The risk factor numbered 46 in the section entitled "*Risk Factors - The regulatory framework governing infrastructure investment trusts in India is relatively new and the interpretation and enforcement thereof involve uncertainties, which may have a material, adverse effect on the ability of certain categories of investors to invest in the Units, our business, financial condition and results of operations and our ability to make distributions to the Unitholders*" on page 74 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

"***46. We are governed by the provisions of, amongst others, the InvIT Regulations and the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the implementation and interpretation of which, is evolving.***

The Trust has been constituted under the InvIT Regulations which were issued in 2014, as amended and supplemented with additional guidelines and circulars.

As the regulatory framework governing infrastructure investment trusts in India comprises a separate set of regulations, interpretation and enforcement by regulators and courts involves uncertainties. Furthermore, regulations and processes with respect to certain aspects of infrastructure investment trusts, including, but not limited to, follow-on public offers and bonus issues, the liabilities of the Unitholders, and the procedure for dissolution of infrastructure investment trusts have not yet been issued. For example, infrastructure investment trusts are not "companies" or "bodies corporate" within the meaning of the Companies Act, 2013 and various SEBI regulations, including the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The InvIT Regulations and other corresponding changes to applicable law, are largely untested in their implementation. Uncertainty in applicability, interpretation or implementation of any amendment to, or change in, law, regulation or policy, including due to an absence, or a limited body, of administrative or judicial precedent may be time consuming and costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future and consequently, our ability to make distributions to the Unitholders. Changes to our organizational structure, changes to our agreements, cost increases, fines, legal fees or business interruptions may result from changes to regulations, from new regulations, from new interpretations by courts or regulators of existing regulations or from stricter enforcement practices by regulatory authorities of existing regulations. In addition, new costs may arise from audit, certification and/or self-assessment standards required to maintain compliance with new and existing the InvIT Regulations, which may render it economically unviable to continue conducting business as an infrastructure investment trust or otherwise have a material, adverse effect on our business, financial condition, results of operations and cash flows.

Further, SEBI has the right to, with or without prior notice, order inspection of the books of accounts, records and other documents pertaining to our operations, either on its own or, upon receipt of complaint. Upon review of the inspection report, SEBI is entitled to, if it so deems appropriate (in the interest of the securities markets or our investors) (a) to require us to surrender our certificate of registration; (b) to wind-up our operations; (c) to sell our assets; (d) direct us to not operate or access the capital markets for a specified period; or (e) direct us to not do such things as SEBI may deem appropriate in the interest of our investors. Any such occurrence may have a material adverse effect on our business, result of operations, financial conditions and cash flows.

The Finance Act has included a definition of "pooled investment vehicle" which comprises business trusts as defined under the IT Act. The IT Act defines business trusts as trusts registered with SEBI as an InvIT. This amendment has come into effect from April 1, 2021. The Finance Act recognises units, debentures and other instruments issued by infrastructure investment trusts as "securities" under the Securities Contracts (Regulation) Act, 1956. Consequently, the implementation and interpretation of these amendments is untested and evolving. Accordingly, the applicability of several regulations (including regulations relating to intermediaries, underwriters, merchant bankers, takeover, insider trading, listing regulations and fraudulent and unfair trade practices) to the Trust is unclear and subject to the interpretation and clarifications issued by regulatory bodies such as SEBI.

There can be no assurance that the legal framework for infrastructure trusts will not impose additional regulations and policies which could impact our operations and it is difficult to forecast how any new laws, regulations or standards or future amendments to the InvIT Regulations, the SCRA and other applicable law will affect infrastructure trusts and the infrastructure sector in India. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. We may incur increased costs and other burdens relating to compliance with such new regulations, which *may also require significant time and other resources, and any failure to comply with these changes may adversely affect our business, results of operations and prospects.*"

14. The risk factor numbered 54 in the section entitled "*Risk Factors - Our rights and the rights of the Unitholders to recover claims against the investment manager of the Trust or the Trustee are limited*" on page 77 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

"***54. Our rights and the rights of the Unitholders to recover claims against the investment manager of the Trust or the Trustee are limited***

*Under the Investment Management Agreement, the Trustee, the Investment Manager of the Trust, the Reliance Sponsor, the Brookfield Sponsor and their respective affiliates, directors, officers, employees, shareholders, partners, advisors, members or agents and members of any committee constituted by the Investment Manager of the Trust and/or Brookfield Sponsor (each a "***Protected Person***") are entitled to be indemnified and held harmless by the Trust from and against any and all liabilities (including tax, interest and penalty), claims, costs, losses, damage and expenses (including reasonable attorney's fees and costs) arising out of, or in connection with the Trust or any other matters set out in the InvIT Documents (as defined therein and subject to certain exceptions) to the extent permitted by law. As a result, the Trust's rights and the rights of the Unitholders to recover claims against the investment manager of the Trust or the Trustee are limited and the liability of the Investment Manager of the Trust and the Trustee are limited under the terms of these agreements and the Unitholders may not be able to recover claims against the Trustee or the Investment Manager of the Trust, including claims with respect to* any offer documents relating to the Issue."

15. The risk factor numbered 56 in the section entitled "*Risk Factors - The Trust does not have many similar and comparable listed peers which are involved in same line of business for comparison of performance and, therefore, investors must rely on their own examination of the Trust for the purposes of investment in the Issue*" on page 77 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html shall be deleted and replaced with the following:

"***56. The Trust does not have similar and comparable listed peers which are involved in same line of business for comparison of performance and, therefore, investors must rely on their own examination of the Trust for the purposes of investment in the Issue***

As of the date of this Draft Letter of Offer, the Trust does not have similar and comparable listed peers which are involved in same line of business for comparison of performance, and, accordingly, we are not in a position to provide comparative analysis of our performance with any listed company. Therefore, investors must rely on their own examination of the Trust for the purposes of investing in the Units."

16. The following risk factors shall be added as a new risks factor immediately after the risk factor numbered 56 in the section entitled "*Risk Factors – Risks Related to Ownership of the Units*" on page 77 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html:

*"**56A. Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.***

In terms of the InvIT Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such units to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in the rights Units, *would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Units. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Units will not decline below the Issue Price. To the extent the market price for the Units declines below the Issue Price after the Issue Closing Date, the Unitholder will be required to purchase rights Units at a price that will be higher than the actual market price for the Units at that time. Should that occur, the unitholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Units after this Issue or cause any trading price of our Units to decline.*

56B. We will not distribute the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the CAF to certain categories of overseas Unitholders.

We will send, only through e-mail, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the CAF and other issue material to the e-mail addresses of all the Eligible Unitholders who have provided their Indian addresses to us. In the event the e-mail addresses of the Eligible Unitholders are not available with us or the Eligible Unitholders have not provided the valid e-mail address us, we will make reasonable efforts to dispatch the Letter of

Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and CAF by way of physical delivery as per the applicable laws to those Eligible Unitholders who have provided their Indian address. Other than as indicated above, the Issue materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions.

56C. Investors will not have the option of getting the Allotment of Units in physical form. Further, Unitholders holding fractional entitlements will not have the option to trade such fractional entitlements.

In accordance with InvIT Regulations, the Units issued pursuant to this Issue shall be issued only in dematerialized form. Investors will not have the option of getting the allotment of the Units issued pursuant to this Issue in physical form. The Units issued pursuant to this Issue Allotted to the Applicants who do not have demat accounts or who have not specified their demat details, will be kept in abeyance till receipt of the details of the demat account of such Applicants. This further means that they will have no voting rights in respect of the Units.

As the lot size comprises of [●] Units in accordance with InvIT Regulations for this Issue, the Rights Entitlements will be credited to the Unitholders in multiples of [●] Units and the participation by Unitholders in the Issue will also be in multiples of [●] Units. Investors should note that fractional entitlements will not be credited to the Unitholders' accounts and the trading of fractional entitlements of Rights Entitlements will also not be allowed by the Stock Exchange. *For further details, please see the section entitled "Issue Information" on page 157.*

56D. Investors will be subject to market risks until the Units credited to their demat accounts are listed and permitted to trade.

Investors can start trading the rights Units allotted to them only after they are listed and permitted to trade. Since the Units are currently listed on the Stock Exchange, investors will be subject to market risk from the date they pay for the Units issued pursuant to this Issue to the date when trading approval is granted for them. Further, there can be no assurance that the Units issued pursuant to this Issue allocated to an Investor will be credited to the Investor's demat account or that trading in the Units issued pursuant to this Issue will commence in a timely manner.

56E. The price of the Units may decline after the Issue.

The Issue Price of the Units issued pursuant to this Issue will be in accordance with the SEBI Rights Issue Guidelines and may not necessarily be indicative of the market price of the Units after the completion of the Issue. The Units may trade at prices significantly below the Issue Price after the Issue. The trading price of the Units will depend on many factors, including:

- *the perceived prospects of our business and the tower infrastructure;*
- *differences between our actual financial and operating results and those expected by investors and analysts;*
- *changes in analysts' recommendations or projections;*
- *changes in general economic or market conditions;*
- *the market value of our assets;*
- *the perceived attractiveness of the Units against those of other equity or debt securities, including those not in the infrastructure industry;*
- *the balance of buyers and sellers of the Units;*
- *the future size and liquidity of the Indian infrastructure investment trust market;*
- *any future changes to the regulatory system, including the tax system, both generally and specifically in relation to Indian infrastructure investment trusts;*
- *the ability on our part to implement successfully its investment and growth strategies;*
- *foreign exchange rates; and*
- *broad market fluctuations, including weakness of the equity markets and increases in interest rates.*

For these reasons, among others, the price of Units may fluctuate. To the extent that we retain operating cash flow for investment purposes, working capital reserves or other purposes, these retained funds, while increasing the value of its underlying assets, may not correspondingly increase the market price of the Units. Any failure on our part to meet market expectations with regard to future earnings and cash distributions may adversely affect the market price for the Units. We cannot assure you that you will be able to resell the Units held by you at or above the Issue Price. There can be no assurance that an active trading market for the Units will be sustained after this Issue, or that the price at which the Units have historically traded will correspond to the price at which the Units will trade in the market subsequent to this Issue.

In addition, the Units are not capital-protected products and there is no guarantee that Unitholders can regain the amount invested. If the Trust is terminated or liquidated, it is possible that investors may lose all or a part of their investment in the Units."

GENERAL INFORMATION

The Trust

The Trust was set up as an irrevocable trust under the provisions of the Indian Trusts Act, 1882 on January 31, 2019 at Mumbai. The Trust was registered as an infrastructure investment trust under the InvIT Regulations on March 19, 2019 having registration number IN/InvIT/18-19/0009. For information on the background of the Trust and the description of the Tower Co., please see the sections entitled "*Overview of the Trust*" and "*Our Business*" on pages 17 and 119, respectively.

Compliance Officer of the Trust

The compliance officer of the Trust is Inder Mehta. His contact details are as follows:

Inder Mehta
Unit 2, Tower 4, Equinox Business Park,
LBS Marg, Kurla (W), Mumbai 400070,
Maharashtra, India
Tel: +91 022 69075252
E-mail: secretarial@summitdigitel.com

Bidders can contact the Compliance Officer in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice/letter of Allotment, non-credit of Allotted Units in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

The Brookfield Sponsor – BIF IV Jarvis India Pte. Ltd.

Registered office and address for correspondence:

Income at Raffles
16 Collyer Quay
#19-00
Singapore 049 318
Tel: +65 6750 4483
Fax: +65 6532 0149

Contact Person of the Brookfield Sponsor:

Liew Yee Foong is a director and the contact person of the Brookfield Sponsor. His contact details are as follows:

Liew Yee Foong
28 Woodsville Close #13-04 Woodsville 28 Singapore 357776
Tel: +65 6750 4484
Fax: +65 6532 0149
E-mail: athen.liew@brookfield.com
Website: www.brookfield.com

The Reliance Sponsor – Reliance Industrial Investments and Holdings Limited

Registered office:

Office -101, Saffron
Near Centre Point
Panchwati 5 Rasta
Ambawadi
Ahmedabad
380 006

Address for correspondence:

9th Floor, Maker Chambers IV
222, Nariman Point
Mumbai 400 021
Tel: +91 22 2278 5000
Fax: +91 22 3555 5560
Email id: towerinvit.sponsor@ril.com

Contact Person of the Reliance Sponsor:

K. R. Raja is the contact person of the Reliance Sponsor. His contact details are as follows:

K. R. Raja

Tel: +91 22 2278 5000
E-mail: towerinvit.sponsor@ril.com

The Investment Manager – Brookfield India Infrastructure Manager Private Limited

***Registered office**:*

Unit 1, 4th Floor
Godrej BKC Bandra Kurla Complex
Mumbai 400 051, Maharashtra, India

***Correspondence Address**:*

Unit 1, 4th Floor
Godrej BKC Bandra Kurla Complex
Mumbai 400 051
Maharashtra, India
Tel: +91 22 6600 0700
E-mail: puja.tandon@brookfield.com
Contact Person: Puja Tandon

The Project Manager – Jio Infrastructure Management Services Limited

Registered office:

9th Floor, Maker Chambers IV
222, Nariman Point
Mumbai 400 021
Tel: +91 22 3555 5000
Fax: +91 22 3555 5560
E-mail: towerinvit.projectmanager@ril.com

The proposed project manager to the Target Asset – Jarvis Data-Infra Project Manager Private Limited

***Registered office and address of correspondence**:*

603, 6th Floor, 'B' Wing, Ashok Enclave,
Chincholi Road, Kamla Nagar,Malad (West),
Mumbai, Mumbai City, Maharashtra, India, 400 064
Tel: +91 22 3567 0702
E-mail: secretarial@summitdigitel.com

The Trustee – Axis Trustee Services Limited

For address of correspondence of the Trustee, please see the section entitled "*General Information*" on page 81 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

Other Parties to the Trust

Auditors

Deloitte Haskins & Sells LLP

27 – 32 Floor, Indiabulls Finance Centre, Tower 3,
Senapati Bapat Marg, Elphinstone Mill Compound,
Elphinstone (W), Mumbai – 400 013, India
Tel: +91 22 6185 4000

E-mail: mobengali@deloitte.com
Firm Registration No: 117366W/W-100018
Peer Review Certificate No.: 013179

Valuer for valuation report in relation to Tower Co.

BDO Valuation Advisory LLP

Level 9, The Ruby, North West Wing, Senapati Bapat Road,
Dadar (W), Mumbai 400028, INDIA
Tel: +91 22 22 6277 1600
Fax: +91 22 6277 1700
E-mail: latamore@bdo.in
Registration No: IBBI/RV-E/02/2019/103

Valuer for valuation report in relation to Target Asset

Mr. Ankit Chhabra
5E-12, BP, NIT Faridabad, Haryana
Contact Person: Mr. Ankit Chhabra
Tel: +91 9811287524
E-mail: ankit.caan@gmail.com
ICAI Reg No.: 523505
IBBI Reg No.: IBBI/RV/11/2020/13204

Technical Consultant in relation to Tower Co.

Capitel Pte Ltd
Ocean Financial Center, 10 Collyer Quay, Singapore 049315
Tel: +65 6808 6056, +91 99589 01085
E-mail: Pankaj.agrawal@capitelpartners.com
Company Registration No.: 201617691K
Contact Person: Pankaj Agrawal
Website: www.capitelpartners.com

For the technical report entitled "*Commercial Due Diligence of RJIPL Towers*" prepared by Capitel Pte Ltd, please see Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

Technical Consultant in relation to Target Asset

Analysys Mason India Private Limited
1st Floor, Tower 'C', Building No. 10
DLF Cyber City, Phase II
Gurgaon 122002
Haryana
India
Tel: +91 124 4501 860
Contact Person: Rohan Dhamija
E-mail: Rohan.Dhamija@analysysmason.com
Website: www.analysysmason.com
Company Registration No.: 157725 (Registered in New Delhi)

Registrar

KFin Technologies Private Limited
Selenium, Tower B,
Plot No- 31 and 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddi 500 032
Telangana, India.
Telephone Number: +91 40 6716 2222
Toll free number: 1800 309 4001
Website: www.kfintech.com

Email: dit.invitrights@kfintech.com
Investor grievance e-mail: einward.ris@kfintech.com
Contact Person: M Murali Krishna
SEBI Registration No.: INR000000221
CIN: U72400TG2017PTC117649

Lead Manager

Ambit Private Limited
Ambit House
449, Senapati Bapat Marg
Lower Parel
Mumbai - 400 013
Maharashtra, India
Telephone: +91 22 6623 3000
Fax: +91 22 3982 3020
E-mail: datatrust.rights@ambit.co
Investor Grievance E-mail: customerservicemb@ambit.co
Website: www.ambit.co
Contact Person: Nikhil Bhiwapurkar / Miraj Sampat
SEBI Registration No.: INM000010585

Banker to the Issue

[●]

Monitoring Agency

[●]

Legal Counsel to the Issue as to Indian law

J. Sagar Associates
Sandstone Crest, Opposite Park Plaza Hotel
Sushant Lok - Ph 1, Gurgaon 122 009, India
Tel: +91 91 124 439 0600

Underwriting

This Issue is not underwritten.

PARTIES TO THE TRUST

Sponsors

A. The Brookfield Sponsor

History and Certain Corporate Matters

The Brookfield Sponsor is a sponsor of the Trust, in addition to the Reliance Sponsor. The Brookfield Sponsor was incorporated on May 31, 2019 under the laws of Singapore. The Brookfield Sponsor is 100% held by BIF IV India Holdings Pte. Ltd. ("**BIF IV India**"), a company incorporated in Singapore. The Brookfield Sponsor and BIF IV India are controlled by Brookfield Asset Management Inc. ("**BAM**").

The registered office of the Brookfield Sponsor is situated at Income at Raffles, 16 Collyer Quay, #19-00 Singapore 049 318. For further details, please see the section entitled "*General Information*" on page 72.

Background of the Brookfield Sponsor

BAM together with its affiliates ("**Brookfield**") has a history of over 115 years of owning and operating assets with a focus on infrastructure, renewable power, property and other real assets. Brookfield currently controls over USD 9 billion of assets in India, with approximately 1,000 employees. BAM is listed on the New York Stock Exchange and the Toronto Stock Exchange, and has a market capitalisation of approximately USD 88 billion as of September 30, 2021. Further, Brookfield's infrastructure group ("**Brookfield Infrastructure**") owns and operates infrastructure portfolios of approximately USD 154 billion of assets under management as on September 30, 2021. Brookfield Infrastructure's publicly listed infrastructure vehicles include Brookfield Infrastructure Partners L.P ("**BIP**"), a publicly traded infrastructure investor and operator, targeting long-life assets with high barriers to entry that provide essential services to the global economy. BIP is listed on the New York Stock Exchange and the Toronto Stock Exchange and has a market capitalisation of approximately USD 27 billion as of September 30, 2021. The Brookfield Sponsor has relied on BAM and BIP for meeting the eligibility criteria under the InvIT Regulations.

Further, neither the Brookfield Sponsor nor any of the promoters or directors of the Brookfield Sponsor: (i) are debarred from accessing the securities market by SEBI; (ii) are promoters, directors or persons in control of any other company or a sponsor, investment manager or trustee of any other infrastructure investment trust or an infrastructure investment trust which is debarred from accessing the capital market under any order or direction made by SEBI; (iii) are declared a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India; or (iv) are declared fugitive economic offenders under the Fugitive Economic Offenders Act, 2018, as amended.

Further in accordance with the eligibility criteria specified under the InvIT Regulations, the Brookfield Sponsor had a net worth of not less than ₹ 1,000 million as on December 31, 2020.

Board of Directors of the Brookfield Sponsor

Please see below the details in relation to the board of directors of the Brookfield Sponsor:

Sr.	Name	Identity Name	Identity No.
1.	Ho Yeh Hwa	Singapore NRIC	S7838513H
2.	Liew Yee Foong	Singapore NRIC	S8779790B
3.	Velden Neo Jun Xiong	Singapore NRIC	S8909638C
4.	Tang Qichen	Singapore NRIC	S9084721Z

Unitholding of the Brookfield Sponsor

For details of the Unitholding of the Brookfield Sponsor, please see the sections entitled "*Information concerning the Units– Unitholding of the Trust as at September 30, 2021*" and "*Information concerning the Units – Unitholders holding more than 5% of the Units of the Trust as at September 30, 2021"* on page 124.

B. The Reliance Sponsor

For an overview of the Reliance Sponsor, please see the section entitled "*Parties to the Trust*" on page 86 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

Neither the Reliance Sponsor nor any of the promoters or directors of the Reliance Sponsor: (i) are debarred from accessing the securities market by SEBI; (ii) are promoters, directors or persons in control of any other company or a sponsor, investment manager or trustee of any other infrastructure investment trust or an infrastructure investment trust which is debarred from accessing the capital market under any order or direction made by SEBI; (iii) are declared a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India; or (iv) are declared fugitive economic offenders under the Fugitive Economic Offenders Act, 2018, as amended.

Further in accordance with the eligibility criteria specified under the InvIT Regulations, the Reliance Sponsor had a consolidated net worth of not less than ₹ 1,000 million as on September 30, 2021.

Unitholding of the Reliance Sponsor

As on the date of this Draft Letter of Offer, the Reliance Sponsor does not hold any Units in the Trust.

C. The Trustee – Axis Trustee Services Limited

For an overview of the Trustee, please see the section entitled "*Parties to the Trust*" on page 86 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

The Trustee is not an Associate of the Sponsors or the Investment Manager. Further, neither the Trustee nor any of the promoters or directors of the Trustee (i) are debarred from accessing the securities market by SEBI; (ii) is a promoters or persons in control of any other company or a sponsor, investment manager or trustee of any other infrastructure investment trust which is debarred from accessing the capital market under any order or direction made by SEBI; (iii) are declared a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India; and/ or (iv) are declared fugitive economic offenders under the Fugitive Economic Offenders Act, 2018, as amended.

Board of Directors of the Trustee

The Board of Directors of the Trustee is entrusted with the responsibility for the overall management of the Trustee. Please see below the details in relation of the board of directors of the Trustee:

Sr. No.	Name	DIN
1.	Deepa Rath	09163254
2.	Rajesh Kumar Dahiya	07508488
3.	Ganesh Sankaran	07580955

Brief Profiles of the Directors of the Trustee

1. **Deepa Rath** is the Managing Director and Chief Executive Officer of the Trustee.

2. **Rajesh Kumar Dahiya** is a Non-Executive Director on the board of the Trustee.

3. **Ganesh Sankaran** is a Non-Executive Director on the board of the Trustee.

Key Terms of the Indenture of Trust

For key terms of the Indenture of Trust, please see the section entitled "*Parties to the Trust*" on page 86 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

For details of amendments to the Indenture of Trust at the extra-ordinary general meeting of the Unitholders of the Trust held on May 12, 2021, please see annual report of the Trust for fiscal 2021 which is available on the website of the Trust at www.towerinfratrust.com. The amendment agreement to indenture of trust dated August 30, 2021 was executed in this regard.

D. The Investment Manager – Brookfield India Infrastructure Manager Private Limited (formerly, WIP (India) Private Limited)

History and Certain Corporate Matters

Brookfield India Infrastructure Manager Private Limited (formerly, WIP (India) Private Limited) ("**BIIMPL**") was incorporated in India on May 6, 2010 under the Companies Act, 1956 with Corporate Identification Number U67190MH2010PTC202800. The name of the Investment Manager has been changed from WIP (India) Private Limited to Brookfield India Infrastructure Manager Private Limited with effect from February 3, 2021. BIIMPL's registered office has been shifted from Unit No. 804, 8th Floor, A Wing One BKC, Bandra Kurla Complex, Bandra

(E), Mumbai - 400 051 to Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex, Mumbai 400 051, Maharashtra with effect from May 12, 2021.

BIIMPL is a wholly-owned subsidiary of BHAL Global Corporate Limited, an affiliate of BAM, and its entire equity share capital is held by BHAL Global Corporate Limited ("**BHAL**") (with one share held by Brookfield Global Sub Investments Limited in the beneficial interest of BHAL).

BIIMPL was acquired by BHAL Global Corporate Limited to act as an investment manager to all the existing and proposed infrastructure investment trusts set up by the Brookfield Group from time to time, in terms of the InvIT Regulations.

Background of the Investment Manager

BIIMPL is engaged in the business of rendering investment and advisory services. BIIMPL also acts as an investment manager to India Infrastructure Trust, another InvIT set up by Brookfield earlier under the InvIT Regulations.

The Investment Manager has not less than two employees, who have at least five years of experience each, in the field of fund management or advisory services or development in the infrastructure sector, and not less than one employee who has at least five years of experience in the relevant sub-sectors in which the Trust proposes to invest. Further, not less than half the directors of the Investment Manager are independent, and are not directors or members of the governing board of another infrastructure investment trust registered under the InvIT Regulations.

Net worth of BIIMPL as per its latest annual audited standalone financial statements for the financial year ended March 31, 2021 is in line with the requirement specified under regulation 4(2)(e) of the InvIT Regulations.

Neither the Investment Manager nor any of the promoters or directors of the Investment Manager (i) are debarred from accessing the securities market by SEBI; (ii) are promoters, directors or persons in control of any other company or a sponsor, investment manager or trustee of any other infrastructure investment trust or an infrastructure investment trust which is debarred from accessing the capital market under any order or direction made by SEBI; (iii) are declared a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India; and/ or (iv) are declared fugitive economic offenders under the Fugitive Economic Offenders Act, 2018, as amended.

Board of Directors of the Investment Manager

The board of directors of the Investment Manager is entrusted with the responsibility for the overall management of the Investment Manager. Please see below the details in relation of the board of directors of the Investment Manager:

Sr. No.	Name	DIN	Designation
1.	Sridhar Rengan	03139082	Non-executive Director and Chairperson
2.	Chetan Rameshchandra Desai	03595319	Independent Director
3.	Narendra Aneja	00124302	Independent Director
4.	Pooja Aggarwal	07515355	Non-executive Director

Brief Biography of the Directors of the Investment Manager

Please see below a brief biography of the directors of the Investment Manager:

1. Sridhar Rengan is a non-executive director of the Investment Manager.

2. Chetan Rameshchandra Desai is a practising Chartered Accountant. He has retired as Managing Partner from M/s. Haribhakti & Co. LLP in March 2018. Earlier for several years, he was heading the audit & assurance practice of the said Firm. During his professional career of approximately four decades, he has dealt with multinationals, public sector enterprises, large corporates, sectors such as banking and finance, insurance, mutual funds, manufacturing, services, real estate, hospitality, engineering, energy, infrastructure, pharma, health care, not for profit entities etc.

3. Narendra Aneja is an independent director on the board of the Investment Manager appointed with effect from April 1, 2020 for a period of five consecutive years.

4. Pooja Aggarwal is a chartered accountant by profession with diversified experience across industries. Her experience includes managing board relationship, fund raising, equity raise, mergers and acquisitions, business partnering, finance, accounting, reporting, procurement and legal and secretarial. She holds directorship in Investment Manager as a non-executive director.

Brief profiles of the Key Personnel of the Investment Manager

Please see below the details of the key personnel of the Investment Manager.

1. Devesh Garg has been associated with the Investment Manager since October 13, 2020. He holds a master of business administration degree (executive) from Amity University, Uttar Pradesh. He has several years of experience in telecom infrastructure sector.

2. Inder Mehta, the Compliance Officer of the Trust, has been associated with the Investment Manager since October 13, 2020. He is a chartered accountant. He has several years of experience in oil and gas sector.

3. Anshul Nagpal has been associated with the Investment Manager since April 1, 2021. He holds a bachelor's degree in commerce (honours course) from University of Delhi and is a chartered accountant. He has several years of experience in telecom sector.

Key Terms of the Investment Management Agreement

The Investment Manager has entered into the Investment Management Agreement, in terms of the InvIT Regulations, the key terms of which, are provided below:

Powers, duties and rights of the Investment Manager

1. *General Powers:* The Investment Manager shall, in relation to the Trust, have every and all powers and rights that are granted to the Trustee under the Indenture, to the extent that such powers and rights are necessary and required by the Investment Manager for the performance of its duties and discharge of its obligations under the InvIT Documents and the InvIT Regulations. Notwithstanding that certain powers are more specifically set forth in Investment Management Agreement, at all times the exercise of powers, duties and obligations of the Investment Manager shall be subject to the terms of the InvIT Documents and the InvIT Regulations (including Regulation 10 thereof).

2. *Power to manage and administer the Trust and Trust Assets:* The Investment Manager shall take all decisions in relation to the day-to-day management and administration of the Trust and the Trust Assets as may be incidental or necessary for the advancement or fulfilment of the Investment Objective of the Trust in accordance with the InvIT Documents and InvIT Regulations.

3. *Power to make investment and divestment decisions:* The Investment Manager shall make the investment decisions with respect to the Trust and the Trust Assets including any further investments or divestments, subject to InvIT Regulations and in accordance with the relevant InvIT Documents, and in this regard is also empowered to do the following acts on behalf of the Trust:

   a) acquire, hold, manage, trade and dispose of the Trust Assets, shares, stocks, convertibles, debentures, bonds, equity, equity related securities, debt or mezzanine securities of all kinds issued by any Holdco or SPVs (including loans convertible into equity), whether in physical or dematerialised form, including power to hypothecate, pledge or create encumbrances of any kind on such securities held by the Trust in such Holdco / SPVs to be used as collateral security for any borrowings by the Trust;
   b) without limiting the generality of the foregoing, to decide, in the manner set out in the InvIT Documents and in compliance with InvIT Regulations and the Investment Objective, the amounts to be invested in each new entity that is to form part of the Trust and the mode, manner, terms and conditions for making such Investment and the forms of assistance including the return to be earned therefrom, and to realize such Investments and income and distribute the same to the Unitholders as per the terms contained herein and the InvIT Documents and in compliance with the InvIT Regulations;
   c) keep the monies comprised in the Trust Assets in deposit with banks or in such other instruments or form as permitted under the InvIT Regulations in the name of the Trust;
   d) collect and receive the profit, interest, repayment of principal of debt or debt like or equity or equity like mezzanine securities, dividend, return of capital of any type by the SPVs/ Holdco and any other income of the Trust, as and when the same may become due and receivable;
   e) make Investments as set out in the InvIT Documents and Investment Objective and in the manner and to the extent permitted under the InvIT Regulations (including particularly under Regulation 18 of the InvIT Regulations);
   f) structure investments through one or more investment vehicles in order to address tax or regulatory considerations.

4. *Objects of the Trust:* The Investment Manager is hereby authorized to do all such other acts, deeds and things as may be incidental or necessary for the advancement or fulfillment of the Investment Objective of the Trust, as set out in the Indenture.

5. *Power to issue and to accept subscription to Units of Trust:* The Investment Manager shall have the power to cause the issue and allotment of Units, including specifically in accordance with Regulation 14 of the InvIT Regulations. The Investment Manager shall have the power to accept Capital Contributions for the Trust and subscriptions to Units of the Trust and undertake all related activities. If the Investment Manager fails to allot or list the Units, if applicable, or refund the money within the time specified in the InvIT Regulations, then the Investment Manager shall pay interest to the Unitholders at a rate prescribed in the InvIT Regulations, till such allotment or listing or refund and such interest shall not be recovered in the form of fees or any other form payable to the Investment Manager by the Trust.

6. *Power to maintain register of Unitholders*: The Investment Manager shall cause the Depository to maintain a register of Unitholders.

7. *Power to make reserves:* Subject to the provisions of the InvIT Regulations (including particularly the requirements to make Distributions in accordance with Regulation 18(6) of the InvIT Regulations) and other Applicable Law, the Investment Manager shall, as it may deem proper, make such reserves out of the income or capital of the Trust.

8. *Power to borrow:* The Investment Manager may cause the Trust to issue debentures, borrow or to defer payments, subject to Applicable Law (including the requirement to procure approvals from the Unitholders in accordance with the InvIT Regulations).

9. *Power to exercise rights in respect of the Trust Assets:* Subject to and in compliance of any conditions laid out in the InvIT Regulations and other Applicable Law, the Investment Manager shall have the power to exercise all rights in relation to the shareholding of the Trust in the Holdcos / SPVs and other assets underlying the Trust Assets, including voting rights in every meeting including annual general meeting, rights to appoint majority of board of directors (in consultation with the Trustee as required under the InvIT Regulations), whether pursuant to securities held by the Trust, or otherwise.

10. *Power to appoint professional service providers, intermediaries and agents:*

    (a) The Investment Manager, in consultation with the Trustee, shall have the power to appoint, determine the remuneration of and enter into, execute, deliver, perform, modify or terminate all documents, agreements and instruments containing customary terms including contractual indemnities with Valuers, Auditors, registrar and transfer agents, merchant bankers, credit rating agencies, search agents, property consultants, brokers, legal, financial and tax consultants or any other intermediary or professional service provider or agent as may be required in connection with the activities of the Trust in a timely manner and as per the provisions of the InvIT Regulations and other Applicable Law. Provided that any such appointee shall act under the supervision of the Investment Manager and the Investment Manager shall ensure that all activities of such intermediary or agent or service provider appointed by the Investment Manager are in accordance with the InvIT Regulations and guidelines or circulars issued thereunder.

    (b) The Investment Manager shall not be responsible for the default or violation by any such professional service provider, intermediary or agent of their terms of service, if employed in good faith to transact any business identified in the arrangement with them.

    (c) All fees in relation to such professional service providers, intermediaries and agents shall be determined by the Investment Manager in consultation with the Trustee and shall be to the account of the Trust, to be paid out of the monies comprised in the Trust Assets. Provided that remuneration of the Valuer shall not be linked to or based on the value of the Investments being valued by the Valuer. The Investment Manager shall be entitled to rely on the information, data, opinions and reports provided by such professional service providers, intermediaries and agents.

    (d) The Investment Manager shall not appoint an Auditor, Valuer and such other intermediaries or agents (as applicable) for consecutive periods greater than as permitted under the InvIT Regulations, without the consents of Unitholders or governmental agencies, as may be required under the InvIT Regulations or other Applicable Law.

11. *Power to appoint Custodians:* The Investment Manager may appoint any Custodian in order to provide Custodian services, oversee the activities of the Custodian, and may permit any Trust Asset (and/ or any documents pertaining thereto, as applicable) to be and remain deposited with a Custodian, subject to such deposit as authorised by the Trustee and permissible under the Applicable Law.

12. *Power to pay duties and taxes:* In the event of any duties, fees or taxes (and any interest or penalty chargeable

thereon) whatsoever becoming payable in any jurisdiction in respect of the Trust or in respect of documents issued or executed in pursuance of the Indenture in any circumstances whatsoever, the Investment Manager shall have the power and duty to pay all such duties, fees or taxes and any interest or penalty thereon as well as to create any reserves for future potential tax liability out of the Trust's income. For the avoidance of doubt, it is clarified that, no Unitholder will be required to make a Capital Contribution to the Trust (other than the Issue Price for Units allotted).

13. *Power to spend on behalf of the Trust:* The Investment Manager shall have the power to pay Operating Expenses out of the monies comprised in the Trust Assets.

14. *Power to take counsel's opinion:* The Investment Manager shall have the power to take the opinion of legal / tax counsel in any jurisdiction concerning any difference arising under Investment Management Agreement or any matter in any way relating to Investment Management Agreement or to its duties in connection with Investment Management Agreement.

15. *Power to re-invest:* Subject to the conditions laid down in any InvIT Documents and the Investment Objective and as permissible under the InvIT Regulations, the Investment Manager, may retain, for the purpose of reinvestment into a potential Holdco/ SPV, any proceeds received by the Trust from any sale of any Trust Assets or any Holdco / SPV or any shares or interest in the Holdco or SPV. In such circumstances, the Investment Manager shall not be required to distribute any amounts retained for re-investment to the Unitholders.

16. *Power to make policies:* The Investment Manager may make internal policies to generally evolve, formulate and adopt from time to time such policies and procedures as may be conducive for the effective administration and management of the Trust and the attainment of the Investment Objective, in accordance with the InvIT Documents and the InvIT Regulations. In particular, and without prejudice to the generality of such power, the Investment Manager may provide for all or any of the following matters namely:

(a) norms of investment by the Trust in accordance with the Investment Objective of the Trust and in accordance with the powers and authorities of the Trustee as set out in the Indenture and those delegated to the Investment Manager;
(b) matters relating to entrustment / deposit or handing over of any documents, etc. pertaining to the Investments of the Trust in the Holdcos/ SPVs or other assets, to one or more Custodians and the procedure relating to the holding thereof by the Custodian;
(c) such other administrative, procedural or other matters relating to the administration or management of the affairs of the Trust and which matters are not by the very nature required to be included or provided for in the Indenture or Investment Management Agreement;
(d) procedure for seeking approval of the Unitholders in compliance with the InvIT Regulations; and
(e) procedure for summoning and conducting of meetings of Unitholders

Provided that, in case of any inconsistencies between the rules or policies framed by the Investment Manager the InvIT Documents, the terms of the InvIT Documents shall prevail.

17. *Power to restrict right to inspect*: Subject to Applicable Law, the Trustee acknowledges that no Unitholder shall be entitled to inspect or examine the Trust's premises or properties without the prior permission of the Investment Manager. Further, no Unitholder shall be entitled to require discovery of any information with respect to any detail of the Trust's activities or any matter which may be related to the conduct of the business of the Trust and which information may, in the opinion of the Investment Manager adversely affect the interest of other Unitholders.

18. *Power to buyback Units*: Investment Manager may facilitate the buyback of Units from the Unitholders by the Trust, at the end of the Term of the Trust or in any other manner in accordance with Applicable Law.

19. *Power to delegate*: The Investment Manager may delegate its administrative duties under Investment Management Agreement and may appoint advisors and consultants to assist with the same, the cost of which shall be borne by the Trust. Regardless of any delegation, the Investment Manager will remain liable for any delegatee's acts of commission or omission as if the Investment Manager would itself have been responsible and liable under Investment Management Agreement for that act of commission or omission. Any action taken by such delegatee in respect of the Trust shall be construed as an act done by the Investment Manager.

20. *Other Powers:* Without prejudice to any other provisions of the InvIT Documents and subject to the InvIT Regulations, the Investment Manager shall also have the following powers and authorities exercisable without any further act or approval or vote of the Unitholders:

a) to open one or more bank accounts, demat accounts and any other accounts for the purposes of the Trust, to deposit and withdraw money and fully operate the same;
b) negotiate and execute contracts, and/or terminate or modify such contracts and do all such acts, deeds and things for or on behalf of or in the name of the Trust as the Investment Manager may consider expedient for managing the Trust (including without limitation entering into, modifying or terminating rent agreements for use of office space for the Trust, maintenance service arrangements for the office of the Trust, share purchase agreements for acquisition of entities that are to be included as SPVs under the Trust, indemnity agreements, deed of right of first offer and refusal, escrow agreements, debt documentation, underwriting agreements, any investment pooling agreement, agreement relating to strategic investments, co-investment agreements);
c) to vary, alter, postpone, extend or cancel the terms and conditions of agreements in relation to the Investments, as entered into with the relevant SPVs;
d) to ascertain, appropriate, declare and distribute or reinvest the surplus comprised in the Trust Assets in compliance with the InvIT Regulations, to determine and allocate income, profits and gains and expenses in respect of the Trust to and amongst the Unitholders;
e) to sign, seal, execute, deliver and register according to law all deeds, documents, and assurances in respect of the Trust;
f) along with the Trustee, initiate, prosecute and/or defend any action or other proceedings in any court of law or through arbitration or in any other manner for recovery of debts or sums of money, for any claim, actions or suits in respect of and pertaining to the Trust, right, title or interest in the Trust Assets or any other matter in connection therewith, and to discontinue or settle any of the above, as the Investment Manager shall in its best judgment or discretion deem fit;
g) to sign and verify all written statements, petitions, appeals, declarations, revisions and applications in connection with any proceedings in (f) above and have power to refer any claim to arbitration and to perform, observe and challenge the awards;
h) to issue statement of accounts or Unit certificates (if requested) to the Unitholders on behalf of the Trustee. In case Unit certificates have been issued to the Unitholders, to submit the Units for dematerialisation and to make all applications and execute all documents with the Depositories and depository participants as may be necessary in this regard;
i) to retain and pay to the relevant governmental agencies, any amounts that the Trustee or the Investment Manager is required to, or may deem prudent to, withhold from the amounts to be distributed to the Unitholders;
j) to set up such systems and procedures, and submit such reports, as may be required by the Trustee as necessary for effective monitoring of the functioning of the Trust. The Trustee shall intimate SEBI of any failure by the Investment Manager to submit such reports in a timely manner;
k) to ensure that the Trust Assets have proper legal title and that all the material contracts entered into on behalf of the Trust or SPV are legal, valid, binding and enforceable by and on behalf of the Trust or SPV;
l) to make and give receipts, releases and other discharges for moneys payable to the Trust and for the claims and demands made or to be made by the Trust; and
m) generally, to exercise all such powers as it may be required to exercise under the InvIT Regulations and do all such matters and things as may be incidental to or consequential upon the discharge of its functions, and the exercise and enforcement of all or any of the powers and rights under Investment Management Agreement and the InvIT Regulations, in relation to the Trustee, Unitholders, Trust Assets and the Holdcos/ SPVs.

InvIT Committee

1. The Board of Directors may constitute an investment committee ("**InvIT Committee**") and shall confer on such InvIT Committee powers, functions and authorities, and determine the role of such InvIT Committee and responsibilities of the members of the InvIT Committee, as the Board of Director may deem fit, subject to the requirements of the InvIT Regulations and any other Applicable Law.

2. The composition of the InvIT Committee and its terms of reference shall be in accordance with Applicable Law and shall be determined by the Board of Directors. The Investment Manager shall have right to appoint/remove/replace members of the InvIT Committee.

3. Powers in relation to the InvIT Committee: The Board of Directors shall exclusively have the following specific powers with respect to an InvIT Committee:

   (a) To determine minimum and maximum number of members and the composition of an InvIT Committee, appoint/remove/replace any members, determine qualification and disqualification of members, determine procedure for appointment/removal/replacement of members, determine terms of appointment of members, including tenure, fees and remuneration, and determine right of members to appoint any alternate;

(b) To determine terms of reference of the InvIT Committee, determine powers, functions, roles, authorities, responsibilities of and restrictions on the members, and determine access rights to the management, advisors and consultants of the Trust and its Holdcos/ SPVs;

(c) To delegate to InvIT Committee such powers on such conditions as specified by the Board of Directors;

(d) To determine procedure and frequency for conducting meetings of the InvIT Committee, including quorum of the InvIT Committee, manner of voting, voting rights of members, affirmative voting rights and thresholds, appointment of chairperson, casting vote of chairperson, resolution of any deadlock, and appoint and determine role and rights of observers, if any; and

(e) To review adherence to the provision of the InvIT Regulations and Investment Management Agreement.

4. To the extent permitted under Applicable Law and the Board of Directors (in its resolution constituting an InvIT Committee), the InvIT Committee shall periodically review the items in relation to the Trust and SPV, in term of the Investment Management Agreement.

5. The Investment Manager shall not take any action in relation to the matters listed under the Investment Management Agreement or agree to take any action in relation to such matters, unless such matter is approved by the relevant InvIT Committee.

6. The Investment Manager shall, among others, take adequate measures to ensure that there is a clear segregation of the management (including governing boards), operation and activities of each of the InvITs that are being managed by the Investment Manager, to ensure compliance with the InvIT Regulations.

Liabilities of the Investment Manager

1. *Assets received by the Investment Manager*: The Investment Manager shall only be liable or responsible for such monies, stocks, funds, shares, assets, investment, property or securities as the Investment Manager shall have actually received and shall not be liable or responsible for any banker, broker, administrator, custodian or other Person in whose hands the same may be deposited or placed, nor for the deficiency or insufficiency in the value of any investments of the Trust nor otherwise for any involuntary loss. Any receipt signed by the Investment Manager for any monies, stocks, funds, shares, assets, securities, investment or property, paid, delivered or transferred to the Investment Manager under or by virtue of Investment Management Agreement or in exercise of the duties, functions and powers of the Investment Manager shall effectively discharge the Investment Manager or the Person or Persons paying, delivering or transferring the same therefrom or from being bound to see to the application thereof, or being answerable for the loss or misapplication thereof provided that the Investment Manager and such Persons shall have acted in good faith, without negligence and shall have used their best efforts in connection with such dealings and matters.

2. *Acts done in good faith:* The Investment Manager shall not be under any liability on account of anything done or omitted to be done or suffered by the Investment Manager in good faith.

3. *Suits, proceedings or claims against the Trust*: The Investment Manager shall not be under any obligation to institute, acknowledge the service of, appear in, prosecute or defend any action, suit, proceedings or claim (including tax proceedings) in respect of the provisions of Investment Management Agreement or other InvIT Documents in respect of the investments or any part of such investments or any corporate or shareholders' action which in its opinion, would or might involve expense or liability unless it is satisfied that the value of the investment is sufficient to provide adequate indemnity against costs, claims, damages, expenses or demands to which it may be put as the trustee as a result thereof.

4. *Bona fide action by the Investment Manager*: The Investment Manager shall not be liable in respect of any action taken or damage suffered by it on reliance upon any notice, resolution, direction, consent, certificate, affidavit, statement, certificate of stock, plan of reorganisation or (without being limited in any way by the foregoing) other paper or document believed to be genuine and to have been passed, sealed or signed by appropriate authorities or entities.

5. *Acts or things required to be done by the Investment Manager under law*: The Investment Manager shall not be liable to the Unitholders for doing or failing to do any act or thing which, by reason of force majeure or any provision of any present or future law or regulation made pursuant thereto, or of any decree, order or judgment of any court, or by reason of any request, announcement or similar action (whether of binding legal effect or not), may be taken or made by any Person or body acting with or purporting to exercise the authority of any government (which legally or otherwise) unless it shall be directed or requested to do or perform or to forbear from doing or

performing. If, for any reason it becomes impossible or impracticable to carry out any of the provisions of Investment Management Agreement, the Investment Manager shall not be under any liability therefore or thereby.

6. *Authenticity of signature and seal:* The Investment Manager shall not be responsible to any Unitholder for the authenticity of any signature or any seal affixed to any endorsement on any certificate or to any transfer or form of application endorsement or other document affecting the title to or transmission of interests in the Trust or of any investments of the Trust or be in any way liable for any forged or unauthorised signature on or any seal affixed to such endorsement transfer or other document or for acting upon or giving effect to any such forged or unauthorised signature or seal. The Investment Manager shall be entitled but not bound to require that the signature of any Unitholder to any document required to be signed by him under or in connection with Investment Management Agreement shall be verified to the Investment Manager's reasonable satisfaction.

7. *Information regarding the Trust, etc.:* If the Investment Manager is required by Applicable Laws or any other laws to provide information regarding the Trust and/or the Unitholders, the investments of the Trust and income or proceeds therefrom and provisions of Investment Management Agreement and complies with such request in good faith, whether or not it was in fact enforceable, the Investment Manager shall not be liable to any of the Unitholders or to any other party as a result of such compliance or in connection with such compliance.

8. *Depletion in the value of the Trust Assets:* The Investment Manager shall not incur any liability for doing or (as the case may be) failing to do any act or thing which may result in a loss to a Unitholder (by reason of any depletion in the value of the Trust Assets or otherwise), except in the event that such loss is a result of Disabling Conduct on the part of the Investment Manager.

9. *Limited Liability:* The Investment Manager shall not be personally liable for any losses (including indirect or consequential losses), costs, damages or expenses incurred in any way arising from anything which the Investment Manager does or fails to do. Further, the liability of the Investment Manager shall not exceed the fees received by the Investment Manager as Management Fees except in case of the Investment Manager engaging in Disabling Conduct.

10. *Investment Manager entitled to reimbursement:* If the Investment Manager engages any external advisors or experts (in accordance with Investment Management Agreement), to discharge its obligations under Investment Management Agreement, or undertakes any work (in the interest of the Unitholders) which is not covered within the scope of work of the Investment Manager under Investment Management Agreement and such additional work is beyond the obligations of the Investment Manager under Applicable Laws, the Investment Manager shall be entitled to recover such costs, charges and expenses which the Investment Manager may incur in this regard, from the funds of the Trust.

Duties of the Investment Manager

1. *Duty to manage the Trust*: The Investment Manager shall coordinate with the Trustee, as may be necessary, with respect to the operations of the Trust.

2. *Duty to undertake valuation*: The Investment Manager shall have the Trust Assets valued by an independent valuer and submit the same to the Stock Exchange and Unitholders in accordance with and within the timeframes prescribed in the InvIT Regulations (including particularly Regulation 21 therein). The Investment Manager shall ensure that the computation and declaration of net asset value (as defined in the InvIT Regulations) of the Trust is based on the valuation done by the Valuer, in accordance with the InvIT Regulations.

3. *Insurance:* The Investment Manager shall maintain adequate insurance coverage for the Trust Assets in accordance with the InvIT Regulations and shall ensure that assets held by the SPVs and the Holdco are adequately insured. Provided that, the requirement to maintain insurance for SPVs and Holdco shall not arise in case the assets have been insured (and maintained on an on-going basis) by any other Person under any agreement including a concession agreement or shareholders' agreement or pursuant to Applicable Law or direction of a governmental agency.

4. *Distributions:* The Investment Manager shall declare Distribution to Unitholders in accordance with distribution policy and Regulation 18 of the InvIT Regulations. Subject to Applicable Law, such percentage of the net distributable cash flows of the Holdco/ SPVs shall be distributed to the Trust and such percentages of the net distributable cash flows of the Trust shall be distributed to the Unitholders (in the ratio of the Beneficial Interest of the Unitholders), and within such time periods, as may be prescribed in the InvIT Regulations. The Investment Manager shall maintain a record (for such periods as may be prescribed by the InvIT Regulations) of the Distributions declared and made to the Unitholders.

5. *Meeting of Unitholders:*

(a) The Investment Manager shall convene meetings of the Unitholders in accordance with the InvIT Regulations (including specifically Regulation 22 therein) and maintain records pertaining to the meetings in accordance with the InvIT Regulations (including specifically Regulation 26 therein).
(b) The Investment Manager shall convene meetings of the Unitholders at least once every year within requisite number of days from the end of a financial year (as prescribed under the InvIT Regulations) with the period between such meetings not exceeding such number of months as is prescribed under the InvIT Regulations.
(c) The Investment Manager shall be responsible for all the activities pertaining to conducting of meeting of the Unitholders, subject to overseeing by the Trustee in all cases other than where the meetings are on issues pertaining to the Trustee. Provided that, for Unitholder meeting related to issues related to Investment Manager such as change, removal or Change in Control of the Investment Manager, the Unitholder meetings shall be convened and conducted by the Trustee.

6. *Change in control:* The Investment Manager shall intimate the Trustee prior to any Change in Control of the Investment Manager to enable the Trustee to seek approval from the Unitholders and SEBI in this regard and shall ensure that any change is given effect to in compliance with any provisions of the InvIT Regulations and Applicable Law.

7. *Monitoring:* The Investment Manager will monitor the InvIT, including monitoring current and projected financial position of the Trust and the Trust Assets including the Holdco / SPVs. The Investment Manager shall place before its Board of Directors, a report on the activity and performance of the Trust, in accordance with and in the manner and at the frequency prescribed in the InvIT Regulations. The Investment Manager shall designate an employee or a director as the compliance officer for monitoring of compliance with the InvIT Regulations and any circulars or guidelines issued thereunder and intimating SEBI in case of non-compliance.

8. *Maintenance of records*: The Investment Manager shall maintain records pertaining to the activity of the Trust in terms of the InvIT Regulations (including specifically Regulation 26 therein).

9. *Duty in relation to the Investment Objective:* The Investment Manager shall manage the Trust in accordance with the InvIT Regulations and the Investment Objective, and shall ensure that the investments made by the Trust are in accordance with the investment conditions enumerated in the InvIT Regulations (including specifically Regulation 18 therein), in accordance with the Investment Objective and are solely in the interest of the Unitholders.

10. *Redressal of Complaints:* The Investment Manager shall ensure adequate and timely redressal of all Unitholders' grievances pertaining to the activities of the Trust.

11. *Submissions to Trustee:* The Investment Manager shall submit to the Trustee:

a) quarterly reports on the activities of the Trust including receipts for all funds received by it and for all payments made, status of compliance with the InvIT Regulations, specifically Regulations 18, 19 and 20 therein, performance report, status of development of underconstruction properties, within the time periods specified under the InvIT Regulations;
b) valuation reports as required under the InvIT Regulations within the time period specified under the InvIT Regulations;
c) decision to acquire or sell or develop any property or expand existing completed assets or projects along with rationale for the same;
d) details of any action which requires approval from the Unitholders as may be stipulated under the InvIT Regulations;
e) details of any other material fact including change in its directors, any legal proceedings that may have a significant bearing on the activity of the Trust, within such time period as required under the InvIT Regulations;
f) details of any breach of the investment conditions specified under the InvIT Regulations on account of market movements of the price of the Investments;
g) quarterly reports on the effective monitoring of the functioning of the Trust as per the InvIT Regulations;
h) details of any borrowings exceeding such percentage of the value of the Trust Assets as may be prescribed by the InvIT Regulations on account of market movements of the price of the Investments; and
i) any other reports, presentations, documents, as may be required under the InvIT Documents and Applicable Law including the InvIT Regulations;

The Trustee shall intimate SEBI of any failure by the Investment Manager to submit information or reports as specified above in a timely manner.

12. *Listing of Units*: The Investment Manager shall be responsible for all activities pertaining to the issue and listing of the Units of the Trust in accordance with the InvIT Regulations and other Applicable Laws, including:

a) filing of Offer Document or Placement Memorandum with SEBI;
b) filing the draft and final offer document or placement memorandum with SEBI and the stock exchanges within the prescribed time period;
c) dealing with all matters up to allotment of Units to the Unitholders;
d) obtaining in-principle approval, and final listing and trading approvals from the Stock Exchange;
e) dealing with all matters relating to the issue and listing of the Units as specified under Chapter IV of the InvIT Regulations and any guidelines as may be issued by SEBI in this regard.

The Investment Manager is also responsible to ensure that all relevant provisions of the InvIT Regulations and other Applicable Law have been complied with and all statements and disclosures made in any Offer Document or Placement Memorandum comply with the InvIT Regulations and other Applicable Law, contain material, true, correct, not misleading and adequate disclosures in order to enable the investors to make an informed decision, do not provide guaranteed returns to the investors, not be misleading and not contain any untrue statements or mis-statements and shall include such other disclosures as may be specified by SEBI.

13. *Delisting of units and winding up of the Trust*: In case of occurrence of any event specified in Regulation 17(1) of the InvIT Regulations, the Investment Manager shall apply for delisting of units of the Trust to SEBI and the Stock Exchange in accordance with the InvIT Regulations and Applicable Law.

14. *Submission of half yearly and annual report:* The Investment Manager shall within the time period prescribed under the InvIT Regulations, submit half yearly and annual report to all the Unitholders.

15. *Disclosures**:*** The Investment Manager shall, in accordance with the requirements of the InvIT Regulations and other Applicable Laws, including any requirements prescribed by SEBI or the stock exchanges from time to time, disclose to stock exchanges any information having bearing on the operation or performance of the Trust as well as price sensitive information and other information that is required in terms of the InvIT Regulations and Applicable Law (including particularly the requirements under Regulation 23(6) of the InvIT Regulations). The Investment Manager shall ensure that the disclosures or reporting to the Unitholders, SEBI, Trustee and Stock Exchange, are in accordance with the InvIT Regulations and guidelines or circulars issued thereunder. The Investment Manager shall provide to the SEBI and to the Stock Exchange, where applicable, any such information as may be sought by the SEBI or the Stock Exchange, pertaining to the activities of the Trust.

16. *Related Party Transactions:* The Investment Manager (along with the Trustee) shall ensure that all Related Party transactions in relation to the Trust are on an arms-length basis and are consistent with the Investment Objective of the Trust and shall be disclosed to the Stock Exchange and Unitholders periodically in accordance with the relevant listing agreement of the Trust and the InvIT Regulations. Details of fees and commissions received by Related Parties are required to be disclosed to Unitholders and the stock exchanges, in accordance with the InvIT Regulations.

17. *Title to the Trust Assets:* The Investment Manager shall ensure that the Trust Assets have proper legal titles, if applicable, and that all the material contracts entered into on behalf of the Trust or the SPV are legal, valid, binding and enforceable by and on behalf of the Trust or the SPV.

18. *Conflict of Interest:* The Investment Manager shall review the transactions carried out between the Project Manager and its Associates and where the Project Manager has advised that there may be a conflict of interest, shall obtain confirmation from the practicing chartered accountant or the Valuer, as applicable, that such transaction is on arm's length basis.

19. *Standard of Care*: The Investment Manager shall comply with the InvIT Regulations, including rendering high standards of service, exercise due diligence, ensure proper care and exercise independent professional judgement.

20. *Other Duties:* Without prejudice to any other provision of Investment Management Agreement, the Investment Manager will also have the following duties and obligations:

a) maintain regular interaction with the Trustee on performance of the Trust and providing the Trustee with any information in relation to the operations of the Trust, as may be required;
b) keep the Unitholders updated on investment activities of the Trust in compliance with the InvIT Regulations and in accordance with the terms of the InvIT Documents;
c) to ensure that it has and continues to have adequate infrastructure and sufficient key personnel with adequate experience and qualification to undertake management of the Trust;
d) to fulfil any other duty, obligation and responsibility that may be required of the Investment Manager, in accordance with, and within the timelines prescribed under (if any) the provisions of the InvIT Regulations.

21. The Investment Manager shall provide to the Trustee such assistance as may be required by the Trustee in fulfilling its obligation towards the Trust under Applicable Law or as may be required by any regulatory authority with respect to the Trust.

Limitation of Liability and Indemnification

1. To the fullest extent permitted by law, the Trustee, the Investment Manager, the Sponsors and their respective affiliates, directors, officers, employees, shareholders, partners, advisors, members or agents and members of any committee constituted by the Investment Manager and/or Brookfield Sponsor (each, a "Protected Person") shall not be liable to and shall be indemnified and held harmless by the Trust from and against any and all liabilities (including tax, interest and penalty), claims, costs, losses, damage and expenses (including reasonable attorney's fees and costs) arising out of or in connection with the Trust or any other matters set out in the InvIT Documents, in each case, subject to any exceptions set out in the InvIT Documents or where the Protected Person has engaged in Disabling Conduct in respect of the matter for which it is to be indemnified.

2. The right of any Protected Person to indemnification as provided under the InvIT Documents shall be cumulative of, and in addition to, any and all rights to which such Protected Person may otherwise be entitled by contract or as a matter of law or equity and will extend to such Protected Person's successors, assigns and legal representatives.

3. If the Trustee determines in its sole discretion that it is appropriate or necessary to do so, the Trustee, on the advice of the Investment Manager may establish reasonable reserves, escrow accounts or similar accounts to fund obligations.

Term and Termination

1. Unless terminated otherwise, Investment Management Agreement shall continue from the Effective Date for a period equal to the Term.

2. Investment Management Agreement (along with the appointment of the Investment Manager) may be terminated by the Investment Manager by delivery of a written notice to the Trustee at any time, subject to the approval of the Unitholders and SEBI in accordance with the InvIT Regulations.

3. Investment Management Agreement (along with the appointment of the Investment Manager) may be terminated by the Trustee on the occurrence of any of the following events (each, a "Termination Event"):

   a) the Board of Directors of the Investment Manager passes a resolution for the Investment Manager to be voluntarily wound up under the Applicable Laws at such time, or any order of winding up against the Investment Manager is passed by any court or tribunal;
   b) in the event the Investment Manager is held to be insolvent or a receiver is appointed to all or a substantial portion of the assets of the Investment Manager;
   c) SEBI or any other governmental or regulatory authority passes a direction to remove the Investment Manager;
   d) in the event that the Investment Manager desires to resign, it may submit its resignation to the Trustee;
   e) in the event of termination by Trustee on account of material breach by the Investment Manager of the terms and conditions of Investment Management Agreement; and/or
   f) in the event that the Unitholders holding such percentage of the Units of the Trust as prescribed in the InvIT Regulations elect in writing to terminate the services of the Investment Manager and appoint a new investment manager in accordance with the InvIT Regulations.

4. Upon the occurrence of a Termination Event, the Trustee shall follow the procedure set out in the InvIT Regulations, including Regulation 9(15) and Regulation 22 of the InvIT Regulations.

5. Consequences of Termination of the Investment Manager

   a) Without prejudice to the actions required to be undertaken by the Trustee, in accordance with the InvIT Regulations, upon removal or replacement of the Investment Manager, the Investment Manager shall transfer to the Trustee, and deliver to the Trustee, all books of accounts, correspondence, documents and records relating to the Trust which the Investment Manager has in its possession.
   b) In the event of removal or resignation of the Investment Manager, the Investment Manager shall be entitled to receive Management Fees and the reimbursements as mentioned in Investment Management Agreement only for the period for which the Investment Manager remains the investment manager of the Trust. However, subject to the terms of the Investment Management Agreement, nothing shall require the Investment Manager to return any Management Fees and/ or reimbursements already paid to it.

c) Every new investment manager appointed shall have the powers, authorities and discretion, and shall in all respects act and be liable as if originally appointed as an investment manager under Investment Management Agreement.
d) Notwithstanding termination, the Investment Manager shall continue to be liable for all its acts of default, omissions and commissions prior to such termination.
e) Except as set forth in the Investment Management Agreement, upon termination of Investment Management Agreement, the powers, rights and obligations of the Parties under Investment Management Agreement shall terminate except to the extent of rights and obligations accrued prior to such termination.

Unitholding of the Investment Manager

As on the date of this Draft Letter of Offer, the Investment Manager does not hold any Units of the Trust.

E. The Project Manager - Jio Infrastructure Management Services Limited

For an overview of the Project Manager, please see the section entitled "Parties to the Trust" on page 86 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

Neither the Project Manager nor any of the promoters or directors of the Project Manager (i) is debarred from accessing the securities market by SEBI; (ii) is a promoter, director or person in control of any other company or a sponsor, investment manager or trustee of any other infrastructure investment trust or an infrastructure investment trust which is debarred from accessing the capital market under any order or direction made by SEBI; (iii) are declared a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India; and/ or (iv) are declared fugitive economic offenders under the Fugitive Economic Offenders Act, 2018, as amended.

F. Jarvis Data-Infra Project Manager Private Limited ("JDIPMPL") - The proposed project manager to the Target Asset

History and Certain Corporate Matters

Jarvis Data-Infra Project Manager Private Limited was incorporated on December 22, 2021 under the Companies Act, 2013. Its registered office is situated at 603, 6th Floor, 'B' Wing, Ashok Enclave, Chincholi Road, Kamla Nagar, Malad (West), Mumbai, Mumbai City, Maharashtra, India, 400064.

Jarvis Data-Infra Project Manager Private Limited is proposed to be appointed as project manager to the Target Asset.

Neither the JDIPMPL nor any of the promoters or directors of the JDIPMPL (i) is debarred from accessing the securities market by SEBI; (ii) is a promoter, director or person in control of any other company or a sponsor, investment manager or trustee of any other infrastructure investment trust or an infrastructure investment trust which is debarred from accessing the capital market under any order or direction made by SEBI; (iii) are declared a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India; and/ or (iv) are declared fugitive economic offenders under the Fugitive Economic Offenders Act, 2018, as amended.

OTHER PARTIES INVOLVED IN THE TRUST

The Auditor

Background and terms of appointment

The investment manager, in consultation with the Trustee, had appointed Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) until fiscal 2023, as the auditors of the Trust for a period of five years.

For further details regarding the policy adopted by the Investment Manager on appointment of the auditors, please see the section entitled "*Corporate Governance - Policies in relation to the Trust*" on page 91.

Rights and Responsibilities of the Auditors

For rights and responsibilities of the Auditors in accordance with the InvIT Regulations, please see the section entitled "*Other Parties involved in the Trust*" on page 114 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

The Investment Manager on behalf of the Trust undertakes that it shall comply with such disclosure and accounting norms specified by the SEBI from time to time and in accordance with the InvIT Regulations.

The Valuer

Background and terms of appointment

The Investment Manager, in consultation with the Trustee, has appointed BDO Valuation Advisory LLP (IBBI Registration No. IBBI/RV-E/02/2019/103) as the valuer of the Trust for fiscal 2022. In accordance with the InvIT Regulations, the Valuer has undertaken a valuation of the Tower Co. and its report in relation to such valuation as on September 30, 2021 is available on the website of BSE at https://www.bseindia.com/xml-data/corpfiling/AttachHis/6c0b20a4-bacc-4d3d-ac34-c6acb7b8f3af.pdf and on the website of the Trust at www.towerinfratrust.com.

In accordance with the InvIT Regulations, the Mr. Ankit Chhabra has undertaken a valuation of the Target Asset, which is proposed to be acquired by the Trust, and its report in relation to such valuation as on as on July 31, 2021 has been included in this Draft Letter of Offer.

For further details regarding the policy adopted by the Investment Manager on appointment of the valuer, please see the section entitled "*Corporate Governance - Policies in relation to the Trust*" on page 91.

Functions of the Valuer

For functions, duties and responsibilities of the Valuer will be in accordance with the InvIT Regulations, please see the section entitled "*Other Parties involved in the Trust*" on page 114 of the Placement Memorandum, available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

CORPORATE GOVERNANCE

The section below is a summary of the corporate governance framework in relation to the Trust, implemented by the Investment Manager and each of the Portfolio Assets.

1. Investment Manager

Board of Directors

Composition of the Board of Directors of the Investment Manager

In addition to the applicable provisions of the Companies Act, the board of directors of the Investment Manager shall adhere to the following:

(a) Not less than 50% of the board of directors of the Investment Manager shall comprise of independent directors and not directors or members of the governing board of an investment manager of another infrastructure investment trust registered under the InvIT Regulations. The independence of directors shall be determined in accordance with the Companies Act and other applicable laws;

(b) Such other requirements as may be specified in the articles of association of the Investment Manager.

For details of the current composition of the board of directors of the Investment Manager, please see the section entitled "*Parties to the Trust – Investment Manager – Board of Directors of the Investment Manager*" on page 78.

Quorum

The quorum of the board of directors of the Investment Manager shall be in accordance with the Companies Act.

Frequency of meetings

The board of directors of the Investment Manager shall meet at least four times every year, with a maximum gap of 120 days between any two successive meetings in accordance with the Companies Act.

Sitting fee

The directors of the Investment Manager may receive sitting fee for attending board meetings and meetings of the committees, in accordance with the Companies Act.

Committee of the board of directors of Investment Manager

The board of directors of the Investment Manager has constituted two InvIT committees, namely 'Pipeline InvIT Committee' and 'Data InvIT Committee', for managing and administering respective InvITs and its assets, and has delegated the authority and responsibility of overseeing all the activities of the investment manager that pertain to the management and operation of the respective InvIT in accordance with the InvIT Regulations, respective trust documents, investment management agreement and other applicable laws to the respective InvIT committees.

Name of committee	Quorum	Frequency of meetings
Data InvIT Committee	The quorum for the committee meetings shall be one third of the total number of members	The committee shall meet at least 4 times a year

Please see below the indicative terms of reference for the Data InvIT Committee:

Terms of reference of the Data InvIT Committee

1. Approving all investment decisions of the Trust with respect to the capital contribution, immovable, movable and other assets, and cash (including cash equivalents) owned by the Trust;
2. Overseeing activities of the project manager with respect to compliance with the InvIT Regulations and the project management agreement.
3. Ensuring that the InvIT Assets have valid legal title, if applicable, and that all the material contracts entered into on behalf of the Trust or the SPV are legal, valid, binding and enforceable by and on behalf of the Trust or the SPV;
4. Retaining for the purpose of re-investment into the SPV, any proceeds received by the Trust from any sale of any InvIT Assets or the SPV or any shares or interest in the SPV and shall not be required to distribute any amounts retained for re-investment to the unitholders;

5. Appointing, in consultation with the Trustee, the valuer(s), registrar and transfer agent, merchant banker, custodian and any other intermediary or service provider or agent as may be applicable with respect to activities pertaining to the Trust in a timely manner and in accordance with the InvIT Regulations and the policy on appointment of auditor and valuer of the Trust;
6. Ensuring that all activities of the intermediaries or agents or service providers appointed by the committee are in accordance with the InvIT Regulations and guidelines or circulars issued thereunder;
7. Appointing the auditor of the Trust, in accordance with the criteria provided under the InvIT Regulations and the policy on appointment of auditor and valuer of the Trust;
8. Ensuring adequate insurance coverage for the Trust assets, in accordance with the provisions of InvIT Regulations;
9. Causing the Trust to issue debentures, borrow or to defer payments, subject to and in line with the provisions of Regulation 20 of the InvIT Regulations and the borrowing policy;
10. Ensuring all activities pertaining to issue, allotment and listing of units of the Trust;
11. Ensuring that disclosures made in the offer document or placement memorandum contains material, true, correct and adequate disclosures and are in accordance with InvIT Regulations and guidelines or circulars issued thereunder;
12. Accepting and utilizing the proceeds of the issue in the manner provided under the preliminary placement memorandum, the placement memorandum and the applicable law;
13. Declaring distributions to the unitholders of the Trust in accordance with Regulation 18 of the InvIT Regulations and the distribution policy;
14. Reviewing transactions carried out between the project manager and its associates, and where the project manager has advised that there may be a conflict of interest, the committee shall obtain confirmation from the practicing chartered accountant or the valuer, as applicable, that such transaction is on arm's length basis;
15. Ensuring adequate and timely redressal of all unitholders grievances pertaining to activities of the Trust;
16. Ensuring that the disclosures or reporting to the unitholders, SEBI, the Trustee and the stock exchange, are in accordance with the InvIT Regulations and guidelines or circulars issued thereunder;
17. Approving and recommending to the board the standalone and consolidated half-yearly and annual financial information of the Trust, in terms of the InvIT Regulations read with guidelines and circulars issued thereunder;
18. Approving and adopting policies and procedures as may be conducive for the effective administration and management of the Trust;
19. Appointing, in consultation with the Trustee, majority of the board of directors of SPV;
20. Submitting a quarterly report to the board with respect to its activities related to the Trust during the quarter;
21. Make necessary authorisations for opening, closing and operation of bank accounts in the name of the Trust and any changes thereto;
22. Doing any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as may be necessary or required in relation to the issue;
23. Undertaking any other action or activities as may be required to be undertaken by the company under the InvIT Regulations, InvIT documents and/or the policies adopted by the board/ committee, from time to time.

Further, (i) the committee will periodically review the specified information including but not limited to proposed annual budget, initial business plan, material financial and accounting reports, etc, in relation to the Trust and the SPV; (ii) the Investment Manager will not take any action in relation to the specified matters including but not limited to material amendments to constitutional documents, nature of business of SPV and/or Trust or agree to take any action in relation to such matters, unless such matter is approved by the committee.

Policies in relation to the Trust

In line with the requirements of the InvIT Regulations and in order to adhere to the good governance practices for the Trust, the erstwhile investment manager had adopted various policies and codes in relation to the Trust. Consequent to the change of investment manager, following policies in relation to the Trust have been adopted by the Investment Manager, at its meeting held on October 19, 2020 and August 17, 2017:

1. Distribution policy;
2. Code of conduct for prohibition of insider trading;*
3. Code of conduct for the Trust;
4. Policy on appointment of the auditor and valuer of the Trust;
5. Policy on related party transaction of the Trust;

6. Borrowing policy of the Trust.

** The Data InvIT Committee of the board of directors of the Investment Manager at its meeting held on August 17, 2021 adopted Code of Conduct for Prohibition of Insider Trading including principles of fair disclosure of unpublished price sensitive information. Accordingly, the Policy on Unpublished Price Sensitive Information and Dealing in Units by the parties to the Trust, adopted by the committee earlier, was repealed and replaced with the above-mentioned code.*

For brief details of the policy, please refer to the annual report of the Trust for the financial year ended March 31, 2021 available on the website of the Trust at www.towerinfratrust.com. For details of code of conduct for prohibition of insider trading, please refer https://www.bseindia.com/xml-data/corpfiling/AttachHis/d6436c7b-b817-45d5-8715-916d7f3ca8db.pdf.

For details of the Distribution Policy in relation to the Trust, see the section entitled "*Distribution – Distribution Policy*" on page 135.

2. InvIT Assets

Representatives on the Board of Directors of the Tower Co.

Infinite India Investment Limited, the erstwhile investment manager of the Trust, in consultation with the Trustee, had appointed majority of the board of directors of Tower Co.

Representatives on the Board of Directors of the Target Asset

Pursuant to the InvIT Regulations, the Investment Manager, in consultation with the Trustee, shall appoint majority of the board of directors of the Target Asset as and when applicable.

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is extracted from the "Wireless Towers in India: Industry Overview, 2021" report dated July 2021 prepared by Capitel. As used in this Industry Overview, "RJio" refers to RJIL. Data included herein is as of the date of publication of the underlying sources and not as of the date of this Draft Letter of Offer. Capitel believes that the sources used are reliable; however, we cannot ensure the accuracy or completeness of underlying assumptions of this information, and no representation or warranty, express or implied, is made by us as to the accuracy or completeness of the information set forth in this section, and nothing contained in this section shall be relied upon as a promise or representation, whether as to the past or future. This information should not be unduly relied on. The industry information included in this section may moreover be prepared as of specific dates and may no longer be current or reflect current trends. In addition, some of the information in this section contains forward-looking statements that are based on estimates, projections, forecasts and assumptions that may prove to be incorrect. See "Forward-Looking Statements" for more information. Investors should not place undue reliance on this industry information.

Consolidation of Telecommunication Industry in India

In recent years, the telecommunication industry in India has seen consolidation of major telecommunication companies, from eight players (RJIL, Bharti Airtel Limited ("Airtel"), Idea Cellular Limited, Vodafone India Limited, Aircel, Bharat Sanchar Nigam Limited ("BSNL"), Telenor and Tata Docomo) to four (RJIL, Airtel, Vodafone Idea Limited ("VIL") and BSNL), which was followed by increasing user base. According to TRAI, the number of wireless telecommunication service subscribers in India increased from 1,127 million as of December 31, 2016 to 1,154 million as of December 31, 2020, and the number of wireless internet subscribers in India increased from 370 million as of December 31, 2016 to 770 million as of December 31, 2020. In addition, according to TRAI, the monthly voice usage per subscriber in India, measured as minutes of usage per subscriber per month, increased from 667 minutes for the three months ended December 31, 2018 to 785 minutes for the three months ended December 31, 2020, and the monthly data usage per wireless subscriber, measured as gigabytes of data usage per wireless data subscriber per month, increased from 0.9 gigabytes for the three months ended December 31, 2016 to 8.7 gigabytes for the three months ended December 31, 2018 to 12.1 gigabytes for the three months ended December 31, 2020. In addition, accordingly to TRAI, the gross revenues of the telecommunication industry in India were US$9,051 million, US$8,025 million and US$9,739 million for three months ended December 31, 2016, 2018 and 2020, respectively.

Operator context and market tenancy demand

Capitel believes that churn from VIL will be complete by FY23 and operator market shares will stabilize.

- VIL is churning customers that purchased a secondary SIM from RJIL and migrated to RJIL as their primary SIM. It is also churning voice users in rural areas that are migrating to a RJIL or Airtel Smartphone, as VIL is optimizing coverage in some of these districts.
- Capitel estimates that VIL has a core loyal (and high ARPU) user base of approximately 75 million users and will also be able to retain approximately 150 million mid-end data users, with a stable base of approximately 225 million users by FY23. Capitel estimates VIL FY23 revenues to be Rs. 503 billion.

Both RJIL and VIL need to launch 5G to increase their blended ARPU; Capitel believes Airtel's 5G launch will be defensive.

- RJIL has not been able to gain a high share in the postpaid and high ARPU segments, and in general its user base has low-mid end users. It is difficult to improve the ARPU of this user base without an enhanced product, and RJIL will need to offer a 50GB-100GB data product and bundled content to upgrade these users to 5G at a higher ARPU.
- VIL also needs its core loyal user base to migrate to 5G at a higher ARPU, otherwise it will not be able to meet its revenue and EBITDA targets. Capitel estimates that VIL can achieve Rs. 655 billion revenues by FY25 if its core high ARPU user base selectively moves to 5G.
- Airtel is well placed as it has retained all its high-end user base and is now focused on churning semi-urban and rural users with 2300MHz LTE and is also upgrading its own voice users to LTE. Airtel will launch 5G as a defense against others targeting its high-end user base.

Tenancy demand will be led by 4G coverage matching by Airtel in SU/R areas, select 4G capacity / in-fill sites by RJIL and Airtel, and 5G densification on 3.5GHz and 26GHz.

- Capitel estimates a differential of approximately 75,000 coverage sites on 2300MHz between Airtel and RJIL and Airtel will have to deploy approximately 60,000+ sites at least in Tier 3 towns and large villages. The deployment must be on 2300MHz as no other band has the spectrum quantum to allow Airtel to offer 10GB+ data in SU/R markets.

- All operators are deploying in-fill sites within cities, coverage sites on out-skirts of cities, and finally capacity sites within cities to serve rising 4G data traffic. As it will take time for the 5G handset adoption cycle to drive traffic, Capitel believes that Airtel and RJIL will need 4G in-fill sites in the interim.

- Finally, there will be demand from densification of the grid on 3.5GHz band as well as 28GHz hotspot deployments. Capitel believes that operators want to deploy mm wave band (400MHz+ spectrum on a single site) that will offer a 5G differentiated product and also the spectrum is relatively inexpensive.

Capitel estimates a tenancy demand of 669 thousand tenancies from FY21-30, with RJIL accounting for 268 thousand sites, Airtel accounting for 260 thousand, VIL accounting for 126 thousand and other MNOs accounting for 15 thousand gross tenancies.

- Capitel expects deployment by Airtel to go through three broad phases of a) 2.3GHz 4G coverage expansion to match RJIL footprint + 4G capacity sites to manage rising data adoption and usage, b) 5G deployment and urban grid densification on 3.5GHz band and c) deployment of mm wave 26GHz band to service high-capacity use cases around AR/VR, gaming and other 5G.

Towerco context

The portfolio of Indus towers in semi-urban and rural areas was designed for 900MHz and 1800MHz coverage. Indus sites in urban areas are occupied by incumbents and RJIL.

- Indus towers has 80,000 sites in the rural area but as the portfolio was formed by pooling of Airtel, Vodafone and Idea grids, these rural sites are suitable for tenancies on 900MHz with some sites suited for 1800MHz.

- A major share of Indus sites have occupancy from Airtel, with urban grids fully occupied by VIL and selectively occupied by RJIL. If Indus wants to address demand from 5G in urban areas, it will have to build new sites.

The ATC portfolio was formed mainly on a grid of 1800MHz and has available site locations for new tenancies.

- Capitel estimates that ATC has approximately 40K sites in rural areas and that grid is for 900Mhz / 1800MHz as ATC acquired portfolios from operators such as Tata (1800MHz, 850MHz), Telenor (1800MHz) and other new entrants. ATC has urban sites from Vodafone / Idea tower acquisition

- ATC has available locations across the portfolio, and Capitel believes it can gain market share from Airtel and RJIL in semi-urban and urban areas for 4G and 5G.

Summit's portfolio was formed to serve 2300MHz demand in urban, semi-urban and rural areas.

- Before RJIL's deployment of LTE on 2300MHz, incumbents such as Airtel and Vodafone used 900Mhz for GSM coverage, 1800MHz for GSM in-fills and LTE, and finally 2100MHz for 3G, mainly as loading on existing site locations.

- When RJIL started deploying 2300MHz, it leased almost all the relevant site locations from Indus, ATC and others that fit-in with its 2300MHz grid plan, but there were still gaps as the underlying tower grids were designed for a lower frequency band. This gap was high particularly in outskirts of urban markets, semi-urban areas and large villages / cluster of villages.

- The RJIL own tower portfolio (now SDIPL) was formed to plug-in the in-fill gaps within urban markets and coverage gaps within semi-urban and rural markets for any operator deploying on 2300MHz or higher bands.

Towerco market shares

Capitel believes that Summit is best positioned among all towercos to address the upcoming demand on 2300MHz for 4G.

- Summit site locations are best placed to address demand on 2300MHz. Airtel (or VIL) will have to deploy sites on 2300MHz if they want to match RJIL's offerings of 10GB+ monthly data buckets.

- There is no other grid better placed in semi-urban and rural markets to address demand from 2300MHz deployment than Summit as the portfolio was designed for this band and has sites within tier 2 and tier 3 towns (rather than covering these towns using 900MHz from outskirt locations) and large villages.

Both Indus and Summit will need to deploy new sites to address 5G demand, and ATC can use some of its existing footprint in urban markets to gain share. Towercos with access to fiber, street furniture and capital will be best placed for 5G share gain.

- As incumbents are already occupying Indus sites in urban markets, Indus will need to deploy new sites if it wants to capture incremental 5G tenancy demand. Indus can lease fiber from its partner operators but does not have the operational experience to deploy fiber or street furniture.

- ATC has availability on its urban sites and will gain share. However, ATC will need to fiberize these sites and lease fiber from the open market – unlike Indus, ATC does not have a RoFR agreement with any operator and is dependent on the open market for tenancy gain / fiber lease / street furniture agreements. Capitel believes that the lack of fiber footprint may constrain some 5G market share gain potential for ATC.

- Summit is equally placed with other towercos to address demand in urban areas form 5G. It can lease fiber on wholesale basis from its partner operators and gain access to street furniture from municipalities and smart cities. Summit will also need to do new builds in urban areas for 5G. Summit can gain from amendments on 2300MHz and also semi-urban deployment of 5G on 3.5GHz.

Capitel does not expect pricing pressure on base rentals for macro tower business. There will be some revision of loading terns especially at the time of renewals. The unit economics of micro-sites / small cells / street furniture business will evolve over time.

- The unit economics of street furniture can only be assessed based on global benchmarks and may end up being lower than macro tower business unless there is significant innovation in tower design, institutional tie-ups and access to fiber at a fair market price.

Capitel believes there can be some upside from edge data centers and other areas for non-tower revenues, although Capitel expects these to contribute to less than 15% of the tower revenues.

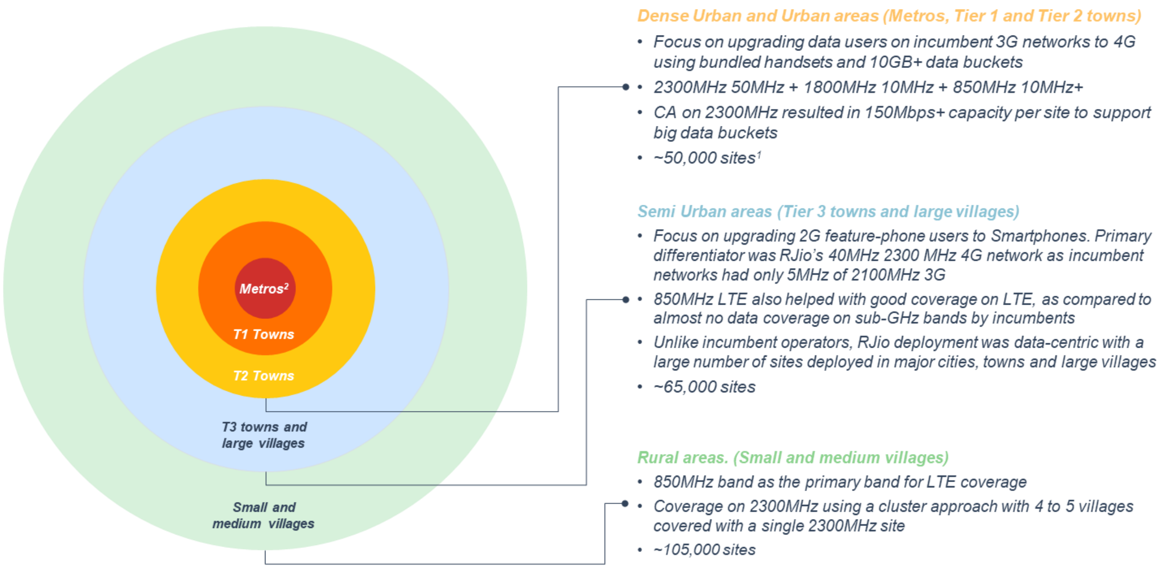
Operator Context: 4G

Wireless market disruption by RJIL

RJIL disrupted the India wireless market with big 4G data buckets using its 2300MHz spectrum for 4G capacity and 850MHz spectrum for rural 4G coverage. In urban areas RJIL focused on bundled handsets and providing high data buckets to users, to upgrade them from 3G to 4G by deploying the 1800MHz to 2300 MHz band to support high data requirements.

In semi-urban areas it focused on upgrading 2G users to 3G/4G supporting smartphones by deploying the 2300 MHz spectrum band and on coverage by deploying LTE on the 850 MHz band in major cities, towns and villages. Around 50 per cent. of RJIL site deployment was in rural regions on the 850 MHz band to increase coverage and on the 2300 MHz band in key village clusters.

Figure 1. RJIL 4G GTM and network plan in T2, T3 towns and villages



Note. 1. Includes sites leased from third party providers and sites built by RJio that were later transferred to Summit Digitel 2.Population range: Metros 20mn+, Tier 1 cities 10mn to 20 mn, Tier 2 cities > 1mn, Tier 3 towns 10K to 1mn; Large villages > 2K to 10K, Medium villages 1K to 2K, small villages < 1K

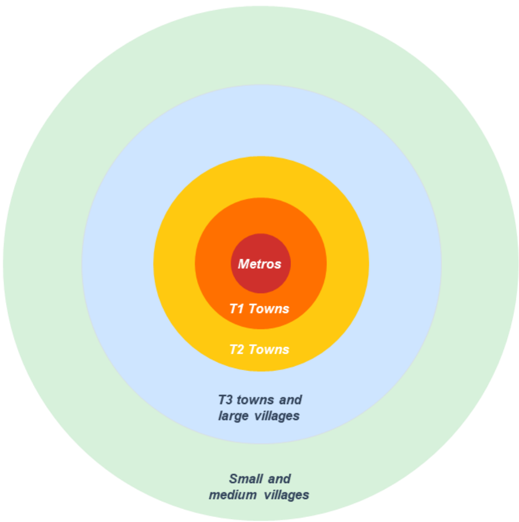
Source: Capitel analysis, engagement experience

Airtel expands footprint to match RJIL's 2300MHz network

Airtel matched RJIL's urban footprint by FY20 by increasing site deployment on the 2300 MHz band and is at par with RJIL on network coverage and spectrum holding. It is deploying sites to match sub-urban and Tier 3 network coverage on 2300MHz to match RJIL footprint; In rural regions it re-farmed 900 MHz to LTE to retain its subscriber base from churning to RJIL

VIL is only matching RJIL in urban and high revenue market share semi-urban markets.

Figure 2. Airtel and VIL coverage gap vs. RJIL on 2300MHz



	Urban	Semiurban	Rural
Airtel, FY19-20	Deployed 2300MHz band Increased sites to ~35,000	Deployed 2300MHz band Increased sites to ~55,000	Re-farmed 900MHz to LTE Did not increase sites
Difference, FY21	Network coverage and spectrum holdings at par with RJio	Still matching RJio coverage on 2300MHz in Tier 3 towns – expected to complete by FY23-FY24	Will only add limited additional sites

	Urban	Semiurban	Rural
Vodafone _ Idea, FY19-20	Selective deployment of 2300MHz / 2500MHz Sites constant	Only deploying 2300MHz in circles with high RMS	Has 900MHz only in select circles– re-farming to 4G
Difference, FY21	Need further densification on 2300MHz 4G	Will deploy some additional sites to match RJio in towns where VIL has been strong	Is optimizing sites from areas of low RMS; exiting select districts

Note. 1. Revenue Market Share

Source: Capitel analysis, engagement experience

Fragmentation of VIL subscriber base with RJIL secondary SIM attach

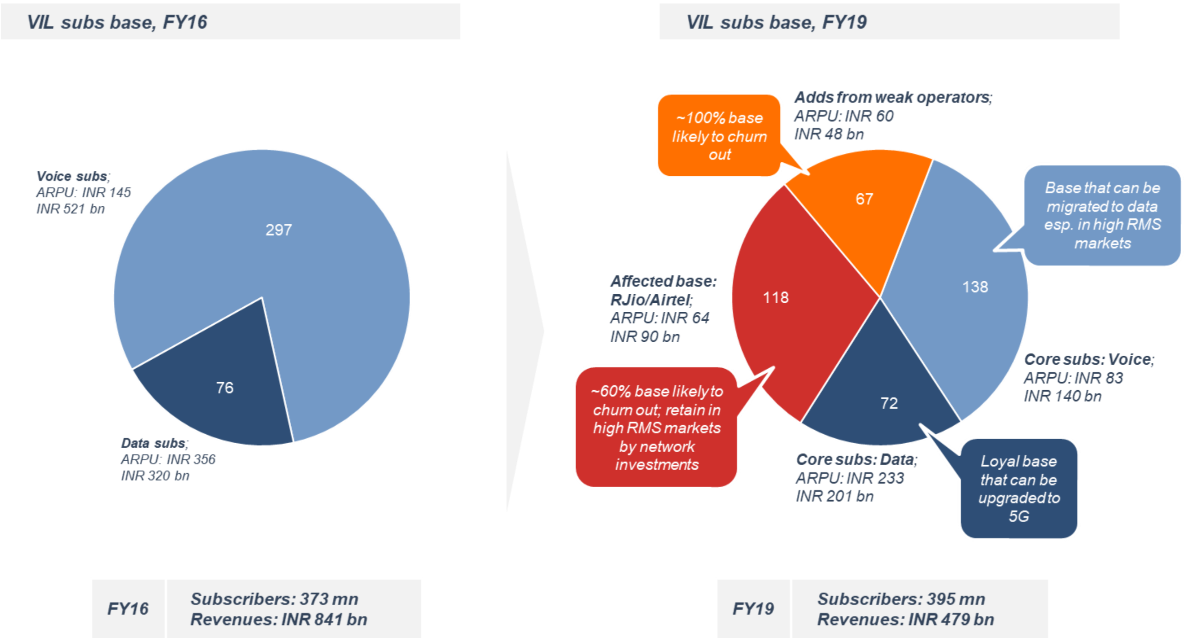
In addition to upgrading feature-phone users of Airtel, VIL and other weaker operators to smartphones, RJIL also attached secondary SIMs to the smartphone users of these operators. A secondary SIM user will have a handset that supports dual SIM, and the user can choose the SIM to be used for a service. When a Vodafone 3G data user buys a RJIL SIM for their handset, the RJIL SIM is by default the SIM used for 4G services.

The Vodafone SIM continues to be reflected as a customer on the Vodafone network, although all the data ARPU and usage shifts to RJIL and the Vodafone number may get incoming calls, other voice usage and only some data usage. This shifts the overall data ARPU to RJIL with a decline in Vodafone ARPU. If over time, Vodafone is not able to match the pricing (which operators matched) and network experience (which Airtel matched with its 2300MHz offering) then the customer makes RJIL as the primary SIM and may deactivate the Vodafone SIM or keep it dormant with incoming usage at very low ARPU.

As Airtel had 2300MHz band and invested in networks, it was able to contain the secondary to primary SIM conversion. Vodafone and Idea only selectively matched the RJIL network experience and were the worst hit with the secondary SIM churn to RJIL. In addition, the customers they had acquired from weaker exiting operators such as Aircel also eventually moved to RJIL smartphones.

This fragmentation of VIL subscriber base into core high value users, voice customers in semi-urban/rural areas, subscribers gained from weaker exiting operators and finally the subscribers with a RJIL secondary SIM is illustrated in Figure 3 below. This fragmentation reduced the ARPU and also shrunk the customer base, with a sharp decline in VIL revenues.

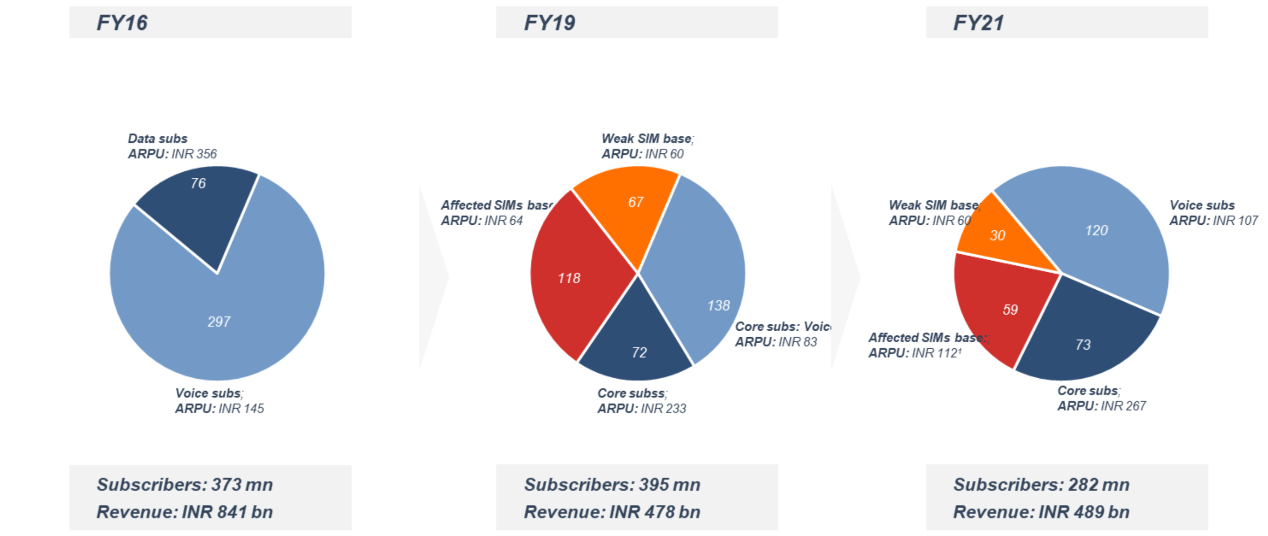
Figure 3. Fragmentation of VIL subscriber base, estimates



Source: Capitel analysis, engagement experience

The churn is expected to continue for the coming 6 to 8 quarters as VIL voice subs to RJIL/Airtel data migration will continue, with churn of weak/affected SIM base. Capitel estimates a FY21 subscriber base of 282 million for VIL.

Figure 4. Expected evolution of VIL subscriber base and revenue

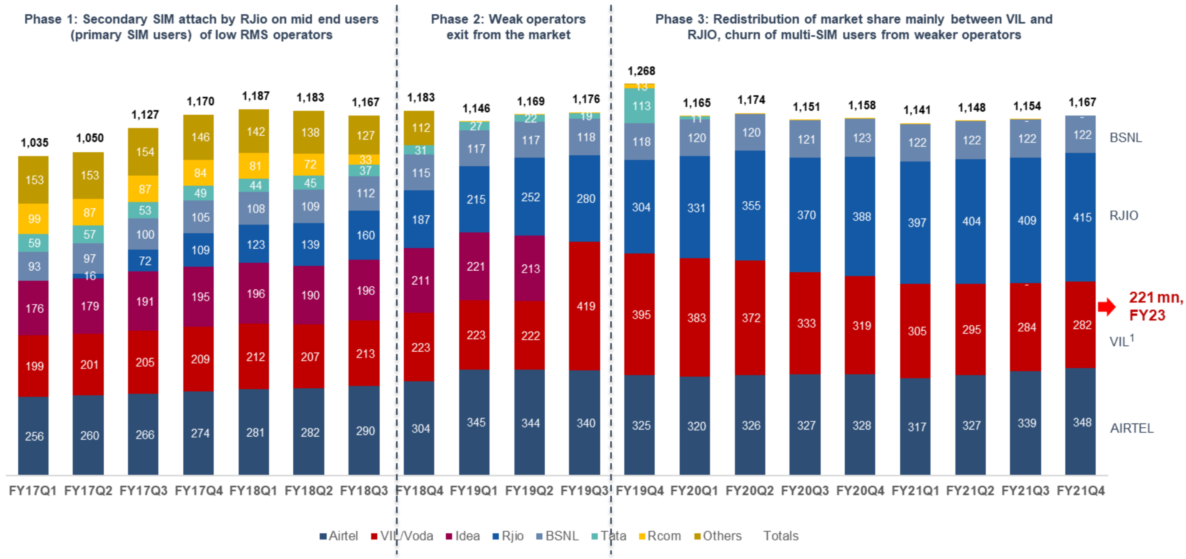


Note. 1 Assuming users in the remaining 59mn with RJio secondary SIM did not move to RJio as their primary SIM and are using a VIL data connection

Source: Capitel analysis, engagement experience

Capitel expects the churn and migration process to be completed by FY23-24 and the VIL base is estimated to stabilize at ~221 million by FY23.

Figure 5. Historical evolution of subscriber base by operator



Note: 1. VIL subscriber base of 282 mn as on Feb-21, reported by TRAI

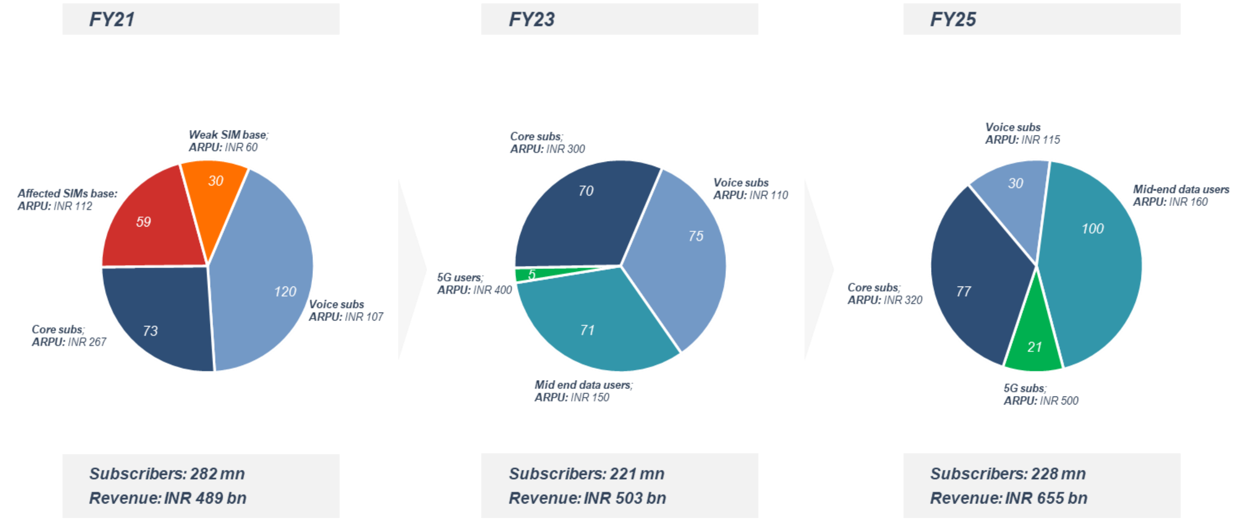
Operator Context: 5G

VIL 5G strategy

Capitel believes that VIL's going forward strategy is almost entirely based on 5G given they skipped the 4G technology upgrade cycle. They have been able to hold on to their loyal, high value core customer base particularly in markets such as Gujarat, Maharashtra, Kerala, UPW and others where they have been traditionally strong with 900MHz, 1800MHz and 2100MHz bands and a good mix of postpaid users, business users and mid-high end customers.

The VIL business plan is contingent on a) adoption of 5G by this core user base and an increase in their ARPU, b) 4G adoption by their mid-end user base in tier 1 / tier 2 cities in top 16 circles, and some retention of their voice user base, again in target districts. The weak operator user base and secondary SIM attach base will churn out over time. Capitel estimates that VIL subscriber base will reduce to 228 million users by FY25, but with higher data adoption and increase in ARPU because of 5G, the revenue will improve to Rs. 655 billion. This is lower than the Rs. 841 billion revenues for VIL in FY16 but is likely to be more profitable and sustainable.

Figure 6. VIL subscriber base and revenue projection



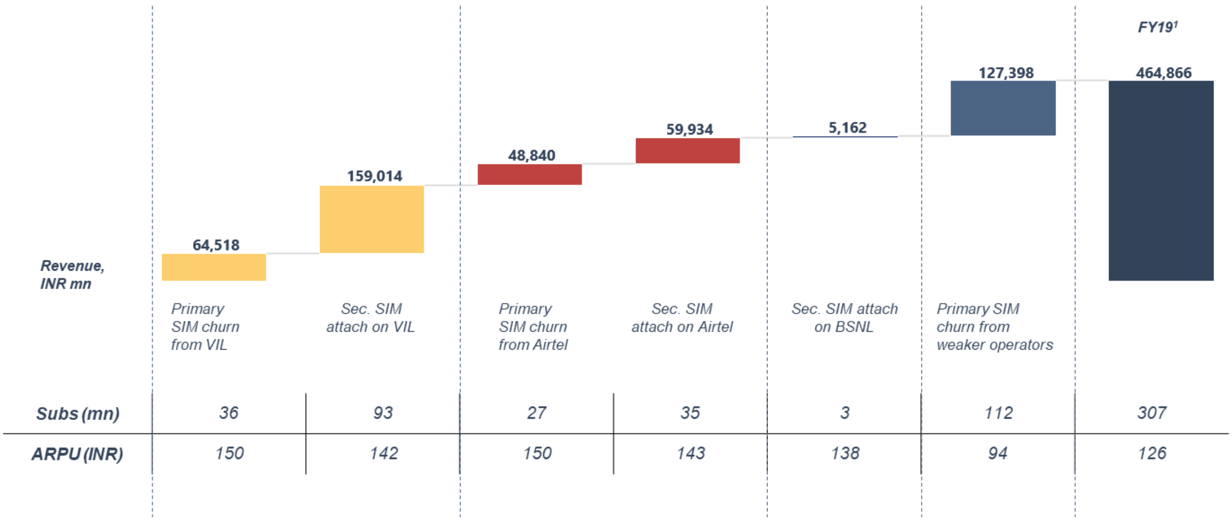
In line with this GTM strategy, Capitel expects VIL to buy 3.5GHz and 28GHz spectrum and deploy them in select circles beginning FY23.

RJIL 5G strategy

RJIL subscriber base was aggregated using secondary SIM users from VIL/Airtel, subs from existing operators and feature-phone users upgraded to Smartphones in semi-urban / rural areas, with a mix of different levels of ARPU, as illustrated in Figure 7.

The primary offering from RJIL to a majority of these users was the Rs. 150 ARPU plan, with 1GB+ daily data buckets. Given that there is limited scope in upgrading users on offering additional data on 4G plans, with some users already in the low-medium ARPU category, RJIL will need a new differentiated product to upgrade at least a section of their customer base to higher ARPU plans.

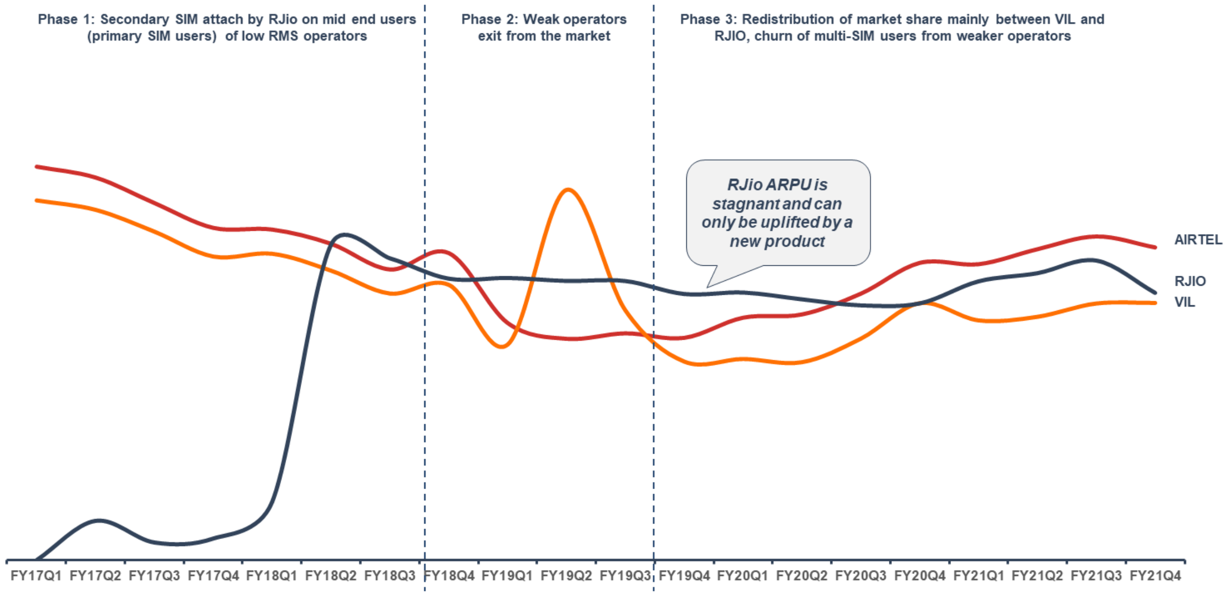
Figure 7. Composition of RJIL revenues by source segment, Mar'16 – Mar'19, estimates



Source: Capitel analysis, engagement experience

The RJIL blended ARPU is higher than VIL due to 100% data adoption, but it has been almost stable over time as illustrated in Figure 8. Capitel believes that the primary motivation of RJIL to launch 5G will be to upgrade their user base to 50GB+ data buckets and new devices / services that will increase the overall ARPU.

Figure 8. Operator ARPU evolution, FY18 - FY21, Rs.



Source: Capitel analysis, engagement experience, TRAI

Capitel believes that RJIL will lead the 5G deployment with big GB buckets and Airtel and VIL will match its offerings to defend their core user base, and also grow their revenues.

Spectrum plan for 5G

Global operators are using a mix of low frequency band such as 700MHz, 850MHz or 900MHz, along with 2300MHz, 3.5GHz and 26GHz / 28GHz bands to launch 5G. The mix of low and mid-frequency band spectrum is typically a function of existing holdings for 4G.

For India, Airtel and RJIL have 2300MHz as the 4G band, and Capitel expects this band to be used for primary 4G+5G DSS in the marketing launch stage. RJIL will use its 850MHz holdings for 5G coverage DSS to achieve a pan-India 5G footprint, although the experience on 15MHz will be nominal. VIL will also re-farm their 900MHz holdings in all its high RMS markets to 4G/5G DSS and use 1800MHz / 2300MHz / 2600MHz for 4G/5G DSS in urban markets.

All operators will have to use 3.5GHz for 5G mobility as only that band will have the required quantum of spectrum to support a differentiated experience on 5G, especially as 2300MHz is already carrying 4G traffic. Finally, operators will buy 28GHz band with anywhere from 100MHz to 400MHz spectrum for hotspots, fixed wireless access and other high capacity services. The likely band plans for major operators in India and similar models by global operators is detailed in Figure 9.

Figure 9. Expected 5G spectrum band usage by operator

850MHz + 2300MHz + 3.5GHz + 28GHz	*2300MHz + 3.5GHz + 28GHz*	*2600MHz + 3.5GHz + 28GHz*
• *850MHz as the DSS[1] band for nation-wide 5G coverage* • *2300MHz (or AWS bands or other C bands) DSS for 4G + 5G traffic* • *Software upgrade of 4G radios to 5G + 5G NR* • *3.5GHz as the overlay layer for metros and urban markets* • *26GHz, 400MHz+ for hotspot coverage for gaming zones, other high-capacity use cases*	• *2300MHz (or AWS bands or other C bands) DSS for 4G + 5G traffic, mainly in urban markets* • *No coverage of rural markets on 5G for the initial years – use of 700MHz band or re-farmed 900MHz band in the later stages (FY25 onwards)* • *Software upgrade of 4G radios to 5G + 5G NR* • *3.5GHz as the overlay layer for metros and urban markets* • *26GHz, 400MHz+ for hotspot coverage for gaming zones, other high-capacity use cases*	• *2600MHz (or AWS bands or other C bands) DSS for 4G + 5G traffic, mainly in urban markets* • *No coverage of rural markets on 5G for the initial years – use of 700MHz band or re-farmed 900MHz band in the later stages (FY25 onwards)* • *Software upgrade of 4G radios to 5G + 5G NR* • *3.5GHz as the overlay layer for metros and major markets (12 circles)* • *26GHz, 400MHz+ for hotspot coverage for gaming zones, other high-capacity use cases*
verizon, Jio	OPTUS, airtel	vodafone, Vi

Note. 1. Dynamic Spectrum Sharing

Source: Capitel analysis, engagement experience, TRAI

Capitel expects operators to purchase 3.5GHz and 28GHz bands in the upcoming auctions for a commercial launch of 5G and use DSS on 2300MHz / 2500MHz / 1800 MHz for a marketing launch in the interim, as detailed in Figure 10 below.

Figure 10. Expected spectrum roadmap by operator, by band

Spectrum band	2021[1]	2022	2023	2024	2025	2026 (E) ->
700MHz	Not assigned	Not assigned	Not assigned	**10MHz 5G** (Airtel)	**10MHz 5G** (Airtel)	**10MHz 5G** (Airtel)
	Not assigned	Not assigned	Not assigned	**10MHz 5G** (RJio)	**10MHz 5G** (RJio)	**10MHz 5G** (RJio)
850MHz	**LTE** (RJio)	**LTE** (RJio)	**LTE** (RJio)	**LTE** (RJio)	**LTE** (RJio)	**LTE** (RJio)
900MHz	GSM/3G/ LTE **[3G shutdown]**	GSM/LTE (VIL, Airtel)	GSM/LTE (VIL, Airtel)	GSM/LTE (VIL, Airtel)	GSM/LTE (VIL, Airtel) **[GSM shutdown]**	**LTE** (VIL, Airtel)
1800MHz	**LTE** (RJio)	**LTE** (RJio)	**LTE** (RJio)	**LTE** (RJio)	**LTE** (RJio)	**LTE** (all operators)
	GSM/LTE (VIL, Airtel)	GSM/LTE (VIL, Airtel)	GSM/LTE (VIL, Airtel)	GSM/LTE (VIL, Airtel)	GSM/LTE (VIL, Airtel) **[GSM shutdown]**	
2100MHz	3G/LTE **[3G shutdown]**	LTE (VIL, Airtel)	LTE (VIL, Airtel)	LTE (VIL, Airtel)	LTE (VIL, Airtel)	LTE (VIL, Airtel)
2300MHz/ 2500MHz	**35MHz LTE** (Airtel)	**35MHz LTE** (Airtel)	**35MHz LTE** (Airtel)	**35MHz LTE** (Airtel)	**35MHz LTE** (Airtel)	**35MHz LTE** (Airtel)
	40MHz LTE (RJio)	**40MHz LTE** (RJio)	**40MHz LTE** (RJio)	**40MHz LTE** (RJio)	**40MHz LTE** (RJio)	**40MHz LTE** (RJio)
	20MHz LTE (VIL)	**20MHz LTE** (VIL)	**20MHz LTE** (VIL)	**20MHz LTE** (VIL)	**20MHz LTE** (VIL)	**20MHz LTE** (VIL)
3500 MHz	Not assigned	**50MHz 5G** (all operators)	**50MHz 5G** (all operators)	**50MHz 5G** (all operators)	**50MHz 5G** (all operators)	**50MHz 5G** (all operators)
28GHz	Not assigned	Not assigned	Not assigned	400MHz 28GHz 5GHotspots (all)	400MHz 28GHz 5GHotspots (all)	400MHz 28GHz 5GHotspots (all)

Spectrum auction completed in Mar'21 for 900MHz, 1800MHz, 2100MHz, and 2300MHz (before 2021) · *Spectrum auction for 3500MHz band* (before 2022) · *Spectrum auction for 700MHz & 28GHz band* (before 2024)

Note. 1. Includes results from the spectrum auction held in March 2021.

Source: Capitel analysis, engagement experience, TRAI, DoT, company reports

The tenancy forecast model is mainly led by coverage densification on 3.5GHz and 28GHz, and although the quantum of spectrum is important, it does not have a significant impact on 5G tenancy demand.

5G adoption

The launch of 5G has two types of impact on the subscriber base, a) increase in number of devices per person particularly in metros and urban markets, and b) change in subscriber base mix with increasing adoption of 5G over time.

Operators across markets understand that they will need a differentiated customer proposition in order to charge a premium for 5G. Consultation paper responses for 5G by operators such as Singtel suggest that there will be an explosion in the number of devices that are "lower in cost, smaller and light weight"[1], with major emerging areas such as cloud gaming and VR/AR/MR terminals. Capitel believes that in India also, the commercial launch of 5G will result in an increase in additional devices with new form factors. This will increase the user base that will be offset by some reduction due to multi-SIM consolidation on 4G.

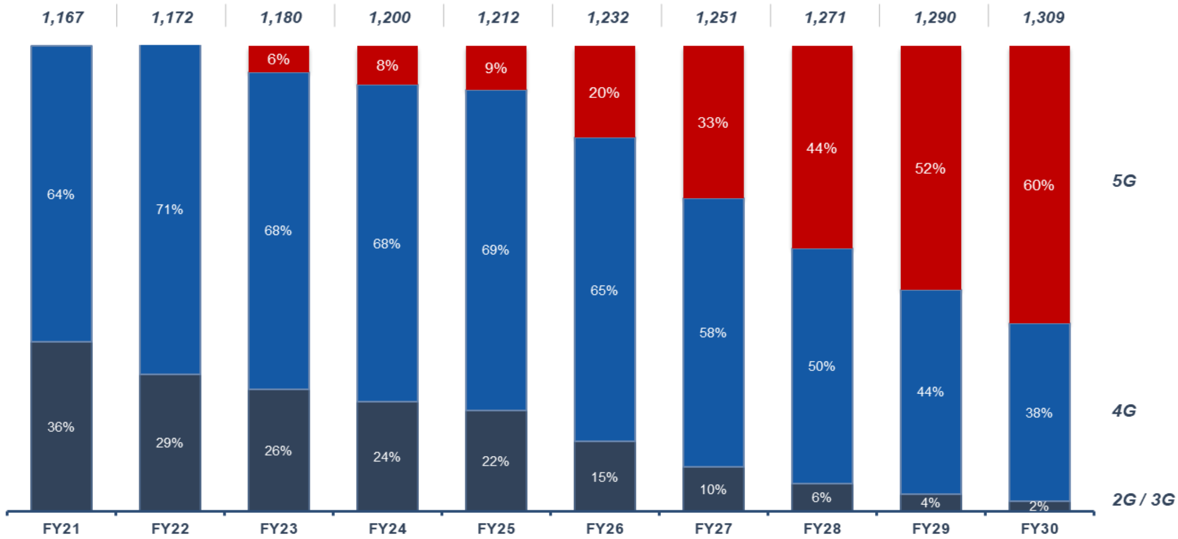
It will be in operator's interest to drive 5G adoption as fast as possible as particularly in the initial stages, the incremental Capex for 5G network upgrade will be lower as compared to the returns. As the handset price decline cycle will take time, Capitel expects mainstream adoption of 5G only from FY25, and expect 5G penetration to be 60 per cent. by FY30. GSMA[2] estimates that 5G will account for 29 per cent. of user base in Europe in 2025, with China at 67 per cent., and other developed markets such as Japan, the U.S. and South Korea at more than 50 per cent. adoption by 2025 (FY26).

Capitel believes that its estimates of approximately 20 per cent. 5G penetration by 2025/FY26 is in line with global adoption estimates and the likely handset affordability curve. Capitel's estimates for the overall subscriber base and share of technology is shown in Figure 11.

[1] https://www.imda.gov.sg/-/media/Imda/Files/Regulation-Licensing-and-Consultations/Consultations/Consultation-Papers/Second-Public-Consultation-on-5G-Mobile-Services-and-Networks/Second-5G-Consultation-Singapore-Telecommunications-Limited.pdf?la=en

[2] GSMA Mobile Economy 2020 Europe, GSMA Mobile Economy China 2021

Figure 11. Market evolution, by technology



Source: Capitel analysis, engagement experience

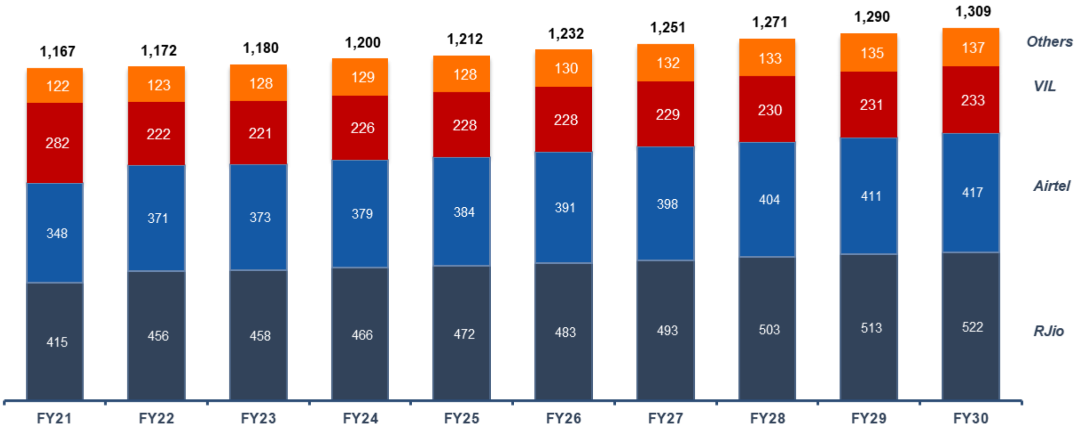
Operator market shares

Capitel expects RJIL to continue to be the market leader in terms of subscriber base, particularly as it has a strong presence in the broadband under-served towns in semi-urban and rural areas. It will also have a strong 5G offering that will contribute to some increase in the base with additional devices and terminals.

Capitel expects Airtel to gain 4G user base from semi-urban and rural areas in addition to new devices led 5G subs base in urban markets. VIL is likely to become a provider with stronger presence in its traditionally high RMS markets, and marginal presence in the balance 6+ markets. It also loses its 4G user base while gaining some 5G additional SIMs.

RJIL is expected to increase market share from 36 per cent. in FY21 to 40 per cent. by 2030, Airtel retains market share between 30 per cent. to 32 per cent. while VIL loses share to RJIL and Airtel by approximately 5 per cent., as set out below in Figure 12.

Figure 12. Customer market share by operator, estimates

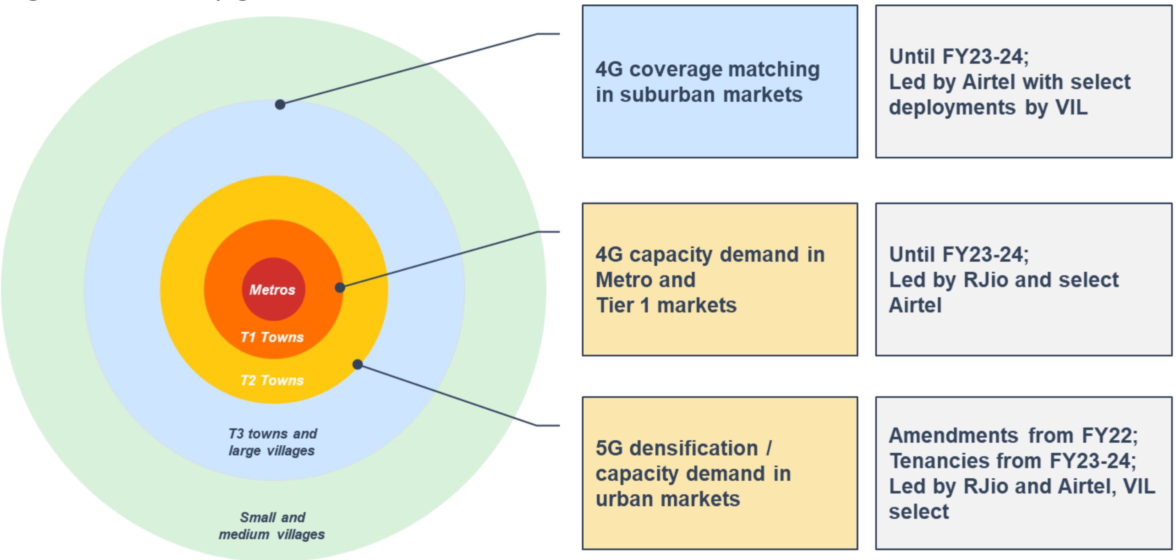


	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30
Market subs	*1,167*	*1,172*	*1,180*	*1,200*	*1,212*	*1,232*	*1,251*	*1,271*	*1,290*	*1,309*
2G	425	344	310	282	263	184	119	76	48	30
3G/4G	742	828	804	819	834	804	722	641	566	499
5G	-	-	66	99	115	243	411	554	676	781

Tenancy Growth Drivers

At the current stage of the market, Capitel believes there are three major drivers for tenancy demand, namely, 4G coverage matching by Airtel and VIL, 4G capacity demand in select markets and finally, 5G densification on 3.5GHz and 28GHz mm wave bands, as illustrated below.

Figure 13. Tenancy growth drivers, FY21-30



2300MHz 4G coverage matching by Airtel and VIL

Capitel estimates that Airtel has a coverage gap of 75,000 locations with RJIL on 2300MHz as illustrated in Figure 14.

Figure 14. Airtel-RJIL coverage gap on 2300MHz, Estimates

Area category		RJio 2300MHz installed FY20	Airtel 2300MHz installed FY20	Airtel RJio 2300MHz coverage gap	Tenancy demand drivers
Urban	Metros Tier 1 cities Tier 2 Cities	75,000	70,000	5,000	• Nominal coverage gap in dense urban and urban locations as Airtel has been rolling out 2300MHz sites from FY19 to match RJio
Semi-urban	Tier 3 towns Large villages	90,000	60,000	30,000	• Airtel will have to deploy 2300MHz if it wants to provide 10GB+ data buckets in these markets • Other bands do not have the spectrum capacity • Airtel will like to gain share in churn of VIL users and also defend its SU user base from migrating to RJio
Rural	Medium Villages Small Villages	75,000[1]	35,000	40,000	• Airtel will only match coverage gap in large villages (20,000+ population) as the investment case for two operators beyond this pop will have low returns
Total		240,000	165,000	75,000	• Overall Airtel will need to deploy 60K+ sites to match RJio's proposition in SU and R markets

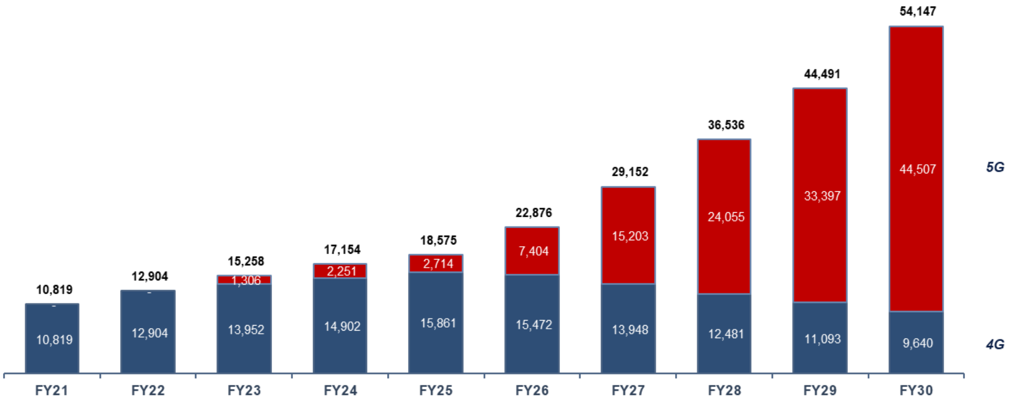
Note. 1. Excludes Reliance Infratel grid on 850MHz

As VIL is vacating some of the rural districts particularly in Cat C markets where it has a marginal revenue market share, as well as other weaker Category A and B circles, Airtel is also investing in its network to gain a share of these subscribers. Capitel believes that Airtel will not go beyond large villages given it does not subsidize handsets. However, Capitel expects that Airtel will match RJIL in their 2300MHz network coverage in city outskirts, in-fill areas, tier 2 towns, tier 3 towns and large villages. Capitel also expects VIL to strengthen 4G coverage on 2300MHz/2500MHz bands in circles with strong revenue market shares.

4G capacity demand in metros and tier 1 markets

With increasing data adoption and 10GB+ data buckets becoming a norm, Capitel finds an increase in overall 4G data traffic, at least until 5G is launched and traffic begins to shift to 5G from FY24-25. The increase in 4G traffic necessitates additional capacity sites for 4G particularly in tier 1/tier 2 towns with large population clusters, high penetration of smartphones and rising data usage.

Figure 15. Data traffic by technology, million GB/month



	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30
Data traffic, mn GB/month	***10,819***	***12,904***	***15,258***	***17,154***	***18,575***	***22,876***	***29,152***	***36,536***	***44,491***	***54,147***
RJio	*6,225*	*7,416*	*8,358*	*9,142*	*9,792*	*11,892*	*14,692*	*17,902*	*21,300*	*25,455*
Airtel	*3,081*	*3,705*	*4,627*	*5,240*	*5,523*	*6,760*	*9,053*	*11,920*	*15,108*	*18,983*
VIL	*1,513*	*1,783*	*2,274*	*2,772*	*3,261*	*4,224*	*5,407*	*6,714*	*8,082*	*9,710*

Capitel believes that one of the differentiating factors of a 5G (eMBB) offering in the initial years will be big data buckets. For operators to ask their users for even a 20 per cent. to 30 per cent. higher ARPU commitment, there has to be an additional incentive, and Capitel expects 50GB+ plans along with high resolution AR/VR content to be the flagship 5G propositions in the early years (before SA services with network slicing and other IoT/low latency services kick-in in the later years). Such an offering gets reflected in rapidly rising 5G traffic from FY25, with 5G accounting for 50 per cent. to 60 per cent. data traffic after FY27.

5G densification on 3.5GHz and 28GHz

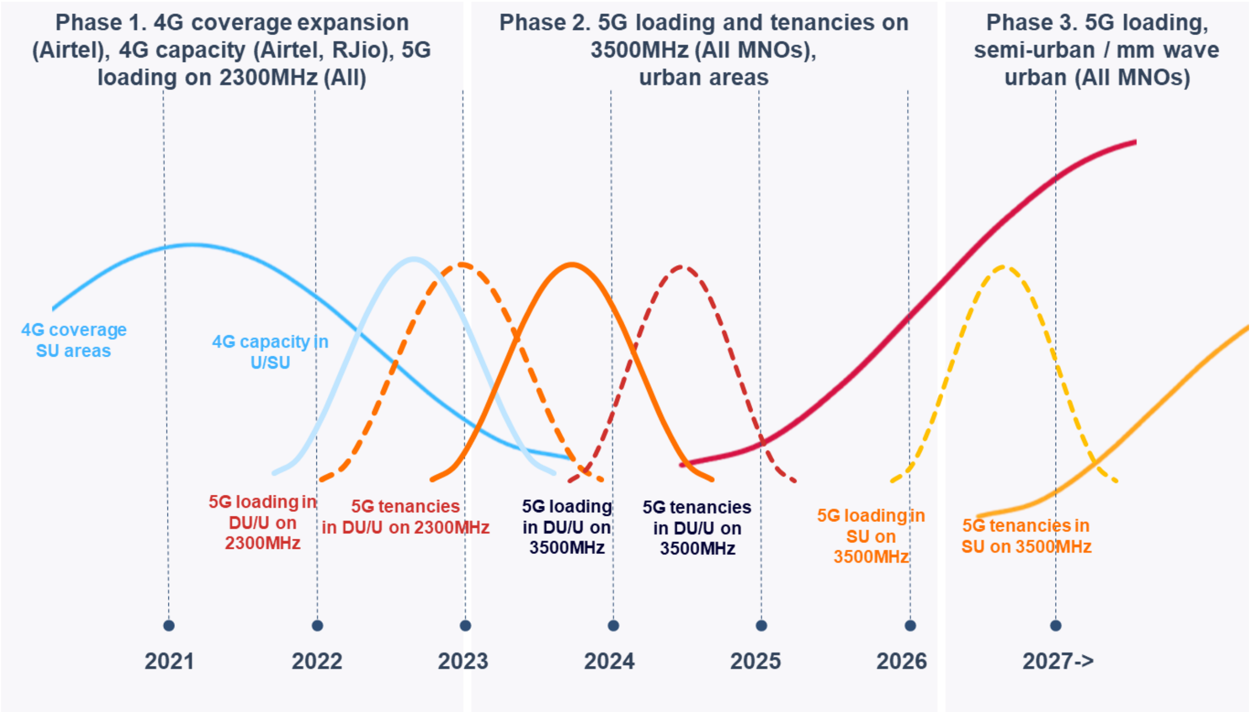
Finally, Capitel believes the demand for tenancies will be from network densification to support 5G on high frequency bands such as 3.5GHz and 28GHz. In markets in Asia and Europe where 5G has been launched, operators are deploying 400MHz to 800MHz spectrum on 26GHz/28GHz bands, and 50MHz to 100MHz on 3.5GHz bands.

As the primary initial offering is big GB buckets, with even higher consumption by connected cars in the later stages, operators will have to densify their networks for these bands. Operators will try and match such densification to 5G device adoption and content availability cycle and will initially try and use their 2300MHz/2600 MHz/1800 MHz bands to offer 5G in a DSS[3] mode.

Capitel believes that the initial stages of 5G launch (mainly a marketing launch) will be based on such a DSS platform, with operators optimizing their Capex spend on active equipment as well as new tenancies. There will be loading revenues from installation of new 5G antennas, 5G base stations for DSS and additional space for power back-ups and fiber provisioning.

Figure 16. Loading and tenancy cycles for 4G and 5G

[3] Dynamic Spectrum Sharing refers to the use of the deployed quantum of spectrum to support 4G as well as 5G traffic with real-time allocation of spectrum resources between 4G and 5G based on demand



There will be some minor densification required on 2300MHz 4G/5G DSS bands in tier 1 towns initially for the marketing launch, with major demand for 5G tenancies coming from commercial launch and deployment of 3.5GHz bands in Phase 2 beginning FY23. In the Phase 3 of the deployments, Capitel expects expansion of 5G footprint to Tier 2 and Tier 3 towns as well as mm wave 28GHz expansion. This phase-wise evolution of loading and tenancies informs Capitel's tenancy forecast model in the following section.

Tenancy Demand Forecast

FY21-30 Tenancy Forecast: Modeling Approach

Capitel uses its coverage-capacity forecast model to develop base station and tenancy demand by operator, by frequency band and by regions. Capitel uses tenancy forecast model to evaluate 30+ tower deals globally including transactions in multiple markets such as India, China, Myanmar, Bangladesh, Indonesia, Malaysia, The Philippines, Africa, Japan, Australia and Europe. There are six major modules in the coverage capacity model, as illustrated in Figure 17. The model has the following sections:

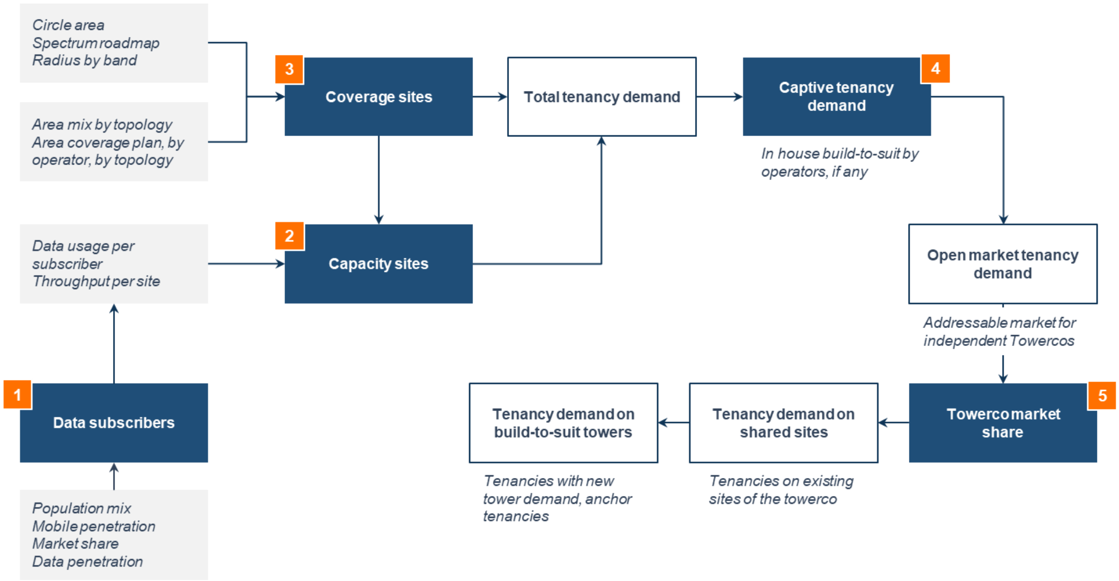
1. Ending data subscriber base and mix, FY21-FY30: This is generally based on a need-affordability analysis that indicates if subscribers can afford the service and esp. handsets and whether they need the service. Capitel has used models in their prior engagement experience for 4G and 5G adoption in these markets and also look at the consumer income levels vs. handset pricing.

2. Incremental capacity base stations, FY21-FY30: Capitel calculates data traffic demand (million Mbps) based on GB data consumed per subscriber per month for the number of subscribers attached to the 4G and 5G network, including FWA demand. The data traffic supply is calculated based on the spectrum holding of MNO and the number of 4G and 5G sites deployed in that region. Capitel also analyzes the potential impact on market share and tenancy demand from Bharti Airtel and RJIL with optimized footprint of VIL.

3. Incremental coverage base stations, FY21-FY30: Capitel calculates the number of coverage base stations on 700MHz, 2.6GHz, 3.6GHz, 26GHz / 28GHz and other relevant bands for 5G for the geographical segments and for each of the operator. Capitel develops the starting coverage mix based on the current site deployment and site mix database.

Also, based on Capitel's recent experience in Asia and US, it is clear that a 5G FWA offering will take away market share from FTTH based home broadband especially for underserved or lower income households. 5G based FWA deployments are expected to reach technological maturity in a few years (Qualcomm QTM527 antenna chipsets for enhanced range, self-install capability) and will be cost competitive to FTTx. Such 5G FWA deployments on mm Wave (28GHz) will result in a high site density (some markets going as high as 20 APs per sq. km) and offer a high growth opportunity, particularly for towercos with fiber assets

Figure 17. Macro model coverage-capacity approach



4. Incremental tenancies, FY21-FY30: Incremental base station demand is the sum of incremental coverage and capacity base station demand. The percentage of loading (on currently occupied sites) depends on the inter-site distance of the underlying grid, and spectrum band of incoming coverage base stations. Capitel calculates incremental tenancy demand as total base station demand less loading demand and split it into sharing demand and build to suit demand, depending on availability of towers to operators for sharing.

This also includes estimation of tenancies available to towercos after accounting for the share of tenancies addressed by fibercos, specialist small cell builders and other providers of 5G network infrastructure that can partner with municipalities or government agencies for a faster and cheaper rollout. This will reduce the demand available to traditional towercos if they do not have similar assets and offerings.

5. Incremental towers, FY21-FY30: Finally, Capitel aggregates the build to suit demand from all operators and forecast the demand for new towers by estimating the number of tenancies at locations where new towers are required resulting from coverage expansion or densification of existing grid.

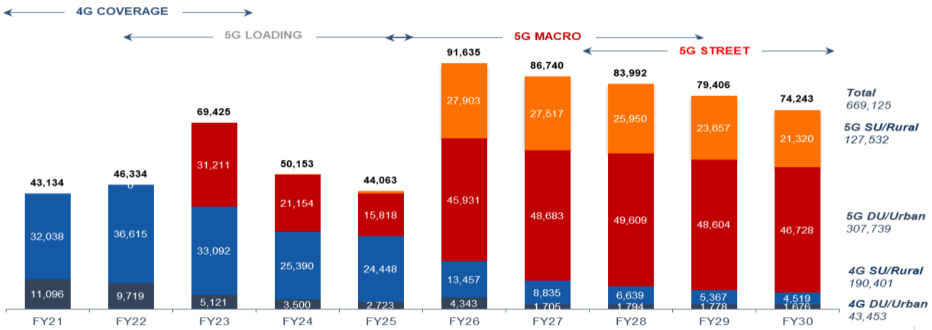
Finally, Capitel triangulates the tenancy and new tower forecast from the model using operator financials to ensure that Capitel is not over-estimating the tenancy demand and are only projecting sites that can be supported by the operator P&L over a period of time. Capitel forecasts high level revenues and EBITDA for all the major operators to estimate the number of total sites that can be supported by an operator while maintaining constant EBITDA.

FY21-30 Tenancy Forecast: Market

The market forecast is informed by a) phase-wise deployment of technology, b) use of spectrum bands for each technology, and c) mix of topology for the particular phase of deployment. Capitel expects the initial few years to witness 4G demand from coverage expansion and capacity, followed by 5G tenancies on 3.5GHz and 28GHz. The 5G deployments are in metro and urban markets initially with coverage expansion to tier 2 markets at a later stage.

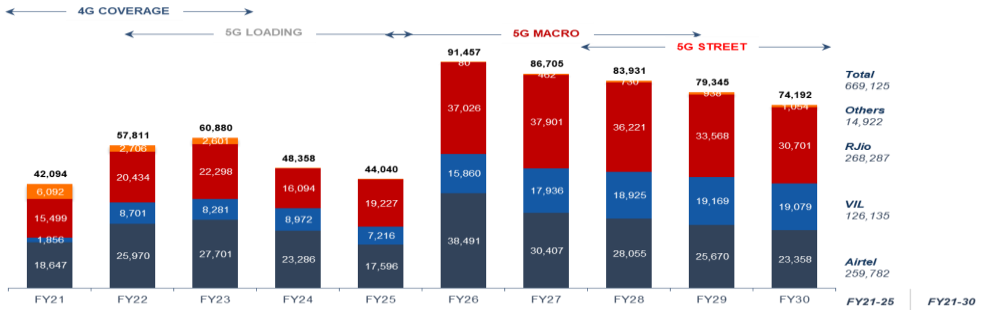
Capitel estimates a total market demand of 669,125 tenancies from FY21-30, led by RJIL and Airtel, with the 4G demand focused on semi-urban and rural, and 5G demand in urban and dense-urban areas, as set forth in figures 18 below.

Figure 18. Overall market tenancy demand by topology



	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY21-25	FY21-30
Incremental BTS	**55,529**	**61,279**	**114,812**	**77,342**	**120,527**	**225,868**	**163,832**	**142,630**	**125,988**	**112,680**	**429,489**	**1,200,487**
4G	55,529	61,279	51,054	38,799	33,779	25,276	15,630	12,068	9,829	8,229	240,439	311,471
5G	-	-	63,759	38,543	86,748	200,592	148,202	130,563	116,159	104,451	189,050	889,016

Figure 19. Overall market tenancy demand by operator



	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY21-25	FY21-30
Incremental BTS[1]	***55,529***	***61,279***	***114,812***	***77,342***	***120,527***	***225,868***	***163,832***	***142,630***	***125,988***	***112,680***	***429,489***	***1,200,487***
Airtel	*27,074*	*28,721*	*47,231*	*33,277*	*25,141*	*112,863*	*64,900*	*54,554*	*46,550*	*40,124*	*161,445*	*480,435*
VIL	*5,924*	*16,794*	*27,302*	*21,892*	*22,090*	*34,931*	*32,110*	*30,486*	*29,450*	*28,874*	*94,003*	*249,854*
RJio	*16,379*	*13,022*	*37,672*	*22,166*	*73,295*	*77,993*	*66,343*	*56,813*	*49,002*	*42,590*	*162,534*	*455,276*
Others	*6,152*	*2,741*	*2,607*	*7*	*-*	*81*	*479*	*776*	*986*	*1094*	*11,507*	*14,922*

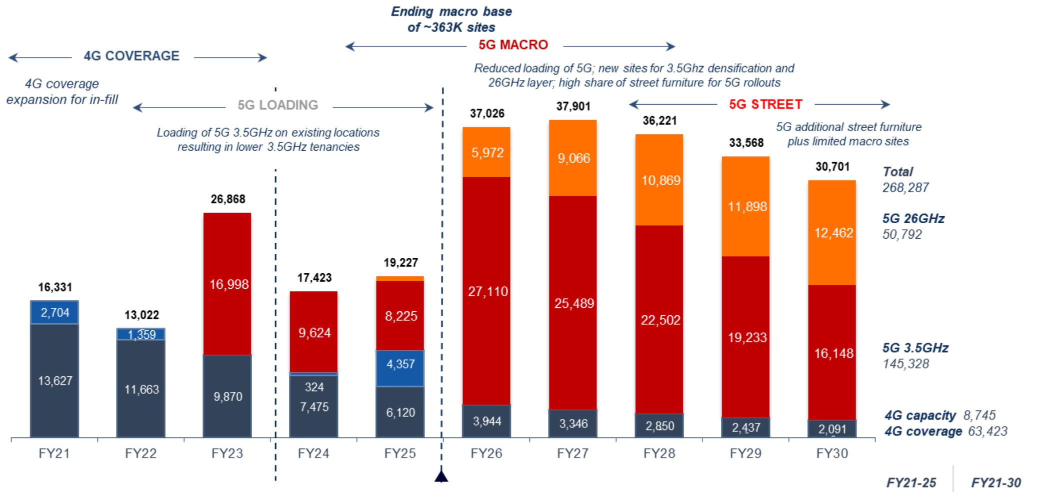
Note. 1. BTS: Base station

Source: Capitel tenancy forecast model

FY21-30 Tenancy Forecast: RJIL

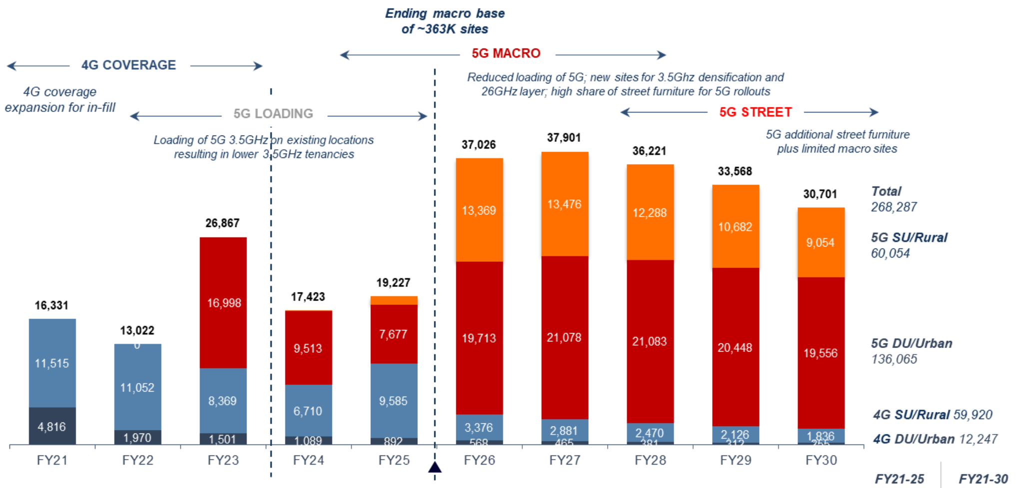
Capitel estimates a tenancy demand of approximately 93,000 from FY21-25 and approximately 269,000 from FY21-30. The RJIL 4G demand is expected to be concentrated in semi-urban and rural markets, with 5G demand mainly in dense urban and urban markets in the initial years, as illustrated below.

Figure 20. RJIL tenancy demand by technology



	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY21-25	FY21-30
Incremental BTS[1]	***16,379***	***13,022***	***37,672***	***22,166***	***73,295***	***77,993***	***66,343***	***56,813***	***49,002***	***42,590***	***162,534***	***455,276***
Incremental loading	*48*	*-*	*10,805*	*4,743*	*54,068*	*40,967*	*28,443*	*20,592*	*15,435*	*11,889*	*69,664*	*186,990*
Incremental tenancies	*16,331*	*13,022*	*26,867*	*17,423*	*19,227*	*37,026*	*37,901*	*36,221*	*33,568*	*30,701*	*92,870*	*268,287*

Figure 21. RJIL tenancy demand by topology



	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY21-25	FY21-30
Incremental BTS	*16,379*	*13,022*	*37,672*	*22,166*	*73,295*	*77,993*	*66,343*	*56,813*	*49,002*	*42,590*	*162,534*	*455,276*
4G	*16,379*	*13,022*	*9,870*	*7,799*	*10,477*	*4,072*	*3,450*	*2,935*	*2,507*	*2,148*	*57,546*	*72,659*
5G	-	-	*27,802*	*14,367*	*62,819*	*73,921*	*62,893*	*53,878*	*46,496*	*40,442*	*104,988*	*382,617*

Source: Capitel tenancy forecast model

Capitel expects 2300MHz deployment by RJIL in Tier 3 markets and 3500MHz and 28GHz 5G in urban areas. Some of the key assumptions informing Capitel's tenancy forecasts for VIL are set out in Figure 22 below.

Figure 22. RJIL tenancy forecast assumptions

Variables	FY21	FY25	FY30	Assumption / Forecast context
Customer market share	36%	40%	41%	• RJio continues to gain customers from Tier 2, Tier 3 and rural markets using big GB buckets on 2300MHz and handset subsidies or bundles • RJio invests in 5G in urban markets using 3500MHz band and 700MHz and gains some share from VIL urban users esp. in their weaker Cat A markets such as AP • In parallel, RJio subs using VIL as primary SIM move RJio from secondary SIM to primary SIM although this is not reflected in customer market share
Data penetration[1]	100%	100%	100%	• RJio subscriber base is all LTE / 5G with 100% data penetration in the base
Data usage[2] (mn Gb/month)	6,225	9,790	25,500	• Data usage is expected to reach a blended level of ~25GB per month per subscriber on 4G and 59GB per sub per month on 5G networks by FY30 • Some of the data traffic begins to shift from 4G to 5G after FY24 resulting in reduced number of capacity site demand on 4G
Spectrum, 3G/LTE and 5G	60 MHz (3G/LTE)	65 MHz (3G/LTE) 460 MHz (5G)	65 MHz (3G/LTE) 460 MHz (5G)	• Purchase of 10Mhz of 700MHz in FY25 for national 5G services • Purchase of 50MHz of 3400MHz in FY22, purchase of 400MHz of 28GHz in FY24 for hotspot / FWA 5G deployment in dense urban areas
Cumulative tenancies[3]	232,168	308,707	484,124	Incremental tenancies are led by • 4G densification in Tier 2 and Tier 3 markets, • 4G capacity sites in Metro and Tier 1 markets until FY24, and • 5G sites in Metro and Tier 1 markets We assume that 5G sites on 4G sites currently occupied by RJio are treated as loading

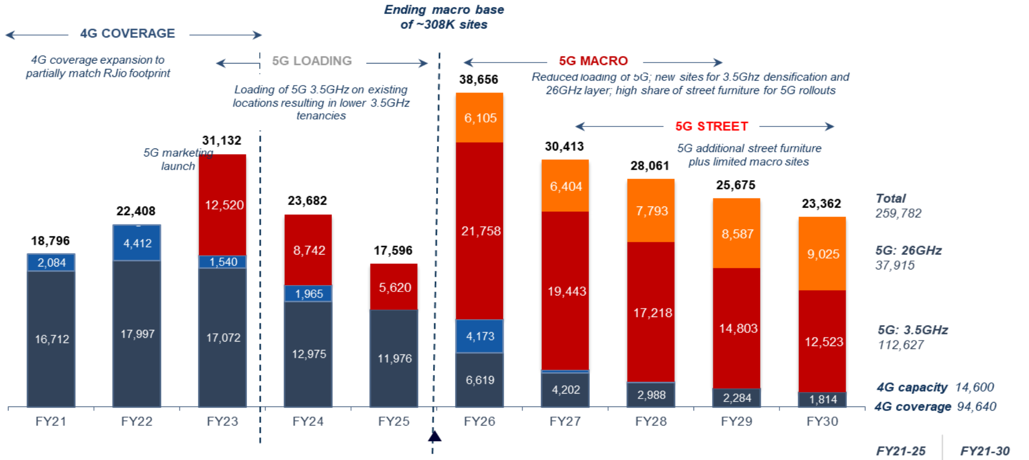
Note. 1. As a percentage of mobile subscriber base 2. Mobile data after wi-fi offload 3. Based on Capitel tenancy forecast model

Source: Capitel tenancy forecast model

FY21-30 Tenancy Forecast: Airtel

For Airtel, Capitel estimates 4G tenancy demand of approximately 109,000 and 5G tenancy demand of approximately 150,000 from FY21-30. The Airtel 4G demand is expected to be concentrated in semi-urban and rural markets, with 5G demand mainly in dense urban and urban markets in the initial years.

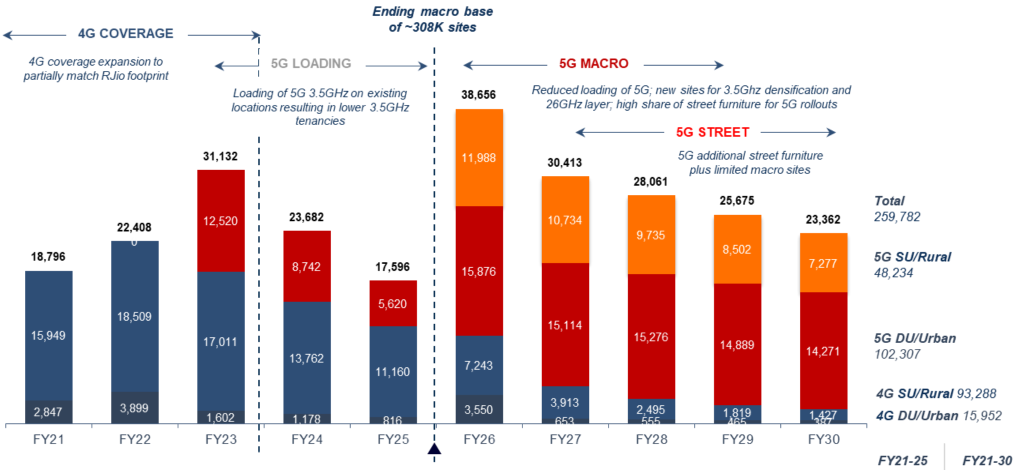
Figure 23. Airtel tenancy demand by technology



	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY21-25	FY21-30
Incremental BTS[1]	**27,074**	**28,721**	**47,231**	**33,277**	**25,141**	**112,863**	**64,900**	**54,554**	**46,550**	**40,124**	**161,445**	**480,435**
Incremental loading	8,278	6,313	16,099	9,595	7,545	74,207	34,486	26,494	20,875	16,762	47,829	220,654
Incremental tenancies	18,796	22,408	31,132	23,682	17,596	38,656	30,413	28,061	25,675	23,362	113,615	259,782

Note: 1. Incremental BTS includes capacity BTS of 16k from FY21-25 and 23k from FY21-30

Figure 24. Airtel tenancy demand by topology



	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY21-25	FY21-30
Incremental BTS	**27,074**	**28,721**	**47,231**	**33,277**	**25,141**	**112,863**	**64,900**	**54,554**	**46,550**	**40,124**	**161,445**	**480,435**
4G	27,074	28,721	22,942	17,473	14,032	14,577	7,444	5,328	4,118	3,301	110,242	145,010
5G	-	-	24,290	15,804	11,109	98,286	57,456	49,226	42,432	36,823	51,203	335,426

Source: Capitel tenancy forecast model

Capitel expects 2300MHz deployment by Airtel in Tier 3 markets and 3500MHz 5G in urban with associated spectrum and network investments. Some of the key assumptions informing Capitel's tenancy forecasts for Airtel are tabulated in Figure 25 below.

Figure 25. Airtel tenancy forecast assumptions

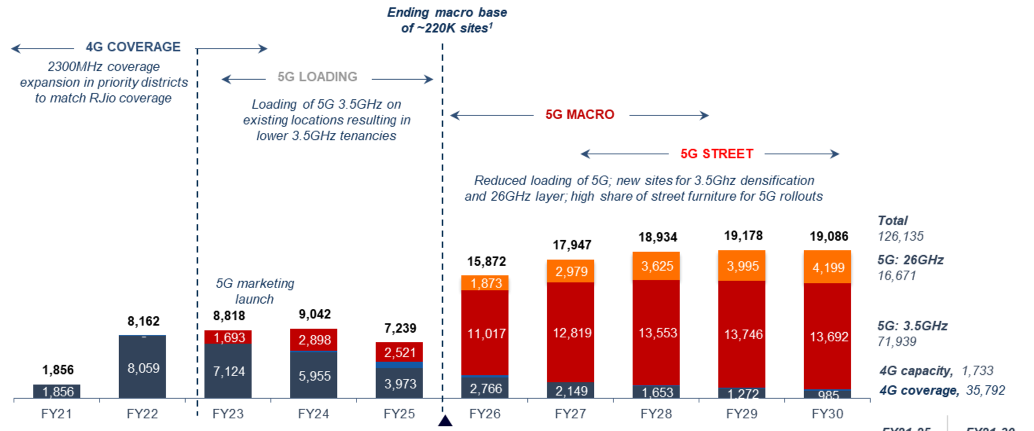
Variables	FY21	FY25	FY30	Assumption / Forecast context
Customer market share	30%	32%	32%	• Airtel continues to strengthen its position and network in Tier 2 and Tier 3 markets to gain subscribers from VIL as well as upgrade its voice customer base to data services • Airtel benefits from lower price of 2300Mhz handsets in the open market and matching network to gain users with matching GB buckets • Airtel invests in 5G in urban markets using 3500MHz band and 700MHz and gains some share from VIL urban users esp. in their weaker Cat A markets such as AP
Data penetration[1]	54%	73%	99%	• Airtel data penetration improves as it continues to deploy 2300MHz coverage beyond Tier 1 markets and urban areas to city outskirts, Tier 2 markets and Tier 3 towns • Although Airtel does not offer handset subsidy, it gets some benefit from lower price of 2300MHz handsets in the open markets
Data usage[2] (mn Gb/month)	3,080	5,520	18,980	• Data usage is expected to reach a blended level of ~23GB per month per subscriber on 4G and 57GB per sub per month on 5G networks by FY30 • Some of the data traffic begins to shift from 4G to 5G after FY24 resulting in reduced number of capacity site demand on 4G
Spectrum, 3G/LTE and 5G	60-70 MHz (3G/LTE)	60-70 MHz (3G/LTE) 460 MHz (5G)	60-70 MHz (3G/LTE) 460 MHz (5G)	• Purchase of 10Mhz of 700MHz in FY25 for pan-India 5G services • Purchase of 50MHz of 3400MHz in FY22, purchase of 400MHz of 26GHz in FY24 for national hotspot 5G deployment in dense urban areas
Cumulative tenancies[3]	223,371	318,190	464,357	Incremental tenancies are led by • 4G deployment on 2300MHz in Tier 2 and Tier 3 markets to be able to match RJio GB buckets (alternative is weak coverage on 900MHz, 5MHz of spectrum as compared to 40MHz on 2300MHz), • 4G capacity sites in Metro and Tier 1 markets until FY24, and • 5G sites in Metro and Tier 1 markets

Note. 1. As a percentage of mobile subscriber base 2. Mobile data after wi-fi offload 3. Based on Capitel tenancy forecast model

FY21-30 Tenancy Forecast: VIL

The investment focus of VIL in top 16 circles, with limited 4G coverage matching and good quality 5G coverage to protect and grow revenues from its high-end subscriber base is reflected in its network rollout forecast. Capitel estimates a demand of 37,000 tenancies from 4G deployment by VIL which still leaves a gap of 100,000+ 4G sites as compared to RJIL. However, unlike RJIL, Capitel expects VIL to be more focused on urban and semi-urban markets and on 5G densification using 3.5GHz and then 28GHz bands as shown below in Figures 26 and 27.

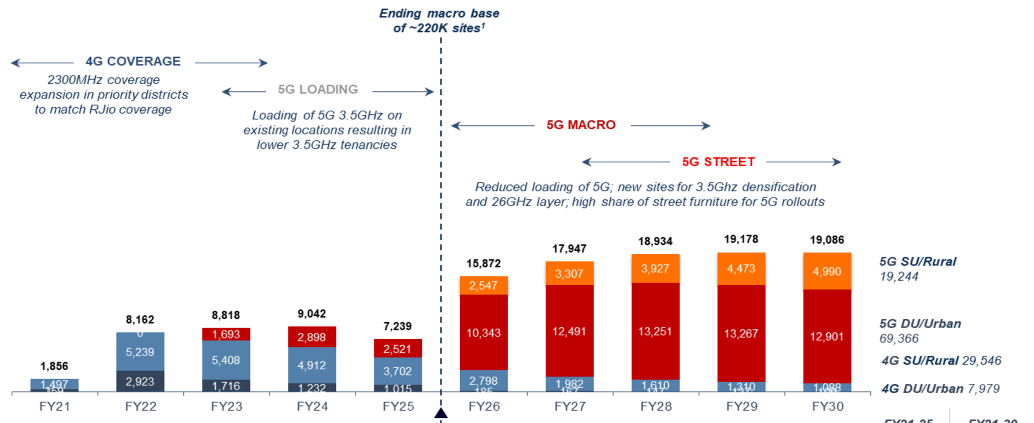
Figure 26. VIL tenancy demand by technology



	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY21-25	FY21-30
Incremental BTS[2]	5,924	16,794	27,302	21,892	22,090	34,931	32,110	30,486	29,450	28,874	94,003	249,854
Incremental loading	4,069	8,632	18,484	12,850	14,851	19,059	14,163	11,552	10,272	9,787	58,886	123,719
Incremental tenancies	1,856	8,162	8,818	9,042	7,239	15,872	17,947	18,934	19,178	19,086	35,117	126,135

Note: 1. Gross base, before optimization 2. Incremental BTS includes capacity BTS of 2k from FY21-25 and 6k from FY21-30

Figure 27. VIL tenancy demand by topology



	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY21-25	FY21-30
Incremental BTS	***5,924***	***16,794***	***27,302***	***21,892***	***22,090***	***34,931***	***32,110***	***30,486***	***29,450***	***28,874***	***94,003***	***249,854***
4G	*5,924*	*16,794*	*15,635*	*13,520*	*9,270*	*6,546*	*4,257*	*3,028*	*2,219*	*1,687*	*61,144*	*78,881*
5G	-	-	*11,666*	*8,372*	*12,821*	*28,385*	*27,853*	*27,459*	*27,231*	*27,187*	*32,859*	*170,973*

Note: 1. Gross base, before optimization

Source: Capitel tenancy forecast model

As detailed in the operator context section, Capitel expects VIL to be an urban focused mobile operator with less than 20 per cent. subs market share and rising data penetration over time. Certain of the key assumptions informing Capitel's tenancy forecasts for VIL are tabulated in Figure 28 below.

Figure 28. VIL tenancy forecast assumptions

Variables	FY21	FY25	FY30	Assumption / Forecast context
Customer market share	24%	19%	18%	• VIL optimizes its network footprint in weaker markets and does not invest further in rural and tier 3 towns. VIL loses customer market share in rural areas to RJio and Airtel in these markets • VIL selectively invests in 5G using 3400Mhz band in 12 markets to retain high ARPU unaffected users in its stronger markets (Invest and Maintain) and • VIL churns subs esp. in markets where VIL does not have a competitive offering on sub-GHz band and 2300MHz band deployment
Data penetration[1]	44%	80%	99%	• VIL data penetration improves as it withdraws coverage from weaker markets and rural areas and focuses on urban and semi-urban markets with better smartphone affordability and means of financing smartphones
Data usage[2] (mn Gb/month)	1,510	3,260	9,710	• Data usage is expected to reach a blended level of ~22 GB per month per subscriber on 4G and ~60GB per sub per month on 5G networks by FY30 • Some of the data traffic begins to shift from 4G to 5G after FY24 resulting in reduced number of capacity site demand on 4G
Spectrum, 3G/LTE and 5G	40-50 MHz (3G/LTE)	40-50 MHz (3G/LTE) 450 MHz (5G)	40-50 MHz (3G/LTE) 450 MHz (5G)	• Selective purchase of 50MHz of 3400MHz in 16 circles in FY22 esp. with the spectrum purchase guidelines allowing lower upfront payments • Selective purchase of 400MHz of 28GHz in 16 circles in FY25 to be used for hotspot 5G deployment in dense urban areas
Cumulative tenancies[3]	211,470	244,731	335,748	Incremental tenancies are led by • 4G densification in Metro and Tier 1 markets until FY23, • Selective 4G densification in Tier 2 and Tier 3 markets, and • 5G sites in Metro and Tier 1 markets

Note. 1. As a percentage of mobile subscriber base 2. Mobile data after wi-fi offload 3. Based on Capitel tenancy forecast model

Source: Capitel analysis, engagement experience

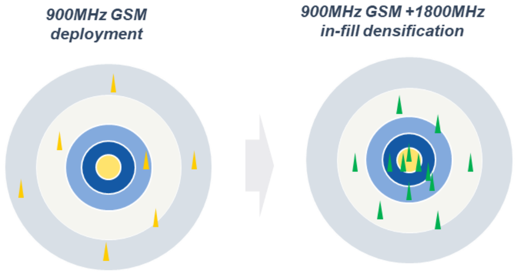
Portfolio Analysis: Indus Towers

The Indus portfolio was formed by pooling of towers from Airtel, Vodafone and Idea Cellular. All of these were incumbent operators with 900MHz holdings for GSM awarded in the initial stages or acquired from acquisition of smaller operators such as Spice Telecom. The network grids deployed by these operators were for 900MHz coverage in urban, semi-urban and GSM markets, that was followed by in-fill coverage on 1800MHz within cities.

This resulted in a portfolio with an 1800MHz grid within urban areas, a mix of 900MHz and 1800MHz grid in semi-urban areas and mainly a 900MHz grid in rural areas, as is evident from the implied grid radius[4] estimates in Figure 29.

[4] Lower implied radius suggests a site with higher frequency band deployment

Figure 29. Indus portfolio distribution by topology, estimates



- 900MHz as the primary band for the GSM grid by operators with initial licenses
- Deployment of 900MHz grid to provide voice coverage across topologies including rural areas
- Typical radius of 5Km+ for rural area deployments

- Densification of grid over time especially in urban areas with additional allocation and purchase of 1800MHz for in-fill coverage
- However, grid not densified for 2100MHz with all loading of 2100MHz
- Blended density of 900MHz in rural areas and 1800MHz in urban areas

	Area[1]	No. of Indus sites	Implied radius
DU / U	26,957 sq. km	60,000	~ 500 m+
SU	58,374 sq. km	25,000	~ 1.0 km+
R	653,965 sq. km	80,000	~ 2.0 km+
Total	739,296 sq. km	165,000	~ 1.3 Km+

Note. 1. Area covered by mobile services

Source: Capitel analysis, engagement experience

Capitel believes that such a portfolio can serve incoming 2300MHz tenancy demand in dense urban and urban areas, some demand in semi-urban areas and limited demand in rural areas. This is because the semi-urban and rural grids are mainly designed for a lower frequency band and do not have the site locations that are required for a 2300Mhz deployment.

Portfolio Analysis: ATC Towers

The ATC portfolio was formed through an aggregation of network grids of multiple new entrants and smaller towercos. The grid was a mix of 900MHz and 1800MHz – Aircel had 900MHz in its markets and Tata Teleservices also had an 850MHz grid. With a primary frequency band of 1800MHz, entrants focused mainly on urban areas (including city outskirts) except Uninor that had a stronger rural footprint. With the acquisition of the Vodafone and Idea captive tower portfolios, ATC added additional tower footprint in urban areas, as this portfolio was mainly designed for in-fill coverage and capacity for Vodafone and Idea.

Figure 30. ATC portfolio distribution by topology, estimates

- Starting portfolio with a mix of 1800MHz and 900MHz

- Aggregation of multiple portfolios of entrant operators and weak operators that had licenses in the 1800MHz band
- No significant densification of grid, except through the recently acquired VIL standalone towers
- Sparse portfolio in rural areas as well as urban areas

	Area[1]	No. of ATC sites	Implied radius
DU / U	26,957 sq. km	27,000	~ 600 m+
SU	58,374 sq. km	11,000	~ 1.5 km+
R	653,965 sq. km	40,000	~ 2.5 km+
Total	739,296 sq. km	78,000	~ 2.0 km

Note. 1. Area covered by mobile services

Source: Capitel analysis, engagement experience

Capitel believes that ATC can address some demand on 2300MHz in urban and semi-urban areas, and a larger share of colocation sharing demand on 5G as unlike Indus, the ATC site locations in urban areas still have available slots. The Indus grid is already occupied by incumbents with some availability for RJIL, as detailed in Figure 31.

Figure 31. Estimated tenancy utilization by towerco

Estimated tenancy utilization of Indus towers
164,000 towers

	Sites	Airtel on Indus	VIL on Indus	RJio on Indus
DU / U	60,000	92%-95%	70%-75%	45%-60%
SU	25,000	60%-65%	50%-55%	35%-40%
R	80,000	75%-78%	50%-55%	5%-10%
Total	165,000	140,000	115,000	50,000

Estimated tenancy utilization of ATC towers
77,600 towers

	Sites	Airtel on ATC	VIL on ATC	RJio on ATC
DU / U	27,000	30%-35%	60%-65%	25%-30%
SU	11,000	45%-50%	40%-42%	38%-40%
R	40,000	12%-15%	60%-65%	15%-20%
Total	78,000	19,000	47,000	25,000

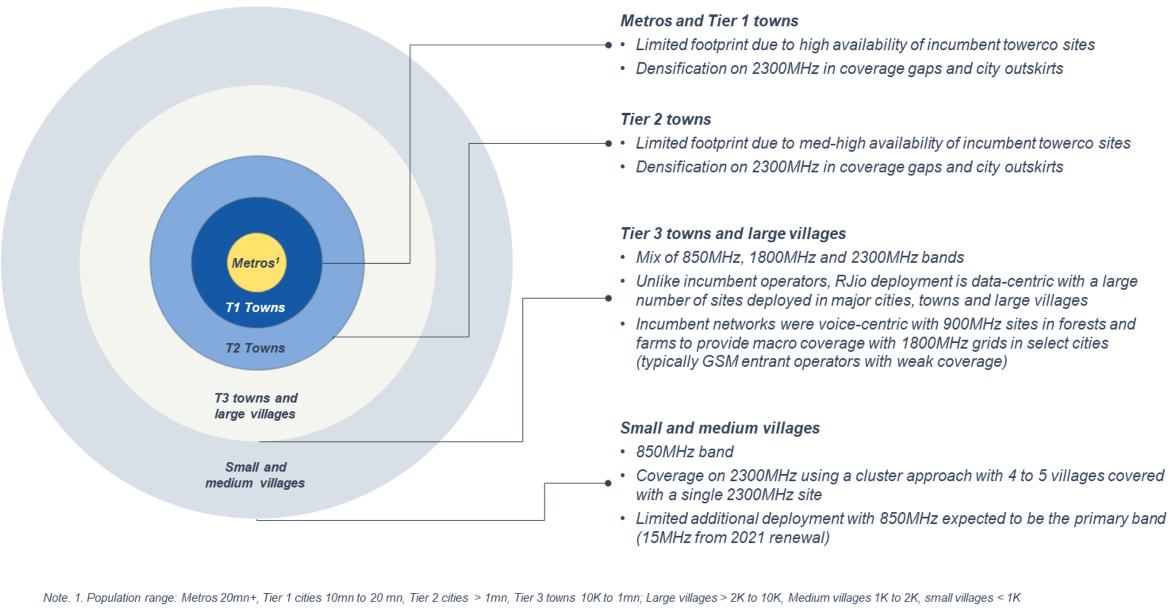
Source: Capitel analysis, engagement experience

Portfolio Analysis: Summit Towers

The RJIL deployment was mainly on the tow bands of 850MHz and 2300MHz, with an in-fill of 1800MHz. The 850MHz was mainly used for VoLTE and pan-India coverage, including in semi-urban and rural areas, and this band was installed mainly on the 35,000 sites of Reliance Infratel.

The 2300Mhz band was the primary spectrum band for RJIL as it had 30MHz-40MHz of spectrum which was required to support a 10GB+ monthly data offering by RJIL. As a large share of RJIL's base was from semi-urban and rural areas, particularly users migrating from feature-phones to smartphones, such a 2300MHz deployment had to be done even in Tier 3 towns, large villages and cluster of smaller villages. Without such a dense deployment, it was not possible for RJIL to offer 1GB per day type of high capacity plans.

Figure 32. RJIL spectrum plan by topology



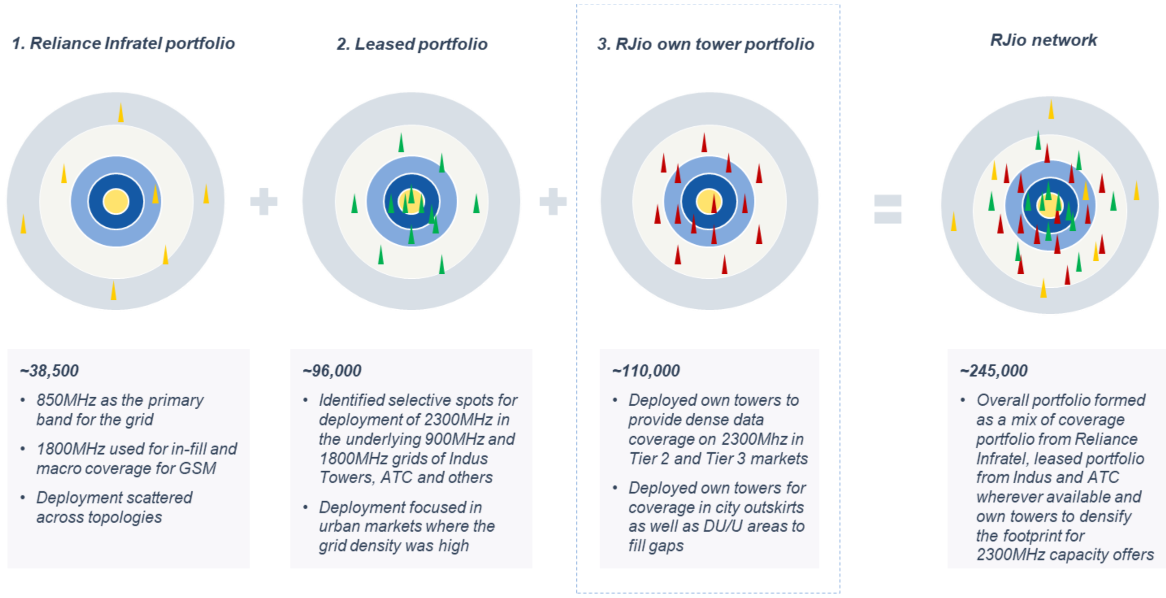
Source: Capitel analysis, engagement experience

To support such a spectrum deployment model RJIL required a grid that was dense enough to support this band. It was relatively easier to find sites in urban areas as the grids were designed for 1800MHz with some densification for 2100MHz, and RJIL leased these sites from Indus, ATC and other smaller towercos.

However, as the underlying grids were designed for 900MHz and 1800MHz particularly in semi-urban and rural areas, RJIL had to deploy its own sites in these areas to enable a 2300MHz network grid. Capitel believes that in some tier 2 and tier 3 towns, incumbent towercos had 2-3 sites, whereas RJIL had to densify the grid to say 10 sites to allow for a 2300MHz coverage. Such an evolution of the RJIL grid and Summit tower portfolio is illustrated in Figure 33 below.

Such a dense grid is almost impossible for other towercos to replicate particularly in tier 2 and tier 3 towns where the tenancy upside potential from VIL is limited only to select circles.

Figure 33. Evolution of RJIL deployment and Summit portfolio



Source: Capitel analysis, engagement experience

Given that this portfolio was complementary to the existing portfolios, and also focused within semi-urban locations as well as under-served urban locations (such as colonies in the outskirts of cities), Capitel estimates that there is limited overlap of Summit's portfolio with other towercos, as illustrated in Figure 34.

Figure 34. Proximity analysis for Summit Towers, estimates

	No Competitor	One Competitor	Two Competitors	Three Competitors	More than Three Competitors
DU/U	18,351 (13%)	7,429 (5%)	3,084 (2%)	1,243 (1%)	781 (1%)
SU	13,016 (9%)	6,784 (5%)	3,606 (3%)	1,810 (1%)	1,722 (1%)
R	55,873 (40%)	13,170 (9%)	4,440 (3%)	2,362 (2%)	7,025 (5%)

Note. 1. Includes GBM, COW and NBT structures 2. Radius for DU/U: 150 m, SU: 300 m, R: 1,000 m
Legend: **XX:** Number of sites within the quadrant , [x%]: Percentage of total portfolio within the quadrant

Towerco Market Share

Given towers are immovable assets and their locations are fixed, the towerco market shares are almost a direct function of the location of towers within the portfolio. If a towerco has sites in a metro market and dense urban locations, and if the expected demand is on 3.5GHz 5G, then it's very likely that this towerco will be able to address this 5G demand. The market share will depend on other towers in the vicinity, with additional considerations such as RoFR relationships, uptime and pricing in some select cases.

Even within location, there is a question of the primary design band of the sites. There may be sites within rural areas, but if they were designed for a 900MHz coverage (and a 6 kilometer radius), then generally these sites are outside of tier 2 or tier 3 towns to allow for a broader area coverage. If an operator wants to deploy 2300MHz 4G in such a rural area, then a site designed primarily for 900MHz coverage is not useful as the target radius for 2300MHz will be approximately

500 meters rather than 6 kilometers. Such a 2300MHz site will be best deployed on sites designed for 2300MHz or even 2100MHz.

Figure 35 summarizes Capitel's view on the relative positioning of towercos and their share gain potential within colocation[5] rather than through new builds. Within dense urban and urban areas for 4G demand, Capitel believes Indus and ATC can gain share as ATC has lesser utilization of slots and Indus is not fully occupied by RJIL. Capitel believes that given Summit's portfolio is mainly semi-urban and rural, it can gain only limited market share from dense urban and urban 4G deployments without new builds.

Figure 35. Towerco share gain potential

Demand	Remarks	FY21-30	Indus	ATC	Summit
DU/U 4G	• Limited demand from 4G in DU/U areas, except for capacity sites • ATC is well placed for Airtel and RJio demand, with some RJio demand also captured by Indus. Summit does not have site locations	41,716	Medium	Medium	Low
SU/R 4G	• Demand led by 2300Mhz grid expansion by Airtel, VIL and RJio • Summit is well placed for Airtel and VIL demand; ATC may get some demand from RJio / others • Indus does not have sites in the right locations to support a 2300MHz deployment	190,401	Low	Medium	High
DU/U 5G	• Demand led by 3.5GHz deployments as well as 2300MHz densification for 5G in the initial stages for the DSS launch • Indus as well as Summit will need new site builds, although fiber access may be easier for both • ATC will have colocation sites, but fiber access will be harder	309,187	Medium	Medium	Medium
SU/R 5G	• Demand led by 2300MHz DSS and 3.5GHz densification esp. in the latter phase of 5G launch • ATC fiber access will be a major constraint to address 5G demand. Summit's location will be useful for 2300Mhz as well as 3500MHz	127,508	Low	Low	High

Source: Capitel analysis, engagement experience

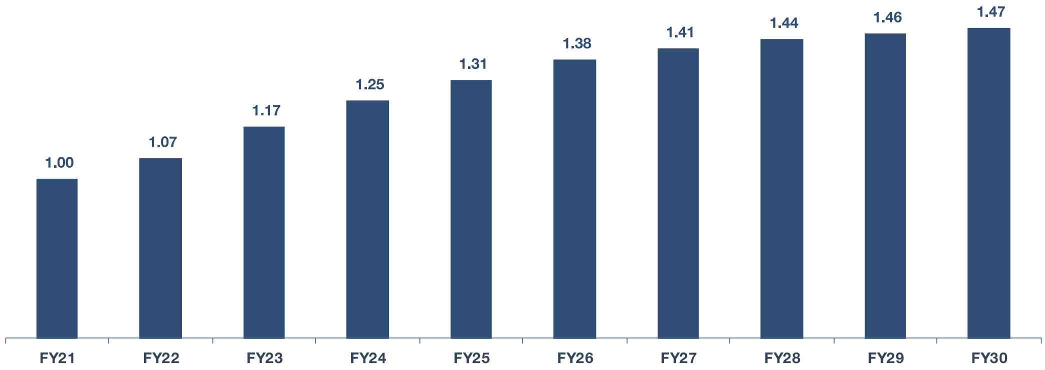
Within semi-urban and rural 4G, the majority of deployments is on 2300MHz with Airtel matching RJIL's coverage across all locations and VIL matching RJIL's coverage in its priority districts in high RMS markets such as Gujarat, Maharashtra and others. As the Indus portfolio was formed mainly by pooling of sites that were designed for 900MHz (with some 1800MHz in-fill), Capitel believes that within semi-urban and rural areas, Indus grid is not well suited for additional tenancies on 2300MHz.

Capitel remains optimistic about ATC's market share as some of that grid was made for 1800MHz (for new operators such as Tata, Telenor, Aircel and others) and can address some of the 2300MHz coverage demand in semi-urban and rural areas.

Capitel believes that Summit's portfolio is best placed to address this demand as that grid was designed for 2300MHz coverage in semi-urban and rural markets and has a very high density of sites within tier 2 and tier 3 towns (unlike other tower portfolios that mainly cover these towns from fields, farms, highways and other locations on the outskirts of these towns). Capital estimates a tenancy ratio of 1.47 for Summit Towers in FY30 on a constant base of ~175k towers.

[5] Sharing on the same site rather than as anchor sharer on a new site

Figure 36. Tenancy ratio forecast for Summit Towers, 175K towers



Summit										
Cumulative tenancies	138,086	186,167	203,470	217,615	229,064	240,004	246,248	250,813	254,325	257,091
Cumulative towers	138,086	174,451	174,451	174,451	174,451	174,451	174,451	174,451	174,451	174,451

Source: Capitel tenancy forecast model

For 5G deployment in dense urban and urban areas on 3.5GHz as well as mm wave, Capitel believes that all towercos are almost equally positioned, with a likely higher share gain by towercos that will have access to fiber. Each of the 5G site will require a fiber connection and as on date there are very limited options for towercos to lease fiber as all operator fiber is captive. Operators have been engaging in bilateral fiber deployments and have also been wary about sharing their last mile fiber with third parties or leasing dark fiber.

If towercos want to offer a full 5G solution then they will need institutional partnerships with municipalities, educational institutions, street furniture providers, utility companies and real estate developers, in addition to access to fiber. In some cases, operators may be willing to fiberize the site using their own fiber, but unlike a 4G site, each operator will need to have last mile fiber to a 5G site to make that site usable. A shared backhaul solution (preferably fiber pairs vs. bandwidth) will be more efficient and preferred by operators.

Summit and Indus will need almost a full new build solution to serve the dense urban and urban 5G demand, and ATC will need to find a partner (such as VIL fiberco, if and when it becomes available) for fiber access.

Finally, for 5G deployments in semi-urban and rural areas, Capitel believes Summit remains well positioned, as Capitel expects operators to prefer a shared Colocation solution rather than ask a towerco to do a new site build for 5G in these areas. There will be some new builds at a later stage once the 2300MHz grid needs to be further densified, but from a colocation sharing basis, Summit will gain a majority market share.

Key Risks and Potential Upside

Capitel believes the primary risks to towercos is in the areas of the unit economics of street furniture for 5G, captive builds by operators and loading rates for 5G.

The unit economics of street furniture is still evolving, and some towercos have a view that the macro tower economics is better than street furniture (such as Lite poles) unit economics, mainly because of the cost of the fiber and the potential for tenancy upside. However, Capitel is seeing that new structures are evolving in the market that can support 2-3 tenancies and it is likely that availability of wholesale fiber will improve over time. Of the three operators in India, VIL's fiber is reportedly available in the market and will be available for towercos to lease and offer 5G network infrastructure. Summit can potentially get access to RJIL or VIL wholesale fiber (if available as a neutral provider) and Indus also has strong operator partnerships. Towercos are optimizing structural Capex and fiber models to earn similar returns from street furniture as macro towers.

Figure 37. Areas of potential risks to towerco business

#	Risks	Description	OCF Impact
1	*Uncertainty on 5G infrastructure pricing*	• *Unlike 4G macro sites, the form factor as well as pricing of 5G network infrastructure esp. street furniture has some uncertainty. Some share of 3.5GHz sites as well as almost all of 26GHz sites will be deployed on street furniture including wall mounts on rooftops, metro pillars, bus stops, utility poles and other structures* • *There are some form factors already available in the market through Indus and other providers with Capex ranging from INR 0.2 mn to INR 0.7 mn depending on sharing capacity, height, energy backup and other parameters. However, unlike 4G macro, the exact mix of these street furniture elements (including structures available through institutional tie-ups through governments, real estate companies as well as private entities) is unclear and will evolve over time* • *This uncertainty over the mix of structures and their source will also get reflected in pricing* • *Finally, as fiber connectivity will be an integral part of such street furniture offerings, some of these structures will also be procured by fibercos that will be new to the market. Such fibercos may be better placed to serve some of the street furniture demand as compared to towercos and may drive price competition*	*High*
2	*Captive buildouts for 5G*	• *Industry inputs suggest that in addition to its 2300MHz 4G macro deployments, RJio has built ~10,000+ mini-macro sites over the past year – these are single sector sites to solve for in-fill coverage and specific needs in dense urban and urban areas* • *Given RJio's reported announcements on building its own 5G network, their in-house capability in developing and deploying sites, their access to large government and private institutions for real estate partnerships for site deployments and finally their access to high quality captive intra-city fiber, its possible that RJio develops a sizeable share of 5G street furniture build on their own as its faster, cheaper and efficient* • *In case this demand comes to the open market, it will result in price led competition as RJio would offer rates that will be closer to its own cost to build such sites*	*Medium*
3	*Loading rates at renewals / 5G*	• *The current MSAs define loading as a) weight on the tower through new set of access antennas, new microwave antennas, b) additional space within the cabinet and c) additional requirement of power. Operators typically pay INR 3,000 to INR 5,0000 per site per month for such loading depending on the configuration* • *A typical 5G site will require more dense MIMO antennas, higher power capacity and fiber access. Operators are likely to negotiate for such 5G loading terms esp. at the time of renewals to mitigate such loading charges. The 4G loading will in any case reduce as operators deploy multi-mode base stations, outdoor BTS that are more energy and apace efficient and multi-band antennas that can support low-high frequency bands* • *Again, some of this risk also needs to be managed contractually esp. while finalizing anchor tenant MSAs*	*Medium*

Source: Capitel analysis, engagement experience

The other risk is captive builds by operators, especially for 5G. Capitel has seen operators build towers in the past, especially in collaboration with municipalities, metro railways and other institutions. However, their ability to manage tower SLAs and uptime and operational efficiency does not match towercos. RJIL has the operational expertise to build new towers and they deploy sites, and Capitel expects them to account for approximately 10 per cent. to 15 per cent. share of the overall new site builds. Also, operators do not get the benefit of sharing on their own site builds and so this is not a preferred model.

Finally, there is some risk to downward adjustment of revenues from amendments[6] (addition of a new technology, antenna, space. Although amendment revenues in India remain much lower in India as compared to other markets, Capitel believes there is a possibility that operators may redefine loading terms to save 5G led loading payouts.

Potential upside

Towercos in other emerging markets such as Indonesia and China generate anywhere from 10 per cent. to 20 per cent. revenues from non-tower based activities, mainly from adjacent areas such as fiber-based network infrastructure, in-building solutions or DAS, and increasingly from Edge data centers.

With telcos using their captive fiber for FTTx businesses, the primary opportunity for towercos in fiber is to develop solutions around 5G based network infrastructure such as lite Poles for mm wave and small cell deployments.

Towercos that can get access to fiber footprints through collaboration with MNOs (such as potential access of fiber to Summit through RJIL wholesale fiberco, or Indus through Bharti Airtel captive fiber) are better placed to participate in the 5G business, particularly in the network infrastructure area.

[6] Amendment refers to a tower tenant demanding space to deploy new antennas, put additional weight on the tower or occupy additional space in the cabinet, generally with the introduction of new technology such as 5G (MIMO antennas)

Figure 38. Areas of potential upside to towerco business

#	Upside	Description	OCF Impact
1	*Edge DCs, IoT and smart cities*	• *With the introduction of 5G based services such as real time video streaming, assisted driving and other services that have a high concurrency and low latency requirement, operators will be required to process traffic as close to the cell sites as possible. One of the emerging models for such processing is deployment of low-capacity Edge data centers that are mounted within containers on a macro cell site location* • *Such Edge DCs are part of the broader DC fabric within the city and controlled by larger wholesale DC nodes* • *Although there are pilots by operators such as Vodafone for these Edge DCs in India, yet the introduction of such low latency 5G services will begin only by FY25-FY26, most likely led by RJIo. A major city will not require more than 20-30 Edge DCs in the initial stages and even if these are co-located with cell site locations, the overall revenue upside on the overall tower base of Indus will not be significant* • *In markets such as China, there is some upside from installation of sensors, surveillance cameras, metering devices and other IoT elements on towers. The overall contribution of such TSSAI (Trans-Sector Site Application and Information) business is less than 4% of overall revenues*	*Low*
2	*In-building solutions and DAS*	• *Some towercos have also expanded into providing in-building solution and DAS deployments in public venues, stadiums and other retail locations. Again, this business requires laying fiber / coax wiring within the building and uses a cellular tower on top of the building for backhaul* • *Indus has been wiring up some of the condominium complexes and other locations in India for operators without getting involved into a B2C model. The competitors in this business are different including OFC producers such as Sterlite and specialist indoor solution providers such as Ubico* • *Again, for China Towers, such IBS business contributes less than 5% of the overall revenues. For CellNex telecom, DAS, IoT and other services (including segments in segment 1 in the row above) account for total of 10% revenue*	*Low*
3	*Fiber based shared network infrastructure*	• *The fiber based shared network infrastructure TAM is much higher as compared to the above two categories, although it requires investments and operational capabilities in the fiber business* • *Towercos will need significant IRUs on intra-city fiber in the access and distribution ring, along with some access to last mile fiber to address this market segment. Also, if RJio fiber is available on a wholesale basis, then there will be other providers such as Summit and ATC who will provide such fiberco solutions* • *We estimate the overall TAM for fibercos to be ~10 mn FPKm, and assuming an annual addressable market revenue of $3bn to $5bn over time*	*High*

Source: Capitel analysis, engagement experience

In-building solution is also a significant adjacent opportunity for towercos, although the overall addressable market remains a concern. Also, in some cases, landlord rentals and unwillingness of operators to pay for the additional coverage affects the unit economics and returns. However, increasingly, building owners as well as operators are realizing that providing seamless coverage in buildings is critical as a majority of the network traffic is served indoors.

Finally, there is an opportunity related to Edge data centers, although purely from a towerco perspective, a related opportunity is installing Edge DCs on towerco site locations. Towercos such as American Tower have acquired edge data center providers such as ColoAtl, although Capitel believes this is part of a broader data center business rather than tower business.

OUR BUSINESS

This section should be read in conjunction with, and is qualified in its entirety by, the sections entitled "Risk Factors", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 64, 191 and 137, respectively, as well as all other information contained in this Draft Letter of Offer. References to "we", "us" and "our" are to the Trust and its subsidiary, Tower Co., on a consolidated basis.

Except as stated herein below, for an overview of our business, please see the section entitled "*Business*" on page 133 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html. Please also refer to the annual report of the Trust for the financial year ended March 31, 2021.

1. On August 31, 2020, the Trust, acting through the Trustee, acquired the remaining 49% of the issued and paid-up equity share capital of the Tower Co., pursuant to the Share Purchase Agreement - II.

2. Tower Co. is engaged in the business of setting up and maintaining passive tower infrastructure and related assets and providing passive tower infrastructure services to telecommunication service providers. Tower Co. has 144,728 operational telecommunication towers as on September 30, 2021 and 29,723 under-construction and under-development towers.

3. As of September 30, 2021, more than 62% of our towers are fiberized, i.e., they use fibre for backhaul and have access to a fibre network, which we believe is critical for TSPs whose revenue growth is increasingly being led by data services and products offering.

4. For details of Investment Manager of the Trust, please see section entitled "*Overview of the Trust*" on page 17.

5. For structure of the Trust, please see section entitled "*Description of Portfolio Assets*" on page 19.

6. Our Towers are mainly comprised of ground-based towers. The table below sets forth our operational Tower Sites by type as of September 30, 2021:

	Tower Type				
Region	**GBT/NBT**	**GBM**	**RTP/RTT**	**COW**	**Total**
Andhra Pradesh	3,499	343	1,330	46	5,218
Arunachal Pradesh	188	-	24	-	212
Assam	3,046	1	444	10	3,501
Bihar	5,843	94	1,009	12	6,958
Chhattisgarh	3,556	259	186	47	4,048
Delhi	231	755	3,748	277	5,011
Goa	33	133	76	2	244
Gujarat	4,759	4,840	1,300	24	10,923
Haryana	2,090	100	475	69	2,734
Himachal Pradesh	1,640	21	90	7	1,758
Jammu	728	34	152	19	933
Jharkhand	3,653	251	607	34	4,545
Karnataka	4,513	340	1,926	37	6,816
Kashmir	1,303	42	102	33	1,480
Kerala	1,545	33	599	61	2,238
Kolkata	999	119	2,558	14	3,690
Madhya Pradesh	7,833	1,487	714	23	10,057
Maharashtra	6,903	665	2,465	32	10,065
Manipur	366	-	44	-	410
Meghalaya	632	-	9	3	644

Region	Tower Type				Total
	GBT/NBT	GBM	RTP/RTT	COW	
Mizoram	177	-	20	1	198
Mumbai	401	680	2,437	35	3,553
Nagaland	290	-	27	1	318
Odisha	4,276	134	437	43	4,890
Punjab	1,469	861	1,368	81	3,779
Rajasthan	6,083	2,091	772	77	9,023
Tamil Nadu	4,965	995	2,855	31	8,846
Telangana	2,681	494	1,915	100	5,190
Tripura	543	-	37	-	580
Uttar Pradesh (East)	7,950	1,516	1,370	67	10,903
Uttar Pradesh (West)	4,952	396	1,156	26	6,530
Uttarakhand	1,687	66	413	25	2,191
West Bengal	6,504	65	632	41	7,242
Total	**95,338**	**16,815**	**31,297**	**1,278**	**144,728**

7. We have added new customer on a few of our towers and collected in full their payments and also executed term sheet with the customer.

8. For details of subscribers of RJIL, please see section entitled "*Industry Overview*" on page 93.

9. As of September 30, 2021, Tower Co. had 176 full-time employees. Tower Co. is led by a team of senior managers who are responsible for its strategy and overall operations. Tower Co. conducts periodic reviews of our employees' job performance and determine salaries and discretionary bonuses based upon those reviews and general market conditions. In addition, Tower Co. offers internal training programs tailored to different job requirements to develop its employees' skills.

SUMMARY OF THE TOWER AND OTHER AGREEMENTS

The following are references of summaries of the tower and other agreements. The descriptions and summaries of the agreements in the references are indicative, and they are not, nor do they purport to be, full, complete or exhaustive descriptions and summaries. Certain terms used in this section have the meaning assigned to them in the relevant Tower Agreements.

Set forth below are the references of disclosures relating to summaries of certain arrangements pertaining to the Tower Co. made in the placement memorandum dated August 31, 2020 and issued by the Trust ("Placement Memorandum") available at https://www.bseindia.com/downloads/ipo/2020914165631Tower%20Infrastructure%20Trust%20%20Placement%20Memorandum.pdf; https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html and www.towerinfratrust.com.

Sr. No.	Title of Document	Section of the Placement Memorandum
1.	Master Services Agreement	See section entitled "*Summary of the Tower Agreements*" on page 145 of the Placement Memorandum.
2.	O&M Agreement	See section entitled "*Summary of the Tower Agreements*" on page 145 of the Placement Memorandum.
3.	Project Execution Agreement	See section entitled "*Summary of the Tower Agreements*" on page 145 of the Placement Memorandum.
4.	Transition Services Agreement	See section entitled "*Summary of the Tower Agreements*" on page 145 of the Placement Memorandum.
5.	Share Purchase Agreements in relation to Tower Co.	See section entitled "*Related Party Transactions*" on page 178 of the Placement Memorandum.
6.	Shareholder and Option Agreement	See section entitled "*Related Party Transactions*" on page 178 of the Placement Memorandum.
7.	Memorandum of Understanding	See section entitled "*Related Party Transactions*" on page 178 of the Placement Memorandum.

Set forth below are the details of key amendments to the tower and other agreements:

(i) In terms of memorandum of understanding dated June 3, 2021 entered into by and between RJIL, RPPMSL and Tower Co., it was, among others, confirmed that the primary responsibility for rendering the operations and maintenance services under the terms of the Master Services Agreement is that of the Tower Co.

(ii) Regarding services under the O&M Agreement, in terms of the letter agreement dated March 11, 2021 ("**Letter**"), by and among the Tower Co., the Project Manager and the RPPMSL, it has been agreed that the RPPMSL shall ensure that the services provided by the RPPMSL shall not be less than the technical and service standards of operation and maintenance at which the RJIL Sites were being maintained prior to the closing date under the original master services agreement. The Letter is effective from December 16, 2019.

(iii) The Tower Co., the Project Manager, RJIL and RPPMSL pursuant to the letter agreement dated December 21, 2020 ("**Letter**") have agreed upon certain adjustments under the Project Execution Agreement, including in relation to capex limits and closing accounts. The Letter is effective from December 16, 2019.

(iv) In terms of the amendment agreement to the transition services agreement dated March 30, 2021 and September 18, 2021 by and between RPPMSL and the Tower Co., subject to provisions of the Transition Services Agreement, RPPMSL will perform transition services until February 28, 2022 which may be extended as may be mutually agreed.

Acquisition of the Target Asset by the Trust

The Trustee, on behalf of and acting in its capacity as Trustee to the Trust, has entered into a securities purchase agreement for the purpose of acquiring 100% of the issued, subscribed and paid-up equity share capital of the Target Asset.

The Data InvIT Committee of board of directors of the Investment Manager has approved the acquisition of the Target Asset. For further details, please refer to the section entitled "*Use of Proceeds*" on page 126.

Securities Purchase Agreement for acquisition of the Target Asset

The Trust (acting through the Trustee) has entered into a securities purchase agreement dated July 20, 2021 ("**Securities

Purchase Agreement") with Ankit Goel, Radhey Raman Sharma, Ram Gopal Goyal, Westwood Business Consultancy LLP, Space Teleinfra Private Limited ("**STPL**" or "**Target Asset**") and the Investment Manager read with indemnity cum amendment agreement dated December 30, 2021 to acquire 100% of the equity share capital of STPL (the "**Sale Shares**") from Ankit Goel ("**Seller 1**"), Radhey Raman Sharma ("**Seller 2**"), Ram Gopal Goyal ("**Seller 3**") and Westwood Business Consultancy LLP ("**Seller 4**") (collectively referred to as "**Sellers**"), such that as of the SPA closing date, the Trust shall receive legal and beneficial ownership of the Sale Shares free and clear of all encumbrances, except one Sale Share that shall be transferred to a nominee shareholder of the Trust (the "**Transaction**").

Consideration: The Trust has agreed to pay ₹ 9,000 million as consideration for the Sale Shares, subject to certain adjustments agreed under the Securities Purchase Agreement. In addition, parties to the Securities Purchase Agreement have agreed that with respect to transfer of Sale Shares by Seller 4 to the Trust, the sale consideration shall be payable in form of (i) cash consideration; and (ii) preferential allotment of certain units of the Trust to Seller 4 in exchange for transfer of part of the Sale Shares from Seller 4 to the Trust ("**LLP Subscription Units**").

Further, the parties to the Securities Purchase Agreement have agreed that a part of the sale consideration towards the Sale Shares shall be transferred to a cash escrow account, which shall be utilised on SPA closing date towards payments due and payable by STPL and/or the Sellers to third parties.

As part of the Securities Purchase Agreement, the Sellers are entitled to an upside upon achieving certain revenue targets. The preference shares issued to the Sellers will have the terms provided under the Securities Purchase Agreement, such as (a) being optionally convertible redeemable preference shares; (b) having a dividend of 0% per annum; (c) being non-voting and non-transferable (other than with the prior written consent of the Target Asset or as contemplated in the restated articles); (d) being mandatorily redeemable at the end of 20 years from the date of issuance; (e) liquidation preference, redemption and conversion being linked to formula connected with revenue targets.

Conditions Precedent: Pursuant to the Securities Purchase Agreement, the Sale Shares will stand transferred to the Trust subject to the satisfaction of certain conditions precedent by the Sellers, STPL and the Trust, including:

(i) execution and full force and effect of all relevant transaction documents;
(ii) STPL providing to the Trust (i) a certificate from a chartered accountant or a merchant banker registered with the SEBI or a practising cost accountant as regards the fair value of the Sale Shares determined in accordance with applicable law; and (ii) a valuation certificate from an independent chartered accountant in accordance with Section 56(2)(x) of the Income-Tax Act, 1961 read with Rule 11UA of the Income Tax Rules, 1962 based on the pro-forma financial statements of STPL;
(iii) a 'no objection certificates' under Section 281 of the Income-tax Act, 1961 from the respective jurisdictional tax officers of each of the Sellers for transfer of Sale Shares;
(iv) the parties to the Securities Purchase Agreement shall have agreed on the form of the restated articles of association of STPL incorporating the relevant provisions of the transaction documents; and
(v) the parties to the Securities Purchase Agreement shall have agreed on the final Consideration payable by the Trust to the Sellers basis the adjustments and mechanism agreed under the Securities Purchase Agreement.

In addition, the Trust is required to satisfy the following conditions precedent:

The Trust having undertaken all necessary corporate processes required to be done prior to SPA closing date and as may be required under the InvIT Regulations to complete a preferential allotment of the LLP Subscription Units.

Representations and Warranties: STPL, Seller 1, Seller 2, Seller 4, the Trust and the Investment Manager have provided certain representations and warranties under the Securities Purchase Agreement, such as:

(i) due incorporation and due authorisation for the consummation of the Transaction;
(ii) non-contravention of constitutional documents, applicable law, agreements to which such entity is a party;
(iii) in case of the Sellers, that each of the Seller is sole, legal and beneficial owner of the respective Sale Shares and has good, valid and marketable title to their respective Sale Shares; and
(iv) representations in relation to solvency and brokerage and commissions.

Indemnity: Pursuant to the Securities Purchase Agreement, Seller 1, Seller 2 and Seller 4 have agreed to indemnify the Trust (acting through its Trustee), nominee shareholder of the Trust, STPL and their respective directors, officers and employees (acting in their official capacity) from and against any and all direct losses resulting from certain events, including:

(i) any breach of warranties;
(ii) any breach of any covenants or obligations of STPL or the Sellers under the Securities Purchase Agreement;
(iii) fraud of the Sellers or STPL

Further, Seller 4 has agreed to create a pledge over certain LLP Subscription Units, with a security trustee or agent appointed as per the mutual agreement of the relevant parties to the Securities Purchase Agreement, to secure the due performance and discharge of the indemnification obligations under Securities Purchase Agreement of the aforesaid Sellers. The said pledge shall continue for a period of 18 months from the SPA closing date, unless an indemnity claim is decided against the Sellers by a judgement passed by a court of competent jurisdiction of first instance or an indemnity claim is raised in relation to a third party claim raised by DOT against STPL for the period prior to SPA closing date.

INFORMATION CONCERNING THE UNITS

Unitholding of the Trust as at September 30, 2021

Category	Category of Unitholders	Number of Units held(1)(2)	As a percentage of total outstanding Units (%)
(A)	**Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties**		
(1)	**Indian**	-	-
(a)	Individuals or HUF	-	-
(b)	Central government or state government	-	-
(c)	Financial Institutions Banks	-	-
(d)	Any other (Specify)	-	-
	Sub- Total (A)(1)	-	-
(2)	**Foreign**		
(a)	Individuals (non-resident Indians or foreign individuals)	-	-
(b)	Foreign government	-	-
(c)	Institutions	-	-
(d)	Foreign portfolio investors	-	-
(d)	Any Other (specify)		
(i)	Foreign body corporate (BIF IV Jarvis India Pte. Ltd.)	2,264,100,000	89.79
	Sub- Total (A)(2)	**2,264,100,000**	**89.79**
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1)+(A)(2)	**2,264,100,000**	**89.79**
(B)	**Public Holding**		
(1)	**Institutions**		
(a)	Mutual Funds	-	-
(b)	Financial Institutions or Banks	-	-
(c)	Central government or state government	-	-
(d)	Venture capital funds	-	-
(e)	Insurance companies(3)	2,600,000	0.10
(f)	Provident or pension funds	-	-
(g)	Foreign portfolio investors	249,600,000	9.90
(h)	Foreign venture capital investors	-	-
(i)	Any Other (specify)	-	-
	Sub-Total (B)(1)	**252,200,000**	**10.00**
(2)	**Non-Institutions**		
(a)	Central government or state governments or president of India	-	-
(b)	Individuals	-	-
(c)	NBFCs registered with RBI	-	-
(d)	Any Other (specify)		
(i)	Bodies Corporates	5,200,000	0.21
	Sub-Total (B)(2)	**5,200,000**	**0.21**
	Total Public Unit holding (B) = (B)(1)+(B)(2)	**257,400,000**	**10.21**
	Total Units Outstanding (C) = (A) + (B)	**2,521,500,000**	**100.00**

Notes:
(1) Units of the Trust have been listed on BSE Limited w.e.f. September 1, 2020. As on September 30, 2021, 2,264,100,000 Units (representing 89.79% of the total Units issued by the Trust) are mandatorily held by the Brookfield Sponsor in terms of the InvIT Regulations.
(2) As on September 30, 2021, 2,264,100,000 Units, representing 100% of unitholding of the Brookfield Sponsor, are under lock-in in terms of the InvIT Regulations and the Brookfield Sponsor has not pledged any Unit held by it.
(3) Unitholding of Star Health and Allied Insurance Company Limited has been considered in insurance companies.

Unitholders holding more than 5% of the Units of the Trust as at September 30, 2021

S. No.	Name of Unitholder	Pre-Issue		Post-Issue*	
		Number of Units	Percentage of holding (%)	Number of Units	Percentage of holding (%)
1.	BIF IV Jarvis India Pte. Ltd.	2,264,100,000	89.79	[●]	[●]
2.	Anahera Investment Pte. Ltd.	179,000,000	7.10	[●]	[●]

** Assuming all Unitholders subscribe to their respective entitlements. Post-Issue number of units and percentage of holding does not take into account any issue of Units other than this Issue.*

Unitholding of the Sponsors, Investment Manager, Project Manager and Trustee

Brookfield Sponsor holds 2,264,100,000 Units of the Trust aggregating to 89.79% of the Unit capital of the Trust.

The Reliance Sponsor, the Trustee, the Investment Manager and the Project Manager do not hold any Units and shall not acquire any Units in this Issue.

Unitholding of the directors of the Investment Manager

As on the date of this Draft Letter of Offer, none of the directors of the Investment Manager hold any Units in the Trust.

Sponsor lock-in

In terms of the InvIT Regulations, the Brookfield Sponsor holds at least 15% of the Unit capital of the Trust (378,225,000 Units), which are locked-in for a period of three years from the date of listing of the Units in the initial offer of units.

Capitalisation statement

For the Trust on a consolidated basis

(in ₹ million)

Particulars	Pre-Issue at September 30, 2021	As adjusted for the Issue
Total Debt (A)	213,451	[●]
Unit Capital	252,390	[●]
Retained earnings	(58,534)	[●]
Total unitholders fund (B)	**1,93,856**	[●]
Debt equity ratio [A/(A+B)]	**0.52**	[●]

USE OF PROCEEDS

The proceeds of this Issue are up to ₹ 3,180 million* (the "**Issue Proceeds**") and the proceeds of this Issue net of the total expenses in relation to this Issue (the "**Net Proceeds**") are ₹ [●] million.

** The size of the Issue shall be subject to finalisation of Allotment in the Issue*

Subject to compliance with applicable law, the Net Proceeds are proposed to be utilised, at the discretion of the Investment Manager and the Trustee, towards the following objects:

(i) Funding towards acquisition of approximately 35% of issued, subscribed and paid-up equity share capital of Space Teleinfra Private Limited; and

(ii) General purposes.

The Investment Manager believes that abovementioned use of proceeds is consistent with the Trust's strategy of growth and expansion of its business.

The details of the Issue Proceeds are provided in the following table:

(in ₹ million)

Particulars	Amount
Gross Proceeds from this Issue*	3,180
Less: Estimated Issue expenses	[●]
Net Proceeds	[●]

* *Assuming full subscription and Allotment of Units. The size of the Issue shall be subject to finalisation of Allotment in the Issue*.

Requirements of Funds

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

(in ₹ million)

Sr. No.	Particulars	Amount
1.	Funding towards acquisition of approximately 35% of issued, subscribed and paid-up equity share capital of Space Teleinfra Private Limited	3,157.60
2.	General purposes	[●]

The fund requirements mentioned above, and the proposed deployment are based on the estimates of the Investment Manager and have not been appraised by any bank, financial institution or any other external agency. The fund requirements may vary due to factors beyond the Investment Manager's control such as market conditions, competitive environment, interest rate and exchange rate fluctuations.

Any unutilised funds, until such amounts are deployed towards the objects of this Issue, as detailed herein, shall be invested by the Trust in the manner permitted under the provisions of the InvIT Regulations.

Details of the Objects of the Issue

The details in relation to the objects of the Issue are provided below:

1. ***Acquisition of Space Teleinfra Private Limited***

The Net Proceeds amounting to ₹ [●] million are proposed to be utilized to acquire approximately 35% of the equity share capital of the Target Asset.

The Trust (acting through the Trustee) has entered into a securities purchase agreement dated July 20, 2021 ("**Securities Purchase Agreement**") with Ankit Goel, Radhey Raman Sharma, Ram Gopal Goyal, Westwood Business Consultancy LLP, Space Teleinfra Private Limited ("**STPL**" or "**Target Asset**") and the Investment Manager read with indemnity cum amendment agreement dated December 30, 2021 to acquire 100% of the equity share capital of STPL (the "**Sale Shares**") from Ankit Goel ("**Seller 1**"), Radhey Raman Sharma ("**Seller 2**"), Ram Gopal Goyal ("**Seller 3**") and Westwood Business Consultancy LLP ("**Seller 4**") (collectively referred to as "**Sellers**"), such that as of the SPA closing date, the Trust shall receive legal and beneficial ownership of the Sale Shares free and clear of all encumbrances, except one Sale Share that shall be transferred to a nominee shareholder of the Trust (the "**Transaction**").

In terms of the Securities Purchase Agreement, the Trust has agreed to pay ₹ 9,000 million as consideration for the Sale Shares, subject to certain adjustments agreed under the Securities Purchase Agreement. In addition, parties to the Securities Purchase Agreement have agreed that with respect to transfer of Sale Shares by Seller 4 to the Trust, the sale consideration shall be payable in form of (i) cash consideration; and (ii) preferential allotment of certain units of the Trust to Seller 4 in exchange for transfer of part of the Sale Shares from Seller 4 to the Trust ("**LLP Subscription Units**"). Such acquisition is proposed to be completed on, or before, January 31, 2022 or such other longer date as may be mutually agreed between the Sellers and the Trust.

For details of brief details of the Securities Purchase Agreement, please see section entitled "*Summary of the Tower and Other Agreements*" on page 121.

The acquisition stated above will be made in compliance with the requirements specified in the InvIT Regulations, including in relation to valuation, and are subject to satisfaction of conditions precedent and receipt of necessary approvals and consents. For details of the Valuation Report and Technical Report, please see Annexure A and Annexure B. For details regarding Target Asset, please see sections entitled "*Financial Statements*" on page 191.

The Trust proposes to finance the proposed acquisition of approximately 65% of the equity share capital of the Target Asset, subject to closing adjustments, pursuant to preferential allotment of LLP Subscription Units. Subject to the approval of Unitholders of the Trust, pursuant to the resolution dated December 28, 2021, the Data InvIT Committee of the board of directors of the Investment Manager has approved the issue of up to 52,870,104 Units at a price of ₹ 110.46 per Unit by way of preferential issue in accordance with applicable laws and pursuant to the Securities Purchase Agreement.

In terms of the SEBI Rights Issue Guidelines, the Trust shall not make any further issue of Units in any manner whether by way of public issue, rights issue, preferential issue, qualified institutions placement, institutional placement, issue of bonus shares or otherwise during the period between the date of filing this Draft Letter of Offer with SEBI and the listing of the Units offered through the Letter of Offer or refund of application monies thereof.

2. ***General purposes***

The Investment Manager shall, at its discretion, deploy the balance Net Proceeds aggregating ₹ [●] million towards general expenses for the operation of the Trust, subject to compliance with the InvIT Regulations. The general purposes for which the Trust proposes to utilize Net Proceeds include meeting exigencies and expenses incurred, by way of the Trust in the ordinary course of business as considered expedient, and as approved by the Investment Manager or the Trustee, as the case may be, subject to compliance with applicable law.

The Investment Manager will have flexibility in utilizing the proceeds earmarked for general purposes, in accordance with the investment objectives of the Trust, policies of the board of directors of the Investment Manager and the InvIT Regulations.

Issue expenses

The total expenses of this Issue are estimated to be approximately ₹ [●] million, which will be borne solely by the Trust. The Issue expenses include fees and commissions payable to the Lead Manager, legal counsels, Registrar to the Issue, other advisors to this Issue, printing and stationery expenses, and all other incidental and miscellaneous expenses in relation to this Issue and listing of the Units issued pursuant to this Issue on the Stock Exchange.

Monitoring Utilization of Funds from the Issue

The Investment Manager (on behalf of the Trust) has appointed [●] as the Monitoring Agency in relation to the Issue. The board of directors of the Investment Manager and the Trustee will monitor the utilization of the Net Proceeds.

Variation between Projected Utilization of Funds

The Investment Manager (on behalf of the Trust) shall furnish to the Stock Exchange, on a quarterly basis, (i) a statement on material deviations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above; and (ii) statement indicating category wise variation between projected utilization of funds made as disclosed in the Letter of Offer, as applicable, and the actual utilization of funds.

FINANCIAL INDEBTEDNESS

The details of indebtedness of the Trust (on a standalone basis) and the Portfolio Assets (other than the Target Asset) as at September 30, 2021 and the post-Issue principal amount outstanding, are provided below:

(in ₹ million)

Category of borrowing	Pre-Issue Principal Amount outstanding as on September 30, 2021 (including current maturities, except interest accrued but not due on borrowings and current and non-current lease liability)	Post-Issue Principal Amount outstanding
Trust Standalone		
Particulars		
-	-	-
Total Borrowings	**-**	**-**
Tower Co.		
Particulars		
Unsecured India Rupee borrowings under the Trust Loan Agreement	250,000	250,000
Secured Indian Rupee term loan from banks/ financial institution	75,830	75,830
Secured external commercial borrowings	36,130	36,130
Secured, rated, redeemable non-convertible debentures	101,360	101,360
Non-cumulative redeemable Preference Shares	131	131
Total Borrowings	**463,451**	**463,451**

The details of indebtedness on a consolidated basis (other than the Target Asset) as at September 30, 2021 and the post-Issue principal amount outstanding, are provided below:

(in ₹ million)

Category of borrowing	Pre-Issue Principal Amount outstanding as on September 30, 2021 (including current maturities, except interest accrued but not due on borrowings and current and non-current lease liability)	Post-Issue Principal Amount outstanding
Trust Consolidated		
Secured Indian Rupee term loan from banks/ financial institution	75,830	75,830
Secured external commercial borrowings	36,130	36,130
Secured, rated, redeemable non-convertible debentures	101,360	101,360
Non-cumulative redeemable Preference Shares	131	131
Total Borrowings	**213,451**	**213,451**

The details of indebtedness of the Target Asset as at March 31, 2021 on a standalone basis and the post-Issue principal amount outstanding, are provided below:

(in ₹ lacs)

Category of borrowing	Pre-Issue Principal Amount outstanding as on March 31, 2021 (including current maturities, except interest accrued)	Post-Issue Principal Amount outstanding
Particulars		
Vehicle loan	68.49	68.49
Overdraft limit (Axis Bank)	214.36	214.36
Total	**282.85**	**282.85**

Borrowing Policy

The Investment Manager shall ensure that all funds borrowed in relation to the Trust are in compliance with the InvIT Regulations. Accordingly, the Investment Manager has formulated a borrowing policy to outline the process for borrowing monies in relation to the Trust. For further details, please see the section entitled "*Corporate Governance*" on page 90.

Principal terms of the borrowings availed by the Trust

There are no borrowings outstanding at the Trust standalone level.

Principal terms of the borrowings availed by the Tower Co.

Unsecured Indebtedness

A. Data Infrastructure Trust

The Tower Co. entered into a term loan agreement dated August 26, 2020 with the investment manager of the Trust, for an aggregate amount of Rs. 250,000,000,000.

The agreement provides for a moratorium period of 3 years from the date of the first drawdown for payment of principal. Further, there is no fixed repayment schedule for this loan as per the loan agreement. The cash surplus is subject to the InvIT Regulations, and is calculated post deducting, among other things, payment towards scheduled external debt obligations of the Tower Co. The availability of cash surplus determines the payment of interest on the loan and towards any repayment of this loan. Thus, cash surplus which is available with the Tower Co. will be applied by the Tower Co. towards the payment of interest on the loan and subject to moratorium mentioned above, towards the repayment of this loan. Further, no repayment date shall fall 30 years from the date of the first drawdown. The agreement also states that all the outstanding amounts under this loan and all other obligations and liabilities of the Tower Co. under the loan agreement shall constitute subordinated obligations.

Secured Indebtedness ("Secured Borrowings")

1. Rupee Term Loans

The Tower Co. is party to agreements under which borrowings are denominated in Rupees with banks and financial institutions (each a "**Rupee Bank Loan**").

The facilities are typically secured by a charge over our present and future movable assets and current assets including, in certain cases, our bank accounts, intangible assets including all accounts of the Tower Co. The following is a description of certain material terms of the Rupee Bank Loans. The interest rate payable by the Tower Co. on certain Secured Borrowings is a floating interest rate, which is reset on an annual basis in accordance with the terms of the relevant financing documents.

The following is a description of certain material terms of the Rupee Bank Loans.

A. Axis Bank Limited

The Tower Co. entered into a term loan agreement dated January 18, 2020 with Axis Bank Limited for an aggregate sanctioned amount of Rs. 50,000,000,000. It is to be repaid in 40 equal consecutive quarterly instalments, the first of which shall be repaid on the date falling 27 months after the first drawdown date i.e., starting from December 1, 2022. The applicable rate of interest payable on this loan is 8.00%.

B. Bank of Baroda

The Tower Co. entered into a term loan agreement dated February 15, 2020 with Bank of Baroda for an aggregate sanctioned amount of Rs. 30,000,000,000. It is to be repaid in 40 equal consecutive quarterly instalments each for any amount equal to Rs. 750,000,000, the first of which shall be repaid on the date falling 27 months after the first drawdown date i.e., starting from December 1, 2022. It has a tenure of 12 years with a moratorium of 2 years. The rate of interest payable on this loan is 8.50%.

C. HDFC Bank Limited

The Tower Co. entered into a term loan agreement dated January 28, 2020 with HDFC Bank Limited (as amended from time to time) for an aggregate sanctioned amount of Rs. 70,000,000,000. It is to be repaid in 40 equal consecutive quarterly instalments each for any amount equal to 2.5 % of the total draw down, the first of which shall be repaid on the date falling 27 months after the first drawdown date i.e. starting from December 1, 2022. The interest payable on a part of this loan is a fixed interest at the rate of 6.15% for 3 years from the drawdown date, post which the interest rate will be the same as that is payable on the balance portion of the loan. The applicable rate of interest payable on the balance portion of this loan as on March 31, 2021, is 8.10%.

D. Housing Development Finance Corporation Limited

The Tower Co. entered into a term loan agreement dated February 13, 2020 with Housing Development Finance Corporation Limited for an aggregate sanctioned amount of Rs. 15,080,000,000. It is to be repaid in 40 consecutive quarterly installments which consist of 39 equal instalments for an amount equal to Rs. 375,000,000 and the last instalment of Rs. 455,000,000 of the total loan drawn down at the end of the availability period of this loan. The rate of interest payable on this loan is 8.30%.

E. Punjab National Bank

The Tower Co. entered into a term loan agreement dated January 17, 2020 with Punjab National Bank for an aggregate amount of Rs. 30,000,000,000. The final maturity date is 12 years starting from first disbursement. It is to be repaid in 40 equal consecutive quarterly instalments, each for an amount equal to Rs. 750,000,000 the first of which shall be repaid on 27 months after the first drawdown date i.e. starting from December 1, 2022. The rate of interest payable on this loan is 7.85%.

F. State Bank of India

The Tower Co. entered into a term loan agreement dated February 19, 2020 with State Bank of India for an aggregate amount of Rs. 70,000,000,000. The final maturity date is 12 years starting from first disbursement. It is to be repaid in 40 equal consecutive quarterly instalments, each for an amount equal to Rs. 1,750,000,000 starting from December 1, 2022. The rate of interest payable on this loan is 7.70%.

G. Union Bank of India

The Tower Co. entered into a term loan agreement dated January 18, 2020 with Union Bank of India for an aggregate amount of Rs. 10,000,000,000. The final maturity date is 12 years starting from first disbursement. It is to be repaid in 40 equal consecutive quarterly instalments, the first of which shall be repaid on date falling 27 months after the first drawdown date i.e., starting from December 1, 2022. The rate of interest payable on this loan is 8.00%.

H. ICICI Bank

The Tower Co. entered into a term loan agreement dated August 26, 2020 with ICICI Bank (as amended from time to time) for an aggregate amount of Rs. 25,000,000,000. The final maturity date is 12 years starting from first disbursement. It is to be repaid in 40 equal consecutive quarterly instalments, each of Rs. 625,000,000 the first of which shall be repaid on date falling 27 months after the first drawdown date. The rate of interest payable on this loan is 8.05%.

2. Rupee Debentures (“Debentures”)

A. SBI 1Y MCLR + 0.97% Listed Non-Convertible Debentures (allotted on March 15, 2021)

The Tower Co. issued 118,360 secured, listed, redeemable non-convertible debentures (the “**NCD 1**”) on private placement basis having a face value of Rs. 1,000,000 per debenture aggregating to Rs. 118,360,000,000.

The NCD 1 are listed on the wholesale debt market segment of BSE limited and National Stock Exchange of India Limited. The NCD 1 are redeemable in 40 equal consecutive quarterly instalments, each for an amount equal to Rs. 2,959,000,000, the first of which shall be repaid on the last day of the 20th month falling after March 15, 2021.

The rate of interest payable on the NCD 1 as of March 31, 2021 is 7.97%. The interest rate payable on the NCD 1 are floating interest rates that are reset on an annual basis.

B. SDIPL 6.59% 2026 Listed Non-Convertible Debentures (allotted on June 17, 2021)

The Tower Co. issued 15,000 secured, listed, redeemable non-convertible debentures (the “**NCD 2**”) on private placement basis having a face value of Rs. 1,000,000 per debenture aggregating to Rs. 15,000,000,000.

The NCD 2 are listed on the wholesale debt market segment of National Stock Exchange of India Limited. The NCD 2 are redeemable in full on the date falling 5 years from the date of allotment. The interest rate payable on the NCD 2 is a fixed interest rate of 6.59%.

C. SDIPL 7.40% 2028 Listed Non-Convertible Debentures (allotted on September 28, 2021)

The Tower Co. issued 6,500 secured, listed, redeemable non-convertible debentures (the “**NCD 3**”) on private placement basis having a face value of Rs. 1,000,000 per debenture aggregating to Rs. 6,500,000,000.

The NCD 3 are listed on the wholesale debt market segment of National Stock Exchange of India Limited. The NCD 3 are redeemable in full on the date falling 7 years from the date of allotment. The interest rate payable on the NCD 3 is a fixed interest rate of 7.40%.

D. SDIPL 7.62% 2030 Listed Non-Convertible Debentures (allotted on November 22, 2021)

The Tower Co. issued 10,000 secured, listed, redeemable non-convertible debentures (the "**NCD 4**") on private placement basis having a face value of Rs. 1,000,000 per debenture aggregating to Rs. 10,000,000,000.

The NCD 4 are listed on the wholesale debt market segment of National Stock Exchange of India Limited. The NCD 4 are redeemable in full on the date falling 9 years from the date of allotment. The interest rate payable on the NCD 4 is a fixed interest rate of 7.62%.

Certain terms of the Rupee Bank Loans granted to the Tower Co. and the Debentures issued by the Tower Co. are set out below:

Security

The Tower Co. has created the following security in favor of the lenders of the Secured Borrowings:

(a) a first charge by way of hypothecation over all its movable fixed assets (present and future);

(b) a first charge by way of hypothecation over all its current assets (present and future);

(c) assign by way of hypothecation all of its rights under (i) the Master Services Agreement; (ii) the O&M Agreement; and (iii) the Project Execution Agreement;

(d) a first charge by way of assignment over all its rights in relation to its receivables in respect of the setting up, operation and management of the passive tower infrastructure under the material documents; and provision of services under the Master Services Agreement; and

(e) only for the Rupee Bank Loans availed from State Bank of India, HDFC Bank Limited, Housing Development Finance Corporation Limited and the NCD 1, a first charge on the Company's designated accounts maintained with HDFC Bank and State Bank of India.

Covenants

The TowerCo. shall, among other things:

(a) comply with all covenants and conditions under the finance documents including and the material documents, as specified under the relevant financing agreements;

(b) seek prior written consent of the lenders for borrowings and creation of security (whether pari passu or otherwise) other than for borrowing up to a limit of Rs. 30,008 Crores as specified in the financing agreements;

(c) obtain prior approval from the lender for winding up or liquidating its affairs;

(d) obtain consent of the lenders prior to effecting any change in its capital structure where the shareholding of the Trust: (i) gets diluted below current level; or (ii) leads to dilution in controlling stake of the Trust for any reason

(e) intimate or seek prior written consent of the lenders prior to change or alteration of its constitutional documents, in a manner detrimental to the lenders or contrary to the provisions of the finance documents, in case of occurrence and continuance of an event of default; and

(f) obtain consent of the lenders prior to selling, assigning, mortgaging or otherwise disposing of any of the fixed secured assets, subject to certain exemptions.

The Secured Borrowings also impose certain financial covenants, including those that require the TowerCo. to maintain:

- a minimum asset cover ratio;
- a minimum debt service cover ratio; and/or
- a minimum total outstanding liabilities to tangible net worth ratio.

Events of Default

The occurrence of the following events, amongst others, constitutes an event of default, if such events are not remedied or waived by the lender within the cure periods provided to the Tower Co.:

(a) failure to make payment when its due;

(b) cessation or rendering ineffective or becoming infructuous of the Master Services Agreement and/or the failure of the parties to the Master Services Agreement to deliver on their obligation under the Master Services Agreement for any reason in terms of the relevant financing agreement;

(c) any breach of or omission to observe any of the covenants, material obligations or undertakings;

(d) cessation of business;

(e) admission of any petition or application in relation to insolvency or bankruptcy resolution of the Tower Co. by any court, tribunal or authority of competent jurisdiction;

(f) change in control of the Tower Co.; and

(g) the occurrence of a cross default.

The financing agreements for the Secured Borrowings also provide that upon the occurrence of an event of default, the lenders by giving written notice to us can: (i) cancel the undrawn commitments; (ii) declare the loans and all secured obligations (including interest) immediately due and payable if an event of default occurs and is not cured within the agreed curing period; and (iii) exercise any and all rights specified as mentioned in the document and as permitted or available under law.

E. External commercial borrowings:

On August 13, 2021, the Tower Co. has raised USD 500 million through allotment of senior secured notes, i.e., USD 500 million 2.875% senior secured noted due 2031 ("**Notes**") to the eligible investors pursuant to Rule 144A and Regulation S of the US Securities Act, 1933 and the applicable laws. The Notes are listed on the Singapore Exchange Securities Trading Limited.

The key terms of the Notes are as follows:

Notes Offered	U.S.$500,000,000 2.875% senior secured notes due 2031
Issue Price	98.459%
Use of Proceeds	The net proceeds would be used for capital expenditure, repayment of existing indebtedness and/or any other purpose in compliance with end-use guidelines set forth in the ECB guidelines.
Maturity Date/ Final Redemption	Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed at their principal amount together with accrued but unpaid interest (if any) on August 12, 2031.
Interest	The Notes bear interest on their outstanding principal amount from and including the closing date at the rate of 2.875% per annum, payable semi-annually in arrear on February 12 and August 12 in each year.
Status of the Notes	The Notes constitute unsubordinated obligations of the Tower Co. and will rank at all times *pari passu* without any preference among themselves and (subject to certain conditions in relation to the release of security) at least equally with all other present and future senior secured obligations of the Tower Co. and senior in respect of all other present and future unsecured or subordinated obligations of the Tower Co., but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.
Collateral	The Tower Co.'s payment obligations under the Notes and the performance of its other obligations under the Notes and the trust deed are required to be secured by a first ranking *pari passu* charge on (a) all moveable fixed assets (present and future) of the Tower Co.; (b) all current assets (present and future) of the Tower Co. including the receivables and rights appurtenant thereto; (c) all rights of the Tower Co. under the material documents; and (d) all rights of the Tower Co. in the receivables, in each case pursuant to the security documents (as specified in the offering memorandum for the Notes). The liens on the collateral may be released if the ratio of secured indebtedness to total indebtedness is less than 33%.
Events of Default	If any of the following events occurs and is continuing, the trustee at its discretion may, and if so requested in writing by holders of at least 25% in aggregate principal amount of the Notes then outstanding or if so directed by an extraordinary resolution shall (provided in any such case that the Trustee will have been indemnified and/or secured and/or pre-funded to its satisfaction), give notice to the Tower Co. and the security trustee that the Notes are, and they will immediately become, due and payable at their principal amount together (if applicable) with accrued interest:

	• Non-payment the principal of, or premium (if any) or interest on, any of the Notes; • Breach of other obligations by the Tower Co. under the Notes, the Trust Deed or the Security Documents which default has a Material Adverse Effect; • Cross-acceleration; • a distress, attachment or execution is levied, enforced or sued out on or against the Tower Co. and is not discharged or stayed within 60 days; • any Lien, present or future, created or assumed by the Tower Co. becomes enforceable and any step is taken to enforce it and such step is not stayed within 60 days; • Insolvency, winding up or bankruptcy in terms of the offering memorandum of the Notes; • the seizure, compulsory acquisition, expropriation or nationalization of all or a material part of the assets of the Tower Co..
Redemption for Tax Reasons	The Notes may be redeemed at the option of the Tower Co. in whole, or in part, at any time, on giving not less than 10 nor more than 60 days' notice, at their principal amount (together with accrued and unpaid interest, if any, to (but excluding) the redemption date, in connection with certain changes in tax law.
Redemption for a Change of Control Triggering Event	Upon the occurrence of a Change of Control Triggering Event (as defined in the offering memorandum of the Notes), each holder of the Notes shall have the right to require that the Tower Co. redeem such holder's Notes at 101% of their principal amount (together with accrued and unpaid interest, if any, to (but excluding) the redemption date).
Redemption at the option of the Tower Co.	At any time prior to August 12, 2030, the Tower Co. may on any one or more occasions redeem up to 40% of the aggregate principal amount of the Notes issued on the closing date, upon not less than 10 nor more than 60 days' notice, at a redemption price equal to 102.875% of the principal amount of the Notes redeemed, plus accrued and unpaid interest, if any, to the redemption date, in an amount not to exceed the net proceeds from an equity offering (as defined in the offering memorandum of the Notes) by the Tower Co. or contributions to the Tower Co.'s common equity capital made with the net cash proceeds of a concurrent equity offering by the Trust. At any time, the Tower Co. may on any one or more occasions redeem all or a part of the Notes, upon not less than 10 nor more than 60 days' notice, at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus the applicable premium as of, and accrued and unpaid interest, if any, to the redemption date, provided that no applicable premium will be payable if the Notes are redeemed on or after August 12, 2030 (being the date that is 12 months prior to the maturity date).
Covenants	• The Tower Co. will not incur, assume or permit to exist any lien on the collateral (other than certain permitted liens); *provided* that the Tower Co. may incur, assume or permit to exist liens on the collateral to secure permitted indebted; • The Tower Co. will not incur any indebtedness, except the following ("**Permitted Indebtedness**"): (i) Indebtedness (other than hedging obligations) in an aggregate amount not exceeding Rs. 300,080 million outstanding at any time; *provided* that the Tower Co. owns up to 174,451 towers that are subject to the provisions of the Master Services Agreement, and indebtedness incurred to renew, refund, refinance, replace, defease or discharge any such indebtedness; (ii) Indebtedness (other than hedging obligations) incurred to finance all or any part of the purchase price or cost of the design, construction, installation or improvement of towers that are in addition to 174,451 towers that are subject to the provisions of any master services agreement entered into by the Tower Co. from time to time, and indebtedness incurred to renew, refund, refinance, replace, defease or discharge any such indebtedness; and (iii) Hedging obligations entered into for the purpose of protecting the Tower Co. from fluctuations in interest rates, currencies or commodity prices in the ordinary course of business and not for speculation; • The Tower Co. will not: (1) consolidate or merge with or into another person or (2) sell, assign, transfer, convey or otherwise dispose of all or substantially all of the properties and assets of the Tower Co. and its subsidiaries taken as a whole, in one or more related transactions, to another person, unless as provided under the terms and conditions of the Notes; • The Tower Co. will not engage in any business other than permitted businesses in terms of the offering memorandum of the Notes. • The Tower Co. will (i) not amend, vary, repudiate, assign or transfer any material document, except to the extent that such amendment, variation, repudiation, assignment or transfer would not reasonably be expected to have a material adverse effect; (ii) use reasonable endeavors to ensure that the material documents remain valid and enforceable and that it is not unlawful for the Tower Co. to perform its obligations thereunder; and (iii) comply with and not take or fail to take any action under any material document, except to the extent that such non-compliance, act or failure to act would not reasonably be expected to have a material adverse effect.

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific various borrowing arrangements entered into by the Tower Co.

Status of lender consents

No lender consents in relation to this Issue are required. As of the date of this Draft Letter of Offer, there are no lender consents required in relation to the Portfolio Assets.

DISTRIBUTION

Statements contained in this section entitled "Distribution" that are not historical facts are forward-looking statements. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those that may be projected. Under no circumstances should the inclusion of such information herein be regarded as a representation, warranty, undertaking or prediction with respect to the accuracy of the underlying assumptions by the Trust, the Trustee, the Sponsors, the Investment Manager, the Lead Manager or any other person. Bidders are cautioned not to place undue reliance on these forward-looking statements that are stated only as at the date of this Draft Letter of Offer. For details in relation to forward-looking statements, please see the section entitled "Forward-Looking Statements" on page 13.

The net distributable cash flows of the Trust (the "**Distributable Income**") are based on the cash flows generated from the underlying operations undertaken by the InvIT Assets. Presently, cash flows receivable by the Trust may be in the form of dividend, interest income or principal repayment received from the InvIT Assets in relation to any debt sanctioned by the Trust, or a combination of both.

In terms of the InvIT Regulations, not less than 90% of the net distributable cash flows of the InvIT Assets, shall be distributed to the Trust, subject to applicable provisions in the Companies Act, 2013 and not less than 90% of the net distributable cash flows of the Trust shall be distributed to the Unitholders.

The Trust shall declare and distribute at least 90% of the Distributable Income to the Unitholders. Such distribution shall be declared and made such that the time period between any two declarations of distribution shall not exceed one year. However, if any infrastructure asset is sold by the Trust or the Tower Co., or if the equity shares or interest in the Tower Co. are sold by the Trust and if the Trust proposes to re-invest the sale proceeds into another infrastructure asset within one year, it shall not be required to distribute any sales proceeds to the Trust or to the Unitholders. Further, if the Trust proposes not to invest the sale proceeds into any other infrastructure asset within one year, it shall be required to distribute the same in the manner specified above. In accordance with the InvIT Regulations, distributions by the Trust shall be made no later than 15 days from the date of such declarations. The distribution, when made, shall be made in Indian Rupees.

Distribution Policy

Method of calculation of Distributable Income

The Distributable Income of the Trust shall be calculated in accordance with the InvIT Regulations, any circular, notification or guidance issued thereunder and the InvIT Documents. Presently, the Trust proposes to calculate distributable income in the manner provided below:

I. Calculation of net distributable cash flows at the SPV level:

Description
Profit after tax as per profit and loss account (standalone) (A)
Add: Depreciation and amortisation as per profit and loss account. In case of impairment reversal, same needs to be deducted from profit and loss.
Add: Interest on loan to the SPV from the Trust as per the profit and loss account
Add / less: Loss / gain on sale of infrastructure assets
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following: • related debts settled or due to be settled from sale proceeds; • directly attributable transaction costs; • proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account
Less: Capital expenditure, if any
Less: Investments made in accordance with the investment objective, if any
Add / less: Any other item of non-cash expense / non-cash income charged / credited to profit and loss account, including but not limited to • any decrease/increase in carrying amount of an asset or a liability recognized in profit and loss account on measurement of the asset or the liability at fair value; • provisions; • deferred taxes; • any other non-cash item, lease rents recognized on a straight-line basis, etc.
Add / less: Working capital changes
Add / less: Provisions made in earlier period and expensed in the current period
Less: Any cash paid to the lease owners not accounted for in the working capital changes or the profit and loss account
Add: Additional borrowings (including debentures / other securities) (external as well as borrowings from Trust)
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with reserve requirements (including but not limited to DSRA) under loan agreements

Description
Less: Cash reserved to make due payments to secured lenders in subsequent periods
Add / less: Proceeds from any fresh issuance of preference shares / redemption of any preference shares
Add: Proceeds from any fresh issuance of equity shares
Add/ less: Amounts added or retained to make the distributable cash flows in accordance with the Transaction Documents or the loan agreements
Total Adjustments (B)
Net Distributable Cash Flows (C) = (A+B)

II. Calculation of net distributable cash flows at the consolidated Trust level:

Description
Cash flows received from SPV in the form of interest / accrued interest
Cash flows received from SPV in the form of dividend / buy-back of equity shares / capital reduction of equity shares
Any other income accruing at the Trust level and not captured above, including but not limited to interest / return on surplus cash invested by the Trust
Add: Cash flows/ Proceeds from the SPV towards the repayment of the debt issued to the SPV by the Trust
Total cash flow at the Trust level (A)
Less: issue expenses payable by Trust including as reimbursements towards expenses of Trust met by the Sponsors
Less: annual expenses of the Trust including audit fees, project manager fees, investment management fees, stock exchange fees, other statutory fees, depository fees, legal expenses, credit rating fees and valuer fees
Less: income tax (if applicable) at the standalone Trust level and payment of other statutory dues
Less: Repayment of external debt (including interest) / redeemable preference shares / debentures, etc., if deemed necessary by the Investment Manager
Less: net cash set aside to comply with DSRA requirement under loan agreements, if any
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following: • related debts settled or due to be settled from sale proceeds; • directly attributable transaction costs; • proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently
Less: Amount invested in any of the Portfolio Assets for service of debt or interest
Less: Capital expenditure if any (including acquisition of other infrastructure assets / SPVs)
Add: Proceeds from fresh issuance of units
Less: Reserve for debentures / loans / capex expenditure in the intervening period till next proposed distribution if deemed necessary by the Investment Manager invested in permitted investments
Total cash outflows/retention at the Trust level (B)
Net Distributable Cash Flow (C) = (A+B)

In terms of the InvIT Regulations, if the distribution is not made within 15 days from the date of declaration, the Investment Manager shall be liable to pay interest to the Unitholders at the rate of 15% per annum until the distribution is made. Such interest shall not be recovered by the Investment Manager in the form of fee or any other form payable to the Investment Manager by the Trust.

Distributions by the Trust

The table below provides the distributions made by the Trust, in accordance with the distribution policy from the date of listing of the Trust.

Sr. No.	Record Date	Number of Units	Distribution per Unit (in ₹)	Amount of Distribution paid on Units including tax on distribution (in ₹ million)
1.	October 19, 2020	2,521,500,000	0.5932	1,495.75
2.	November 17, 2020	2,521,500,000	0.5932	1,495.75
3.	December 17, 2020	2,521,500,000	0.8029	2,024.51
4.	January 18, 2021	2,521,500,000	0.5949	1,500.04
5.	February 16, 2021	2,521,500,000	0.5949	1,500.04
6.	March 17, 2021	2,521,500,000	0.9080	2,289.52
7.	May 26, 2021	2,521,500,000	1.3881	3,500.09
8.	August 17, 2021	2,521,500,000	1.7847	4,500.12
9.	November 9, 2021	2,521,500,000	2.5870	6,523.12

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the Trust's financial condition and results of operations is based upon, and should be read together with the Limited Review Consolidated Financials and the Audited Consolidated Financial Statements included elsewhere in this Draft Letter of Offer.

The Limited Review Consolidated Financials, Audited Consolidated Financial Statements and the notes thereto included elsewhere in this Draft Letter of Offer have been prepared in accordance with Ind AS read with Companies Act and the InvIT Regulations, which differs in certain material respects from Indian GAAP and IFRS. Accordingly, the degree to which our Limited Review Consolidated Financials, Audited Consolidated Financial Statements will provide meaningful information to a prospective investor is dependent on the reader's level of familiarity with Ind AS.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the section titled "Risk Factors" included elsewhere in this Draft Letter of Offer.

The Trust's financial year ends on March 31 of each year. Accordingly, references to a particular financial year or a "Fiscal" are to the twelve-month period ended March 31 of that year. The Audited Consolidated Financial Statements included in this Draft Letter of Offer present the Trust's financial condition as of March 31, 2019, March 31, 2020 and March 31, 2021. The Limited Review Consolidated Financials included in this Draft Letter of Offer present the Trust's unaudited financial condition for the six months ended September 30, 2021. The Limited Review Consolidated Financials for six-month period ended September 30 2021, are not indicative of the full year results of the Trust and are not comparable with the annual financial statements of the Trust.

References to the "Group", "we", "us" and "our" are to the Trust and its subsidiary, Tower Co., on a consolidated basis.

Factors Affecting Results of Operations

Our business, prospects, results of operations and financial condition are affected by a number of factors, including the key factors described in the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 165 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

Critical Accounting Policies

For details, please refer to the annual report of the Trust available at www.towerinfratrust.com.

Description of Principal Income Statement Line Items and Results of Operations

	Year ended March 31, 2021 (₹ in million)	**Year ended March 31, 2020 (₹ in million)**
INCOME		
Revenue from Operations	82,442	74,767
Other Income	153	125
Total Income	**82,595**	**74,892**
EXPENSES		
Investment Manager Fee	26	24
Trustee Fee	2	2
Project Manager Fee	24	24
Audit Fees	30	23
Listing Fees	1	-
Network Operating Expenses	51,360	45,878
Employee Benefits Expense	164	1
Finance Costs	20,772	32,039
Depreciation and Amortisation Expense	19,560	17,784
Legal and Professional Fees	151	42
Other Expenses	335	209
Total Expenses	**92,425**	**96,026**
Loss before Tax	**(9,830)**	**(21,134)**
Tax Expenses	-	-
Loss for the year	**(9,830)**	**(21,134)**
Other Comprehensive Loss	-	-
Total Comprehensive Loss for the year	**(9,830)**	**(21,134)**
Attributable to Owners of the Trust	**(5,681)**	**(10,885)**

	Year ended March 31, 2021 (₹ in million)	Year ended March 31, 2020 (₹ in million)
Attributable to Non Controlling Interest	**(4,149)**	**(10,249)**

Notes:

(1) *"0" represents the amount below the denomination threshold.*

(2) *During the year ended on March 31 2021, the Group revised the presentation of income from reimbursements of Power & Fuel and Site Rent, to present these as part of Revenue from Operations, as these more appropriately reflect the substance of the transactions wherein the Group provides these services as a principal. Previously, these were presented net as a recovery under Network Operating Expenses. The change in presentation has been applied retrospectively to March 2020 presented and accordingly, an amount of ₹ 41,363 million has been re-presented and included under Revenue from Operations for the year ended year ended March 31, 2020. The above change in presentation does not affect Total Loss, Total Comprehensive Loss and the Loss per share for the periods presented.*

Financial Year 2021 compared to Financial Year 2020

Revenue from Operations

Revenue from operations increased by 10.27%, from ₹ 74,767 million for the financial year 2020 to ₹ 82,442 million for the financial year 2021.

For the financial year 2021, our revenue from operations was entirely derived from infrastructure provisioning fees we collect from RJIL, our anchor sharer. The fees we received from RJIL increased by 10.27%, from ₹ 74,767 million for the financial year 2020 to ₹ 82,442 million, primarily due to 4,671 new towers that were added to our portfolio during the financial year 2021. Revenue from operations represented 99.83% and 99.81% of our total income for the financial years 2020 and 2021, respectively.

Other Income

Other income increased by 22.40%, from ₹ 125 million for the financial year 2020 to ₹ 153 million for the financial year 2021 primarily due to interest income earned. Other income represented 0.17% and 0.19% of our total income for the financial years 2020 and 2021, respectively.

Expenses

Our total expenses decreased by 3.75%, from ₹ 96,026 million for the financial year 2020 to ₹ 92,425 million for the financial year 2021 primarily due to decrease in finance costs. Our total expenses, expressed as a percentage of our total income, were 128.22% and 111.9% for the financial years 2020 and 2021, respectively.

Network Operating Expenses

Network operating expenses increased by 11.95%, from ₹ 45,878 million for the financial year 2020 to ₹ 51,360 million for the financial year 2021 primarily due to an increase in expenses related to power and fuel caused by the addition of 4,671 new towers to our portfolio during the financial year 2021. Network operating expenses, as a percentage of our total income, were 61.26% and 62.18% for the financial years 2020 and 2021, respectively.

Employee Benefits Expenses

Employee benefits expense increased by ₹ 163 million from ₹ 1 million for the financial year 2020 to ₹ 164 million for the financial year 2021, primarily due to an increase in salaries and wages from ₹ 1 million for the financial year 2020 to ₹ 158 million for the financial year 2021. Employee benefits expense, expressed as a percentage of our total income, were less than 0.01% for the financial year 2020 and 0.2% for the financial year 2021.

Finance Costs

Finance costs decreased by 35.17%, from ₹ 32,039 million for the financial year 2020 to ₹ 20,772 million for the financial year 2021. Interest expenses decreased from ₹ 30,805 million in financial year 2020 to ₹ 20,013 million in financial year 2021, whereas exchange loss (attributable to finance costs) decreased from ₹ 1,073 million in financial year 2020 to ₹ 409 million in financial year 2021. Finance costs, expressed as a percentage of our total income, were 42.78% and 25.15% for the financial years 2020 and 2021, respectively.

Depreciation and Amortization Expense

Depreciation and amortisation expense increased by 9.99%, from ₹ 17,784 million for the financial year 2020 to ₹ 19,560 million for the financial year 2021 primarily due to an increase in depreciation on property, plant and equipment from ₹ 17,778 million for the financial year 2020 to ₹ 19,543 for the financial year 2021. Depreciation and amortisation expense, expressed as a percentage of our total income, were 23.75% and 23.68% for the financial years 2020 and 2021, respectively.

Legal and Professional Fees

Legal and professional fees increased by ₹ 109 million from ₹ 42 million for the financial year 2020 to ₹ 151 million for the financial year 2021, primarily due to cost incurred for transition services provided by RPPMSL under the Transition Services Agreement. Legal and professional fees, expressed as a percentage of our total income, were less than 0.06% for the financial year 2020 and 0.18% for the financial year 2021.

Other Expenses

Other expenses increased by ₹ 126 million from ₹ 209 million for the financial year 2020 to ₹ 335 million for the financial year 2021, primarily due to fair value of call option of ₹ 195 million for financial year 2021 (nil for financial year 2020) which was partially offset by decrease in general expenses from ₹ 203 million for the financial year 2020 to ₹ 119 million for the financial year 2021. Other expenses, expressed as a percentage of our total income, were less than 0.28% for the financial year 2020 and 0.41% for the financial year 2021.

Loss before Tax

As a result of the foregoing, loss before tax decreased by 53.49%, from ₹ 21,134 million for the financial year 2020 to ₹ 9,830 million for the financial year 2021.

Tax Expenses

We had no tax expenses for the financial years 2020 and 2021.

Loss for the Year

As a result of the foregoing, loss for the year decreased by 53.49%, from ₹ 21,134 million for the financial year 2020 to ₹ 9,830 million for the financial year 2021.

Other Comprehensive Loss

We had no other comprehensive loss for the financial years 2020 and 2021.

Total Comprehensive Loss for the year

As a result of the foregoing, total comprehensive loss for the year decreased by 53.49%, from ₹ 21,134 million for the financial year 2020 to ₹ 9,830 million for the financial year 2021.

Our Financial Condition

The following table presents our financial position on a consolidated basis as of March 31, 2021 and March 31, 2020:

	March 31, 2021 (₹ in million)	**March 31, 2020 (₹ in million)**
ASSETS		
NON-CURRENT ASSETS		
Property, Plant And Equipment	380,105	387,266
Right of Use Assets	206	117
Capital Work In Progress	18	-
Financial Assets		
Other Financial Assets	4,571	3,072
Other Non-Current Assets	3,236	3,236
Total Non-Current Assets	**388,136**	**393,691**
CURRENT ASSETS		
Financial Assets		
Trade Receivables	153	153
Cash and Cash Equivalents	10,047	461
Other Bank Balances	3	3
Other Financial Assets	4,531	24,099
Other Current Assets	11,589	22,553
Total Current Assets	**26,323**	**47,269**
Total Assets	**414,459**	**440,960**

	March 31, 2021 (₹ in million)	March 31, 2020 (₹ in million)
EQUITY AND LIABILITIES		
EQUITY		
Unit Capital	252,150	-
Contribution	240	124
Other Equity	(51,462)	(10,402)
Total Equity	**200,928**	**(10,278)**
Non-controlling interest	-	**(9,212)**
LIABILITIES		
Non - Current Liabilities		
Financial Liabilities		
Borrowings	181,851	228,194
Right of use liabilities	88	-
Other financial liabilities	2,215	-
Provisions	11,235	10,854
Total Non-Current Liabilities	**195,389**	**239,048**
Current Liabilities		
Financial Liabilities		
Borrowings	-	30,050
Trade Payables due to		
- total outstanding dues of micro enterprises and small enterprises	0	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	1,958	3,097
Right of use liabilities	18	-
Other Financial Liabilities	11,213	72,242
Creditors for Capital Expenditure	-	114,610
Other Current Liabilities	4,949	1,403
Provisions	4	-
Total Current Liabilities	**18,142**	**221,402**
Total Liabilities	**213,531**	**460,450**
Total Equity and Liabilities	**414,459**	**440,960**

"0" represents the amount below the denomination threshold.

LIQUIDITY AND CAPITAL RESOURCES

The Tower Co. operates in a capital intensive industry and its principal liquidity requirements are related to financing, acquisition of or construction at new Tower Sites and for servicing debt required to fund such acquisition and/or construction. For details of our outstanding borrowings, see "*Financial Indebtedness*" on page 128.

The following table sets forth our cash flows as of March 31, 2020 and March 31, 2021:

	Year ended March 31, 2021 (₹ in millions)	Year ended March 31, 2020 (₹ in millions)
Net Cash (Utilised in)/Generated from Operations	2,713	30,064
Net Cash flow used in Investing Activities	(111,611)	(84,382)
Net Cash flow generated from financing activities	118,484	54,773
Net Increase in Cash and Cash Equivalents	9,586	455
Opening Balance of Cash and Cash Equivalents	461	6
Closing Balance of Cash and Cash Equivalents	10,047	461

Cash flow from operating activities

Fiscal 2021

In Fiscal 2021, net cash (utilised in)/generated from operations was ₹ 2,713 million. Net Loss before tax as per profit and loss statement was ₹ (9,830) million in Fiscal 2021. Adjustments primarily consisted of depreciation and amortisation expense of ₹ 19,560 million and finance costs of ₹ 20,772 million. Cash flows were also affected by working capital adjustments for trade and other receivables of ₹ 12,505 million and trade and other payables of ₹ (40,824) million.

In Fiscal 2021, operating profit before working capital changes was ₹ 30,544 million. In Fiscal 2021, cash (utilised in)/generated from operations amounted to ₹ 2,225 million. In Fiscal 2021, income taxes refund/(paid) amounted to ₹ 488 million.

Fiscal 2020

In Fiscal 2020, net cash (utilised in)/generated from operations was ₹ 30,064 million. Net Loss before tax as per profit and loss statement was ₹ (21,134) million in Fiscal 2020. Adjustments primarily consisted of depreciation and amortisation expense of ₹ 17,784 million and finance costs of ₹ 32,039 million. Cash flows were also affected by working capital adjustments for trade and other receivables of ₹ (11,182) million and trade and other payables of Rs. 13,377 million.

In Fiscal 2020, operating profit before working capital changes was ₹ 28,564 million. In Fiscal 2020, cash (utilised in)/generated from operations amounted to ₹ 30,759 million. In Fiscal 2020, income taxes refund/(paid) amounted to ₹ (695) million.

Cash flow from investing activities

Fiscal 2021

Net Cash flow used in Investing Activities was ₹ (111,611) million in Fiscal 2021, primarily attributable to purchase of property, plant and equipment of ₹ (110,631) million, sale of investments ₹ 45,078 million, purchase of investments of ₹ (45,029) million and acquisition of subsidiary of ₹ (1,054) million .

Fiscal 2020

Net Cash flow used in Investing Activities was ₹ (84,382) million in Fiscal 2020, primarily attributable to sale of investments ₹ 167,194 million, purchase of investments of ₹ (166,930) million and purchase of property, plant and equipment of ₹ (84,639) million.

Cash flow from financing activities

Fiscal 2021

Net cash flow generated from financing activities was ₹ 118,484 million in Fiscal 2021, primarily attributable to repayment of long term borrowings of ₹ (357,820) million, proceeds from long term borrowings of ₹ 301,835 million, proceeds from units issued of ₹ 252,150 million, finance costs paid of ₹ (33,589) million, repayment of short term borrowings of ₹ (30,050) million and distribution to unitholders of ₹ (10,306) million.

Fiscal 2020

Net cash flow generated from financing activities was ₹ 54,773 million in Fiscal 2020, primarily attributable to proceeds from long term borrowings of ₹ 50,000 million and proceeds from short term borrowings of ₹ 38,312, repayment of short term borrowings of ₹ (37,912) million and deposit received of ₹ 35,940 million, finance costs paid of ₹ (21,691) million and repayment of long term borrowings of ₹ (10,000) million.

FINANCIAL INDEBTEDNESS

For a description of our financial indebtedness, please see "*Financial Indebtedness*" on page 128.

TRANSACTIONS WITH RELATED PARTIES

We have in the past engaged, and in the future may engage, in related party transactions. For information on our related party transactions under the InvIT Regulations, please refer to the section titled "*Related Party Transactions*" on page 144.

CONTRACTUAL OBLIGATIONS

The following table sets forth certain information relating to future payments due under contractual commitments as of March 31, 2021, aggregated by type of contractual obligation:

Maturity Profile as at March 31, 2021					
	0-1 Years	**1-3 Years**	**3-5 Years**	**Above 5 years**	**Total**
Trade Payable	1,958	-	-	-	1,958
Creditors for Capital Expenditure	-	-	-	-	-
Other Current Financial Liabilities	11,213	-	-	-	11,213
Other Non-Current Financial Liabilities	-	-	-	2215	2,215

Maturity Profile as at March 31, 2021					
	0-1 Years	**1-3 Years**	**3-5 Years**	**Above 5 years**	**Total**
Borrowings*	-	27,025	36,325	118,501	**181,851**
Total	**13,171**	**27,025**	**36,325**	**120,716**	**197,237**

**Includes ₹ 1,750 million as Prepaid Finance Charges*

CAPITAL EXPENDITURES

For the financial year ended March 31, 2021, we incurred ₹ 12,382 million capital expenditure-related costs which represented additions to Property, Plant and Equipment. Substantially all of such costs were in the form of payments to RPPMSL pursuant to the Project Execution Agreement. Under the terms of the Project Execution Agreement, RPPMSL is responsible for the tower development process, ranging from site acquisition, procurement and warehousing, construction contracting, site construction and engagement of suppliers, as well as constructing and maintaining passive infrastructure. Under the Project Execution Agreement, the purchase price payable to RPPMSL for each type of tower is fixed.

CONTINGENT LIABILITIES AND COMMITMENTS

Contingent Liabilities

As of March 31, 2021, there were no contingent liabilities that had or were reasonably likely to have a current or future effect on our financial condition, revenue or expenses, results of operations, liquidity, capital expenditures, or capital resources that we believe are material to investors.

Commitment

Particulars	**Year ended March 31, 2021** (₹ in Million)
Estimated amount of contracts remaining to be executed on Capital account not provided for	74,809
Other Commitments related to bank guarantee	36

The Group's network operating expenses include repairs and maintenance for which the Group has entered into an Operations and Maintenance Agreement for 30 years. Costs are recognised as services are rendered.

OFF-BALANCE SHEET ITEMS

As of March 31, 2021, we had no off-balance sheet items.

SIGNIFICANT DEVELOPMENTS SINCE MARCH 31, 2021

The Limited Review Consolidated Financials and Limited Review Standalone Financials of the Trust are available. The same are included on page 191 of this Draft Letter of Offer.

We have added new customer on a few of our towers and collected in full their payments and also executed term sheet with the customer.

Except as disclosed above and elsewhere in this Draft Letter of Offer, there is no subsequent development after the date of our financial statements contained in this Draft Letter of Offer which we believe has affected, or is likely to affect, materially and adversely, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.

The following table sets forth the monthly revenues of Tower Co. since September 30, 2021:

Months ended	**₹ million**
October 2021	8,693
November 2021	8,647

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due causing financial loss to the Group. Credit risk arises from Group's activities in investments and outstanding receivables from customers.

We derive most of our revenue from a 30-year contract with RJIL. We have adopted a policy of implanting a prudent and conservative process for managing our credit risk arising in the course of our business activities. Credit risk is actively managed through advance payments.

Liquidity Risk

Liquidity risk arises from the our inability to meet its cash flow commitments on the due date. We access global and local financial markets to meet our liquidity requirements. We use a range of products and a mix of currencies to ensure efficient funding from across well-diversified markets and investor pools. Treasury monitors rolling forecasts of our cash flow position and ensures that we are able to meet our financial obligation at all times including contingencies.

The Trust, through the Investment Manager, will regularly monitor liquidity requirements to ensure that it maintains adequate means of obtaining funds necessary in order to meet liquidity requirements in the short and longer term.

Interest rate risk

As the infrastructure development and construction business is capital intensive, we are exposed to interest rate risk. Interest rates for borrowings have been volatile in India in recent periods. Our exposure to risk of changes in market interest rate relates to floating rate debt obligations and derivative products taken to mitigate interest rate risk. Therefore, any increases in interest expense could have an adverse effect on their results of operations and financial condition. Although from time to time we may engage in interest rate hedging transactions and enter into new financing arrangements, there can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee. We use derivative financial instruments such as forward contracts to minimise any adverse effect on its financial performance. All such activities are undertaken within an approved risk management policy framework.

Inflation

In past years, India has experienced relatively high rates of inflation. Inflation generally impacts the overall economy and business environment and hence could affect us.

Seasonality of Business

Our business and results of operations are not significantly impacted by the effects of seasonality.

RELATED PARTY TRANSACTIONS

In terms of Regulation 2(1)(zv) of the InvIT Regulations, related party shall be as defined as under the Companies Act, 2013 or under the applicable accounting standards and shall also include: (i) Parties to the Trust; and (ii) promoters, directors, and partners of the Parties to the Trust. Further, related parties also include such persons and entities as defined in terms of the applicable accounting standards, being IndAS 24 on "*Related Party Disclosures*" (the "**Related Parties**"). The Parties to the Trust, may, from time to time, enter into related party transactions, in accordance with applicable law.

Disclosure of Related Party Transactions

For details of the related party transactions, for the six months period ended September 30, 2021, the fiscals ended March 31, 2021 and March 31, 2020, and the period ended March 31, 2019 as reported in the financial statements of the Trust, see section entitled "*Financial Statements*" on page 191.

Except as otherwise stated herein below and for details in relation to the related party transactions in relation to the Trust, please refer to the section entitled "*Related Party Transactions*" on page 178 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

1. **Share Purchase Agreement - II**

   The Trust (acting through its Trustee) entered into the share purchase agreement dated December 16, 2019 with the previous investment manager, RIL, Reliance Sponsor, the Tower Co. and the Brookfield Sponsor together with the extension agreements dated December 31, 2019, January 31, 2020 and August 26, 2020 and the amendment agreement dated August 26, 2020 for acquisition of the remaining 49% of the outstanding equity share capital in Tower Co. by the Trust.

   On August 31, 2020, the Trust, acting through the Trustee, acquired the remaining 49% of the issued and paid-up equity share capital of Tower Co., pursuant to the Share Purchase Agreement - II.

2. **Investment Management Agreement**

   Pursuant to the prior approval of Unitholders of the Trust at its extra-ordinary general meeting held on September 23, 2020 and approval of SEBI vide its letter dated October 9, 2020, obtained by the Trustee for change in the investment manager of the Trust in terms of the provisions of Regulation 9(15) and other applicable provisions of the InvIT Regulations, and pursuant to the investment management agreement dated September 25, 2020, executed between Brookfield India Infrastructure Manager Private Limited (*formerly* known as WIP (India) Private Limited) ("**BIIMPL**") and the Trustee, BIIMPL was appointed as the new investment manager of the Trust with effect from October 13, 2020. For brief summary of the Investment Management Agreement, see section entitled "*Parties to the Trust*" on page 76.

3. **Distribution to Brookfield Sponsor**

   For details of distribution by the Trust, see sections entitled "*Distribution*" and "*Financial Statements*" on pages 135 and 191, respectively. The distribution made by the Trust includes distributions to the Brookfield Sponsor.

Procedure for dealing with Related Party Transactions

For details in relation to the procedure for dealing with related party transactions in relation to the Trust, please refer to the section entitled "*Related Party Transactions*" on page 178 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

REGULATIONS AND POLICIES

Except as stated otherwise herein below, for an overview of the regulations and policies applicable to us, please see the section entitled "*Regulations and Policies*" on page 187 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

Foreign Investment Regulations

In terms of the Press Note 4 (2021 Series) dated October 6, 2021 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce & Industry and the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2021, 100% foreign investment under automatic route is permitted in all telecom services including telecom Infrastructure Providers Category-I.

REGULATORY APPROVALS

Provided below are the material consents, permissions, registrations and approvals from the Government, various governmental agencies and other statutory or regulatory authorities required to be obtained by the Trust, the Tower Co. or the Target Asset for carrying out their present businesses. Further, provided below are the approvals in relation to the Issue and in relation to the Trust.

I. Approvals in relation to the Issue

1. In-principle approval from the BSE dated [●].

II. Approvals in relation to the Trust

1. Certificate of registration dated on March 19, 2019 bearing registration number IN/InvIT/18-19/0009 issued by SEBI to the Trust under Regulation 3 of the InvIT Regulations, for registration of the Trust as an infrastructure investment trust.

2. Letter dated December 17, 2019 from SEBI taking on record the request made by the Reliance Sponsor and Brookfield Sponsor for the addition of the Brookfield Sponsor as one of sponsors of the Trust.

3. Approval of SEBI vide its letter dated October 9, 2020, obtained by the Trustee for change in the investment manager of the Trust in terms of the provisions of Regulation 9(15) of the InvIT Regulations.

4. Certificate of registration dated on October 8, 2021 bearing registration number IN/InvIT/18-19/0009 issued by SEBI to the Trust under the InvIT Regulations, for change in name and principal place of business.

III. Material Business Approvals in relation to the Tower Co.

1. The Tower Co. is registered with the Government of India, Ministry of Communications, Department of Telecommunications as an Infrastructure Provider Category I (IP-I) to establish and maintain the assets such as dark fibres, right of way, duct space and tower for the purpose to grant to lease, rent or sale basis to the licensees to telecom services licensed under Section 4 of the Indian Telegraph Act, 1885 on mutually agreed terms and conditions.

2. Certain other key permissions and approvals required to be obtained by the Tower Co. for its present business are set out below:

    i. Approvals from local authorities, as applicable, such as municipal authorities and gram panchayats for setting up of towers;

    ii. Consents or intimations from pollution control boards, as applicable, for operation of DG sets; and

    iii. Permissions from state electricity boards or power distribution companies, as applicable, for electrical connections.

    The Tower Co. submits application(s) to the appropriate authorities for renewal of these approvals, as required. The Tower Co. also obtains, directly or through our contractors, all approvals, licenses, registrations and permissions required to operate our business.

    Pursuant to the Scheme of Arrangement, the Tower Infrastructure Business was transferred and vested in Tower Co. as of, and with effect from the close of business of March 31, 2019. Accordingly, certain approvals and permissions in relation to the business of the Tower Co. are in the name of RJIL and are in the process of being transferred and vested in the name of the Tower Co. For further details, please see the section entitled, "*Risk Factors*" on page 64.

IV. Material Business Approval in relation to the Target Asset

The Target Asset is registered with the Government of India, Ministry of Communications, Department of Telecommunications as an Infrastructure Provider Category I (IP-I) under the Indian Telegraph Act, 1885.

Certain approvals such as (a) approval from local authorities for setting up towers; (b) consents or intimations from pollution control boards, as applicable, for operation of DG sets; and (c) permissions from state electricity boards or power distribution companies, as applicable, for electrical connections may have expired in their normal course, and the Target Asset has either made an application to the appropriate authorities for renewal of such approvals or is in the process of making such applications.

Certain approvals and permissions in relation to the business of the Target Asset are not in the name of the Target Asset and are in the process of changing name to the Target Asset.

LITIGATION

Except as stated in this section, there are no material litigation or actions by regulatory authorities, in each case against the Trust, the Reliance Sponsor, the Brookfield Sponsor, the Investment Manager, the Project Manager, or any of their Associates and the Trustee, that are currently pending.

For the purpose of this section, details of all regulatory actions that are currently pending against the Trust, the Reliance Sponsor, the Brookfield Sponsor, the Investment Manager, the Project Manager and their respective Associates, the Tower Co. and the Trustee have been disclosed. Further, any matter that is currently pending involving an amount equivalent to, or more than, the amount as disclosed below, in respect of the Trust, the Reliance Sponsor, the Brookfield Sponsor, the Investment Manager, the Project Manager each of their respective Associates, the Trustee, the Tower Co. and Target Asset has been disclosed.

In respect of the Reliance Sponsor, all outstanding cases which involve an amount equivalent to or exceeding ₹ 1,202.51 million (being 5% of the total income of the Reliance Sponsor for Fiscal 2021) have been considered material. All cases where the amount is not ascertainable, but considered material, have also been disclosed.

*The disclosures with respect to material litigations relating to the Brookfield Sponsor and its Associates have been made on the basis of the public disclosures made by BAM and BIP, the entities under which all other entities, which control, directly or indirectly, the Brookfield Sponsor, get consolidated for financial and regulatory reporting purposes. BAM and BIP are currently listed on the New York Stock Exchange ("**NYSE**") and the Toronto Stock Exchange ("**TSE**"). In accordance with applicable securities law and stock exchange rules, BAM and BIP are required to disclose material litigations through applicable securities filings. The threshold for identifying material litigations in such disclosures is based on periodically reviewed thresholds applied by the independent auditors of BAM and BIP in expressing their opinion on the financial statements and is generally linked to various financial metrics of BAM and BIP, including total equity. Further, all pending regulatory proceedings where all entities, which control, directly or indirectly, the Brookfield Sponsor, are named defendants have been considered for disclosures in this Draft Letter of Offer. Further, there is no outstanding litigation and regulatory action against any of the entities controlled, directly or indirectly, by the Brookfield Sponsor, as on the date of this Draft Letter of Offer.*

In respect of the Investment Manager, all outstanding cases which involve an amount equivalent to or exceeding ₹ 1.8 million (being 5.0% of the total income (on consolidated basis) of the Investment Manager for Fiscal 2021) have been considered material. All cases where the amount is not ascertainable, but considered material, have also been disclosed.

In respect of the Associates of the Investment Manager, disclosures which form part of the Brookfield Group, have been made on the basis of public disclosures made by BAM, under which all entities, (i) which control, directly or indirectly, shareholders of the Investment Manager, and (ii) the shareholders of the Investment Manager (who form part of the Brookfield Group), get consolidated for financial and regulatory reporting purposes. BAM is currently listed on the NYSE and the TSE. All pending regulatory proceedings where all entities who are the shareholders of the Investment Manager, or which control, directly or indirectly, the shareholders of the Investment Manager, in case forming part of the Brookfield Group, are named defendants have been disclosed.

In respect of the Project Manager, all outstanding cases which involve an amount equivalent to or exceeding ₹ 20 million (being 5% of the total income of the Project Manager for Fiscal 2021) have been considered material. All cases where the amount is not ascertainable, but considered material, have also been disclosed.

In respect of the Associates of the Reliance Sponsor and Project Manager, all outstanding cases which involve an amount equivalent to or exceeding ₹ 25,133 crore (being 5% of the consolidated total income of Reliance Industries Limited for Fiscal 2021) have been considered material. All cases where the amount is not ascertainable, but considered material, have also been disclosed.

In relation to the Trustee, all outstanding civil litigation involving an amount equivalent to or exceeding ₹ 10.057 million (being 5.0% of the profit after tax for Fiscal 2021 based on the audited standalone financial statements of the Trustee for Fiscal 2021) have been considered material. All cases where the amount is not ascertainable, but considered material, have also been disclosed.

In relation to the Tower Co., the outstanding cases involving an amount equivalent to or exceeding ₹ 413 million (being 0.50% of the total income of the Tower Co. basis the audited total income of the Tower Co. for Fiscal 2021) have been disclosed. All outstanding cases where the amount is not ascertainable, but considered material, have also been disclosed. Further, except as stated in this section, there is no material litigation involving the Tower Co.

In relation to the Target Asset, the outstanding cases involving an amount equivalent to or exceeding ₹ 67.63 million (being 5.0% of the total revenue of the Target Asset basis the audited financial statements of the Target Asset for Fiscal 2021) have been disclosed. All outstanding cases where the amount is not ascertainable, but considered material, have also been *disclosed. Further, except as stated in this section, there is no material litigation involving the Target Asset.*

(i) Litigation involving the Trust

There are no material litigations and regulatory actions pending against the Trust as on the date of this Draft Letter of Offer.

(ii) Litigation involving the Tower Co.

(a). The CENVAT credit on the telecommunication tower was disputed by the service tax authorities. The Bombay High Court in a different matter had held that telecom tower is immovable in nature and accordingly CENVAT credit on tower is not permitted to be claimed. The decision of the Bombay High Court has been challenged in the Supreme Court. In view of the ongoing litigation and also due to the fact that under GST law also the telecom towers have been expressly been excluded from the definition of plant and machinery, the CENVAT credit claimed on telecom towers was reversed under protest and simultaneously a refund claim was filed by Reliance Jio Infocomm Limited ("RJIL"). The amount paid under protest has been transferred to SDIPL under the scheme of demerger. Vide order dated August 30, 2019, the Commissioner of Central Tax, Central Excise and Service Tax (Appeals), Raigad has rejected the refund claim and an appeal has been filed by RJIL in Mumbai CESTAT against the rejection. In view of the above, the amount of ₹ 2,944 million (includes ₹ 408 million credit reversed under protest for GST input tax credit claimed on goods and services used for erection, commissioning and installation of immovable property (i.e. towers and foundation)) is presently shown under non-current asset.

On October 8, 2021, SDIPL has reversed GST input tax credit on tower and foundation for fiscal 2019-20 in all the remaining states amounting to Rs. 5,640 million (Reversal of GST for Madhya Pradesh and Maharashtra was done prior to September 2021). This was done in compliance with the letter issued by DGGI-Maharashtra office (letter no. DGGI/MZU/I&IS 'D'/12(1)27/2021/4908 dated September 16, 2021). On November 30, 2021, Tower Co. has reversed GST input tax credit on tower and foundation for fiscal 2021 in Madhya Pradesh amounting to Rs. 35 million. This was done in compliance with the letter issued by DGGI Bhopal – MP (letter no. 1489 dated November 25, 2021).

(b). While these cases are not material, please note that various cases have been filed in different courts and forums against the Tower Co. (including the cases filed against RJIL, which are transferred to the Tower Co., pursuant to the Scheme of Arrangement), which *inter alia* pertain to issues of radiation emitted, causing health hazards to the people in the vicinity of the tower site, title or property issues with respect to premises where the towers have been erected, violations of local body town planning legislations and sanctions and approvals for constructing the tower not taken by the Tower Co.

(iii) Litigation involving the Target Asset

There are no material litigations and regulatory actions pending against the Target Asset as on the date of this Draft Letter of Offer.

(iv) Litigation involving the Reliance Sponsor

There are no material litigations and regulatory actions pending against the Reliance Sponsor as on the date of this Draft Letter of Offer.

(v) Litigation involving the Brookfield Sponsor

There are no material litigations and regulatory actions pending against the Brookfield Sponsor as on the date of this Draft Letter of Offer.

(vi) Litigation involving the Investment Manager

There are no material litigations and regulatory actions pending against the Investment Manager as on the date of this Draft Letter of Offer.

(vii) Litigation involving the Project Manager

There are no material litigations and regulatory actions pending against the Project Manager as on the date of this Draft Letter of Offer.

(viii) Litigation involving the Associates of the Reliance Sponsor, the Brookfield Sponsor, the Investment Manager

and the Project Manager

Other than as disclosed below, there are no material litigations and regulatory actions pending against the Associates of the Reliance Sponsor, the Brookfield Sponsor, the Investment Manager and the Project Manager as on the date of this Draft Letter of Offer.

Material litigation and regulatory actions pending against the associates of the Reliance Sponsor

Reliance Industries Limited (an Associate of the Reliance Sponsor)

(a) The Government of India (GOI) sent a notice to the KG D6 Contractor (consisting of RIL, bp p.l.c. and Niko (NECO) Ltd) on November 3, 2016 asking the contractor to deposit approximately US$ 1.55 billion on account of alleged gas migration from ONGC's blocks. RIL, as Operator, for and on behalf of all constituents of the contractor, initiated arbitration proceedings against the GOI. The Arbitral Tribunal vide its Final Award dated 24th July, 2018 upheld contractor's claims. GOI filed an Appeal on 15th November, 2018 before the Hon'ble Delhi High Court, under Section 34 of the Arbitration Act, against the Final Award of the Arbitral Tribunal and the Appeal is currently pending adjudication before the Hon'ble Delhi High Court. The matter listed on 21 Dec'21, before the Delhi High Court is adjourned to February 14, 2022.

(b) An arbitration was initiated by BG Exploration and Production India Limited and RIL (together, the Claimants) against the Government of India (GOI) on 16th December, 2010 under the PSCs for Panna – Mukta and Tapti blocks due to difference in interpretation of certain PSC provisions between Claimants and GOI. The Arbitral Tribunal by majority issued a final partial award ("2016 FPA"), and separately, two dissenting opinions in the matter on 12th October, 2016. Claimants challenged certain parts of the 2016 FPA before the English Courts, which delivered its judgement on 16th April, 2018 and remitted one of the challenged issues back to the Arbitral Tribunal for reconsideration. The Arbitral Tribunal in its final partial award dated 1st October, 2018 ("2018 FPA") decided in favour of the Claimants in large part by holding that the Claimants were entitled to cost recovery of certain development costs as claimed by them. GOI and Claimants filed an appeal before the English Commercial Court against this 2018 FPA. The English Commercial Court rejected challenges to 2018 Final Partial Award and upheld Claimants' challenge that Arbitration Tribunal had jurisdiction over the limited issue which was in appeal and remitted the issue back to the Arbitration Tribunal. Tribunal gave favorable award on 29th January, 2021 ("EPOD Agreements Case Award"). Both the parties filed Clarification Applications before the Tribunal. On 9th April 2021, Tribunal issued its decision on the Clarification Applications of both the parties. It granted the minor correction requested by the Claimants and has rejected all of the GOI's clarification requests. GOI has challenged the EPOD Agreements Case Award before the English High Court. Claimants have filed an application before the Arbitral Tribunal seeking increase in the PSC Cost Recovery Limit (CRL) and the same is pending. The Cost Recovery Limit arbitration hearings are scheduled during various hearing tranches in 2021 to 2022. The Arbitration Tribunal is yet to schedule recomputation of accounts and the quantification phase of the arbitration, which will take place after determination of the Claimants' request for an increase in the cost recovery limit under the PSCs.

GOI has also filed an execution petition before the Hon'ble Delhi High Court under Sections 47 and 49 of the Arbitration and Conciliation Act, 1996 and Section 151 of the Civil Procedure Code, 1908 seeking enforcement and execution of the 2016 FPA. The Claimants contend that the GOI's Execution Petition is not maintainable. Claimants have also filed Application for Recall/ Modification, challenging the Orders of Delhi High Court wherein Directors were directed to file Affidavits of Assets. The matter is currently pending consideration by a court of competent jurisdiction.

(c) The Central Government sent notices to the RIL, bp p.l.c. and Niko (NECO) Ltd (together the "KG D6 Contractor") under the relevant PSCs disallowing cost recovery for alleged under-utilization of capacity due to failure to comply with the approved development plan and demanded additional share of profit petroleum. RIL maintains that the KG D6 Contractor is entitled to recover all costs under the term of the PSC and there are no provisions under the PSC which entitles the Central Government to disallow cost recovery. The matter is currently under arbitration.

(d) NTPC had filed a suit for specific performance of a contract for supply of natural gas by RIL before the Hon'ble Bombay High Court. The main issue in dispute is whether a valid, concluded and binding contract exists between the parties for supply of Natural Gas of 132 Trillion BTU annually for a period of 17 years. The matter is presently sub judice and RIL is of the view that NTPC's claim lacks merit and no binding contract for supply of gas was executed between NTPC and RIL.

(e) On December 16, 2010, SEBI issued a show cause notice (SCN) inter alia to RIL in connection with the trades by RIL in the stock exchanges in 2007 in the shares of Reliance Petroleum Limited, then a subsidiary of RIL.

Hearings were held before the Whole Time Member (WTM) of SEBI in respect of the SCN. By an order dated March 24, 2017, the WTM passed the directions: (i) prohibiting inter alia RIL from dealing in equity derivatives in the 'Futures & Options' segment of stock exchanges, directly or indirectly, for a period of one year from the date of the order; and (ii) to RIL to disgorge an amount of Rs. 447.27 crore along with interest at the rate of 12% per annum from November 29, 2007 till the date of payment. In May 2017, RIL and the other notices filed an appeal before the Securities Appellate Tribunal (SAT) against this order. SAT, by a majority order (2:1), dismissed the appeal on November 5, 2020 and directed RIL to pay the disgorged amount within sixty days from the date of the order. The appeal of RIL and other noticees has been admitted by the Hon'ble Supreme Court.

(f) In the very same matter at (e) above, on November 21, 2017, SEBI issued show cause notice, inter alia, to RIL, asking RIL to show cause as to why inquiry should not be held in terms of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 and penalty not be imposed under the provisions of the Securities and Exchange Board of India Act, 1992. The Adjudicating Officer of SEBI passed an order on January 1, 2021 imposing a penalty of Rs. 25 crore on RIL. RIL has paid the penalty under protest and has filed an appeal before the SAT against this order.

(g) RIL had issued debentures with convertible warrants in the year 1994 and allotted equity shares against the warrants in the year 2000. In this matter, SEBI had filed a complaint on July 16, 2020, inter alia against RIL before the Special Court, Mumbai, for taking cognizance of alleged offences under Regulations 3, 5 and 6 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995 and section 77(2) and section 77A of Companies Act, 1956. The Special Court, Mumbai, vide order dated September 30, 2020, dismissed SEBI's complaint as barred by limitation. Against the said order of the Special Court, SEBI has filed a revision application before the Hon'ble High Court, Bombay and the same is pending.

(ix) Litigation involving the Trustee

There are no material litigations and regulatory actions pending against the Trustee as on the date of this Draft Letter of Offer.

(x) Other select litigation matters

Litigation matters involving Chetan Rameshchandra Desai, an independent director of the Investment Manager

(i) Chetan Rameshchandra Desai, Narendra Aneja and Sridhar Rengan were directors of Penbrook Capital Advisors Private Limited, which is the investment manager ('IM') for Peninsula Brookfield Real Estate Fund ('AIF'). The IM, the trustee of the AIF, and their respective past and present directors were named as noticees in a show cause notice issued by SEBI on March 19, 2021 in respect of certain alleged contraventions by the AIF of the SEBI AIF Regulations. Pursuant to the above, the noticees had initiated settlement proceedings (without admission of any wrongdoing) and the settlement terms proposed were in-principle accepted by SEBI in November 2021. Payment of the settlement amount was completed within the stipulated timeframe. A copy of the SEBI order recording such settlement is currently awaited.

(ii) Chetan Rameshchandra Desai was earlier (till March 2018) a partner of a chartered accountancy Firm (the "Firm") which was an auditor for a company in the medical diagnostic space (the "Client") up to financial year 2011 and Chetan Rameshchandra Desai was the signing partner of the Firm for this assignment. The Client's growth model was that of acquisition of running diagnostic labs in several cities. During this period, in FY 2008, the Client had purchased a diagnostic lab in Chennai from a third party (the "Seller") and as per their uniform business model, the payment of a part of the purchase consideration was contingent on the diagnostic lab making a certain level of profit in FY 2009. As the diagnostic lab failed to achieve the desired level of profit in the FY 2009, the balance amount was not payable and the same was written back with appropriate disclosures in the financial statements of the Client. The Seller filed a complaint in April 2013 with the Institute of Chartered Accountants of India alleging that requisite profit had been achieved by the diagnostic lab and the liability to pay the balance consideration was not disclosed in the audited accounts of the Client. Subsequently, disciplinary proceedings were initiated against Chetan Rameshchandra Desai by the ICAI. Based on the submissions of Chetan Rameshchandra Desai, the Director (Discipline) of the ICAI provided a detailed written opinion in October 2015 stating that the auditor had not defaulted, however, the Disciplinary Board of ICAI took a different view and the Disciplinary Committee of the ICAI ("DC") sought certain clarifications and documents from Chetan Rameshchandra Desai regarding the disclosure of the said transaction in the audited financial statements of the Client.

The actual profit made by the lab in FY 2009 has not been challenged by the shareholders, tax authorities or any other regulator. Allegedly the complaint was filed by the seller to get relief in another court matter initiated by the Client against him and he was also allegedly under a wrong belief that through auditors, he shall be able to obtain some relief from the Client. During the hearings before the DC the Seller has also not substantiated how the actual profit of the lab was incorrect.

Hearings before the DC have been concluded in December 2018. In the DC hearing on May 27, 2017 in a document submitted by the Seller, he has allegedly admitted that the lab had indeed not achieved the required level of profit but that he believes that the Client should pay the balance consideration to him, just as the Client has earned good amount of money from the said lab.

Hence allegedly there was no substance in the complaint. This was reaffirmed in the last – concluding hearing of the DC held on December 19, 2018. For technical reasons, one more hearing of the DC was held on September 15, 2021, where the Seller did not remain present. The above stated fact was emphasised by Mr. Desai. The order of the DC is yet to be received.

Litigation matters involving Narendra Aneja, an independent director of the Investment Manager

(i) For details of matter involving settlement proceedings with SEBI, see "- *Other select litigation matters - Litigation matters involving Chetan Rameshchandra Desai, an independent director of the Investment Manager*" above.

Litigation matters involving Sridhar Rengan, an independent director of the Investment Manager

(i) For details of matter involving settlement proceedings with SEBI, see "- *Other select litigation matters - Litigation matters involving Chetan Rameshchandra Desai, an independent director of the Investment Manager*" above.

SECURITIES MARKET OF INDIA

The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchange and has not been prepared or independently verified by the Parties to the Trust or the Lead Manager or any of their respective affiliates or advisors.

The Indian Securities Market

India has a long history of organized securities trading. In 1875, the first stock exchange was established in Mumbai. The BSE and the NSE, together, hold a dominant position among the stock exchanges in terms of the number of listed companies, market capitalisation and trading activity.

Stock Exchange Regulation

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the SCRA and the SCRR. SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 on October 3, 2018 (the "**SCR (SECC) Regulations**"), which regulate *inter alia* the recognition, ownership and governance of stock exchanges and clearing corporations in India together with providing for minimum net worth requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Regulations along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign institutional investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

Listing and Delisting of Units

The InvIT Regulations provide for listing and delisting of units of infrastructure investment trusts on the Stock Exchange.

BSE

Established in 1875, it is the oldest stock exchange in India. The BSE became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. It has evolved over the years into its present status as one of the premier stock exchanges of India.

NSE

NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. It has evolved over the years into its present status as one of the premier stock exchanges of India. NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000.

Internet-based Securities Trading and Services

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stockbrokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI. The NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of the NSE.

Trading Hours

Trading on both the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. 1ST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

Trading Procedure

In order to facilitate smooth transactions, the BSE replaced its open outcry system with BSE On-line Trading facility in 1995. This totally automated screen based trading in securities was put into practice nationwide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work.

NSE has introduced a fully automated trading system called National Exchange for Automated Trading ("**NEAT**"), which operates on strict time/price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

Depositories

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI framed regulations in relation to the registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

RIGHTS OF UNITHOLDERS

The rights and interests of Unitholders are included in this Draft Letter of Offer and the InvIT Regulations. Under the Indenture of Trust and the Investment Management Agreement, these rights and interests are safeguarded by the Trustee and the Investment Manager, respectively. Any rights and interests of Unitholders as specified in this Draft Letter of Offer would be deemed to be amended to the extent of any amendment to the InvIT Regulations.

Beneficial Interest

Each Unit represents an undivided beneficial interest in the Trust. A Unitholder has no equitable or proprietary interest in the Portfolio Assets of the Trust and is not entitled to any share in the transfer of the Portfolio Assets (or any part thereof) or any interest in the Portfolio Assets (or any part thereof) of the Trust. A Unitholder's right is limited to the right to require due administration of the Trust in accordance with the provisions of the Indenture of Trust and the Investment Management Agreement.

Ranking

No Unitholder of the Trust shall enjoy superior voting or any other rights over another Unitholder. Further, the Units shall not have multiple classes, except any subordinate Units that may be issued only to the Sponsors and their Associates, where such subordinate units carry only inferior voting or any other rights compared to other Units in the future in accordance with Regulation 4(2)(h) of the InvIT Regulations.

The Investment Manager on behalf of the Trust undertakes that at any given time, there shall be only one denomination for the Units of the Trust, to the extent required in terms of the InvIT Regulations.

Grievance Redressal Mechanism

The Trustee shall periodically review the status of Unitholders' complaints and their redressal undertaken by the Investment Manager. The Stakeholders' Relationship Committee of the Investment Manager shall monitor the status of complaints and their redressal. For details, please see the section entitled "*Corporate Governance*" on page 90.

Distribution

The Unitholders shall have the right to receive distribution in accordance with the InvIT Regulations and in the manner provided in this Draft Letter of Offer. For details, please see the section entitled "*Distribution*" on page 135.

Meeting of Unitholders

Meetings of Unitholders will be conducted in accordance with the InvIT Regulations.

Passing of resolutions

1. With respect to any matter requiring approval of the Unitholders:

   (i) a resolution shall be considered as passed when the votes cast by Unitholders, so entitled and voting, in favour of the resolution exceed a certain percentage as specified in the InvIT Regulations, of votes cast against;

   (ii) the voting may be done by postal ballot or electronic mode;

   (iii) a notice of not less than 21 days shall be provided to the Unitholders;

   (iv) voting by any Unitholder (including, the Sponsors in its capacity as Unitholders), who is a related party in such transaction, as well as associates of such Unitholder(s) shall not be considered on the specific issue;

   (v) the Investment Manager shall be responsible for all the activities pertaining to conducting of meeting of the Unitholder, subject to overseeing by the Trustee.

   However, for issues pertaining to the Investment Manager, including a change in Investment Manager, removal of Investment Manager or change in control of Investment Manager; the Trustee shall convene and handle all activities pertaining to conduct of the meetings. Additionally, for issues pertaining to the Trustee, including change in Trustee, the Trustee shall not be involved in any manner in the conduct of the meeting.

2. With respect to the Trust:

   (i) an annual meeting of all Unitholders shall be held not less than once a year within 120 days from the end of each financial year and the time between two meetings shall not exceed 15 months;

(ii) with respect to the annual meeting of Unitholders,

(a) any information that is required to be disclosed to the Unitholders and any issue that, in the ordinary course of business, may require approval of the Unitholders may be taken up in the meeting including:

- latest annual accounts and performance of the Trust;
- approval of auditor and fee of such auditor, as may be required;
- latest valuation reports;
- appointment of valuer, as may be required; and
- any other issue;

(b) for any issue taken up in such meetings which require approval from the Unitholders other than as specified in Regulation 22(6) of the InvIT Regulations, votes cast in favour of the resolution shall be more than the votes cast against the resolution.

3. In case of the following, approval from the Unitholders shall be required where the votes cast in favour of the resolution shall be more than the votes cast against the resolution:

(i) any approval from the Unitholders required in terms of Regulation 18 (*Investment conditions and dividend policy),* Regulation 19 (*Related party transactions)* and Regulation 21 *(Valuation of assets*) of the InvIT Regulations;

(ii) any transaction, other than any borrowing, the value of which is equal to or greater than 25% of the InvIT Assets of the Trust;

(iii) any borrowing in terms of the limit specified under clause (a) of Regulation 20(3) of the InvIT Regulations;

(iv) any issue of Units after initial public offer by the Trust, in whatever form, other than any issue of Units which may be considered by SEBI, under Regulation 22(5) of the InvIT Regulations;

(v) increasing period for compliance with investment conditions to one year in accordance with Regulation 18(5)(c) of the InvIT Regulations;

(vi) any issue, in the ordinary course of business, which in the opinion of the Sponsors or the Trustee or the Investment Manager, is material and requires approval of the Unitholders, if any;

(vii) de-classification of the status of the Sponsors;

(viii) any issue for which SEBI or the designated stock exchanges requires approval.

4. In case of the following, approval from the Unitholders shall be required where the votes cast in favour of the resolution shall not be less than one and a half times the votes cast against the resolution:

(i) any change in the Investment Manager, including removal of the Investment Manager or change in control of the Investment Manager;

(ii) any material change in investment strategy or any change in the management fee of the Trust;

(iii) the Trustee and Investment Manager proposing to seek delisting of units of the Trust under Regulation 17(1)(e) of the InvIT Regulations;

(iv) any issue, not in the ordinary course of business, which in the opinion of the Sponsors or Investment Manager or Trustee requires approval of the Unitholders, provided that if such approval is not obtained, an exit option shall be provided to the Unitholders to the extend and in the manner specified by SEBI;

(v) any issue for which SEBI or the designated stock exchanges require approval;

(vi) any issue taken up on request of the Unitholders including:

(a) removal of the Investment Manager and appointment of another investment manager to the Trust;

(b) removal of the Auditor and appointment of another auditor to the Trust;

(c) removal of the Valuer and appointment of another valuer to the Trust;

(d) delisting of the Trust, if the Unitholders have sufficient reason to believe that such delisting would act in the interest of the Unitholders;

(e) any issue which the Unitholders have sufficient reason to believe that is detrimental to the interest of the Unitholders;

(f) change in the Trustee if the Unitholders have sufficient reason to believe that acts of such Trustee is detrimental to the interest of the Unitholders.

With respect to the rights of the Unitholders under clauses 4(vi) above:

(i) not less than 25% of the Unitholders by value, other than any party related to the transactions and its associates, shall apply, in writing, to the Trustee for the purpose;

(ii) on receipt of such application, the Trustee shall require, with the Investment Manager to place the issue for voting in the manner as specified in the InvIT Regulations;

(iii) with respect to clause 4(vi)(f) above, not less than 60% of the Unitholders by value shall apply, in writing, to the Trustee for the purpose.

5. In case of any borrowing by the Trust in terms of the limit specified under Regulation 20(3)(b) of the InvIT Regulations, the approval from 75% of the Unitholders by value shall be obtained.

6. For delisting of Units of the Trust in terms of Regulation 17(1)(ea), approval from not less than 90% of the Unitholders by value shall be requires and exit shall be provided to the dissenting Unitholders. No person, other than the Sponsors, their related parties and their associates, shall acquire units of an infrastructure investment trust which taken together with the Units held by such person and by persons acting in concert with such person in such infrastructure investment trust, exceeds 25% of the value of the outstanding infrastructure investment trust Units unless approval from 75% of the Unitholders by value excluding the value of the Units held by parties to the transaction is obtained. In the event the Unitholders do not approve the acquisition, the person acquiring the Units shall provide an exit option to dissenting Unitholders to the extent and in the manner as may be specified by SEBI.

7. In case of any change in sponsor or inducted sponsor or change in control of sponsor or inducted sponsor, prior approval of 75% of the Unitholders by value excluding the value of Units held by parties to the transaction is to be obtained. In the event the Unitholders do not provide their approval: (i) in case of change of sponsor or inducted sponsor, the proposed inducted sponsor shall provide an exit option to dissenting Unitholders to the extent and in the manner as may be specified by SEBI; and (ii) in case of change in control of sponsor or inducted sponsor, the said sponsor or inducted sponsor shall provide an exit option to dissenting Unitholders to the extent and in the manner as may be specified by SEBI.

Information rights

The Investment Manager, on behalf of the Trust, shall also submit such information to the Stock Exchange and Unitholders, on a periodical basis as may be required under the InvIT Regulations. The Investment Manager (on behalf of the Trust) shall disclose to the Stock Exchange, Unitholders and SEBI, all such information and in such manner as specified under the InvIT Regulations and such other requirements as may be specified by SEBI. The Investment Manager, on behalf of the Trust, shall also provide disclosures or reports specific to the sector or sub-sector in which the Trust has invested or proposes to invest, in the manner as may be specified by SEBI.

Buyback and Delisting of Units

Any buyback or delisting of Units, will be in accordance with the indenture of the Trust and the InvIT Regulations.

For additional details in relation to rights of Unitholders, please see the section entitled "*Parties to the Trust*" on page 76.

ISSUE INFORMATION

This section is for the information of the Bidders proposing to apply in this Issue. Investors should carefully read the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. The Trustee, the Sponsors, the Investment Manager and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Bidders are advised to make their independent investigation (for which the Investment Manager, the Sponsors, Data Infrastructure Trust and the Lead Manager take no responsibility or liability) and ensure that the Application Form is correctly filled up. Unless otherwise permitted under the InvIT Regulations read with SEBI Rights Issue Guidelines, Bidders proposing to apply in this Issue can apply only through ASBA.

OVERVIEW

This Issue and the Units issued pursuant to this Issue, are subject to the terms and conditions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the InvIT Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other governmental, statutory and regulatory authorities from time to time, including approvals, from RBI or other regulatory authorities, and the terms and conditions as stipulated in the Allotment advice. The Issue shall be undertaken in accordance with the provisions of the InvIT Regulations and the SEBI Rights Issue Guidelines.

Important:

1. Dispatch and availability of Issue materials:

The Investment Manager will dispatch the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material (i) only to e-mail addresses of resident Eligible Unitholders who have provided their e-mail addresses; (ii) only to the Indian addresses of the resident Eligible Unitholders, on a reasonable effort basis, whose e-mail addresses are not available with the Investment Manager or the Eligible Unitholders have not provided the valid e-mail address to the Investment Manager; (iii) only to the Indian addresses of the non-resident Eligible Unitholders, on a reasonable effort basis, who have provided an Indian address to the Investment Manager and located in jurisdictions where the offer and sale of the Units may be permitted under laws of such jurisdictions.

Further, the Letter of Offer will be sent/ dispatched (i) only to e-mail addresses of resident Eligible Unitholders who have provided their e-mail addresses; (ii) only to the Indian addresses of the resident Eligible Unitholders, on a reasonable effort basis, whose e-mail addresses are not available with the Investment Manager or the Eligible Unitholders have not provided the valid e-mail address to the Investment Manager; (iii) only to the Indian addresses of the non-resident Eligible Unitholders, on a reasonable effort basis, who have provided an Indian address to the Investment Manager and located in jurisdictions where the offer and sale of the Units may be permitted under laws of such jurisdictions, by the Lead Manager, in each case who make a request in this regard.

Investors can access the Letter of Offer, the Abridged Letter of Offer, the Application Form, statutory advertisement, corrigendum, if applicable (provided that the Eligible Unitholder is eligible to subscribe for the Units under applicable securities laws) on the websites of:

(i) the Trust at www.towerinfratrust.com;

(ii) the Registrar at www.kfintech.com;

(iii) the Lead Manager, being Ambit Private Limited, at www.ambit.co;

(iv) the Stock Exchange at www.bseindia.com.

Eligible Unitholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (www.kfintech.com) by entering their DP ID, Client ID and PAN. The link for the same shall also be available on the website of Data Infrastructure Trust (www.towerinfratrust.com).

Further, the Investment Manager along with the Lead Manager will undertake all adequate steps to reach out to the Eligible Unitholders who have provided their Indian address through other means, as may be feasible. The Investment Manager, the Sponsors, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Unitholders or electronic transmission delays or failures (including corruption of the document being transmitted electronically), or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

2. Facilities for Application in this Issue:

In accordance with the InvIT Regulations read with the SEBI Rights Issue Guidelines, all Bidders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, please see the section entitled "*- Procedure for Application through the ASBA Process*" on page 165.

(a) **ASBA facility:** Bidders can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

PLEASE NOTE THAT THE R-WAP FACILITY WILL NOT AVAILABLE FOR THIS ISSUE.

3. Credit of Rights Entitlements in demat accounts of Eligible Unitholders

In accordance with the InvIT Regulations read with the SEBI Rights Issue Guidelines, the credit of Rights Entitlements and Allotment of Units shall be made in the dematerialized form only. Prior to the Issue Opening Date, the Investment Manager shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Unitholders holding the Units in dematerialised form (other than fractional entitlement); and (ii) a demat suspense escrow account opened by the Investment Manager, for the Eligible Unitholders which would comprise Rights Entitlements relating to (a) the Units held in a demat suspense account pursuant to Regulation 39 of the SEBI LODR Regulations; or (b) the demat accounts of the Eligible Unitholder which are frozen or details of which are unavailable with the Investment Manager or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Units under dispute, including any court proceedings, as applicable.

4. Other important links and helpline:

The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by Bidders: www.towerinfratrust.com

- Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or the Trust: www.towerinfratrust.com

- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Unitholders: www.towerinfratrust.com

Eligibility for the Issue

The Trust is registered as an irrevocable trust under the Indian Trusts Act, 1882 pursuant to the Indenture of Trust dated January 31, 2019 and as an infrastructure investment trust under the InvIT Regulations, on March 19, 2019, having registration number IN/InvIT/18-19/0009 at Mumbai. The existing Units of the Trust are listed on BSE. The Issue is being undertaken in accordance with the InvIT Regulations, the SEBI Rights Issue Guidelines and other applicable law.

Compliance with the SEBI Rights Issue Guidelines

The Issue is not being undertaken by way of a 'fast track issue' in accordance with Clause 11 of the SEBI circular entitled "*Guidelines for rights issue of units by a listed Infrastructure Investment Trust (InvIT)*" dated January 17, 2020 (Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/10), as amended.

Renouncees

All rights and obligations of the Eligible Unitholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Basis for this Issue

The Units are being offered for subscription for cash to the Eligible Unitholders whose names appear as unitholders as per the list to be furnished by the Depositories in respect of the Units held in dematerialised form on the Record Date.

Rights Entitlements

As your name appears as a unitholder in respect of the Units held in dematerialised form as on the Record Date, you may be entitled to subscribe to the number of Units as set out in the Rights Entitlement Letter.

Eligible Unitholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (www.kfintech.com) by entering their DP ID and Client ID. The link for the same shall also be available on the website of Data Infrastructure Trust (www.towerinfratrust.com).

Rights Entitlements shall be credited to the respective demat accounts of Eligible Unitholders before the Issue Opening Date only in dematerialised form.

Data Infrastructure Trust is undertaking this Issue on a rights basis to the Eligible Unitholders only and will send the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form only to e-mail addresses of Eligible Unitholders who have provided an Indian address to the Investment Manager. The Letter of Offer will be provided, only through email, by the Registrar on behalf of the Investment Manager or the Lead Manager to the Eligible Unitholders who have provided their Indian addresses to the Investment Manager. The Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar, the Trust and the Lead Manager through a link contained in the aforementioned e-mail sent to e-mail addresses of Eligible Unitholders (provided that the Eligible Unitholder is eligible to subscribe for the Units under applicable securities laws) and on the Stock Exchange website. The distribution of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Units on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken by Data Infrastructure Trust, the Sponsors, the Investment Manager or the Lead Manager to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer will be filed with SEBI and the Stock Exchange. Accordingly, the Rights Entitlements and the Units may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Units or the Rights Entitlements, distribute or send this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes and Application will be deemed to have declared, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Units under the laws of any jurisdiction which apply to such person.

NO OFFER IN THE UNITED STATES

THE UNITS AND RIGHTS ENTITLEMENTS HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR ANY OTHER APPLICABLE STATE SECURITIES LAWS OF THE UNITED STATES AND, UNLESS SO REGISTERED, MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE UNITS OR THE RIGHTS ENTITLEMENTS ARE BEING OFFERED AND SOLD ONLY OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S, IN EACH CASE IN COMPLIANCE WITH THE APPLICABLE LAWS OF THE JURISDICTIONS WHERE THOSE OFFERS AND SALES ARE MADE.

THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER, THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY UNITS OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES.

Neither the Trust, nor any person acting on behalf of the Trust, will accept a subscription or renunciation or purchase of the Units and/ or Rights Entitlements from any person, or the agent of any person, who appears to be, or who the Trust, or any person acting on behalf of the Trust, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer of securities under this Draft Letter of Offer. The Trust is making this Issue on a rights basis to the Eligible Unitholders and will dispatch, only through email, the Abridged Letter of Offer, the Application Form and other applicable Issue materials primarily to the e-mail addresses of the Eligible Unitholders who have provided an Indian address to the Trust.

Any person who acquires Rights Entitlements or Units will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, that it is not and that at the time of subscribing for the Units or the Rights Entitlements, it will not be, in the United States, and is authorized to acquire the Rights Entitlements and the Units in compliance with all applicable laws and regulations.

The Trust, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to the Trust or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Units is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is not in the United States and eligible to subscribe for the Units under applicable securities laws and such person is complying with laws of jurisdictions applicable to such person in connection with this Issue and have obtained requisite approvals before applying in this Issue; or (iii) where either a registered Indian address is not provided or the Trust believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and the Trust shall not be bound to issue or allot any Units in respect of any such Application Form.

PRINCIPAL TERMS OF THIS ISSUE

Issue Price

Each Unit is being offered at a price of ₹ [●] per Unit in this Issue. The Issue Price for the Units has been arrived at by the Investment Manager in consultation with the Lead Manager and has been decided prior to the determination of the Record Date.

Rights Entitlements Ratio

The Units are being offered on a rights basis to the Eligible Unitholders in the ratio of [●] Lots for every [●] Lots (each Lot comprising [●] Units) held by the Eligible Unitholders as on the Record Date.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Unitholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Unitholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Unitholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements using the secondary market platform of the Stock Exchange or through an off-market transfer. For details, please see the section entitled "- *Procedure for Renunciation of Rights Entitlements*" on page 168.

In this regard, the Investment Manager will make necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible Unitholders in a dematerialized form. A separate ISIN for the Rights Entitlements will also be generated which is [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Unitholders are requested to provide relevant details (such as copies of self-attested PAN and details confirming the legal and beneficial ownership of their respective Units) to the Investment Manager or the Registrar not later than two Working Days prior to the Issue Closing Date, being by [●], to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Unitholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Unitholders in this regard. Such Eligible Unitholders are also requested to ensure that their demat account, details of which have been provided to Investment Manager or the Registrar account is active to facilitate such transfer.

Additionally, Investment Manager will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Unitholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Unitholders can be accessed by such respective Eligible Unitholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Trading of the Rights Entitlements

The Rights Entitlements credited shall be admitted for trading on the Stock Exchange under ISIN [●]. Prior to the Issue Opening Date, Investment Manager will obtain the approval from the Stock Exchange for trading of Rights Entitlements. Bidders shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchange on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is [●] Units.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, being, from [●] to [●] (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Unitholders are requested to ensure that renunciation through off - market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. For details, please see the sections entitled "- *Procedure for Renunciation of Rights Entitlements – On Market Renunciation*" and "- *Procedure for Renunciation of Rights Entitlements – Off Market Renunciation*" on page 168. Once the Rights Entitlements are credited to the demat account of the Renouncees, application in the Issue could be made until the Issue Closing Date. For details, please see the section entitled " – *Procedure for Application*" on page 164.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Bidders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

No Units for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and the purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Units offered under this Issue for subscribing to the Units offered pursuant to this Issue.

Terms of Payment

Full amount of ₹ [●] per Unit shall be payable on Application.

Fractional Entitlements

As the lot size comprises of [●] Units in accordance with InvIT Regulations for Data Infrastructure Trust, the Rights

Entitlements will be credited to the unitholders in multiples of [●] Units and the participation by unitholders in the Rights Issue will also be in multiples of [●] Units. Entitlements that are not in the multiple of [●] Units will be treated as fractional entitlements. Such fractional entitlements will not be credited to the Unitholders' accounts and the option of trading of fractional entitlements will also not be allowed by the Stock Exchange. Accordingly, off-line transfers will not be permitted.

Illustration in relation to Fractional Entitlements

For ease of reference and understanding, we have assumed that the ratio of [●] Lots for every [●] Lots held by the Eligible Unitholders will be offered on a rights basis. The detailed description of the fractional entitlement and the basis of allotment are provided below:

The Units are being offered on a rights basis to existing Eligible Unitholders in the ratio of [●] Lots for every [●] Lots held as on the Record Date. Fractional entitlements of the Rights Entitlement will be credited to a suspense account. Accordingly, if the Unitholding of any of the Eligible Unitholders is less than [●] Units or is not in the multiple of [●] Units, the fractional entitlements of such Eligible Unitholders shall be ignored. However, the Eligible Unitholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional lot if they apply for additional Units in the Issue over and above their Rights Entitlements, if any, subject to availability of lots in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Unitholder holds [●] Lots, such Unitholder will be entitled to one Lot and will also be given a preferential consideration for the Allotment of one additional Lot if such Eligible Unitholder has applied for additional Lots in the Issue, over and above his/her Rights Entitlements, subject to availability of Lots in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Unitholders holding less than [●] Lots shall have 'zero' entitlement for the lots. Such Eligible Unitholders are entitled to apply for additional Lots in the Issue and will be given preference in the Allotment of [●] Lots, if such Eligible Unitholders apply for additional Lots in the Issue, subject to availability of Lots in this Issue post allocation. Allotment to those Eligible Unitholders holding fractional entitlement will be given preference basis their fractional holding, provided there is an undersubscribed portion. For example, fractional entitlement unitholder holding [●] Lots will get preference for allotment of one Lot over those holding [●], [●] or [●] Lot(s).

For off-market transfers, investors are advised to transfer units in multiple of [●] Units only.

Ranking

The Units to be issued and allotted pursuant to this Issue shall be subject to the provisions of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the InvIT Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other governmental, statutory and regulatory authorities from time to time, including approvals, from RBI or other regulatory authorities, and the terms and conditions as stipulated in the Allotment advice. The Units to be issued and Allotted under this Issue shall rank *pari passu* with the existing Units, in all respects including distributions.

Listing and trading of the Units to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Units proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the InvIT Regulations, the Units Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Units will be taken within such period prescribed under the InvIT Regulations. The Investment Manager has received in-principle approval from the BSE through letter bearing reference number [●] dated [●]. The Investment Manager will apply to the Stock Exchange for final approvals for the listing and trading of the Units subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Units or the price at which the Units offered under this Issue will trade after the listing thereof.

The existing Units are listed and traded on BSE (Scrip Code: 543225) under the ISIN INE0BWS23018. The Units issued under this Issue shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing and trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals from the Stock Exchange, the Units shall be debited from the temporary ISIN and credited to the existing ISIN for the Units issued pursuant to this Issue and shall be available for trading. Accordingly, the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Units issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case the Investment Manager fails to obtain listing or trading permission from the Stock Exchange, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the Stock Exchange, rejecting the application for listing of the Units.

Disclaimer Clause of the BSE

As required, a copy of this Draft Letter of Offer has been submitted to the BSE. The disclaimer clause as will be intimated by BSE to us, post scrutiny of the Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with the Stock Exchange.

Subscription to this Issue by the Sponsors and their Associates

For details of the intent and extent of subscription by the Sponsors and their Associates, please see the section entitled "*The Issue – Intention and extent of participation by the Sponsors*" on page 16.

GENERAL TERMS OF THE ISSUE

Market Lot

The Units of Data Infrastructure Trust shall be tradable only in dematerialized form. Subject to the InvIT Regulations, the allotment and trading lot for Units in dematerialised mode is such number of Units, the value of which is, or exceeds, ₹ 20 million.

Arrangements for Disposal of Odd Lots

The Units issued pursuant to this Issue shall be traded in dematerialised form only and shall be issued in the applicable trading lot. Accordingly, no arrangement for disposal of odd lots are required for the Units issued pursuant to this Issue.

Notices

The Investment Manager, will send, only through e-mail, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Unitholders who have provided their Indian addresses to the Investment Manager or who are foreign corporate or institutional Unitholders located in jurisdictions where the offer and sale of the Units may be permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through e-mail, by the Registrar on behalf of the Investment Manager or the Lead Manager to the Eligible Unitholders who have provided their Indian addresses to the Investment Manager or who are foreign corporate or institutional Unitholders located in jurisdictions where the offer and sale of the Units may be permitted under laws of such jurisdictions and in each case who make a request in this regard.

All notices to the Eligible Unitholders required to be given by the Investment Manager shall be published in one English language national daily newspaper with wide circulation and one Hindi language national daily newspaper with wide circulation.

This Draft Letter of Offer shall be filed with the Stock Exchange, where the Units of Data Infrastructure Trust are listed, and shall be made available to the public through the website of the Stock Exchange, Data Infrastructure Trust and the Lead Manager for the purposes of seeking public comments for a period of seven working days from the date of filing the Draft Letter of Offer. The Investment Manager shall, after filing this Draft Letter of Offer make appropriate advertisements on the website of the Stock Exchange and in relevant newspapers, if required under the InvIT Regulations.

The Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchange for making the same available on their websites.

Offer to Non-Resident Eligible Unitholders/Investors

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent to the email address of non - resident Eligible Unitholders who have provided an Indian address to Investment Manager or who are foreign corporate or institutional Unitholders located in jurisdictions where the offer and sale of the Units may be permitted under laws of such jurisdictions. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Unitholder is eligible to subscribe for the Units under applicable securities laws) from the websites of the Registrar, Data Infrastructure Trust, the Lead Manager and the Stock Exchange. The Investment Manager may, at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Units purchased by non- residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Units against which Units are issued on rights basis.

In case of change of status of holders, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of Investment Manager and the Lead Manager.

The non-resident Eligible Unitholders can update their Indian address in the records maintained by the Registrar and the Investment Manager by submitting their respective copies of self-attested proof of address, passport, etc. at dit.invitrights@kfintech.com.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with the InvIT Regulations and the SEBI Rights Issue Guidelines, all Bidders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Bidders should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Lead Manager, the Investment Manager, the Trustee, the Sponsors, their directors, employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Units offered as part of this Issue would be sent to email address of the Eligible Unitholders who have provided an Indian address to the Investment Manager or who are foreign corporate or institutional Unitholders located in jurisdictions where the offer and sale of the Units may be permitted under laws of such jurisdictions. The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email at least three days before the Issue Opening Date. In case of non-resident Eligible Unitholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through e-mail to e-mail address if they have provided an Indian address to the Investment Manager or who are foreign corporate or institutional Unitholders located in jurisdictions where the offer and sale of the Units may be permitted under laws of such jurisdictions.

Please note that none of the Sponsors, the Investment Manager, the Trustee, the Lead Manager or the Registrar shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Unitholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

To update the respective email addresses or mobile numbers in the records maintained by the Registrar or Investment Manager, Eligible Unitholders should visit www.kfintech.com or www.towerinfratrust.com. Bidders can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Unitholder is eligible to subscribe for the Units under applicable securities laws) from the websites of:

(i) the Trust at www.towerinfratrust.com;

(ii) the Registrar at www.kfintech.com;

(iii) the Lead Manager, being Ambit Private Limited, at www.ambit.co;

(iv) the Stock Exchange at www.bseindia.com.

The Eligible Unitholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (www.kfintech.com) by entering their DP ID, Client ID and PAN. The link for the same shall also be available on the website of Data Infrastructure Trust (www.towerinfratrust.com).

The Application Form can be used by the Investors, Eligible Unitholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make

Applications for all Rights Entitlements available in a particular demat account and applying in this Issue. In case of multiple demat accounts, the Bidders are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Units by submitting the Application Form to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details, please see the section entitled "- *Grounds for Technical Rejection*" on page 172. The Sponsors, the Investment Manager, the Trustee, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incorrect demat details provided by the Applicants.

Options available to the Eligible Unitholders

The Rights Entitlement Letter will clearly indicate the number of Units that the Eligible Unitholder is entitled to. If the Eligible Unitholder applies in this Issue, then such Eligible Unitholder can:

(i) apply for its Units to the full extent of its Rights Entitlements; or

(ii) apply for its Units to the extent of part of its Rights Entitlements (without renouncing the other part); or

(iii) apply for Units to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or

(iv) apply for its Units to the full extent of its Rights Entitlements and apply for additional Units in the Issue; or

(v) renounce its Rights Entitlements in full.

Procedure for Application through the ASBA process

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

The Trust, the Investment Manager, the Sponsors, the Trustee, their directors, employees, affiliates, associates and their respective directors and officers, Lead Manager and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Acceptance of this Issue

Investors may accept this Issue and apply for the Units by submitting the Application Form to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Please note that on the Issue Closing Date, the Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.

Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.

Additional Units

Investors are eligible to apply for additional Units in the Issue, over and above their Rights Entitlements, provided that they are eligible to apply for Units under applicable law and they have applied for all the Units forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Units applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Units in the Issue, shall be considered and Allotment shall be made in accordance with the InvIT Regulations and in the manner prescribed under the section "- *Basis of Allotment*" on page 175.

Eligible Unitholders who renounce their Rights Entitlements cannot apply for additional Units in the Issue. Non- resident Renouncees who are not Eligible Unitholders cannot apply for additional Units in the Issue.

Application on Plain Paper under ASBA process

An Eligible Unitholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form. In such cases of non-receipt of the Application Form through e- mail or physical delivery (where applicable) and the Eligible Unitholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchange or the Lead Manager. An Eligible Unitholder shall submit the plain paper Application to the Designated Branches of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Unitholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Unitholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branches of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of the Trust, being Data Infrastructure Trust;

2. Name and address of the Eligible Unitholder including joint holders (in the same order and as per specimen recorded with the Investment Manager or the Depository);

3. Registered Folio Number/DP and Client ID No.;

4. Number of Units held as on Record Date;

5. Allotment option – only dematerialised form;

6. Number of Lots entitled to;

7. Number of Lots applied for within the Rights Entitlements;

8. Number of additional Units applied for, if any;

9. Total number of Units applied for;

10. Total amount paid at the rate of ₹ [●] per Unit;

11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;

12. In case of NR Eligible Unitholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;

13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Unitholders and for each Eligible Unitholder in case of joint names, irrespective of the total value of the Units applied for pursuant to this Issue;

14. Authorisation to the Designated Branches of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

15. Signature of the Eligible Unitholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

16. In addition, all such Eligible Unitholders are deemed to have accepted the following:

    *"I/ We understand that neither the Rights Entitlements nor the Units have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "**United States**"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Units referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("**Regulation S**") to existing unitholders located in jurisdictions where such offer and sale of the Units is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Units or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Units or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Units under applicable securities laws (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Trust, nor the Registrar, the Lead Manager or any other person acting on behalf of the Trust will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Trust, the Registrar, the Lead Manager or any other person acting on behalf of the Trust have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.*

    I/ We will not offer, sell or otherwise transfer any of the Units which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Units and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

    I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Selling and Transfer Restrictions" on page 179.

    I/ We understand and agree that the Rights Entitlements and Units may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

    I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with the Investment Manager, the Sponsors, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at https://rights.kfintech.com.

The Investment Manager, the Sponsors, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in their own demat account prior to the renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager, the Sponsors, the Trustee, the Trust and the Investment Manager accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock broker in the same manner as the existing Units of Data Infrastructure Trust.

In this regard, the Rights Entitlements credited to the respective demat accounts of the Eligible Unitholders shall be admitted for trading on the Stock Exchange under ISIN [●] subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is [●] Units.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from [●] to [●] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchange and SEBI.

(b) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off - market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Unitholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants and only during the Renunciation Period.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with Data Infrastructure Trust, the Sponsors, the Investment Manager, the Trustee, the Lead Manager and the Registrar not having any liability to the Investor.

Data Infrastructure Trust, the Sponsors, the Lead Manager, the Trustee and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Allotment of the Units in Dematerialized Form

PLEASE NOTE THAT THE UNITS APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR UNITS ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, PLEASE SEE THE SECTION ENTITLED *"ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS"* ON PAGE 176.

General instructions for Investors

(a) Please read the Letter of Offer carefully to understand the Application process and applicable settlement process.

(b) Please read the instructions on the Application Form sent to you.

(c) The Application Form can be used by both the Eligible Unitholders and the Renouncees.

(d) Application should be made only through the ASBA facility.

(e) Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

(f) In accordance with the InvIT Regulations, SEBI Rights Issue Guidelines, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

(g) An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.

(h) Applications should be submitted to the Designated Branches of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.

(i) Applications should not be submitted to the Bankers to the Issue, the Investment Manager or the Registrar or the Lead Manager.

(j) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.

(k) All Applicants should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, **Applications without PAN will be considered incomplete**

and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Units pursuant to this Issue shall be made into the accounts of such Investors.

(l) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.

(m) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

(n) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

(o) All communication in connection with Application for the Units, including any change in address of the Eligible Unitholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable. In case of any change in address of the Eligible Unitholders, the Eligible Unitholders should also send the intimation for such change to the respective depository participant, or to the Investment Manager or the Registrar in case of Eligible Unitholders holding Units in physical form.

(p) Only persons outside the United States located in jurisdictions where the offer and sale of the Units is permitted under laws of such jurisdictions may apply in this Issue.

(q) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

(r) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.

(s) Investors are required to ensure that the number of Units applied for by them do not exceed the prescribed limits under the applicable law.

(t) In addition, all such Eligible Unitholders are deemed to have accepted the following:

*"I/ We understand that neither the Rights Entitlements nor the Units have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "**United States**"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Units referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("**Regulation S**") to existing unitholders located in jurisdictions where such offer and sale of the Units is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Units or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Units or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Units under applicable securities laws (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Trust, nor the Registrar, the Lead Manager or any other person acting on behalf of the Trust will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Trust, the Registrar, the Lead Manager or any other person acting on behalf of the Trust have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of*

their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Units which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Units and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Selling and Transfer Restrictions" on page 179.

I/ We understand and agree that the Rights Entitlements and Units may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

Do's:

(a) Ensure that the Application Form and necessary details are filled in.

(b) Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act.

(c) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects.

(d) Investors should provide correct DP ID and client ID while submitting the Application. Such DP ID and Client ID number should match the demat account details in the records available with the Investment Manager or the Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Data Infrastructure Trust, the Investment Manager, the Sponsors, the Trustee, the Lead Manager, SCSBs or the Registrar will not be liable for any such rejections.

Don'ts:

(a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

(b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

(c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

(d) Do not pay the Application Money in cash, by money order, pay order or postal order.

(e) Do not submit multiple Applications.

Do's for Investors applying through ASBA:

(a) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Units will be Allotted in the dematerialized form only.

(b) Ensure that the Applications are submitted with the Designated Branches of the SCSBs and details of the correct bank account have been provided in the Application.

(c) Ensure that there are sufficient funds (equal to {number of Units (including additional Units) applied for} X Application Money of Units}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branches of the SCSB.

Note: The minimum Application and allotment to any investor shall not be less than ₹ 20 million.

(d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.

(e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

(f) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.

Don'ts for Investors applying through ASBA:

(a) Do not send your physical Application to the Lead Manager, the Registrar, the Bankers to the Issue (assuming that such Bankers to the Issue is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB, Data Infrastructure Trust or the Investment Manager; instead submit the same to a Designated Branch of the SCSB only.

(b) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

(a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.

(b) Sending an Application to the Lead Manager, Registrar, Bankers to the Issue (assuming that such Bankers to the Issue is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or the Investment Manager.

(c) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

(d) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.

(e) Account holder not signing the Application or declaration mentioned therein.

(f) Submission of more than one application Form for Rights Entitlements available in a particular demat account.

(g) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

(h) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.

(i) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

(j) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.

(k) Physical Application Forms not duly signed by the sole or joint Investors.

(l) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.

(m) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.

(n) Applications which: (i) appears to the Trust or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Units is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is not in the United States and eligible to subscribe for the Units under applicable securities laws or; or (iii) where either a registered Indian address is not provided or where the Trust believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and the Trust shall not be bound to issue or allot any Units in respect of any such Application Form.

(o) Eligible Unitholders who renounce their Rights Entitlements applying for additional Units in the Issue. Application for additional Units will be rejected.

(p) Multiple Application Forms, including cases where a Bidder submits Application Forms along with plain paper Application.

Depository account and bank details for Investors holding Units in demat accounts and applying in this Issue

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants.

By signing the Application Forms, the Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to the Investment Manager or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Units are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of the Investment Manager, the Sponsors, the SCSBs, Registrar or the Lead Manager shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors, (b) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.

Modes of Payment

In case of Application through ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by the Investment Manager. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their Application at the time of the submission of the Application Form.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, the Investment Manager would have a right to reject the Application on technical grounds as set forth hereinafter.

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, the following conditions shall apply:

1. Individual non-resident Indian Applicants who are permitted to subscribe to Units by applicable local securities laws can obtain Application Forms on the websites of the Registrar, the Investment Manager and the Lead Manager.

   Note: Applications from non-resident investors in any jurisdiction outside India will not be accepted unless such person is a corporate or institutional Unitholder. In case of non-resident Eligible Unitholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their Indian address to the Investment Manager or if they are foreign corporate or institutional Unitholders located in certain jurisdictions (other than the United States and India) where the offer and sale of the Units may be permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of Investment Manager or the Lead Manager to the Eligible Unitholders who have provided their Indian addresses to Investment Manager or who are foreign corporate or institutional Unitholders located in jurisdictions where the offer and sale of the Units may be permitted under laws of such jurisdictions and in each case who make a request in this regard.

2. Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Units may be restricted by applicable securities laws.

3. Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI.

Notes:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Units can be remitted outside India, subject to tax, as applicable according to the Income-tax Act.

2. In case Units are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Units cannot be remitted outside India.

3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.

4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Units shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.

5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.

6. Non-resident Renouncees who are not Eligible Unitholders must submit regulatory approval for applying for additional Units in the Issue.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications.

In cases where multiple Application Forms are submitted, including through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of the Sponsors or their Associates to meet the minimum subscription requirements applicable to this Issue as described in the section entitled "*The Issue – Intention and extent of participation by the Sponsors*" on page 16.

Last date for Application

The last date for submission of the duly filled in the Application Form is [●], being the Issue Closing Date. The Investment Manager or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 15 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by Investment Manager, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Investment Manager shall be at liberty to dispose of the Units hereby offered, as provided under the section, "- *Basis of Allotment*" on page 175.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange or such extended time as permitted by the Stock Exchange.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Bidder shall withdraw their Application post the Issue Closing Date.

Issue Schedule

Last Date for credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last Date for On Market Renunciation of Rights Entitlement*	[●]
Issue Closing Date^	[●]
Finalisation of Basis of Allotment (On or about)	[●]
Date of Allotment (On or about)	[●]
Date of Credit (On or about)	[●]
Date of Listing (On or about)	[●]

* *Eligible Unitholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

^ *The Investment Manager will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 15 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Basis of Allotment

Subject to the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Indenture of Trust and the approval of the Designated Stock Exchange, the Board of Directors of the Investment Manager or a duly authorised committee thereof will proceed to Allot the Units in the following order of priority:

(a) Full Allotment to those Eligible Unitholders who have applied for their Rights Entitlements of Units either in full or in part and also to the Renouncee(s) who has or have applied for Units renounced in their favour, in full or in part, as adjusted for fractional entitlement.**

(b) Allotment to Eligible Unitholders who having applied for the Units in full to the extent of their Rights

Entitlement and have also applied for Additional Units shall be made as far as possible on an equitable basis, after giving preference to the Unitholders with fractional entitlement, having due regard to the number of Units held by them on the Record Date, provided there is an undersubscribed portion after making Allotment in (a) above.

(c) Allotment to the Renouncees, who having applied for the Units renounced in their favour and also applied for Additional Units, provided there is an undersubscribed portion after making full Allotment specified in (a) and (b). The Allotment of such Additional Units may be made on a proportionate basis.

(d) Allotment to the Sponsors and their Associates, who are Unitholders on the Record Date and who have disclosed their intent to subscribe to Additional Units in terms of the SEBI Rights Issue Guidelines, if there is an unsubscribed portion after making full Allotment as per clause (a), (b) and (c) above.

(e) Allotment to the underwriter appointed for the Issue, if any, at the discretion of the Board of Directors of the Investment Manager, subject to disclosure in the Letter of Offer.

** Allotment to those Eligible Unitholders whose fractional entitlement are being ignored and Eligible Unitholders with zero entitlement would be given preference in allotment of one additional Lot each if they apply for additional Lot(s), provided there is an undersubscribed portion after making Allotment in (a) above.

The Units allotted in the manner specified above shall be listed within six Working Days from the Issue Closing Date.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Units in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened the Investment Manager for this Issue, for each successful Application;

2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Allotment Advice or Refund/ Unblocking of ASBA Accounts

The Investment Manager will email Allotment advice, refund intimations or demat credit of securities and/or letters of regret, along with crediting the Allotted Units to the respective beneficiary accounts (only in dematerialised mode) or unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, the Investment Manager shall pay interest at such rate as specified under applicable law from the expiry of such 15 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through email, to the email address provided to the Investment Manager or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Units in the Issue and is Allotted a lesser number of Units than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The un-blocking of ASBA funds/ refund of monies shall be completed be within such period as prescribed under applicable law. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, the Investment Manager shall pay the requisite interest at such rate as prescribed under applicable law.

Payment of Refund

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

(a) Unblocking amounts blocked using ASBA facility.

(b) NACH – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

(c) National Electronic Fund Transfer ("**NEFT**") – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code ("**IFSC Code**"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to the Investment Manager or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

(d) Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by the Investment Manager.

(e) RTGS – If the refund amount exceeds ₹ 2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for the same would be borne by the Investment Manager. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.

(f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.

(g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non -resident Applicants, details of which were provided in the Application Form.

Allotment Advice or Demat Credit of Securities

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Receipt of the Units in Dematerialized Form

PLEASE NOTE THAT THE UNITS APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE UNITS ARE HELD BY SUCH INVESTOR ON THE RECORD DATE.

Investors shall be Allotted the Units in dematerialized (electronic) form. In this context, the Investment Manager and the Registrar have executed an agreement dated December 27, 2019 with NSDL and an agreement dated December 27, 2019 with CDSL.

INVESTORS MAY PLEASE NOTE THAT THE UNITS CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by the Investment Manager. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

The Investment Manager reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Units Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, the Investment Manager shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

Minimum Subscription

Pursuant to the SEBI Rights Issue Guidelines, if Data Infrastructure Trust does not receive the minimum subscription of 90% of the Issue Size, the Investment Manager, on behalf of Data Infrastructure Trust, shall refund the entire subscription amount received within 15 days from the Issue Closing Date.

For details of the intent and extent of subscription by the Sponsors and their Associates, please see the section entitled "*The Issue*" on page 15.

Important

1. Please read the Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.
2. All enquiries in connection with the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Unitholder as mentioned on the Application Form and super scribed "**Data Infrastructure Trust – Rights Issue**" on the envelope and postmarked in India or in the e-mail) to the Registrar at the following address:

   KFin Technologies Private Limited
   Selenium, Tower B,
   Plot No- 31 and 32, Financial District,
   Nanakramguda, Serilingampally,
   Hyderabad, Rangareddi 500 032
   Telangana, India.
   Telephone Number: +91 40 6716 2222
   Toll free number: 1800 309 4001
   Website: www.kfintech.com
   Email: dit.invitrights@kfintech.com
   Investor grievance e-mail: einward.ris@kfintech.com
   Contact Person: M Murali Krishna
   SEBI Registration No.: INR000000221
   CIN: U72400TG2017PTC117649

3. The Investment Manager will have the right to extend the Issue Period as it may determine from time to time but not exceeding 15 days from the Issue Opening Date (inclusive of the Issue Opening Date).

Underwriting

This Issue is not underwritten.

SELLING AND TRANSFER RESTRICTIONS

The distribution of this Draft Letter of Offer and the Letter of Offer or any offering material and the offering, sale or delivery of the Units is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Draft Letter of Offer and the Letter of Offer or any offering material are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This Draft Letter of Offer may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorized and/or by any person who is not an Eligible Unitholder.

General

No action has been taken or will be taken that would permit a public offering of the Units to occur in any jurisdiction other than India, or the possession, circulation or distribution of this Draft Letter of Offer and the Letter of Offer or any other material relating to the Trust or the Units in any jurisdiction where action for such purpose is required. Accordingly, the Units may not be offered or sold, directly or indirectly, and neither this Draft Letter of Offer and the Letter of Offer nor any offering materials or advertisements in connection with the Units may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. The Issue will be made in compliance with the applicable SEBI regulations.

For an overview of the restrictions on offer, sale and/or delivery of the Rights Entitlements and the Units of the Trust, please see the section entitled "*Selling and Transfer Restrictions*" on page 199 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html. The restrictions set forth in the Placement Memorandum also apply to the offer and sale of the Rights Entitlements and Units offered pursuant to this Letter of Offer.

TAXATION

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE TRUST AND ITS UNITHOLDERS

Axis Trustee Services Limited (as trustee of Tower Infrastructure Trust (the "Trust")
Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli, Mumbai 400025

and

The Board of Directors
Brookfield India Infrastructure Manager Private Limited (the "Investment Manager") in its capacity as an Investment Manager of the Trust
Unit 1, 4th Floor, Godrej BKC
Bandra Kurla Complex
Mumbai – 400051
Maharashtra, India

Dear Sirs,

Sub: Statement of possible tax benefits available to Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) (the "Trust") and its unitholders

The enclosed Annexure states the possible tax benefits available to Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) (the "Trust") and its unitholders under the Income-tax Act, 1961 (the "Act") presently in force in India. We have stamped and initialed the said Statement for identification only. Several of these benefits are dependent on the Trust or its unitholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Trust or its unitholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Trust or its unitholders may or may not choose to fulfil. The benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Brookfield India Infrastructure Manager Private Limited (the "Investment Manager"). We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

Our confirmation is based on the information, explanations and representations obtained from the Investment Manager and on the basis of our understanding of the business activities and operations of the Trust.

We do not express an opinion or provide any assurance as to whether:

- The Trust or its unitholders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits, where applicable have been/would be met with; and
- The revenue authorities/courts will concur with the views expressed herein.

This statement is intended solely for information and for inclusion in the draft letter of offer and/or letter of offer proposed to be filed with the Securities and Exchange Board of India and stock exchange ("Offer Documents") in connection with the proposed rights issue of the Trust and should not be circulated, copied, used/referred to for any other purpose, without our prior written consent.

Please note that the tax rates provided in this statement are excluding applicable surcharge and education cess.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(RegistrationNo.117366W/W100018)

Mohammed Bengali
Partner
Membership No. 105828
UDIN: 22105828AAAAAC3452

Mumbai,
January 5, 2022

ANNEXURE TO STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO TOWER INFRASTRUCTURE TRUST AND ITS UNITHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

- **UNDER THE INCOME-TAX ACT, 1961 (hereinafter referred to as 'the Act')**

  - **TAX BENEFITS AVAILABLE TO TOWER INFRASTRUCTURE TRUST ('BUSINESS TRUST')UNDER THE ACT**

The following benefits are available to the business trust after fulfilling conditions as per the applicable provisions of the Act and the guidelines prescribed by the Securities and Exchange Board of India ('SEBI') (including the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended) ('SEBI Regulations'). Business trust is defined under section 2(13A) of the Act to include trust registered as an Infrastructure Investment Trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.

- **Tax benefit in the hands of the business trust in respect of interest and dividend income received fromthe Special Purpose Vehicle(s) ('SPVs'):**

Interest and dividend received or receivable by the business trust from the Project SPVs should be exempt from tax under section 10(23FC) of the Act. For the purposes of this section, SPV means an Indian company in which the business trust holds controlling interest and any specific percentage of shareholding or interest, as may be required by the regulations under which such trust is granted registration.

In view of the provisions of section 14A of the Act, any expenditure incurred in relation to earning the above exempt income shall not be tax deductible. In case the Tax Authorities are not satisfied by the disallowance considered by the business trust, the quantum of disallowance shall be computed in accordance with the provisions of section 14A read with Rule 8D of the Income-tax Rules, 1962 ('the Rules').

Finance Act, 2020 has abolished Dividend Distribution Tax ('DDT') and hence there shall be no DDT on profits distributed by SPVs to business trust on or after 1 April 2020.

Further, as per proviso to Section 194 and section 194A of the Act, SPV shall not be liable to withhold tax on the dividend and interest amount respectively, paid to the business trust.

- **Benefits in the hands of the business trust in respect of income other than the income distributed by the SPVs:**

- **Income by way of dividend:**

Finance Act, 2020 has discontinued the exemption available under section 10(34) and hence the business trust shall be liable to pay tax on dividends received on or after 1 April 2020 at maximum marginal rate.

As per section 57 of the Act, no deduction shall be allowable against the dividend income other than deduction on account of interest expense and such interest expense shall not exceed 20% of the dividend income included in the total income for that year, without deduction under section 57 of the Act.

Further, as per section 194 of the Act, the entity declaring dividend shall be liable to withheld tax at the rate of 10.00% on profits distributed to business trust in the form of dividends.

- **Section 10(35) of the Act - Income in respect of units specified therein:**

The Finance Act, 2020 has discontinued the exemption available under section 10(35) and hence the business trust shall be liableto pay tax on income in respect of units received on or after 1 April 2020 at maximum marginal rate.

As per section 57 of the Act, no deduction shall be allowable against the income in respect of specified units other than deduction on account of interest expense and such interest expense shall not exceed 20% of the income in respect of units included in the total income for that year, without deduction under section 57 of the Act.

Further, as per section 194K of the Act, the entity paying any income (other than income in the nature of capital gains) in respect of units shall be liable to withhold tax at the rate of 10.00% on such income distributed to Trust.

Further, as per the provisions of section 94(8) of the Act, if an investor purchases units within three months prior to the record date for entitlement of bonus units and is allotted bonus units without any payment on the basis of the original holding on the record date and such person sells / transfers the original units within nine months of the record date, then the loss arising from sale/ transfer of the original units will be ignored for the purpose of computing income chargeable to tax and the amount of such loss ignored shall be regarded as the cost of acquisition of the bonus units held by the investor on the date of such sale / transfer.

- **Section 10(34A) of the Act - Income from buy back of shares**

The provisions of section 115QA mandate domestic companies to pay an additional tax at the rate of 20.00% (plus applicable surcharge and cess) of the distributed income on buy-back of shares. Distributed income means the consideration paid by the company on buy-back of shares as reduced by the amount which was received by the companyfor issue of such shares, determined as per Rule 40BB of the Income-tax Rules, 1962.

Further, income arising from buy-back of shares as referred to in Section 115QA shall not be taxable as per section 10(34A) of the Act in the hands of the business trust.

In view of the provisions of section 14A of the Act, any expenditure incurred in relation to earning such exempt income shall not be tax deductible. In case the Tax Authorities are not satisfied by the disallowance considered by the Trust, the quantum of disallowance shall be computed in accordance with the provisions of section 14A read with Rule 8D of the Rules.

- **Section 115UA(2) read with section 111A, section 112 and section 112A of the Act – Taxability of business income, capital gains and income from other sources in the hands of the business trust**

In terms of section 115UA(2) of the Act, the total income of the business trust shall be chargeable to tax at the maximum marginal rates in force except for the income chargeable to tax on transfer of Short Term Capital assets under section 111A and Long Terms Capital assets under section 112 of the Act. Section 112A is not explicitly mentioned in section 115UA(2) and hence an ambiguity exist on the tax rate to be applied on the gains earned by the business trust referred to in section 112A of the Act.

If the period of holding of a security (other than a unit) listed on a recognized stock exchange in India or a unit of the Unit Trust of India or a unit of an equity oriented fund or a zero coupon bond is more than 12 months, it will be considered a long term capital asset as per section 2(29AA) read with section 2(42A) of the Act. With respect to shares of a company not being listed on a recognized stock exchange in India or immovable property, being land, building, or both, the determinative period of holding shall be more than 24 months for it to be regarded as long term capital asset. With respect to other assets including a unit of a mutual fund other than equity oriented mutual fund or unit of a business trust, the determinative period of holding is more than 36 months for it to be regarded as long term capital asset.

As per the provisions of section 111A of the Act, any income arising from transfer of short term capital asset being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust, transacted through a recognized stock exchange and subject to STT, will be taxable at a concessional rate of 15.00% (plus applicable surcharge and cess). However, the condition of STT is not required if the transaction is undertaken on a recognised stock exchange located in any International Financial Services Centre and where the consideration for such transaction is paid or payable in foreign currency.

As per the provisions of section 112(1)(d) of the Act, gains arising on the transfer of long term capital assets shall be chargeable to tax in the hands of the business trust at the rate of 20.00% (plus applicable surcharge and cess). However, as per theproviso to section 112 of the Act, the tax on long term capital gains on transfer of listed securities (other than units) or Zero Coupon Bonds shall be taxable at a rate lower of the following:

- 10.00% (plus applicable surcharge and cess) without indexation benefit; or
- 20.00% (plus applicable surcharge and cess) with indexation benefit

Further, as per section 112A, with effect from FY 2018-19, gains exceeding one lakh rupees arising on the transfer of long term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust, transacted through a recognized stock exchange and subject to STT, shall be chargeable to tax in the hands of the Trust at the rate of 10.00% (plus applicable surcharge and cess) without indexation benefit.

Section 48 of the Act prescribes the mode of computation of Capital Gains and provides for deduction of cost of acquisition/ improvement and expenses incurred in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of Capital Gains. However, in respect of long term capital gains, section 48 provides for substitution of cost of acquisition/ improvement with indexed cost of acquisition/ improvement, which adjusts the cost of acquisition/ improvement by a cost inflation index as prescribed from time to time. Such indexation benefit would not be available on bonds, debentures, listed equity shares in a company or units of equity oriented funds or units of a business trust referred to in section 112A of the Act.

In accordance with, and subject to the conditions, including the limit of investment of ₹ 50 lakhs, capital gains arising on transfer of a long term capital asset, being land or building or both, shall be exempt from capital gains under section 54ECif the gains are invested within 6 months from the date of transfer in purchase of specified bonds (redeemable after five years and issued on or after 1 April 2018) issued by National Highways Authority of India (NHAI) or Rural Electrification Corporation Ltd (RECL) or any other bond notified by the Central Government, if permitted to be invested by a business trust as per the extant governing regulations. In case the whole of the gains are not so invested, the exemption shall be allowed ona pro rata basis.

In accordance with, and subject to the conditions, including the limit of investment of ₹ 50 lakhs, capital gains arising on transfer of a long term capital asset shall be exempt from capital gains tax under section 54EE if the gains are invested within 6 months from the date of transfer in the purchase of long- term specified assets (i.e., units, issued before 1st April 2019, of such fund as may be notified by the Central Government in this behalf) if permitted to be invested by a business trust as per the extant governing regulations. In case the whole of the gains are not so invested, the exemption shall be allowed on a pro rata basis.

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set- off against any capital gains arising during subsequent eight assessment years. Also, as per section 70 of the Act, long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

TAX BENEFITS AVAILABLE TO UNIT-HOLDERS OF THE BUSINESS TRUST

- **Special Benefits available to the Unit-Holders of the business trust:**

Following tax benefit is specifically available to the unitholders of the business trust subject to the fulfilment of the conditions specified in the Act and SEBI Regulations:

- **Section 10(23FD) of the Act - Tax exemption in respect of income distributed by the business trust (except interest and dividend received from SPV by the trust provided dividend is received from SPV exercising option under section 115BAA of the Act):**

As per the provisions of section 115UA(1) of the Act, the income distributed by the business trust shall be deemed to be of the same nature and in the same proportion in the hands of the Unit-holder as if such income was received by or accrued to the business trust.

As per the provisions of section 10(23FD), any income referred to in section 115UA(1) of the Act and distributed by the business trust shall not be included in the total income of the unit-holders except for the following income:

a) Interest referred to in section 10(23FC);
b) Specified dividend i.e. dividend income received in cases where SPV has exercised the option under section 115BAA of the Act.

In view of the provisions of section 14A of the Act, any expenditure incurred in relation to earning the above exempt income shall not be tax deductible. In case the Tax Authorities are not satisfied by the disallowance considered by the Trust, the quantum of disallowance shall be computed in accordance with the provisions of section 14A read with Rule 8D of the Rules.

Further, as per section 57 of the Act, no deduction shall be allowable against the taxable dividend income other than deduction on account of interest expense and such interest expense shall not exceed 20% of the dividend income included in the total income for that year, without deduction under section 57 of the Act.

- **General Benefits available to all Unit-Holders of the business trust:**

For resident Unit-holder:

- Long Term Capital Gains (exceeding one lakh rupees) arising on transfer of units of the business trust through a recognized stock exchange, on which STT is paid, shall be chargeable to tax in the hands of the unit holders at a rate of 10.00% without indexation benefit (plus applicable surcharge and cess) under section 112A of the Act if the said units are long-term capital assets. The determinative period of holding for such units to qualify as long term capital asset is more than 36 months. Income arising on transfer of units of the business trust that are long term capital assets, which is not through a recognized stock exchange and not subject to STT, shall be chargeable to tax at 20.00%, with indexation benefit (plus applicable surcharge and cess) under section 112 of the Act.

- Short-term capital gains arising on transfer of the units of the business trust will be chargeable to tax at the rate of 15.00% (plus applicable surcharge and cess) as per the provisions of section 111A of the Act provided such transactionis subject to STT and through a recognized stock exchange. In case of a Unit-holder being an individual or HUF, where the total taxable income as reduced by short-term capital gains is below the basic exemption limit, the short-term capital gains will be reduced to the extent of the shortfall and only the balance short-term capital gains will be subjectedto such tax in accordance with the proviso to sub-section (1) of section 111A of the Act. Short term capital gains on transfer of units of the business trust, not transacted through a recognized stock exchange and not subject to STT shall be taxable at the applicable rate of tax for respective unit holders.

- In case of determining the period of holding for units allotted pursuant to exchange of shares of special purpose vehicle, as per clause (hc) of explanation 1 to section 2(42A), the period of holding for the units shall include the period for which the shares were held by the promoter in the SPV.

- As per clause (iie)/(fc) to explanation 1 to section 115JB, the following shall not be considered while computing book profits for levy of Minimum Alternate Tax:

    - notional gain/loss on transfer of shares of SPV in exchange of units allotted by the business trust referred to in clause (xvii) of section 47; or
    - notional gain/loss resulting from any change in carrying amount of said units; or
    - gain/loss on transfer of units allotted by the business trust referred to in clause (xvii) of section 47.

- As per clause (k)/(iif) of explanation 1 to section 115JB, any gain/loss on transfer of units referred to in clause (xvii) of section 47 shall be considered while computing the book profit for levy of Minimum Alternate Tax by taking into account the cost of the shares exchanged with units referred to in the said clause or the carrying amount of the shares at the time of exchange where such shares are carried at a value other than the cost through statement of profit and loss, as the case may be.

- Short Term Capital Loss computed for the given year is allowed to be set-off against Short Term/ Long Term Capital Gains computed for the said year under section 70 of the Act. Further, as per Section 71 of the Act, short term capital loss for the year cannot be set-off against income under any other heads for the same year. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Also, as per section 70 of the Act, long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

- Where the gains arising on the transfer of the units of the business trust are included in the business income of an assessee assessable under the head "Profits and Gains from Business or Profession" and on which securities transaction tax has been charged, such securities transaction tax shall be a deductible expense from business income as per the provisions of section 36(1)(xv) of the Act. The characterization of gains/ losses, arising from sale / transfer of units, as capital gains or business income would depend on the nature of holding in the hands of the unit holder and various other factors.

<u>For non-resident Unit-Holder</u>

- Long Term Capital Gains (exceeding one lakh rupees) arising on transfer of units of the business trust, shall be chargeable to tax in the hands of the unit holders at a rate of 10.00% without indexation benefit (plus applicable surcharge and cess) under section 112A of the Act if the said units are long-term capital assets and transfer is through a recognized stock exchange and subject to STT. These assets turn long term if they are held for more than 36 months. Income arising on transfer of units of the business trust that are long term capital assets, which is not through a recognized stock exchange and not subject to STT, shall be chargeable to tax at 20.00%, with any applicable indexation benefit (plus applicable surcharge and cess), under section 112 of the Act.

- Short-term capital gains arising on transfer of the units of the business trust will be chargeable to tax at the rate of 15.00% (plus applicable surcharge and cess) as per the provisions of section 111A of the Act if such transaction is chargeable to STT. Short term capital gains on transfer of units of the business trust, not transacted through a recognized stock exchange and not subject to STT shall be taxable at the applicable rates for respective unit holders.

- Short Term Capital Loss computed for the given year is allowed to be set-off against Short Term/ Long Term Capital Gains computed for the said year under section 70 of the Act. Further, as per Section 71 of the Act, short term capital loss for the year cannot be set-off against income under any other heads for the same year. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Also, as per section 70 of the Act, long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

- Where the gains arising on the transfer of units of the business trust are included in the business income of an assessee assessable under the head "Profits and Gains from Business or Profession" and on which securities transaction tax has been charged, such securities transaction tax shall be a deductible expense from business income as per the provisions of section 36(1)(xv) of the Act.

- Under the provisions of section 90(2) of the Act, a non-resident will be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the non-resident and the provisions of the Act apply to the extent they are more beneficial to the assessee.

- As per explanation 4 to section 115JB(2), the provisions of section 115JB shall not be applicable to a foreign company if the foreign company is a resident of a country having DTAA with India and such foreign company does not have a permanent establishment within the definition of the term in the relevant DTAA, or the foreign company is a resident of a country which does not have a DTAA with India and such foreign company is not required to seek registration under section 592 of the Companies Act 1956 or section 380 of the Companies Act 2013.

For unit-holders who are Foreign Portfolio Investors ('FPIs')/ Foreign Institutional Investors ('FIIs'):

- Where the gains arising on the transfer of units of the business trust are included in the business income of an assessee assessable under the head "Profits and Gains from Business or Profession" and on which securities transaction tax has been charged, such securities transaction tax shall be a deductible expense from business income as per the provisions of section 36(1)(xv) of the Act.

- As per section 2(14) of the Act, any securities held by a Foreign Institutional Investor being invested in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992 shall be regarded as Capital Asset.

- Long Term Capital Gains (exceeding one lakh rupees) arising on transfer of units of the business trust, shall be chargeable to tax in the hands of the unit holders at a rate of 10.00% without indexation benefit (plus applicable surcharge and cess) if the said units are long-term capital assets and transfer is through a recognized stock exchange and subject to STT. These assets turn long term if they are held for more than 36 months. Income arising on transfer of units of the Trust that are long term capital assets, which is not through a recognized stock exchange and not subject to STT, shall be chargeable to tax at 10.00%, without any indexation benefit (plus applicable surcharge and cess) under section 115AD of the Act.

- Short-term capital gains arising on transfer of the units of the business trust will be chargeable to tax at the rate of 15.00% (plus applicable surcharge and cess) as per the provisions of section 111A of the Act if such transaction is chargeable to STT. Short term capital gains on transfer of units of the Trust, not transacted through a recognized stock exchange and not subject to STT shall be taxable at 30.00% (plus applicable surcharge and cess).

- Short term capital loss computed for the given year is allowed to be set-off against short term/ long term capital gains computed for the said year under section 70 of the Act. Further, as per Section 71 of the Act, short term capital loss for the year cannot be set-off against income under any other heads for the same year. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Also, as per section 70 of the Act, long term capital loss arising during a year is allowed to be set-off only against long term capitalgains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequenteight assessment years.

- As per section 196D, no tax is to be deducted from any income, by way of capital gains to Foreign Institutional Investor arising from the transfer of units. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the DTAA, if any, between India and the country in which the FII has Fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the DTAA to the extent they are more beneficial to the FII.

- Pursuant to Central Board of Direct Tax press release dated 24 September 2015, the Government has clarified the inapplicability of Minimum Alternate Tax provisions to FIIs/FPIs.

For unit-holders who are Mutual Funds:

- Under section 10(23D) of the Act, any income earned by a Mutual Fund registered under the Securities and Exchange Board of India Act, 1992, or a Mutual Fund set up by a public sector bank or a public financial institution, or a Mutual Fund authorized by the Reserve Bank of India would be exempt from income-tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

- As per section 196 of the Act, the business trust is not required to withhold tax on interest or dividend payment to

Mutual Fund set up under section 10(23D) of the Act.

For Venture Capital Companies/ Funds:

For VCF/VCC registered prior to 21 May 2012

- Under Section 10(23FB) of the Act, any income of Venture Capital Company to whom the certificate of registration is granted before 21/05/2012 under SEBI (Venture Capital Funds) Regulations, 1996 or as a subcategory I Alternative Investment Fund as is regulated under SEBI (Alternative Investment Funds Regulations) under the SEBI Act, 1992, would be exempt from income tax, subject to conditions specified therein.

- As per Section 115U of the Act, any income derived by a person from his investment in Venture Capital Company/ Venture Capital Fund would be taxable in the hands of the person making an investment in the same manner as if it were the income accruing or arising to or received by such person had the investments been made directly in the venture capital undertaking.

For VCF/VCC registered post 21 May 2012

- VCF/VCC registered post 21 May 2012 shall be classified as a Category 1 Alternate Investment Fund which shall be governed by the SEBI (AIF) Regulations 2012. For such funds benefit of section 10(23FB) and section 115U shall not be applicable and shall be governed section 115UB read with section 10(23FBA) and 10(23FBB) which states that business income earned by such fund shall be taxable in the hands of the Fund and exempt in the hands of the unit holders, and other income earned viz. capital gains, income from other sources shall be exempt in the hands of the fund and taxable in the hands of unit holder.

UNDER THE WEALTH TAX ACT, 1957

The Wealth Tax Act, 1957 has now been abolished from FY 2015-16 and is not applicable from AY 2016-17 onwards.

TAX DEDUCTION AT SOURCE

Section 194LBA – Certain income from units of the business trust:

Where any distributed income referred in section 115UA, is in the nature referred to in clause (23FC) ofsection 10 i.e. interest payable by the business trust to its unit holder being a resident or dividend payable by business trustto its unit holder being a resident where such dividend is received from SPV which has exercised the option under section 115BAA of the Act , shall at the time of credit of such payment to the account of the payee or at the time of payment, whichever is earlier, deduct tax at the rate of 10.00%.

In case payment referred to above is made to a non-resident unit holder, then the same shall be subjected to the tax deduction at the rate of 5.00% (plus applicable surcharge and cess) in case of interest referred to in clause (a) of sub clause(23FC) of section 10 and 10.00% (plus applicable surcharge and cess) in case of dividend payable by a business trust where such dividend is received from SPV which has exercised the option under section 115BAA of the Act. An ambiguity exits where interest or dividend is payable to Foreign Institutional Investor by the business trust shall be subjected to the tax deduction at the rate of 20.00% (plus applicable surcharge and cess) under section 196D read with section 115AD of the Act (on account of inclusion of units within definition of securities) or at the rate of 5.00% / 10.00% (plus applicable surcharge and cess) mentioned above. Additionally,in view of section 90(2) of the Act, a non-resident will be governed by the provisions of the Agreement for Avoidance ofDouble Taxation (AADT) between India and the country of tax residence of the non-resident and the provisions of the Actapply to the extent they are more beneficial to the assessee.

Applicability of other provisions

No income tax is deductible at source from income by way of capital gains arising to a resident shareholder under the present provisions of the Act. However, as per the provisions of Section 195 of the Act, any income by way of capital gains payable to non-residents may be subject to withholding of tax at the rate under the domestic tax laws or under the tax laws or under the Double Tax Avoidance Agreement (DTAA), whichever is beneficial to the assessee, unless a lower withholding tax certificate is obtained from the tax authorities. However, the non-resident investor will have to furnish a certificate of his being a tax resident in a country outside India and a suitable declaration for not having a fixed base/ permanent establishment in India, to get the benefit of the applicable DTAA and such other document as may be prescribed as per the provision of section 90(4) of Act.

Pursuant to amendment in section 206AA vide notification 53/2016 dated 24 June 2016 introducing Rule 37BC, requirement of quoting permanent account number (PAN) in case of certain specified income is eliminated by maintaining specified documents as mentioned in the said notification.

Notes:

- Business trust is compulsorily required to file Income-tax return as per section 139(4E) of the Act

- The income-tax rates specified in this note are as applicable for the financial year 2021-22, and are exclusive of surcharge and cess, if any. Rate of surcharge and cess are provided below:

  Surcharge:

  Domestic companies (not opting for Section 115BAA):

  If the net income does not exceed INR 10 million – Nil
  If the net income exceeds INR 10 million but does not exceed INR 100 million - 7 per cent
  If the net income exceeds INR 100 million - 12 per cent

  Domestic companies (opting for Section 115BAA) – 10%

  Foreign companies:

  If the net income does not exceed INR 10 million - Nil
  If the net income exceeds INR 10 million but does not exceed INR 100 million - 2 per cent
  If the net income exceeds INR 100 million - 5 per cent

  For individuals

	Taxable Income	**Surcharge (%)**
1	If total income (including capital gains on specified securities and dividend income) is above Rs 50 Lakhs & upto Rs 1 Cr	**10%**
2	If total income (including capital gains on specified securities and dividend income) is above Rs 1 Cr. & upto Rs 2 Crs.	**15%**
3	If total income (excluding capital gains on specified securities and dividend income) is above Rs 2 Crs. & upto Rs 5 Crs.	**25%**
4	If total income (excluding capital gains on specified securities and dividend income) is above Rs 5 Crs.	**37%**
5	If total income is above 2 Crs. (including capital gains on specified securities and dividend income) but is not covered under 3 and 4 above. Provided surcharge not to exceed 15 per cent in case of capital gains on specified securities and dividend income included in such total income	**15%**

  Specified security mean equity shares, units of equity oriented mutual funds, units of business Trust taxed under section 111A or section 112A of the Act

  For FPIs (AOP and BOI)

	Taxable Income	**Surcharge (%)**
1	If total income (including capital gains on all securities or dividend income) is above Rs 50 Lakhs & upto Rs 1 Cr	**10%**
2	If total income (including capital gains on all securities or dividend income) is above Rs 1 Cr. & upto Rs 2 Crs.	**15%**

3	If total income (excluding capital gains on all securities or dividend income) isabove Rs 2 Crs. & upto Rs 5 Crs.	**25%**
4	If total income (excluding capital gains on all securities or dividend income) is above Rs 5 Crs.	**37%**
5	If total income is above 2 Crs. (including capital gains on all securities or dividend income) but is not covered under 3 and 4 above. Provided surcharge not to exceed 15 per cent in case of capital gains or dividend income included in such total income	**15%**

Health and Education cess:

In all cases, Health and Education cess will be levied at the rate of 4 per cent of income-tax and surcharge.

Notes:

- The above statement of possible direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares and units.

- The stated benefits will be available only to the sole/ first named holder in case the units are held by joint holders.

- In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable DTAA, if any, between India and the country in which the non- resident has fiscal domicile.

- This statement is intended only to provide general information to the investors and is neither designed nor intended to be substituted for professional tax advice. In view of the individual nature of tax consequences, eachinvestor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her participation in the scheme.

- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

- This statement of possible direct tax benefits enumerated above is as per the Act as amended by the Finance Act, 2021. The above statement of possible Direct-tax Benefits sets out the possible tax benefits available to the Trust and its unit holders under the current tax laws presently in force in India. Several of these benefits available are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws.

- The information provided above sets out the possible tax benefits available to the unit holders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares and units, under the current tax laws presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the equity shares and units particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation impacting the benefits, which an investor can avail.

SUMMARY OF CERTAIN DIFFERENCES BETWEEN SFRS AND IFRS

The key differences between FRS and IFRS are as set out below, which do not have significant impact on Brookfield Sponsor.

No assurance can be given that the differences listed below cover all possible differences. Potential investors should consult their own advisers for an understanding of the principal differences between SFRS and IFRS.

Summary of differences between [SFRS(I) vs IFRS] and [FRS vs IFRS] as of 27 November 2020 [FRS vs IFRS]

The FRSs and INT FRSs issued by the Accounting Standards Council (ASC) are largely aligned with the IFRS standards and interpretations issued by the IASB and the IFRIC respectively. Differences in effective dates related to periods before 2018 are not included here. Below, we identify the key differences between FRS and IAS/IFRS as at 27 November 2020:

FIRS	Content	IAS/ IFRS	Comments
FRS 16	Property, Plant and Equipment	IAS 16	FRS 16 exempts regular revaluation of assets for which any one-off revaluation was performed between 1 January 1984 and 31 December 1996 (both dates inclusive) or for assets that were revalued prior to 1 January 1984. IAS 16 does not give such an exemption.
FRS 27(2012), FRS 28 (2012) and FRS 110 (2012)	Consolidated Financial Statements and Accounting for Investments in Subsidiaries, Associates and Joint Ventures	IAS 27(2011), IAS 28(2011) and IFRS 10(2012)	FRS 27(2012) and FRS 110 (2012) exempt a parent from presenting consolidated financial statements if its holding company (immediate or ultimate) produces consolidated financial statements available for public use. Under IAS 27(2011) and IFRS 10 (2012), such an exemption applies only if the holding company produces consolidated financial statements available for public use that comply with IFRS. Similar differences apply to the exemption from equity accounting for associates and joint ventures in FRS 28(2012), compared to IAS 28(2011).
FRS 102	Share-based Payment	IFRS 2	The. cut-off grant date for retrospective treatment of equity-settled share-based payment is 7 November 2002 under IFRS 2 and 22 November 2002 under FRS102.
ED INT FRS	Members' Shares in Co-operative Entities and Similar Instruments	IFRIC 2	IFRIC 2 is effective for annual periods beginning on or after 1 January 2005. This Interpretation has not been adopted in Singapore yet.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and also the documents for inspection referred to hereunder, may be inspected by Eligible Unitholders who have received this Letter of Offer at the principal place of business of the Trust from 10:00 A.M. to 5:00 P.M., on all Working Days from the date of the Letter of Offer until the date of Allotment of the Units pursuant to this Issue. Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so required in the interest of the Trust or if required by the other parties, without reference to the Unitholder, subject to compliance with applicable law and InvIT Documents.

(a). Offer Agreement dated January 4, 2022 between the Trust (acting through the Investment Manager), the Trustee, the Investment Manager (acting in its capacity as the investment manager to the Trust), the Brookfield Sponsor and the Lead Manager.

(b). Banker to the Issue Agreement dated [●] entered into between the Investment Manager (acting in its capacity as the Investment Manager to the Trust), the Trust (acting through the Trustee), the Banker to the Issue, the Registrar to the Issue and the Lead Manager.

(c). Monitoring agency agreement dated [●] entered into between the Investment Manager (acting in its capacity as the Investment Manager to the Trust), the Trust (acting through the Trustee) and the Monitoring Agency.

(d). Registrar agreement dated January 4, 2022 entered into between the Investment Manager (acting in its capacity as the Investment Manager to the Trust), the Trust (acting through the Trustee) and the Registrar to the Issue.

(e). Resolution dated December 28, 2021 passed by the Data InvIT Committee of the board of directors of the Investment Manager approving this Issue.

(f). The consents from the (i) legal counsel to the Issue as to Indian law; (ii) Lead Manager; (iii) Valuer of the Trust; (iv) valuer for valuation report in relation to Target Asset; (v) Registrar to the Issue; (vi) Technical Consultant in relation to Tower Co.; (vii) Technical Consultant in relation to Target Asset; (viii) Capitel Partners; (ix) Compliance Officer of the Trust; (x) Banker(s) to the Issue; (xi) Monitoring Agency; and (xii) the Auditors.

(g). In-principle listing approval dated [●] issued by BSE.

(h). Tri-partite agreement dated December 27, 2019, between NSDL, the Trust and the Registrar.

(i). Tri-partite agreement dated December 27, 2019, between CDSL, the Trust and the Registrar.

(j). Placement Memorandum of the Trust dated August 31, 2020.

(k). Audited Consolidated Financial Statements, Audited Standalone Financial Statements, Limited Review Consolidated Financials and Limited Review Standalone Financials of the Trust.

(l). Valuation report dated December 24, 2021 issued by Mr. Ankit Chhabra, which sets out opinion as to the fair value of the Target Asset as on July 31, 2021.

(m). Technical report titled "Industry report on small cell and IBS market – Space TeleInfra" dated November 2021 issued by Analysys Mason India Private Limited in relation to the Target Asset.

FINANCIAL STATEMENTS

For an overview of the special purpose consolidated Ind AS financial statements of Trust and its subsidiary (collectively, the "**Trust Group**"), as at March 31, 2019 and for the period from January 31, 2019 to March 31, 2019, please see the section entitled "*Audited Consolidated Financial Statements*" on page 226 of the Placement Memorandum available at https://www.sebi.gov.in/filings/invit-private-issues/aug-2020/tower-infrastructure-trust_47577.html.

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Deloitte Haskins & Sells LLP

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INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL INFORMATION PURSUANT TO THE REGULATIONS 23 OF THE SEBI (INFRASTRUCTURE INVESTMENT TRUSTS) REGULATIONS, 2014, AS AMENDED

To
The Board of Directors of
Brookfield India Infrastructure Manager Private Limited
(Investment Manager of Data Infrastructure Trust)

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial information of **Data Infrastructure Trust** (formerly known as Tower Infrastructure Trust) ("the Trust") and its subsidiary Summit Digitel India Private Limited (together referred to as the ''Group''), consisting of the unaudited consolidated statement of profit and loss, explanatory notes thereto and the additional disclosure as required by paragraph 6 of Annexure A to the SEBI circular No. CIR/IMD/DF/127/2016 dated November 29, 2016 ("the SEBI circular") for the half year ended September 30, 2021 ("the Statement"). The statement is being submitted by the Investment Manager pursuant to the requirement of Regulation 23 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations 2014 as modified from time to time read with SEBI Circular ("the InvIT Regulations").

2. This Statement, which is the responsibility of the Investment manager and approved by the Investment manager's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), as defined in Rule 2(1) (a) of Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India to the extent not inconsistent with the InvIT Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the said SEBI circular or that it contains any material misstatement.

5. We draw attention to Note 5 of the consolidated financial information, which describes the presentation of "Unit Capital" as "Equity" to comply with InvIT Regulations. Our opinion is not modified in respect of this matter.

6. The Statement includes the unaudited consolidated financial information for the six months ended March 31, 2021 being the derived figure between audited figures in respect of the full financial year and the published year to date figures up to the six months ended September 30, 2020 which were subject to limited review by us.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(RegistrationNo.117366W/W100018)

Mohammed Bengali
Partner
Membership No. 105828
UDIN: 21105828AAAADQ1007

Mumbai,
November 9, 2021

DATA INFRASTRUCTURE TRUST
(formerly known as Tower Infrastructure Trust)

Principal place of business: Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex, Mumbai-400051, Maharashtra, India
Phone : 022 69075252: Email: secretarial@summitdigitel.com : Website: www.towerinfratrust.com
(SEBI Registration Number: IN/InvIT/18-19/0009)

UNAUDITED STATEMENT OF CONSOLIDATED FINANCIAL INFORMATION FOR THE HALF YEAR ENDED SEPTEMBER 30, 2021

I. Unaudited Consolidated Statement of Profit and Loss for the half year ended September 30, 2021

(Rs. in Million)

	Particulars	Half year ended September 30, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	Year ended March 31, 2021
		Unaudited	Unaudited (Refer Note 4)	Unaudited	Audited
I	**INCOME AND GAINS**				
	Revenue from Operations	47,525	42,729	39,713	82,442
	Other Income	221	104	49	153
	Total Income and Gains	**47,746**	**42,833**	**39,762**	**82,595**
II	**EXPENSES AND LOSSES**				
	Investment Manager Fee	14	14	12	26
	Trustee Fee	1	1	1	2
	Project Manager Fee	12	12	12	24
	Audit Fees	32	26	4	30
	Listing fee	1	0	1	1
	Network Operating Expenses	30,273	26,398	24,962	51,360
	Employee Benefits Expense	260	153	11	164
	Finance Costs	7,738	7,006	13,766	20,772
	Depreciation and Amortisation Expense (Refer Note 10)	6,508	9,838	9,722	19,560
	Legal and Professional Fees	129	126	25	151
	Other expenses*	222	229	106	335
	Total Expenses and Losses	**45,190**	**43,803**	**48,622**	**92,425**
III	**Profit/ (Loss) before Taxes (I-II)**	**2,556**	**(970)**	**(8,860)**	**(9,830)**
IV	**Tax Expenses**	-	-	-	-
V	**Profit/ (Loss) for the period/ year (III-IV)**	**2,556**	**(970)**	**(8,860)**	**(9,830)**
VI	**Other Comprehensive Income**				
(a)	**Items that will be reclassified to Statement of Profit and Loss**				
	Cost of hedging				
	Changes in the fair value during the period in relation to time-period related hedged items	(1,473)	-	-	-
	Cash flow Hedges:				
	Fair value loss arising on hedging instrument during the period	(116)	-	-	-
(b)	**Income Tax relating to Items that will be classified to Statement of Profit and Loss**	-	-	-	-
VI	**Other Comprehensive Income/(Loss) for the period/ year**	**(1,589)**	-	-	-
VII	**Total Comprehensive Income/ (Loss) for the period/ year (V-VI)**	**967**	**(970)**	**(8,860)**	**(9,830)**
	Attributable to Owners of the Trust	967	(970)	(4,711)	(5,681)
	Attributable to Non-Controlling Interest	-	-	(4,149)	(4,149)

*Other Expenses for the half year ended September 30, 2021, half year ended March 31, 2021, half year ended ended September 30, 2020 and year ended March 31, 2021 mainly includes fair value (gain) / loss on financial instrument, bank charges and other miscellaneous expenses.

DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS

DATA INFRASTRUCTURE TRUST

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Notes to Consolidated Financial Information for the half year ended September 30, 2021

1 The Unaudited Consolidated Financial Information of Data Infrastructure Trust (formerly known as Tower Infrastructure Trust) (Data InvIT/Trust") and its subsidiary Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited) (together referred to as "Group") for the half year ended September 30, 2021 has been prepared in accordance with the requirements of SEBI (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations"), as amended from time to time read with the SEBI circular number CIR/IMD/DF/114/2016 dated October 20, 2016 ("SEBI Circular"); recognition and measurement principles laid down under Indian Accounting Standard ("Ind AS") 34 "Interim Financial Reporting" as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, except as referred in Note 5 below, to the extent not inconsistent with the SEBI InvIT Regulations, read with relevant rules issued thereunder and other accounting principles generally accepted in India. The above financial information has been reviewed and approved by Tower InvIT Committee and the Board of Directors of Investment Manager to the Trust, at their respective meetings held on November 9, 2021. The financial information for the half year ended September 30, 2021 has also been subjected to a limited review by the auditors of the Trust.

2 Investors can view the Financial Information of the Data Infrastructure Trust on the Trust's website (www.towerinfratrust.com) or on the website of BSE (www.bseindia.com).

3 The Unaudited Consolidated Financial Information comprises of the Consolidated Statement of Profit and Loss, explanatory notes thereto and additional disclosures as required in paragraph 6 of Annexure A to the SEBI Circular no. CIR/WID/DF/127/2016 dated November 29, 2016 ("SEBI Circular") of Data InvIT for the half year ended September 30 2021 ("Consolidated Financial Information").

4 The Unaudited Consolidated Financial Information for the half year ended March 31, 2021 are the derived figures between audited figures in respect of the year ended March 31, 2021 and the published unaudited year to date figures upto the half year ended September 30, 2020 which were subjected to limited review.

5 Under the provisions of the SEBI InvIT Regulations, Trust is required to distribute to Unitholders not less than 90% of the net distributable cash flows of the Trust for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Trust to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contains equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circular Nos. CIR/IMD/DF/114/2016 dated October 20, 2016 and CIR/IMD/DF/127/2016 dated November, 29, 2016 issued under the SEBI InvIT Regulations, the Unitholders' funds have been presented as "Equity" in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated October 20, 2016 dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Tower InvIT Committee of the Board of Directors of the Investment Manager.

6 The Tower InvIT Committee of Board of Directors of the Investment Manager has made two distributions, amounting to total Rs. 8,000 Million, during the half year ended September 30, 2021 as follows:

- Distribution of Rs. 1.3881 per unit as Return on Capital declared in their meeting held on May 26, 2021, which was paid on June 9, 2021.
- Distribution of Rs. 1.7847 per unit as Return on Capital declared in their meeting held on August 17, 2021 which was paid on August 31, 2021.

7 Data InvIT is registered as a contributory irrevocable trust set up under the Indian Trusts Act, 1882 on January 31, 2019 and registered as an infrastructure investment trust under the SEBI InvIT Regulations on March 19, 2019 having registration number IN/InvIT/18-19/0009. Units of the Trust have been listed on BSE Limited on September 1, 2020. Pursuant to the approval granted by SEBI and upon issuance of fresh Certificate of Registration, the name of the Trust has changed from 'Tower Infrastructure Trust' to 'Data Infrastructure Trust' and the principal place of business of the Trust has shifted from '9th Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400 021 to 'Unit 1, 4th Floor, Godrej BKC, Plot No C-68, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051 w.e.f. October 8, 2021.

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

DATA INFRASTRUCTURE TRUST

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Notes to Consolidated Financial Information for the half year ended September 30, 2021

8 a) On June 17, 2021, the Group issued 15,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures ("NCDs") in the denomination of Rs. 1,000,000 each aggregating to Rs. 15,000 Million. These NCDs carry a coupon rate of 6.59% payable quarterly and are listed on Debt Segment of National Stock Exchange of India Limited w.e.f. June 17, 2021.

b) On August 13, 2021, the Group has raised USD 500,000,000 through allotment of Senior Secured Notes i.e. USD 500,000,000, 2.875% Senior Secured Noted due 2031 ("Notes") to the eligible investors pursuant to Rule 144A and Regulation S of the US Securities Act, 1933 and the applicable laws. The Notes are listed on the Singapore Exchange Securities Trading Limited.

c) On September 28, 2021, the Group has further issued 6,500 Secured, Rated, Listed, Redeemable Non-Convertible Debentures in the denomination of Rs. 10,00,000/- each, aggregating to Rs. 6,500 Million. These NCDs carry a coupon rate of 7.40% payable quarterly and are listed on Debt Segment of National Stock Exchange of India Limited w.e.f. September 30, 2021.

d) During the half year ended September 30, 2021, the Group has exercised its call options to redeem 38,500 outstanding NCDs of Rs. 1,000,000 each in full at their face value ("Early Redemptions") aggregating to Rs. 38,500 Million, along with the interest accrued thereon, which were issued on March 15, 2021.

The asset cover on the NCDs exceeds 125 % of the principal amount of the said debentures.

The NCDs are secured by first ranking pari passu charge by way of hypothecation on the following assets:
(a) All movable fixed assets (present and future) of the borrower;
(b) All current assets (present and future) of the borrower; and
(c) All rights of the borrower under the Material Documents,

9 The Group had outstanding 50,000,000 Cumulative, Participating, Optionally Convertible Preference Shares of Rs. 10/- each aggregating to Rs. 500,000,000 as on April 1, 2020. With effect from August 21, 2020, the terms of the Cumulative, Participating, Optionally Convertible Preference Shares of Rs. 10/- each were amended to Redeemable, Non-Participating, Non-Cumulative, Non-Convertible Preference Shares of Rs. 10/- each. The preference shares are mandatorily redeemable at par for an amount equal to the aggregate par value at the end of 20 years from the date of issuance i.e. March 31, 2039. Accordingly, the Preference Shares have been reclassified as a liability and have been recognised at the present value of redemption of Rs. 131 Million as on September 30, 2021.

10 With effect from April 1, 2021, based on an internal assessment supported by a technical evaluation conducted by an independent external engineer, the Group has revised the estimated useful life of Plant and Equipments.

The effect of the above change in the accounting estimate, has been provided prospectively in the current financial statements as per Ind AS 8 on "Accounting policies, Changes in Accounting Estimates and Errors". Consequently, depreciation charge for the half year ended September 30, 2021 is lower by Rs. 3,789 Million.

11 The Trust owns 100% of the equity shares of Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited) as on September 30, 2021. On August 31, 2020, Trust acquired 49% of the equity shares from Reliance Industries Limited. On August 31, 2020, the Trust issued 2,521,500,000 units at an Issue Price of Rs. 100 per unit to the subscribers. BIF IV Jarvis India Pte. Ltd. subscribed 89.79% of the units of the Trust and is the immediate parent company. Simultaneously, the Trust entered into the Shareholder Option Agreement as part of the acquisition transaction and the same was accounted with a debit to equity and a corresponding liability was recognised in the previous year.

12 The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Group is engaged in the business of providing tower infrastructure and related operations in India. The Group has executed a long term Master Service Agreement with Reliance Jio Infocomm Limited (one of the largest telecommunication service provider in India) as its customer, which results into committed revenues and cash flows for the Group, on a long term basis. Moreover, the COVID-19 pandemic has not had a material adverse impact on the operations of the telecommunication industry to which the Group currently caters to. Also, the Group has completed substantial portion of its planned capital expenditure and for the balance as well as for the operations and maintenance of the tower sites, the Group has in place long-term arrangements with reputed and experienced contractors/service providers. Further, part of its sanctioned borrowings are available to the Group for utilization on need basis to meet its liquidity requirements. In view of all of the above, the Group does not expect any significant challenges, including emanating out of COVID-19, particularly in the next 12 months.

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

DATA INFRASTRUCTURE TRUST

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Notes to Consolidated Financial Information for the half year ended September 30, 2021

II. Additional Disclosures as required by Paragraph 6 of Annexure A to SEBI Circular No.CIRJIMD/DF/127/2016:
A. Statement of Net Distributable Cash Flows (NDCFs) of Summit Digitel Infrastructure Private Limited ("SDIPL")

(Rs. in Million)

Description	Half year ended September 30, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	Year ended March 31, 2021
Loss after tax as per profit and loss account (standalone) (A)	**(16,542)**	**(12,576)**	**(10,803)**	**(23,380)**
Add: Depreciation and amortisation as per profit and loss account. In case of impairment reversal, same needs to be deducted from profit and loss.	6,508	9,838	9,722	19,560
Add: Interest on loan to the SPV from the Trust as per the profit and loss account	19,348	11,842	2,017	13,860
Add / less: Loss / gain on sale of infrastructure assets	-	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the	-	-	-	-
• related debts settled or due to be settled from sale proceeds;	-	-	-	-
• directly attributable transaction costs;	-	-	-	-
• proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the SEBI InvIT Regulations	-	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any *	(12,288)	(7,546)	(103,085)	(110,631)
Less: Investments made in accordance with the investment objective, if any	(20)	-	-	-
Add / less: Any other item of non-cash expense / non-cash income charged / credited to profit and loss account, including but not limited to	-	-		
• any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	(73)	-	-	-
• provisions;	-	-	-	-
• deferred taxes;	-	-	-	-
• any other non-cash item, lease rents recognised on a straight-line basis, etc.	-	-	-	-
Add / less: Working capital changes	(1,734)	(45,076)	(9,930)	(55,006)
Add / less: Provisions made in earlier period and expensed in the current period	-	-	-	-
Less: Any cash paid to the lease owners not accounted for in the working capital changes or the profit and loss account	-	-	-	-
Add: Additional borrowings (including debentures / other securities) (external as well as borrowings from Trust)	78,878	129,475	422,360	551,835
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with reserve requirements (including but not limited to DSRA) under loan agreements.	(47,500)	(82,420)	(304,350)	(386,770)
Less: Cash reserved to make due payments to secured lenders and any other transferrable debentures issued by SDIPL	(16,500)	-	-	-
Add / less: Proceeds from any fresh issuance of preference shares / redemption of any	-	-	-	-
Add: Proceeds from any fresh issuance of equity shares	-	-	-	-
Add/ less: Amounts added or retained to make the distributable cash flows in accordance with the Transaction Documents or the loan agreements	-	-	-	-
Total Adjustments (B)	**26,619**	**16,113**	**16,734**	**32,848**
Net Distributable Cash Flows (C) = (A+B)	**10,077**	**3,537**	**5,931**	**9,468**

* Capital expenditure for the half year ended September 30, 2021 excludes Rs. 5,163 million as the same was utilsed from the opening cash balance as at April 1, 2021.

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

DATA INFRASTRUCTURE TRUST

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Notes to Consolidated Financial Information for the half year ended September 30, 2021

B. Statement of Net Distributable Cash Flows (NDCFs) of Data Infrastructure Trust

(Rs. in Million)

Description	Half year ended September 30, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	Year ended March 31, 2021
Cash flows received from SPV in the form of interest / accrued interest	8,060	10,365	-	10,365
Cash flows received from SPV in the form of dividend / buy-back of equity shares / capital reduction of equity shares	-	-	-	-
Any other income accruing at the Trust level and not captured above, including but not limited to interest /return on surplus cash invested by the Trust	-	-	-	-
Add: Cash flows/ Proceeds from the SPV towards the repayment of the debt issued to the SPV by the Trust	-	-	-	-
Total cash flow at the Trust level (A)	**8,060**	**10,365**	**-**	**10,365**
Less: issue expenses payable by Trust including as reimbursements towards expenses of Trust met by the Sponsors	-	-	(24)	(24)
Less: annual expenses of the Trust including audit fees, project manager fees, investment management fees, stock exchange fees, other statutory fees, depository fees, legal expenses, credit rating fees and valuer fees	(59)	(41)	(32)	(73)
Less: income tax (if applicable) at the standalone Trust level and payment of other statutory dues	-	-	-	-
Less: Repayment of external debt (including interest) / redeemable preference shares / debentures, etc., if deemed necessary by the Investment Manager	-	-	(1,141)	(1,141)
Less: net cash set aside to comply with DSRA requirement under loan agreements, if any	-	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following:	-	-	-	-
- related debts settled or due to be settled from sale proceeds;	-	-	-	-
- directly attributable transaction costs;	-	-	-	-
- proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently	-	-	-	-
Less: Amount invested in any of the Portfolio Assets for service of debt or interest	-	-	(250,000)	(250,000)
Less: Capital expenditure if any (including acquisition of other infrastructure assets / SPVs)	-	-	(1,054)	(1,054)
Add: Proceeds from fresh issuance of units	-	116	252,150	252,266
Less: Reserve for debentures / loans / capex expenditure in the intervening period till next proposed distribution if deemed necessary by the Investment Manager invested in permitted investments	-	-	-	-
Total cash outflows/retention at the Trust level (B)	**(59)**	**75**	**(101)**	**(26)**
Net Distributable Cash Flows (C) = (A+B)	**8,001**	**10,440**	**(101)**	**10,339**

(Rs. in Million)

Description	Half year ended September 30, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	Year ended March 31, 2021
Net Distributable Cash Flows as per above	8,001	10,440	(101)	10,339
Opening balance of Cash and Cash Equivalents	133	-	15	15
Total Net Distributable Cash Flows	8,134	10,440	(86)	10,354

DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS

DATA INFRASTRUCTURE TRUST

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Notes to Consolidated Financial Information for the half year ended September 30, 2021

C. Fees payable to Investment Manager and Project Manager

I. Pursuant to Investment Management Agreement, the Investment Manager is entitled to an Investment Management fee of Rs. 20 Million per annum exclusive of GST. Investment Manager is also entitled to reimbursement of any cost incurred in relation to activity pertaining to Trust such as administration of Trust, appointment of staff, director, transaction expenses incurred with respect to investing, monitoring and disposing off the investment of the Trust.

Infinite India Investment Management Limited was Investment Manager till October 12, 2020. With effect from October 13, 2020, Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) has been appointed as Investment Manager to the Trust.

II. Pursuant to Project Management Agreement, the Project Manager is entitled to a Project Management fee of Rs. 20 Million per annum exclusive of GST.

D. Statement of Earnings per unit

Particulars	Half year ended September 30, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	For the year ended March 31, 2021
Net Profit/(loss) as per statement of Profit & Loss attributable to unit (Rs. in Million)	2,556	(970)	(4,711)	(9,830)
Weighted average number of units outstanding for computation of basic and diluted earnings per unit (no. in Million)	2,522	2,522	427	1,471
Earnings per unit in Rs. (Basic and Diluted)	1.01	(0.38)	(11.03)	(6.68)

E. Contingent liabilities as at September 30, 2021 is NIL (September 30, 2020: NIL; March 31, 2021: NIL)

F. Commitments as at September 30, 2021 is Rs. 66,393 Million (September 30, 2020: Rs. 5,567 Million; March 31 2021: 74,809 Million)

Note: Data Infrastructure Trust has executed binding agreements to acquire Space Teleinfra Private Limited ("STIPL") on July 20, 2021 for an equity consideration of Rs. 9,000 Million (subject to closing adjustments) and additional milestone-based considerations. The completion of the acquisition is subject to unitholders and other regulatory approvals and other customary closing conditions which are yet to be met.

G. STATEMENT OF RELATED PARTY DISCLOSURES
As per SEBI InvIT regulations and as per Ind AS 24, disclosure of transactions with related party are as given below:

I List of Related Parties as per the requirements of Ind AS 24 - "Related Party Disclosures"
List of related parties with whom transactions have taken place and relationships :

i) Name of Related Party
Entities which exercise control on the Trust

Brookfield Asset Management Inc.(w.e.f. August 31, 2020)	Ultimate Holding Company
BIF IV India Holdings Pte. Ltd (w.e.f. August 31, 2020)	Intermediate Holding Company
BIF IV Jarvis India Pte Ltd., Singapore (w.e.f. August 31, 2020)	Immediate Holding Company

Members of same group (w.e.f. August 31, 2020)
Equinox Business Parks Private Limited
Vrihis Properties Private Limited (Brookfield Real Estate)
Leela Palaces and Resorts Limited
Schloss Udaipur Private Limited
Schloss Chennai Private Limited
Schloss Bangalore Private Limited
Schloss Chanakya Private Limited

II List of Additional Related Parties as per Regulation 2(1)(zv) of the SEBI InvIT Regulations

A. Parties to Data Infrastructure Trust

BIF IV Jarvis India Pte. Ltd., Singapore (August 31, 2020)	Co-Sponsor
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)	Investment Manager
Axis Trustee Services Limited	Trustee
Infinite India Investment Management Limited (Resigned w.e.f. October 12, 2020)	Erstwhile Investment Manager
Jio Infrastructure Management Services Limited (formerly known as Reliance Digital Media Distribution Limited)	Project Manager
Reliance Industrial Investments and Holdings Limited	Co-Sponsor
Reliance Industries Limited	Promotor of Co-Sponsor

B. Directors of the Parties specified in II(A) above
Directors of BIF IV Jarvis India Pte Ltd., Singapore
Aanandjit Sunderaj (Resigned w.e.f. June 9, 2021)
Liew Yee Foong
Taswinder Kaur Gill (Resigned w.e.f. September 13, 2021)
Ho Yeh Hwa
Walter Zhang Shen (Resigned w.e.f. July 1, 2021)
Velden Neo Jun Xiong (Appointed w.e.f. August 13, 2021)
Tang Qichen (Appointed w.e.f. September 15, 2021)

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

DATA INFRASTRUCTURE TRUST

Notes to Consolidated Financial Information for the half year ended September 30, 2021

Directors of Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)
Sridhar Rengan
Chetan Rameshchandra Desai
Narendra Aneja
Rishi Tibriwal (Resigned w.e.f June 30, 2021)
Darshan Vora (Appointed w.e.f. July 1, 2021 and Resigned w.e.f. September 30, 2021)
Pooja Aggarwal (Appointed w.e.f. September 30, 2021)

Directors of Axis Trustee Services Limited
Rajesh Kumar Dahiya
Ganesh Sankaran
Sanjay Sinha (Retired w.e.f. April 30, 2021)
Deepa Rath (Appointed w.e.f. May 1, 2021)

Directors of Infinite India Investment Management Limited (upto October 12, 2020)
Shailesh Shankarlal Vaidya
Vishal Nimesh Kampani
Rajendra Dwarkadas Hingwala
Dipti Neelakantan

Directors of Jio Infrastructure Management Services Limited
Sudhakar Saraswatula
Nikhil Chakrapani Suryanarayana Kavipurapu
Hariharan Mahadevan

Directors of Reliance Industrial Investments and Holdings Limited
Hital Rasiklal Meswani
Vinod Mansukhlal Ambani
Mahendra Nath Bajpai
Savithri Parekh
Dhiren Vrajlal Dalal
Balasubrmanian Chandrasekaran

III List of Additional Related Parties as per Regulation 19 of the SEBI InvIT Regulations

Digital Fibre Infrastructure Trust	Common Sponsor
India Infrastructure Trust (w.e.f. October 13, 2020)	Common Investment Manager

IV. Transactions during the period/ year with related parties

(Rs. in Million)

Particulars	Relationship	Half year ended September, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	Year ended March 31, 2021
Trustee Fee Axis Trustee Services Limited	Trustee	1	1	1	2
Investment Management Fees Infinite India Investment Management Limited	Erstwhile Investment Manager	-	1	12	13
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)	Investment Manager	14	13	-	13
Reimbursement of Expenses Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)	Investment Manager	3	4	-	4
Infinite India Investment Management Limited	Erstwhile Investment Manager	-	5	-	5
Acquisition of shares of Summit Digital Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited) Reliance Industries Limited	Promotor of Co-Sponsor	-	0	1,054	1054
Project Manager Fees Jio Infrastructure Management Services Limited	Project Manager	12	12	12	-

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

DATA INFRASTRUCTURE TRUST

IV. Transactions during the period/ year with related parties

(Rs. in Million)

Particulars	Relationship	Half year ended September, 2021	Half year ended March 31, 2021	Six months ended September 30, 2020	Year ended March 31, 2021
Issue of units capital to Sponsor					
BIF IV Jarvis India Pte. Ltd.	Co-Sponsor	-	-	226,410	226,410
Distribution to Unitholders					
BIF IV Jarvis India Pte. Ltd.	Co-Sponsor	7,184	9,254	-	9,254
Contribution to Corpus					
Reliance Industrial Investments and Holdings Limited	Co-Sponsor	-	-	116	116
Working Capital adjustment	Promotor of Co-Sponsor	-	-	8,505	8,505
Shareholder Option Agreement	Refer Note 11	-	-	2,020	2,020
Reliance Industries Limited	Promotor of Co-Sponsor				
Loans Repaid		-	-	(5,050)	(5,050)
Interest on Non-Convertible Debenture		-	-	5,229	5,229
Interest on Inter-corporate Deposits		-	-	195	195
Other Borrowing Cost		-	-	91	91
Repayment of Non-Convertible Debentures		(38,500)	-	(118,360)	(118,360)
Issuance of Non-Convertible Debentures		-	-	118,360	118,360
Trade Payables -Commission on Corporate Guarantee		-	-	58	58
Deposit paid					
Equinox Business Parks Private Limited	Members of same group	-	14	0	14
Expenses Incurred					
Equinox Business Parks Private Limited	Members of same group	14	5	-	5
Vrihis Properties Private Limited (Brookfield Real Estate)	Members of same group	3	12	-	12
Schloss Udaipur Private Limited	Members of same group	0	1	-	1
Schloss Chennai Private Limited	Members of same group	0	2	-	2
Schloss Bangalore Private Limited	Members of same group	0	-	-	-
Schloss Chanakya Private Limited	Members of same group	1	1	-	1

V Balance as at end of the year/ period

(Rs. in Million)

Particulars	Relationship	As at September 30, 2021	As at March 31, 2021	As at September 30, 2020
Professional Fees				
Axis Trustee Services Limited	Trustee	-	1	-
Infinite India Investment Management Limited	Erstwhile Investment Manager	-	12	-
Shares of Data InvIT				
BIF IV Jarvis India Pte. Ltd.	Co-Sponsor	226,410	226,410	-
Contribution to Corpus				
Reliance Industrial Investments and Holdings Limited	Co-Sponsor	240	240	240
Other Payables				
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited)	Investment Manager	3	3	-
Jio Infrastructure Management Services Limited	Project Manager	12	-	12

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

DATA INFRASTRUCTURE TRUST

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Notes to Consolidated Financial Information for the half year ended September 30, 2021

V Balance as at end of the year/ period

(Rs. in Million)

Particulars	Relationship	As at September 30, 2021	As at March 31, 2021	As at September 30, 2020
Receivable/(Payable)				
Equinox Business Parks Private Limited	Members of same group	14	14	-
Vrihis Properties Private Limited (Brookfield Real Estate)	Members of same group	0	(0)	-
Schloss Udaipur Private Limited	Members of same group	-	-	-
Schloss Chennai Private Limited	Members of same group	-	(0)	-
Schloss Chanakya Private Limited	Members of same group	(0)	(0)	-
Schloss Bangalore Private Limited	Members of same group	(0)	-	-
Leela Palaces and Resorts Limited	Members of same group	0	-	-
Reliance Industries Limited	Promotor of Co-Sponsor			
Equity Shares subscribed		-	-	-
10% Convertible preference shares		-	-	500
0% Non- Convertible preference shares		131	114	-
Borrowing - Non-convertible Debentures		79,860	118,360	118,360
Borrowing - Term Loan (Current)		-	-	-
Borrowing - Non-convertible Debentures (unsecured)		-	-	-
Borrowing - Term Loan (Current)		-	-	-

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Data Infrastructure Trust)

Sridhar Rengan
Chairperson of the Board
DIN: 03139082

Date: Novermber 9, 2021
Place: Mumbai

Dhananjay Joshi
Member of Tower InvIT Committee

Date: Novermber 9, 2021
Place: Bangalore

Inder Mehta
Compliance Officer of the Trust

Date: Novermber 9, 2021
Place: Mumbai

DATA INFRASTRUCTURE TRUST

DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS

Annexure I

Deloitte
Haskins & Sells LLP

Chartered Accountants
One International Centre,
27th-32nd Floor, Tower 3,
Senapati Bapat Marg,
Elphinstone Road (West),
Mumbai - 400 013,
Maharashtra, India.

Phone: +91 22 6185 4000
Fax: +91 22 6185 4001

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM STANDALONE FINANCIAL INFORMATION PURSUANT TO THE REGULATIONS 23 OF THE SEBI (INFRASTRUCTURE INVESTMENT TRUSTS) REGULATIONS, 2014, AS AMENDED

To
The Board of Directors of
Brookfield India Infrastructure Manager Private Limited
(Investment Manager of Data Infrastructure Trust)

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial information of **Data Infrastructure Trust** (formerly known as Tower Infrastructure Trust) ("the Trust"), which comprise of the unaudited statement of profit and loss, explanatory notes thereto and the additional disclosure as required by paragraph 6 of Annexure A to the SEBI circular No. CIR/IMD/DF/127/2016 dated November 29, 2016 ("the SEBI circular") for the half year ended September 30, 2021 ("the Statement"), being submitted by the Investment Manager pursuant to the requirement of Regulation 23 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations 2014, as amended from time to time read with SEBI Circular ("the InvIT Regulations").

2. This Statement, which is the responsibility of the Investment manager and approved by the Investment manager's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), as defined in Rule 2(1) (a) of Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India to the extent not inconsistent with the InvIT Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Regd. Office: One International Centre, Tower 3, 27th – 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400 013, Maharashtra, India (LLP Identification No. AAB-8737)

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the said SEBI circular, or that it contains any material misstatement.

5. We draw attention to Note 6 of the standalone financial information, which describes the presentation of "Unit Capital" as "Equity" to comply with InvIT Regulations. Our opinion is not modified in respect of this matter.

6. The Statement includes the unaudited standalone financial information for the six months ended March 31, 2021 being the derived figures between audited figures in respect of the full financial year and the published year to date figures up to the six months ended September 30, 2020, which were subject to limited review by us.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(RegistrationNo.117366W/W100018)

MBengali

Mohammed Bengali
Partner
Membership No. 105828
UDIN: 21105828AAAADP3501

Mumbai,
November 9, 2021

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Principal place of business: Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex, Mumbai-400051, Maharashtra, India

Phone : 022 69075252; Email: secretarial@summitdigitel.com; Website: www.towerinfratrust.com

(SEBI Registration Number: IN/InvIT/18-19/0009)

STATEMENT OF UNAUDITED STANDALONE FINANCIAL INFORMATION FOR THE HALF YEAR ENDED SEPTEMBER 30, 2021

I. Unaudited Standalone Statement of Profit and Loss for the half year ended September 30, 2021

(Rs. in Million)

	Particulars	Half year ended September 30, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	Year ended March 31, 2021
		Unaudited	Unaudited (Refer Note 4)	Unaudited	Audited
I	**INCOME AND GAINS**				
	Revenue from Operations	19,348	11,843	2,017	13,860
	Other Income	-	-	-	-
	Total Income and Gains	19,348	11,843	2,017	13,860
II	**EXPENSES AND LOSSES**				
	Investment Manager Fee	14	14	12	26
	Trustee Fee	1	1	1	2
	Project Manager Fee	12	12	12	24
	Audit Fees	24	17	0	18
	Interest on Loan	0	-	41	41
	Legal and Professional Fees	5	0	2	2
	Listing fee	1	0	1	1
	Other Expenses*	191	192	4	196
	Total Expenses and Losses	**248**	**236**	**73**	**310**
III	**Profit before Tax (I-II)**	19,100	11,607	1,944	13,550
IV	**Tax Expenses**	-	-	-	-
V	**Profit after Tax (III-IV)**	19,100	11,607	1,944	13,550
VI	Other Comprehensive Income	-	-	-	-
VII	Total Comprehensive Income for the period/ year (V+VI)	19,100	11,607	1,944	13,550

*Other Expenses for the half year ended September 30, 2021, half year ended March 31, 2021, half year ended September 30, 2020 and year ended March 31, 2021 mainly includes fair value (gain) / loss on financial instrument, bank charges and other miscellaneous expenses.

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

DATA INFRASTRUCTURE TRUST

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Notes to Standalone Financial Information for half year ended September 30, 2021

1 The Unaudited Standalone Financial Information for the half year ended September 30, 2021 has been prepared in accordance with the recognition and measurement principles prescribed under Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), as defined in Rule 2(1) (a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended, SEBI (Infrastructure Investment Trust) Regulations, 2014, as amended and the circulars issued thereunder ("SEBI InvIT Regulations") except as mentioned in Note 6 below and other accounting principles generally accepted in India. The above financial information has been reviewed and approved by the Tower InvIT Committee and the Board of Directors of Investment Manager to the Data Infrastructure Trust ("Data InvIT/ Trust"), at their respective meetings held on November 9, 2021. The financial information has been subjected to a limited review by the auditors of the Trust.

2 Investors can view the Unaudited Standalone Financial Information of the Data Infrastructure Trust on the Trust's website (www.towerinfratrust.com) or on the website of BSE (www.bseindia.com).

3 The Unaudited Standalone Financial Information comprises of the Standalone Statement of Profit and Loss, explanatory notes thereto and additional disclosures as required in paragraph 6 of Annexure A to the SEBI Circular no. CIR/WID/DF/127/2016 dated November 29, 2016 ("SEBI Circular") of the Trust for the half year ended September 30, 2021 ("Standalone Financial Information").

4 The Unaudited Standalone Financial Information for the half year ended March 31, 2021 are the derived figures between audited figures in respect of the year ended March 31, 2021 and the published unaudited year to date figures upto the half year ended September 30, 2020 which were subjected to limited review.

5 The Tower InvIT Committee of Board of Directors of the Investment Manager has made two distributions, aggregating to Rs. 8,000 Million, during the half year ended September 30, 2021 as follows:

- Distribution of Rs. 1.3881 per unit as Return on Capital declared in their meeting held on May 26, 2021, which was paid on June 9, 2021.
- Distribution of Rs. 1.7847 per unit as Return on Capital declared in their meeting held on August 17, 2021 which was paid on August 31, 2021.

6 Under the provisions of the SEBI InvIT Regulations, Trust is required to distribute to Unitholders not less than 90% of the net distributable cash flows of Trust for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Trust to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contains equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circular Nos. CIR/IMD/DF/114/2016 dated October 20, 2016 and CIR/IMD/DF/127/2016 dated November 29, 2016 issued under the SEBI InvIT Regulations, the Unitholders' funds have been presented as "Equity" in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated October 20, 2016 dealing with the minimum presentation and disclosure requirements for key financial statements.

Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by Tower InvIT Committee of the Board of Directors of the Investment Manager.

7 The Trust owns 100% of the equity shares of Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited) as on September 30, 2021. On August 31, 2020, Trust acquired 49% of the equity shares from Reliance Industries Limited. On August 31, 2020, the Trust issued 2,521,500,000 units at an Issue Price of Rs. 100 per unit to the subscribers. BIF IV Jarvis India Pte. Ltd. subscribed 89.79% of the units of the Trust and is the immediate parent company. Simultaneously, the Trust entered into the Shareholder Option Agreement as part of the acquisition transaction and the same was accounted with a debit to equity and a corresponding liability was recognised in the previous year.

8 Data InvIT is registered as a contributory irrevocable trust set up under the Indian Trusts Act, 1882 on January 31, 2019 and registered as an infrastructure investment trust under the SEBI InvIT Regulations on March 19, 2019 having registration number IN/InvIT/18-19/0009. Units of the Trust have been listed on BSE Limited on September 1, 2020. Pursuant to the approval granted by SEBI and upon issuance of fresh Certificate of Registration, the name of the Trust has changed from 'Tower Infrastructure Trust' to 'Data Infrastructure Trust' and the principal place of business of the Trust has shifted from '9th Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400 021' to 'Unit 1, 4th Floor, Godrej BKC, Plot No C-68, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051 w.e.f. October 8, 2021.

9 The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. Summit Digitel Infrastructure Private Limited ("SPV of the Trust/SDIPL") is the only investment of the Trust from where Trust is generating its revenue. SDIPL is engaged in the business of providing tower infrastructure and related operations in India. SDIPL has executed a long term Master Services Agreement with Reliance Jio Infocomm Limited (one of the largest telecommunication service provider in India) as its customer, which results into committed revenues and cash flows for SDIPL, on a long term basis. Moreover, the COVID-19 pandemic has not had a material adverse impact on the operations of the telecommunication industry to which SDIPL currently caters to. Also, SDIPL has completed substantial portion of its planned capital expenditure and for the balance as well as for the operations and maintenance of the tower sites, SDIPL has in place long-term arrangements experienced contractors/service providers. Further, SDIPL has sanctioned unutilised borrowing limits which are available to SDIPL to meet its liquidity requirements. In view of all of the above, SDIPL does not expect any significant challenges on going concern, including emanating out of COVID-19, particularly in the next 12 months.

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

DATA INFRASTRUCTURE TRUST

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Notes to Standalone Financial Information for the half year ended September 30, 2021

II. Additional Disclosures as required by Paragraph 6 of Annexure A to SEBI Circular No.CIRJIMD/DF/127/2016:
A. Statement of Net Distributable Cash Flows (NDCFs) of Data Infrastructure Trust

(Rs. in Million)

Description	Half year ended September 30, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	Year ended March 31, 2021
Cash flows received from SPV in the form of interest / accrued interest	8,060	10,365	-	10,365
Cash flows received from SPV in the form of dividend / buy-back of equity shares / capital reduction of equity shares	-	-	-	-
Any other income accruing at the Trust level and not captured above, including but not limited to interest /return on surplus cash invested by the Trust	-	-	-	-
Add: Cash flows/ Proceeds from the SPV towards the repayment of the debt issued to the SPV by the Trust	-	-	-	-
Total cash flow at the Trust level (A)	**8,060**	**10,365**	**-**	**10,365**
Less: issue expenses payable by Trust including as reimbursements towards expenses of Trust met by the Sponsors	-	-	(24)	(24)
Less: annual expenses of the Trust including audit fees, project manager fees, investment management fees, stock exchange fees, other statutory fees, depository fees, legal expenses, credit rating fees and valuer fees	(59)	(41)	(32)	(73)
Less: income tax (if applicable) at the standalone Trust level and payment of other statutory dues	-	-	-	-
Less: Repayment of external debt (including interest) / redeemable preference shares / debentures, etc., if deemed necessary by the Investment Manager	-	-	(1,141)	(1,141)
Less: net cash set aside to comply with DSRA requirement under loan agreements, if any	-	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following:	-	-	-	-
- related debts settled or due to be settled from sale proceeds;	-	-	-	-
- directly attributable transaction costs;	-	-	-	-
- proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the SEBI InvIT Regulations	-	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently	-	-	-	-
Less: Amount invested in any of the Portfolio Assets for service of debt or interest	-	-	(250,000)	(250,000)
Less: Capital expenditure if any (including acquisition of other infrastructure assets / SPVs)	-	-	(1,054)	(1,054)
Add: Proceeds from fresh issuance of units	-	116	252,150	252,266
Less: Reserve for debentures / loans / capex expenditure in the intervening period till next proposed distribution if deemed necessary by the Investment Manager invested in permitted investments	-	-	-	-
Total cash outflows/retention at the Trust level (B)	**(59)**	**75**	**(101)**	**(26)**
Net Distributable Cash Flows (C) = (A+B)	**8,001**	**10,440**	**(101)**	**10,339**

(Rs. in Million)

Description	Half year ended September 30, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	Year ended March 31, 2021
Net Distributable Cash Flows as per above	8,001	10,440	(101)	10,339
Opening balance of Cash and Cash Equivalents	133	-	15	15
Total Net Distributable Cash Flows	8,134	10,440	(86)	10,354

The Net distributable Cash Flows (NDCFs) as above is distributed as follows in the respective manner:

(Rs. in Million)

Date of distribution payment	Return on Capital	Total Distribution
June 9, 2021	3,500	3,500
August 31, 2021	4,500	4,500
Total	8,000	8,000

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Notes to Standalone Financial Information for the half year ended September 30, 2021

B. Fees payable to Investment Manager and Project Manager

I. Pursuant to Investment Management Agreement, the Investment Manager is entitled to an Investment Management fee of Rs. 20 Million per annum exclusive of GST. Investment Manager is also entitled to reimbursement of any cost incurred in relation to activity pertaining to Trust such as administration of the Trust, appointment of staff, director, transaction expenses incurred with respect to investing, monitoring and disposing off the investment of the Trust.

Infinite India Investment Manager Limited was Investment Manager till October 12, 2020. With effect from October 13, 2020, Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) has been appointed as Investment Manager to the Trust.

II. Pursuant to Project Management Agreement, the Project Manager is entitled to a Project Management fee of Rs. 20 Million per annum exclusive of GST.

C. Statement of Earnings per unit

Particulars	Half year ended September 30, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	For the year ended March 31, 2021
Profit after tax for the period (Rs. in Million)	19,100	11,607	1,944	13,550
Weighted average number of units outstanding for computation of basic and diluted earnings per unit (no. in Million)	2,522	2,522	427	1,471
Earnings per unit in INR (Basic and Diluted)	7.58	4.60	4.55	9.21

D. Contingent liabilities as at September 30, 2021 is NIL (September 30, 2020: NIL; March 31, 2021: NIL)

E. Commitments as at September 30, 2021 is Rs. 9,000 Million (September 30, 2020: NIL; March 31, 2021: NIL) (Refer Note below)

Note: Data Infrastructure Trust has executed binding agreements to acquire Space Teleinfra Private Limited ("STIPL") on July 20, 2021 for an equity consideration of Rs. 9,000 Million (subject to closing adjustments) and additional milestone-based considerations. The completion of the acquisition is subject to unitholders and other regulatory approvals and other customary closing conditions which are yet to be met.

F. Statement of Related Party Disclosures

I List of Related Parties as per the requirements of Ind AS 24 - "Related Party Disclosures"
List of related parties where control exists and related parties with whom transactions have taken place and relationships:
i) Name of Related Party

Entities which exercise control on the Trust

BIF IV Jarvis India Pte. Ltd., Singapore (w.e.f August 31, 2020)	Immediate Holding Company
BIF IV India Holdings Pte. Ltd (w.e.f. August 31, 2020)	Intermediate Holding Company
Brookfield Asset Management Inc. (w.e.f. August 31, 2020)	Ultimate Holding Company

Subsidiary (SPV)
Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)

II List of additional related parties as per regulation 2(1)(zv) of the SEBI InvIT Regulations

A Parties to Data Infrastructure Trust

BIF IV Jarvis India Pte. Ltd., Singapore (August 31, 2020)	Holding Company/Co-Sponsor
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)	Investment Manager
Axis Trustee Services Limited	Trustee
Infinite India Investment Management Limited (Resigned w.e.f. October 12, 2020)	Erstwhile Investment Manager
Jio Infrastructure Management Services Limited (formerly known as Reliance Digital Media Distribution Limited)	Project Manager
Reliance Industrial Investments and Holdings Limited	Co-Sponsor
Reliance Industries Limited	Promotor of Co-Sponsor

B Directors of the Parties specified in II(A) above

Directors of BIF IV Jarvis India Pte Ltd., Singapore
Aanandjit Sunderaj (Resigned w.e.f. June 9, 2021)
Liew Yee Foong
Taswinder Kaur Gill (Resigned w.e.f. September 13, 2021)
Ho Yeh Hwa
Walter Zhang Shen (Resigned w.e.f. July 1, 2021)
Velden Neo Jun Xiong (Appointed w.e.f. August 13, 2021)
Tang Qichen (Appointed w.e.f. September 15, 2021)

Directors of Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)
Sridhar Rengan
Chetan Rameshchandra Desai
Narendra Aneja
Rishi Tibriwal (Resigned w.e.f June 30, 2021)
Darshan Vora (Appointed w.e.f. July 1, 2021 and Resigned w.e.f. September 30, 2021)
Pooja Aggarwal (Appointed w.e.f. September 30, 2021)

Directors of Axis Trustee Service Limited
Rajesh Kumar Dahiya
Ganesh Sankaran
Sanjay Sinha (retired w.e.f. April 30, 2021)
Deepa Rath (w.e.f. May 1, 2021)

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

DATA INFRASTRUCTURE TRUST

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Notes to Standalone Financial Information for the half year ended September 30, 2021

Directors of Infinite India Investment Management Limited (upto October 12, 2020)
Shailesh Shankarlal Vaidya
Vishal Nimesh Kampani
Rajendra Dwarkadas Hingwala
Dipti Neelakantan

Directors of Jio Infrastructure Management Services Limited
Sudhakar Saraswatula
Nikhil Chakrapani Suryanarayana Kavipurapu
Hariharan Mahadevan

Directors of Reliance Industrial Investments and Holdings Limited
Hital Rasiklal Meswani
Vinod Mansukhlal Ambani
Mahendra Nath Bajpai
Savithri Parekh
Dhiren Vrajlal Dalal
Balasubrmanian Chandrasekaran

III List of additional related parties as per regulation 19 of the SEBI InvIT Regulations

Digital Fibre Infrastructure Trust	Common Sponsor
India Infrastructure Trust (w.e.f. October 13, 2020)	Common Investment Manager

IV Transactions during the period/ year with related parties :

(Rs. in Million)

Particulars	Relationship	Half year ended September 30, 2021	Half year ended March 31, 2021	Half year ended September 30, 2020	Year ended March 31, 2021
Trustee Fee Axis Trustee Services Limited	Trustee	1	1	1	2
Investment Management Fees Infinite India Investment Management Limited (Resigned w.e.f. October 12, 2020)	Erstwhile Investment Manager	-	1	12	13
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)	Investment Manager	14	13	-	13
Reimbursement of Expenses Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)	Investment Manager	3	4	-	4
Infinite India Investment Management Limited	Erstwhile Investment Manager	-	5	-	5
Acquisition of shares of Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited) Reliance Industries Limited	Promotor of Co-Sponsor	-	0	1,054	1,054
Project Manager Fees Jio Infrastructure Management Services Limited	Project Manager	12	12	12	24
Issue of units capital to Sponsor BIF IV Jarvis India Pte. Ltd.	Co-Sponsor	-	-	226,410	226,410
Interest Income Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)	Subsidiary (SPV)	19,348	11,843	2,017	13,860
Distribution to Unitholders BIF IV Jarvis India Pte. Ltd.	Co-Sponsor	7,184	9,254	-	9,254
Contribution to Corpus Reliance Industrial Investments and Holdings Limited	Co-Sponsor	-	-	116	116
Loans and Advances given Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)	Subsidiary (SPV)	-	-	250,000	250,000
Shareholder Option Agreement	Refer Note 7	-	-	2,020	2,020

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DATA INFRASTRUCTURE TRUST

Data Infrastructure Trust
(formerly known as Tower Infrastructure Trust)

Notes to Standalone Financial Information for the half year ended September 30, 2021

V Balances as at end of the year/ period:

(Rs. in Million)

Particulars	Relationship	As at September 30, 2021	As at March 31, 2021	As at September 30, 2020
Professional Fees				
Axis Trustee Services Limited	Trustee	-	-	1
Infinite India Investment Management Limited	Erstwhile Investment Manager	-	-	12
Jio Infrastructure Management Services Limited	Project Manager	12	-	12
Unit Capital of Data InvIT				
BIF IV Jarvis India Pte. Ltd.	Co-Sponsor	226,410	226,410	-
Contribution to Corpus				
Reliance Industrial Investments and Holdings Limited	Co-Sponsor	240	240	240
Investments				
Investments in shares of Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)	Subsidiary (SPV)	2,150	2,150	2,150
Interest Receivable				
Interest Receivable on Loan to Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)	Subsidiary (SPV)	14,783	3,494	2,017
Loans and Advances given				
Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)	Subsidiary (SPV)	250,000	250,000	250,000
Other Payables				
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited)	Investment Manager	3	3	-

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Data Infrastructure Trust (formerly known as Tower Infrastructure Trust))

Sridhar Rengan
Chairperson of the Board
DIN: 03139082

Date: Novermber 9, 2021
Place: Mumbai

Dhananjay Joshi
Member of Tower InvIT Committee

Date: Novermber 9, 2021
Place: Bangalore

Inder Mehta
Compliance Officer of the Trust

Date: Novermber 9, 2021
Place: Mumbai

DATA INFRASTRUCTURE TRUST

DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS

Deloitte Haskins & Sells LLP

Chartered Accountants
One International Center,
27th-32nd Floor, Tower 3,
Senapati Bapat Marg,
Elphinstone Road (West),
Mumbai - 400 013.
Phone: +91 22 6185 4000
Fax: +91 22 6185 4001

INDEPENDENT AUDITOR'S REPORT
To The Unitholders of Tower Infrastructure Trust
Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Tower Infrastructure Trust ("the Trust") and its subsidiary (together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at March 31, 2021, Consolidated Statement of Profit and Loss including Statement of Other Comprehensive Loss, Consolidated Statement of Changes in Unitholders' Equity, Consolidated Statement of Cash Flow for the year then ended, Consolidated Statement of Net Assets at Fair Value as at March 31, 2021, Consolidated Statement of Total Returns at Fair Value and Net Distributable Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with the SEBI circular number CIR/IMD/DF/114/2016, dated October 20, 2016 and CIR/IMD/DF/127/2016 dated November 29, 2016 (together referred to as the "InvIT Regulations") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the InvIT Regulations, of the state of affairs of the Trust as at March 31, 2021, and its consolidated loss including other comprehensive loss, its changes in unitholders' equity, the cash flows for the year ended March 31, 2021, its net assets at fair value as at March 31, 2021, total returns at fair value and net distributable cash flows for the year ended on that date and other financial information of the of the Trust.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) and other pronouncements issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to Note 10.1 which describes the presentation of "Unit Capital" as "Equity" to comply with InVIT Regulations. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No	Key Audit Matter	Auditors' Response
1	**Assessment of accounting for Restated and Amended Master Services Agreement under Ind AS 115** The Group's contract with its customer is governed by Master Services Agreement (MSA) that contains the terms and conditions relating to the Group's obligations under the Contract with its customers. This key audit matter pertains to accounting for contract modification under Ind AS 115 - *Revenue from Contracts with Customers* (Ind AS 115), wherein the Group entered into a Restated and Amended MSA (Amended MSA) effective August 31, 2020, as stated in Note C (c) of the financial statements. In evaluating the impact of the Amended MSA, the Management of the Group exercised significant judgement in assessing the following: • Determination of the performance obligations of the Group as per the Amended MSA. • Determination of the contract with the customer being in the nature of a service contract. • Assessment of whether the Group controls the services before it is transferred to the customer. The Group considers whether it has the primary obligation to fulfil the contract, inventory risk, pricing discretion and other factors to determine whether it controls the service and therefore, is acting as a principal or an agent. We identified the accounting for contract modification under Ind AS 115 as a key audit matter because this involved significant judgements and estimates in determining appropriate accounting of revenue from contract with customer.	**Principal Audit Procedures Performed** • Our audit procedures relating to the contract modification included procedures for (1) identification of distinct performance obligations (2) determination of whether the Group is acting as a principal or an agent and (3) whether accounting for modification reflects the accounting in accordance with Ind AS 115. • We tested the design and implementation and effectiveness of the controls established by the Group around evaluation of accounting impact of Contract modification. • We evaluated the Group's significant accounting policies on accounting for contract modification under Ind AS 115 for reasonableness and compliance with accounting standards. • Read and evaluated critical terms of the Amended MSA to assess completeness of Management's identification of significant terms and obligations of parties where contractors or vendors are involved in providing services to the customer against the assessment provided by the Group's Management. • For each identified significant terms in the Amended MSA, assessed reasonableness of the management's basis of conclusion for the accounting treatment and • Tested the appropriateness of presentation of revenue and operating costs.

Information Other than the Financial Statements and Auditor's Report Thereon

- Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) ('Investment Manager') acting in its capacity as an Investment Manager of the Trust is responsible for the other information. The other information comprises the information and disclosures included in the Annual Report but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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- Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Management's Responsibility for the Consolidated Financial Statements

The Management of Investment Manager ("the Management"), is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in unitholders' equity, consolidated cash flows of the Group, consolidated Statement of net assets at fair value, total returns at fair value and net distributable cash flows of the Trust and its subsidiary in accordance with the InvIT Regulations, the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with InvIT Regulations.

The Management and Board of Directors of the subsidiary included in the Group, are responsible for maintenance of adequate accounting records for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Investment Manager of the Trust, as aforesaid.

In preparing the consolidated financial statements, the Management and the Board of Directors of the subsidiary included in the Group are responsible for assessing the Trust's and subsidiary entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management along with Board of Directors of subsidiary either intends to liquidate the Trust and subsidiary or to cease operations, or has no realistic alternative but to do so.

The Management and the Board of Directors of the subsidiary included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Trust and subsidiary included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Based on our audit and as required by InvIT Regulations, we report that:

a) We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purpose of our audit;

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Deloitte
Haskins & Sells LLP

b) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Loss, Consolidated Statement of Changes in Unitholders' Equity, the Consolidated Statement of Cash Flow of the Trust and of its subsidiary dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements;

c) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the InvIT Regulations.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Registration No. 117366W/W-100018)

Varsha A. Fadte
Partner
(Membership No. 103999)
(UDIN: 21103999AAAAGQ1955)

Chicalim, Goa, June 07, 2021

Tower Infrastructure Trust

CONSOLIDATED
FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Tower Infrastructure Trust

Consolidated Balance Sheet as at March 31 2021

(Rs. in Million)

Particulars	Notes	As at March 31, 2021	As at March 31, 2020
ASSETS			
NON-CURRENT ASSETS			
Property, Plant And Equipment	1	3,80,105	3,87,266
Right of Use Assets	2	206	117
Capital Work In Progress	1	18	-
Financial Assets			
Other Financial Assets	3	4,571	3,072
Other Non-Current Assets	4	3,236	3,236
Total Non-Current Assets		**3,88,136**	**3,93,691**
CURRENT ASSETS			
Financial Assets			
Trade Receivables	5	153	153
Cash and Cash Equivalents	6	10,047	461
Other Bank Balances	7	3	3
Other Financial Assets	8	4,531	24,099
Other Current Assets	9	11,589	22,553
Total Current Assets		**26,323**	**47,269**
Total Assets		**4,14,459**	**4,40,960**
EQUITY AND LIABILITIES			
EQUITY			
Unit Capital	10	2,52,150	-
Contribution	10A	240	124
Other Equity	11	(51,462)	(10,402)
Total Equity		**2,00,928**	**(10,278)**
Non-controlling interest	12	**-**	**(9,212)**
LIABILITIES			
Non - Current Liabilities			
Financial Liabilities			
Borrowings	13	1,81,851	2,28,194
Right of use liabilities	2	88	-
Other financial liabilities	14	2,215	-
Provisions	15	11,235	10,854
Total Non-Current Liabilities		**1,95,389**	**2,39,048**

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

TOWER INFRASTRUCTURE TRUST

Dhananjay Joshi

Tower Infrastructure Trust

Consolidated Balance Sheet as at March 31 2021

(Rs. in Million)

Particulars	**Notes**	**As at March 31, 2021**	**As at March 31, 2020**
Current Liabilities			
Financial Liabilities			
Borrowings	16	-	30,050
Trade Payables due to			
- total outstanding dues of micro enterprises and small enterprises	17	0	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	17	1,958	3,097
Right of use liabilities	2	18	-
Other Financial Liabilities	18	11,213	72,242
Creditors for Capital Expenditure		-	1,14,610
Other Current Liabilities	19	4,949	1,403
Provisions	15	4	-
Total Current Liabilities		**18,142**	**2,21,402**
Total Liabilities		**2,13,531**	**4,60,450**
Total Equity and Liabilities		**4,14,459**	**4,40,960**
Significant Accounting Policies			
See accompanying Notes to the Consolidated Financial Statements	1 to 42		

"0" represents the amount below the denomination threshold.

As per our report of even date.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Regn No: 117366W/W-100018

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

Varsha A. Fadte
Partner

Date:June 07, 2021
Place: Chicalim, Goa

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Tower Infrastructure Trust)

Sridhar Rengan
Chairperson of the Board
DIN: 03139082
Date: June 07, 2021
Place: Chennai

Dhananjay Joshi
Member of Tower InvIT Committee
PAN: AASPJ9719K

Date: June 07, 2021
Place: Bangalore

TOWER INFRASTRUCTURE TRUST

Inder Mehta
Compliance Officer of the Trust
PAN: AAFPM5702N

Date: June 07, 2021
Place: Mumbai

Tower Infrastructure Trust

Consolidated Statement of Profit & Loss for the year ended March 31 2021

(Rs. in Million)

Particulars	Notes	Year ended March 31, 2021	Year ended March 31, 2020
INCOME			
Revenue from Operations	20	82,442	74,767
Other Income	21	153	125
Total Income		**82,595**	**74,892**
EXPENSES			
Investment Manager Fee		26	24
Trustee Fee		2	2
Project Manager Fee		24	24
Audit Fees		30	23
Listing Fees		1	-
Network Operating Expenses	22	51,360	45,878
Employee Benefits Expense	23	164	1
Finance Costs	24	20,772	32,039
Depreciation and Amortisation Expense	25	19,560	17,784
Legal and Professional Fees		151	42
Other Expenses	26	335	209
Total Expenses		**92,425**	**96,026**
Loss before Tax		**(9,830)**	**(21,134)**
Tax Expenses		**-**	**-**
Loss for the year		**(9,830)**	**(21,134)**
Other Comprehensive Loss		**-**	**-**

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

TOWER INFRASTRUCTURE TRUST

Tower Infrastructure Trust

Consolidated Statement of Profit & Loss for the year ended March 31 2021

(Rs. in Million)

Particulars	Notes	Year ended March 31, 2021	Year ended March 31, 2020
Total Comprehensive Loss for the year		**(9,830)**	**(21,134)**
Attributable to Owners of the Trust		**(5,681)**	**(10,885)**
Attributable to Non Controlling Interest		**(4,149)**	**(10,249)**
Earnings Per Unit (EPU)	27		
Basic (in Rupees)		**(6.68)**	**-**
Diluted (in Rupees)		**(6.68)**	**-**
Significant Accounting Policies See accompanying Notes to the Consolidated Financial Statements	1 to 42		

"0" represents the amount below the denomination threshold.
As per our report of even date.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Regn No: 117366W/W-100018

Varsha A. Fadte
Partner

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

Date:June 07, 2021
Place: Chicalim, Goa

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Tower Infrastructure Trust)

Sridhar Rengan
Chairperson of the Board
DIN: 03139082
Date: June 07, 2021
Place: Chennai

Dhananjay Joshi
Member of Tower InvIT Committee
PAN: AASPJ9719K

TOWER INFRASTRUCTURE TRUST

Date: June 07, 2021
Place: Bangalore

Inder Mehta
Compliance Officer of the Trust
PAN: AAFPM5702N
Date: June 07, 2021
Place: Mumbai

Tower Infrastructure Trust

Consolidated Statement of Changes in Unitholders' Equity for the year ended March 31 2021

(Rs. in Million)

	Year ended March 31, 2021	Year ended March 31, 2020
(A) Unit capital		
Balance at the beginning of the year	2,52,150	-
Changes in equity share capital during the year	-	-
Balance at the end of the year	**2,52,150**	**-**
(B) Initial Contribution	124	124
Balance at the beginning of the year	116	-
Contribution during the year	**240**	**124**
Balance at the end of the year		
(C) Non Controlling Interest		
Balance at the beginning of the year	(9,212)	1,037
1,05,00,000 Equity shares of Re. 1 each fully paid up in Summit Digitel Infrastructure Private Limited (Formerly as Reliance Jio Infratel Private Limited)	(1,054)	-
Loss for the year	(4,149)	(10,249)
Acquisition (Refer Note 10.2)	14,415	-
Balance at the end of the year	**-**	**(9,212)**

(D) Other Equity	**Instrument classified as Equity: 10% Cumulative Optionally Convertible Preference Share Capital Fully paid up**	**Reserves and Surplus: Retained Earnings**	**Total**
As on March 31, 2020			
Balance at the beginning of the year	500	(17)	483
Total Comprehensive Loss for the year	-	(10,885)	(10,885)
Balance at the end of the year	**500**	**(10,902)**	**(10,402)**
As on March 31, 2021			
Balance at the beginning of the year	500	(10,902)	(10,402)
Total Comprehensive Loss for the year	-	(5,681)	(5,681)
Return on Capital#		(10,306)	(10,306)
Change in non controlling interest during the year		(14,415)	(14,415)
Other adjustments (Refer note 13 (III) and Note 11)	(500)	(10,158)	(10,658)
Balance at the end of the year	**-**	**(51,462)**	**(51,462)**

#Return on capital distribution during the year as per NDCF duly approved by investment manager. Refer Note 39.

Significant Accounting Policies
See accompanying Notes to the Consolidated Financial Statements 1 to 42
“0” represents the amount below the denomination threshold.

As per our report of even date.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Regn No: 117366W/W-100018

Varsha A. Fadte
Partner

Place: Chicalim, Goa
Date: June 07, 2021

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Tower Infrastructure Trust)

Sridhar Rengan
Chairperson of the Board
DIN: 03139082

Date: June 07, 2021
Place: Chennai

Dhananjay Joshi
Member of Tower InvIT Committee
PAN: AASPJ9719K

Date: June 07, 2021
Place: Bangalore

Inder Mehta
Compliance Officer of the Trust
PAN: AAFPM5702N

Date: June 07, 2021
Place: Mumbai

Tower Infrastructure Trust

Consolidated Statement of Cash Flow for the year ended March 31 2021

(Rs. in Million)

	Particulars	Year ended March 31, 2021	Year ended March 31, 2020
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Net Loss before tax as per Profit and Loss Statement	(9,830)	(21,134)
	Adjusted for		
	Fair Valuation measurement losses on call option	195	-
	Depreciation and Amortisation Expense	19,560	17,784
	Gain on Investments (Net)	(49)	(119)
	Interest Income	(64)	-
	Interest on income tax refund	(40)	(6)
	Finance Costs	20,772	32,039
		40,374	**49,698**
	Operating profit before working capital changes	**30,544**	**28,564**
	Adjusted for :		
	Trade and Other Receivables	12,505	(11,182)
	Trade and Other Payables	(40,824)	13,377
		(28,319)	**2,195**
	Cash (Utilised in)/Generated from Operations	**2,225**	**30,759**
	Income taxes refund/(paid)	**488**	**(695)**
	Net Cash (Utilised in)/Generated from Operations (A)	**2,713**	**30,064**
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Acquisition of subsidiary	(1,054)	-
	Purchase of Property, Plant and Equipment	(1,10,631)	(84,639)
	Purchase of Investments	(45,029)	(1,66,930)
	Sale of Investments	45,078	1,67,194
	Investments in bank deposits	(30)	(6)
	Interest received	55	-
	Net Cash flow used in Investing Activities (B)	**(1,11,611)**	**(84,382)**
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from Units Issued	2,52,150	-
	Payment of lease liabilities	(4)	-
	Proceeds from Long term Borrowings	3,01,835	50,000
	Repayment of Long term Borrowings	(3,57,820)	(10,000)
	Proceeds from Short term Borrowings	-	38,312
	Repayment of Short term Borrowings	(30,050)	(37,912)
	Deposit Received	-	35,940
	Working capital adjustment (Refer Note 11(i))	(3,824)	-
	Finance Costs Paid	(33,589)	(21,691)
	Distribution to Unitholders	(10,306)	-
	Unit issuance costs	(24)	-
	Contribution received during the year	116	124
	Net Cash flow generated from financing activities (C)	**1,18,484**	**54,773**
	Net Increase in Cash and Cash Equivalents (A+B+C)	**9,586**	**455**
	Opening Balance of Cash and Cash Equivalents	**461**	**6**
	Closing Balance of Cash and Cash Equivalents	**10,047**	**461**

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

TOWER INFRASTRUCTURE TRUST

Tower Infrastructure Trust

Changes in Liability arising from financing activities

(Rs. in Million)

	As at April 1, 2020	Cash Flow	Non Cash Unamortised Prepaid finance charges	Transfer from Equity	As at March 31, 2021
Borrowings (Refer Note - 13)	2,39,294	(55,985)	(1,584)	126	1,81,851
Borrowings - Current (Refer Note - 16)	30,050	(30,050)	-	-	-
Total	**2,69,344**	**(86,035)**	**(1,584)**	**126**	**1,81,851**

(Rs. in Million)

	As at April 1, 2019	Cash Flow	Non Cash Unamortised Prepaid finance charges	Transfer from Equity	As at March 31, 2020
Borrowings (Refer Note - 13 and 18)	1,99,460	40,000	(166)	-	2,39,294
Borrowings - Current (Refer Note - 16)	29,650	400	-	-	30,050
Total	**2,29,110**	**40,400**	**(166)**	**-**	**2,69,344**

Notes:

1 The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in IND AS - 7 "Statement of Cash Flows"

2 Non-cash investing activity -
Call Option written on shares of subsidiary Rs. 2,215 Mn for year ended March 31, 2021 (Previous year :Nil)

Significant Accounting Policies
“0” represents the amount below the denomination threshold.

See accompanying Notes to the Consolidated Financial Statements

As per our report of even date attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Regn No: 117366W/W-100018

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

Varsha A. Fadte
Partner

Place: Chicalim, Goa
Date: June 07, 2021

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Tower Infrastructure Trust)

Sridhar Rengan
Chairperson of the Board
DIN: 03139082

Date: June 07, 2021
Place: Chennai

Dhananjay Joshi
Member of Tower InvIT Committee
PAN: AASPJ9719K

Date: June 07, 2021
Place: Bangalore

TOWER INFRASTRUCTURE TRUST

Inder Mehta
Compliance Officer of the Trust
PAN: AAFPM5702N
Date: June 07, 2021
Place: Mumbai

Disclosure as required by SEBI Circular no. IMD/DF/114/2016 dated October 20, 2016

(A) Debt Payment History:

(Rs. in Million)

		As at March 31, 2021	As at March 31, 2020
i	**Loan from Banks**		
	Carrying amount of debt at the beginning of the year	1,19,834	80,000
	Additional borrowing during the year	65,115	50,000
	Repayments during the year	(1,20,000)	(10,000)
	Other adjustments	(1,584)	(166)
	Carrying amount of debt at the end of the year	**63,365**	**1,19,834**
ii	**Non-convertible debentures (NCD)**		
	Carrying amount of NCD at the beginning of the year	1,18,360	1,48,010
	NCD issued during the year	2,36,720	-
	Repayment during the year	(2,36,720)	(29,650)
	Carrying amount of NCD at the end of the year	**1,18,360**	**1,18,360**
iii	**Loan from others**		
	Carrying amount of debt at the beginning of the year	31,150	1,100
	Additional borrowing during the year	-	30,050
	Repayments during the year	(31,150)	-
	Reclassification of Preference Shares	126	-
	Carrying amount of debt at the end of the year	**126**	**31,150**
iv	**Total (i to iii)**		
	Carrying amount of debt at the beginning of the year	2,69,344	2,29,110
	Additional borrowing during the year	3,01,835	80,050
	Repayments during the year	(3,87,870)	(39,650)
	Other adjustments	(1,584)	(166)
	Reclassification of Preference Shares	126	-
	Carrying amount of debt at the end of the year	**1,81,851**	**2,69,344**

(B) Statement of Net Assets at Fair Value

(Rs. in Million)

	As at March 31, 2021	
	Book Value	**Fair Value***
A. Assets	4,14,459	4,40,055
B. Liabilities	1,75,769	1,75,769
C. Net Assets (A-B)	**2,38,691**	**2,64,286**
D. No. of Units	**2,522**	**2,522**
D. NAV(C/D)	**94.66**	**104.81**

*Total Assets includes the Fair Value of the Enterprise Value attributable to the InvIT as at March 31, 2021. Assets are valued as per valuation report issued by independent valuer appointed under the InvIT Regulations and relied on by the Statutory Auditors. Total Liabilities includes the Fair Value of the call option with Reliance Industries Limited in respect of SDIPL shares. The liability is valued as per valuation report issued by an independent valuer and relied on by the Statutory Auditors.

(C) Statement of Total Return at Fair Value

(Rs. in Million)

	Year ended March 31, 2021	Year ended March 31, 2020
Total Comprehensive Income (As per Statement of Profit and Loss)	(9,830)	(21,134)
Add/(Less): Other changes in fair value (e.g. Property, Plant and Equipment)	-	-
Total Return	**(9,830)**	**(21,134)**

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

TOWER INFRASTRUCTURE TRUST

Dhananjay Joshi

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

A GROUP INFORMATION

The Consolidated Financial Statements comprise Finanicial Statements of Tower Infrastructure Trust ("Tower InvIT/Trust") and its subsidiary "Summit Digitel Private Limited" ("SDIPL or Project SPV") (collectively, the Group) for the year ended March 31, 2021

Trust was set up by Reliance Industrial Investments and Holdings Limited ("Reliance Sponsor") on January 31, 2019, as a contributory irrevocable trust under the provisions of the Indian Trusts Act, 1882. The Trust was registered as an infrastructure investment trust under Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("InvIT Regulations") on March 19, 2019, having registration number IN/InvIT/18-19/0009. It has its Principal place of business at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, Maharashtra, India

Sponsors of the Trust are BIF IV Jarvis India Pte. Ltd, a company registered in Singapore and Reliance Industrial Investments and Holdings Limited, a company incorporated in India.

The Trustee to the Trust is Axis Trustee Services Limited ("Trustee").

Till October, 12, 2020, Infinite India Investment Management Limited ("erstwhile Investment Manager") was the Investment Manager to the Trust. The address of the registered office of the erstwhile Investment Manager was 7th Floor, Cnergy, Appasaheb Marg, Prabhadevi Mumbai 400025.

With effect from October 13, 2020, Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) ("Investment Manager") has been appointed as the Investment Manager to the Trust. The address of the registered office of the new Investment Manager is Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex, Mumbai-400051, Maharashtra, India.

The investment objectives of the Trust are to carry on the activities of an infrastructure investment trust, as permissible under the SEBI InvIT Regulations and to raise funds and making investments in accordance with the InvIT Regulations and the Trust Deed.

The units of Tower InvIT are listed on BSE Limited w.e.f. September 1, 2020

The Trust has acquired entire equity share capital of Summit Digitel Infrastructure Private Limited [formerly known as Reliance Jio Infratel Private Limited] ("SDIPL") on August 31, 2020. SDIPL is engaged in the business of setting up and maintaining passive tower infrastructure and related assets, and providing passive tower infrastructure services ("Tower Infrastructure Business"). SDIPL is the Trust's first and only investment in complete and revenue generating infrastructure projects.

B ACCOUNTING POLICIES

B.1 BASIS OF ACCOUNTING AND PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of Trust comprises the Consolidated Balance Sheet as at March 31, 2021; the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Unitholders' Equity for the year ended March 31, 2021 and a summary of significant accounting policies and other explanatory information. Additionally, it includes the Consolidated Statement of Net Assets at Fair Value as at March 31, 2021, the Statement of Total Returns at Fair Value for year then ended and other additional financial disclosures as required under the InvIT Regulations. The Consolidated Financial Statements were authorized for issue in accordance with resolutions passed by the Board of Directors of the Investment Manager on behalf of the Trust on June 07, 2021. The Consolidated Financial Statements have been prepared in accordance with the requirements of InvIT Regulations, as amended from time to time read with the SEBI circular number CIR/IMD/DF/127/2016 dated November 29, 2016 ("SEBI Circular"); Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 ('Ind AS'), to the extent not inconsistent with the InvIT Regulations (Refer Note 11 on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Statement of compliance to Ind AS:

These Consolidated financial statements for the year ended March 31, 2021 have been prepared in accordance with Ind AS, to the extent not inconsistent with the InvIT Regulations as more fully described above.

The Consolidated Financial Statements have been prepared on the historical cost basis except for certain Financial Assets and Financial Liabilities (including derivative instruments) that are measured at fair values.

The financial statements are presented in Indian Rupees, which is also its functional currency and all values are rounded to the nearest Million (INR 000,000), except when otherwise indicated.

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

TOWER INFRASTRUCTURE TRUST

B2 BASIS OF CONSOLIDATION

The Consolidated Ind AS Financial Statements incorporate the Financial Statements of the Trust and entities controlled by the Trust. Control is achieved when the Group:
- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affects its returns.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the period are included in the consolidated Statement of Profit and Loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

The Financial Statements of all entities used for the purpose of consolidation are drawn upto the same reporting date as that of the trust i.e. year ended on March 31, 2021

All intra Group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing the control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group.

When the Group loses control of a subsidiary, a gain or loss is recognised in Statement of Profit and Loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified /permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or joint venture.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost established at the date of acquisition of the business less accumulated impairment loss if any. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units (CGU) that is expected to benefit from the synergies of the combination. A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the CGU may be impaired, if the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the units pro-rata based on the carrying amount of each asset in the unit, any impairment loss or goodwill is not reversed in subsequent period. On disposal of relevant CGU the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

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TOWER INFRASTRUCTURE TRUST

B3 BUSINESS COMBINATIONS

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange of control of the acquiree. Acquisition related costs are generally recognised in Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that deferred tax assets or liabilities related to employee benefits arrangements are recognised and measured in accordance with Ind AS 12 Income taxes and Ind AS 19 Employee benefits respectively.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

B.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Current and Non-Current Classification:

The Group presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification as per Schedule III Division II of the Companies Act, 2013.
An asset is treated as Current when it is:
i) Expected to be realised or intended to be sold or consumed in normal operating cycle;
ii) Held primarily for trading;
iii) Expected to be realised within twelve months after the reporting period, or
iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
All other assets are classified as non-current.

A liability is treated as Current when:
i) It is expected to be settled in normal operating cycle;
ii) Held primarily for trading;
iii) It is due to be settled within twelve months after the reporting period, or
iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
The Group classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.
The Group has considered 12 months as its normal operating cycle.

(b) Property, Plant and Equipment:

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Depreciation on Plant and Equipment and building is provided using straight-line method based on estimated useful life of 20 years. The estimated useful life is different from the useful life as prescribed under Schedule II to the Companies Act, 2013 and in the opinion of the Group this represents the best estimate thereof on the basis of technical evaluation and actual usage period. Leasehold land and leasehold improvements are amortised over the period of lease or useful life whichever is less.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

(c) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a Lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The Group's agreements with the landowners for taking land on lease for construction of Towers thereon, read with the stipulations of the Master Service Agreements with its customers have been concluded to be short term lease.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

As a Lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Leases where the Group does not transfer substantially all the risks and rewards incidental to ownership of the asset are classified as operating leases. Lease rentals under operating leases are recognized as income on a straight-line basis over the lease term. Contingent rents are recognized as revenue in the period in which they are earned.

(d) Finance Cost

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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TOWER INFRASTRUCTURE TRUST

All other borrowing costs are charged to Statement of Profit and Loss as per effective interest rate method in the period in which they are incurred.

(e) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Asset Retirement Obligation:
Asset Retirement Obligation (ARO) is provided for where the Group has an obligation to restore the rented premises at the end of the period in a condition similar to inception of the arrangement.

The obligation arising on account of such costs are provided at present value of future restoration and dismantling costs and are recognised as part of the cost of underlying assets. Any change in the present value of the expenditure, other than unwinding of discount on the provision, is reflected as adjustment to the provision and the corresponding asset. The change in the provision due to the unwinding of discount is recognized in the Statement of Profit and Loss.

(f) Impairment of Financial Assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss'(ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected Credit Losses are measured through a loss allowance at an amount equal to:
The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For Trade Receivables the Group applies' simplified approach which requires expected life time losses to be recognized from initial recognition of the receivables.

For other assets, the Group uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

(g) Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income and equity.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred income tax assets on carry forward losses is recognised based on convincing evidence where it is reasonably certain that sufficient taxable profits will be available to utilise those losses. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

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TOWER INFRASTRUCTURE TRUST

Dhananjay Joshi

(h) Cash and cash equivalents

Cash and cash equivalents includes cash at banks, cash on hand and short term deposits with an original maturity of 3 months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flow, cash and cash equivalents consist of cash and short term benefits, as defined above, net of outstanding bank overdrafts, if any as they are considered an integral part of the Group's cash management.

(i) Impairment of Non-Financial Assets - Property, Plant and Equipment

The Group assesses at each reporting date as to whether there is any indication that any item of Property, Plant and Equipment or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(j) Foreign Currencies

Transactions and Translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings and that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income (OCI) or profit or loss are also recognised in OCI or Statement of profit or loss, respectively).

In case of an asset, expense or income where an non-monetary advance is paid/received, the date of transaction is the date on which the advance was initially recognized. If there were multiple payments or receipts in advance, dates of transactions are determined for each payment or receipt of advance consideration.

(k) Revenue recognition

The Group earns revenue i.e. infrastructure provisioning fees (IP Fees) and related income primarily from providing passive infrastructure and related services. Revenue is recognized when the Group satisfies the performance obligation by transferring the promised services to the customers. IP Fees are recognized as and when services are rendered on a monthly basis as per the contractual terms prescribed under master services agreement entered with customer. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenues from fixed-price and fixed-timeframe contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, are recognised to the extent the Group has rendered the services, as per the contractual arrangements. Revenue is measured at the fair value of the consideration received or receivable in exchange for transferring the promised services, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Contracts with customers includes certain services received from third-party contractors or vendors. Revenue from such customer contracts is recorded net of costs when the Group is not the principal. In doing so, the Group evaluates whether it controls the good or service before it is transferred to the customer. In determining control, the Group considers whether it has the primary obligation to fulfil the contract, inventory risk, pricing discretion and other factors to determine whether it controls the goods or service and therefore is acting as a principal.

Unbilled revenue represents revenues recognized after the last invoice raised to customer to the period end. These are billed in subsequent periods based on the prices specified in the master service agreement with the customers, whereas invoicing in excess of revenues are classified as unearned revenues.

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Interest income
Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividends
Dividends are recognised when the Group's right to receive the payment is established.

(l) Financial Instruments
i) Financial Assets
A. Initial recognition and measurement:
All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement
a) Financial assets carried at amortised cost (AC)
A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)
A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)
A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

ii) Financial liabilities
A. Initial recognition and measurement:
All financial liabilities are recognized initially at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

B. Subsequent measurement:
Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables including creditors for capital expenditure maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

C. Derivative Financial Instruments and Hedge Accounting
The Group uses various derivative financial instruments such as forwards to mitigate the risk of changes in interest rates and exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as Financial Assets when the fair value is positive and as Financial Liabilities when the fair value is negative.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

D. Fair Value Hedge
The Group designates derivative contracts or non derivative Financial Assets / Liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates and foreign exchange rates.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

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(m) Earnings per Share

Basic earnings per share is calculated by dividing the net profit / loss after tax by the weighted average number of equity shares outstanding. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

(n) Cash Flow Statement

Cash flows are reported using indirect method, whereby net profits / loss before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Group are segregated.

(o) Contingent Liabilities

Contingent liabilities are disclosed in notes to accounts when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(p) Fair Value Measurement

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
Valuation techniques used are those that are appropriate in the circumstances and for which sufficient data are available to measure fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows,
Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(q) Retirement Benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees rendered the related services are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Defined Contribution Plan

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund. The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plan

The Group provides for gratuity, a defined benefit plan covering eligible employees. The gratuity plans provides lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount base on the respective employees base salary and the tenure of employment. A provision for gratuity liability to the employee is made on the basis of actuarial valuation determined using the projected unit credit method. The benefits are discounted using the discount rates for Government Securities at the end of the reporting period that have terms approximating to the terms of the related obligation.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognized in the statement of profit and loss.

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C Critical accounting judgements and key sources of estimation uncertainty:

The preparation of the Group's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets,liabilities and contingent liabilities and the acGrouping disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(a) Depreciation and useful lives of Property, Plant and Equipment

Plant and Equipment are depreciated over their estimated useful life which is based on technical evaluation, actual usage period and operations and maintenance arrangements with a vendor, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets periodically in order to determine the amount of depreciation to be recorded during any reporting period.

(b) Asset Retirement Obligation

Asset Retirement Obligation created for the cost to dismantle equipment and restore sites at the rented premises upon vacation thereof, which is estimated based on actual quotes, which are reasonable and appropriate under these circumstances.

(c) Revenue from Operations

The Group constructs towers on parcels of land taken on lease to provide tower infrastructure and related operations and maintenance services to multiple parties inter-alia engaged in rendering telecommunication services. The Group's business is predominantly of rendering of services and not providing a right of use of part or whole of the asset to its customers.

The Group's contract with its largest customer was amended during the year effective from August 31, 2020 with a corresponding amendment to the O&M contract and other contracts. On account of this, the Group had to exercise significant judgement in evaluating the accounnting for the Contract Modifications under Ind AS 115 during the current year as well as other consequential accounting adjustments such as working capital adjustments pursuant to the amended terms.

(d) Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the contractual terms, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

(e) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

(f) Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

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(g) Leases

As a lessee - Determination of lease term

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In determining the lease term and assessing the length of the non-cancellable period of a lease, an entity shall apply the definition of a contract and determine the period for which the contract is enforceable. A lease is no longer enforceable when the lessee and the lessor each has the right to terminate the lease without permission from the other party with no more than an insignificant penalty. Further, in assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group uses significant judgement in assessing the lease term, including anticipated renewals and the arrangements as per the contract with its customers.

(h) Recognition of Deferred Tax Assets & Liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Group uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

(i) Determination of Fair Value of Call option

Some of the Group’s assets and liabilities are measured at fair value for financial reporting purposes. Management of the Group determines the appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. Management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

Standards issued but not effective:

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2021.

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Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

NOTE 1. Property, Plant and Equipment

Note for FY 2020-21

(Rs. in Million)

Description	Gross Block				Accumulated depreciation				Net Block	
Property, Plant and Equipment	As at April 01, 2020	Additions	Deductions	As at March 31, 2021	As at April 01, 2020	Additions	Deductions	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
Tangible Assets :										
Own Assets :										
Freehold Land	96	-	-	96	-	-	-	-	96	96
Leasehold Improvements	110	-	-	110	5	5	-	10	100	105
Buildings	17	-	-	17	1	1	-	2	15	16
Computers	-	6	-	6	-	1		1	5	-
Plant and Equipments	4,04,821	12,376	-	4,17,197	17,772	19,536	-	37,308	3,79,889	3,87,049
Total	**4,05,044**	**12,382**	**-**	**4,17,426**	**17,778**	**19,543**	**-**	**37,321**	**3,80,105**	**3,87,266**
Capital work in progress									**18**	**-**

Note for FY 2019-20

(Rs. in Million)

Description	Gross Block				Depreciation and Amortisation				Net Block	
	Gross Block April 01, 2019	Additions	Deduction	As at March 31, 2020	As at April 01, 2019	Additions	Deduction	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Tangible Assets :										
Own Assets :										
Land	96	-	-	96	-	-	-	-	96	96
Building	110	-	-	110	-	5	-	5	105	110
Leasehold Improvements	17	-	-	17	-	1	-	1	16	17
Plant and Equipments	2,47,862	1,56,959	-	4,04,821	-	17,772	-	17,772	3,87,049	2,47,862
Office Equipments	-	-	-	-	-		-	-	-	-
Total	**2,48,085**	**1,56,959**	**-**	**4,05,044**	**-**	**17,778**	**-**	**17,778**	**3,87,266**	**2,48,085**

Notes

1.1. For properties mortgaged / hypothecated (Refer note 13)

1.2. Title deeds for the Immovable Properties are in the process of being transferred in the name of the Group.

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Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

2 Right of Use (ROU) Assets and Liabilities
2A. Right of Use Assets

Following are the changes in the carrying value of right of use assets ("ROU") for the year ended March 31, 2021:

(Rs. in Million)

Particulars	Buildings	Land	Total
Balance as on March 31, 2019	-	123	123
Additions during the year			-
Depreciation	-	(6)	(6)
Balance as on March 31, 2020	-	117	117
Additions during the year	106	-	106
Depreciation	(10)	(7)	(17)
Balance as on March 31, 2021	**96**	**110**	**206**

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss. Lease deeds for leeasehold lands are in process of being transferred in the name of the Group.

2B. Right of Use Liabilities

The following is the break-up of current and non-current lease liabilities as at March 31, 2021

(Rs. in Million)

Particulars	As at March 31, 2021	As at March 31, 2020
Current lease liabilities	18	-
Non-current lease liabilities	88	-
Total	**106**	**-**

The following is the movement in lease liabilities during the year ended March 31, 2021

(Rs. in Million)

Particulars	Total
Balance as on March 31, 2020	-
Additions	106
Finance cost accrued during the year	4
Payment of lease liabilities	(4)
Balance as on March 31, 2021	**106**

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2021 on an undiscounted basis:

(Rs. in Million)

Particulars	Total
Less than One year	26
One to five years	100
More than five years	-
Total	126

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

3 Other Financial Assets - Non Current (Rs. in Million)

Particulars (Unsecured and Considered Good)	As at March 31, 2021	As at March 31, 2020
Security Deposits	4,538	3,069
Fixed Deposit with Banks	33	3
Total	**4,571**	**3,072**

3.1 Fixed Deposits with Bank of Rs. 33 million (Previous year Rs. 3 million) have been pledged against bank guarantees issued to Government and other regulatory authorities.

4 Other Non-Current Assets (Rs. in Million)

Particulars (Unsecured and Considered Good)	As at March 31, 2021	As at March 31, 2020
Advance Income Tax / TDS (Refer note below)	253	701
Amount Paid under Protest - GST	2,944	2,535
Prepaid expenses	39	-
Total	**3,236**	**3,236**

Note: Advance Income Tax:

At start of year	701	-
Charge for the year - Current Tax	-	-
Income tax refund	(668)	-
Tax Deducted at Source during the year	220	701
At end of year	**253**	**701**

Component of Deferred tax asset / (liabilities)
Deferred tax asset / (liabilities) in relation to:

Property, Plant and Equipment	(19,505)	(10,282)
Carried Forward Losses (restricted to the extent of deferred tax liability)	19,505	10,282
Total	**-**	**-**

The recoverability of deferred income tax assets is based on estimates of future taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

The amount of unused tax losses for which no deferred tax is recognised:
Tax Loss carried Forward (Rs. in Million)

Particulars	**March 31, 2021**	**March 31, 2020**
Depreciation Loss (Carried forward indefinetely).	39,667	19,696

The amount of unused tax losses for which deferred tax is recognised
Tax Loss carried Forward (Rs. in Million)

Particulars	**March 31, 2021**	**March 31, 2020**
Business Loss (can be c/f till 2027-2028)	2,235	2,235
Business Loss (can be c/f till 2028-2029)	3,820	-
Depreciation Loss (Carried Forward indefinitely)	71,444	38,617
Deferred Tax Assets	19,505	10,282

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Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

4.1 Reconciliation of income tax expenses for the year to the accounting profit:	March 31, 2021	March 31, 2020
		(Rs. in Million)
Loss before Tax	(9,830)	**(21,134)**
Applicable Tax Rate	25.17%	**25.17%**
Computed Tax Expense / (Income)	(2,474)	**(5,319)**
Add: Tax effect on disallowance of expenses	-	-
Tax effect of:		
Unused tax losses for which no deferred tax assets is recognised	**(2,474)**	**(5,319)**
Current Tax Provision (A)	-	-
Deferred Tax Provision (B)	-	-
Total Tax Expense / (Income) recognised in Statement of Profit and Loss (A+B)	-	-

In accordance with section 10 (23FC) of the Income Tax Act, the income of business trust in the form of interest received or receivable from project SPV is exempt from Tax. Accordingly, the Trust is not required to provide any current tax liability. However, for the income earned by the Trust, it will be required to provide for current tax liability.

5 Trade Receivables (Rs. in Million)

Particulars (Unsecured and considered good)	**As at March 31, 2021**	**As at March 31, 2020**
Trade Receivables	153	153
Total	**153**	153

6 Cash and Cash Equivalents (Rs. in Million)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Balances with Banks in Current Account	2,997	461
Fixed deposits with banks	7,050	-
Total	**10,047**	**461**

7 Bank balances other than covered in Cash and Cash Equivalents (Rs. in Million)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Fixed Deposits with Banks	3	3
Total	**3**	3

Fixed Deposits with Bank of Rs. 3 million (Previous year Rs. 3 million) have been pledged against bank guarantees issued to Government and other regulatory authorities.

8 Other Financial Assets - Current (Rs. in Million)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Deposit for capital expenditure	-	16,000
Other Receivables*	4,531	8,099
Total	**4,531**	**24,099**

*Balance as on March 31, 2021 includes contractually reimbursable / receivable amount and balance as on March 31, 2020 includes contractually reimbursable / receivable amount and derivative assets.

9 Other Current Assets (Rs. in Million)

Particulars (Unsecured and considered good)	**As at March 31, 2021**	**As at March 31, 2020**
Balance with GST authorities	9,276	19,624
Advance to vendors	2,313	2,929
Total	**11,589**	**22,553**

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TOWER INFRASTRUCTURE TRUST

Tower Infrastructure Trust

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

10 Unit capital (Rs. in Million)

Particulars	As at March 31, 2021	As at March 31, 2020
Issued, subscribed and fully paid up unit capital		
2,52,15,00,000 (March 31, 2020: Nil) units of ₹ 100 each	2,52,150	-
Total	**2,52,150**	**-**

Rights and Restrictions to Units

10.1 The Trust has only one class of units. Each unit represents an undivided beneficial interest in the Trust . Each holder of unit is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in each financial year in accordance with the InvIT Regulations. The Investment Manager approves distributions. The distribution will be in proportion to the number of units held by the unitholders. The Trust declares and pays distributions in Indian rupees. The distributions can be in the form of return of capital, return on capital and Miscellaneous income.

A Unitholder has no equitable or proprietary interest in the Trust Assets and is not entitled to transfer Trust Assets (or any part thereof). A Unitholder's right is limited to the right to require due administration of Trust in accordance with the provision of the Trust Deed and the Investment Management Agreement.

The unitholder(s) shall not have any personal liability or obligation with respect to the trust.
Under the provisions of the InvIT Regulations, Trust is required to distribute to Unitholders not less than 90% of the net distributable cash flows of Trust for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Trust to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contains equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/114/2016 dated October 20, 2016 and No. CIR/IMD/DF/127/2016 dated November, 29, 2016) issued under the InvIT Regulations, the Unitholders' funds have been presented as "Equity" in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated October 20, 2016 dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of Investment Manager.

10.2 Information on unitholders holding more than 5% of unit capital

Name of the Unitholders	Relationship	As at March 31,2021	
		Number of units	Percentage
BIF IV Jarvis India Pte. Ltd.	Sponsor	2,26,41,00,000	89.79
Anahera Investment Pte. Ltd.	Unitholder	17,90,00,000	7.10

Note: All the Units were issued during the current year hence no disclosure is required as at March 31, 2020
On 31st August 2020, the Trust issued 2,521,500,000 units at an Issue Price of INR 100 per unit to the subscribers. BIF IV Jarvis India Pte. Ltd. subscribed 89.79% of the units and is the immediate parent company.

10.3 Reconciliation of the unit and amount outstanding at the beginning and at the end of reporting year:

Particulars	As at March 31, 2021	
	No. of Units	Amount (Rs. in Millions)
Reconciliation of the units		
Units at the beginning of the year	-	-
Issued during the year	2,52,15,00,000	2,52,15,00,00,000
Units at the end of the year	**2,52,15,00,000**	**2,52,15,00,00,000**

Note: All the Units were issued during the current year hence no disclosure is required as at March 31, 2020

10A Contribution (Rs. in Million)

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	124	-
Changes in Contribution during the year	116	124
Balance at end of the year	**240**	**124**

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TOWER INFRASTRUCTURE TRUST

11 Other Equity

(Rs. in Million)

Instrument classified as equity	As at March 31, 2021	As at March 31, 2020
10% Cumulative, Participating, Optionally Convertible Preference Shares Rs. 10 fully paid up (Refer Note 13 (iii), Note iv and v below)	-	500
Reserves and Surplus		
Retained earning		
Opening Balance	(10,902)	(17)
Total Comprehensive loss for the year	(5,681)	(10,885)
Return on Capital#	(10,306)	-
Change in non controlling interest during the year	(14,415)	-
Other adjustments (Refer note 13 (III), Note 35, Note i & ii Below)	(10,158)	-
Balance at end of the year	**(51,462)**	(10,902)

#Return on capital distribution during the year as per NDCF duly approved by investment manager. Refer Note 39.

Notes

(i) The Group has recorded Net current liability of Rs. 8,505 Million towards the working capital adjustment payable to RJIL under Amended and Restated MSA with a corresponding impact to 'other equity' as this relates to aquisition transaction (Refer Note 10.2). As at March 31, 2021, Net current liability of Rs. 4,681 Million was payable to Reliance Jio Infocom Limited ("RJIL").

(ii) These adjustments are in the nature of transaction with owners and will not impact distributions / dividends.

(iii) Debenture Redemption Reserve (DRR) is not required to be created in view of the the MCA Notification GSR574(E) dated August 16, 2019 that specifies Debenture Redemption Reserve (DRR) is not required to be created by a debt listed entity.

(iv) Terms, rights and restrictions attached to Preference Shares :
5,00,00,000 10% Cumulative, Participating and Optionally Convertible Preference Shares are convertible into 10 (Ten) Equity Shares of Re.1 each for every 1 (One) Preference Share of Rs. 10 each at any time at the option of the SDIPL but in any case not later than March 31, 2039 and in the event the shares are not converted, these will be redeemed at any time at the option of the Company at Rs. 10 each but not in any case later than March 31, 2039. The Preference Shares shall be entitled to the Surplus Assets either on winding up or liquidation or otherwise.

(v) The reconciliation of the number of 10% Cumulative Optionally Convertible Preference Shares is set out below:

(Rs. in Million)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No.of Shares	Amount	No.of Shares	Amount
Preference shares at the beginning of the year	**5,00,00,000**	**500**	**5,00,00,000**	**500**
Add: Issue of Shares	-	-	-	-
Less: Reclassification due to Modification in terms	(5,00,00,000)	**(500)**	-	-
Preference shares at the end of the year	**-**	**-**	**5,00,00,000**	**500**

12 Non Controlling Interest

(Rs. in Million)

Particulars	As at March 31, 2021	As at March 31, 2020
Opening balance as at beginning of the year	(9,212)	1,037
1,05,00,000 Equity shares of Re. 1 each fully paid up in in Summit Digitel Infrastructure Private Limited (Formerly as Reliance Jio Infratel Private Limited)	(1,054)	-
Loss for the year	(4,149)	(10,249)
Acquisition (Refer Note 10.2)	14,415	-
Balance at the end of the year	**-**	**(9,212)**

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Dhananjay Jm

TOWER INFRASTRUCTURE TRUST

13 Borrowings (Rs. in Million)

	Particulars	As at March 31, 2021	As at March 31, 2020
(I)	**Term Loans**		
(a)	Secured:		
	(i) From banks	62,115	53,334
	Less Unamortised finance cost	(1,714)	(166)
		60,401	53,168
	(ii) From others	3,000	-
	Less Unamortised finance cost	(36)	-
		2,964	-
(b)	Unsecured:		
	From banks	-	56,666
	From others	-	-
(II)	**Redeemable Non Convertible Debentures (Secured)**	1,18,360	1,18,360
(III)	**Noncumulative Redeemable Preference shares**	126	-
	Total	**1,81,851**	**2,28,194**

Year ended March 31, 2021

(i) Secured Loans from Banks consist of:

1. Rs. 14,115 million of loan, carrying interest rate of 1Y MCLR + 70bps repayable till September 01, 2032 in 40 equal consecutive quarterly installments starting from December 2022. In additon to the security disclosed in note (v) below, secured by a first charge by way of hypothecation on the Designated Accounts of the Borrower for receipt of Receivables and all proceeds lying to the credit thereof from time to time and deposits maintained utilising funds from the Designated Accounts.
2. Rs. 6,000 million of loan, carrying interest rate of 1Y MCLR + 50bps repayable till September 01, 2032 in 40 equal consecutive quarterly instalments starting from December 2022.
3. Rs. 8,000 million of loan, carrying interest rate of 1Y MCLR + 45 bps repayable till September 01, 2032 in 40 equal consecutive quarterly instalments starting from December 2022.
4. Rs. 3,000 million of loan, carrying interest rate of 1Y MCLR + 75 bps repayable till September 01, 2032 in 40 equal consecutive quarterly instalments starting from December 2022.
5. Rs. 6,000 million of loan, carrying interest rate of 1Y MCLR + 65 bps repayable till September 01, 2032 in 40 equal consecutive quarterly instalments starting from December 2022.
6. Rs. 12,000 million of loan, carrying interest rate of 1Y MCLR + 75 bps repayable till September 01, 2032 in 40 equal consecutive quarterly instalments starting from December 2022 for an amount equal to 2.5% of the total loan drawn down at the end of the Availability Period
7. Rs. 3,000 million of loan, carrying interest rate of 1Y BPLR - 195 bps repayable till September 01, 2032 in 40 consecutive quarterly instalments starting from December 2022.
8. Rs. 6,000 million of loan, carrying interest rate of 1Y MCLR + 35 bps repayable till September 01, 2032 in 40 equal consecutive quarterly instalments starting from December 2022.
9. Rs. 7,000 million of loan, carrying fixed interest rate of 6.15% for next 3 years and floating interest rate of 1Y MCLR + 75 bps thereafter until maturity reyapable till September 01, 2032. The loan is repayable in in 40 equal consecutive quarterly instalments starting from December 2022 for an amount equal to 2.5% of the total loan drawn down at the end of the availability period.

If any of the above facilities is not availed fully then the repayment instalment shall be proportionately reduced.

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(ii) Secured Redeemable Non-Convertible Debentures consist of:
118,360(SBI 1Y MCLR + 0.97%) Secured redeemable Non-Convertible Debentures (NCD – Series PPD 5) of face value of Rs.1,000,000 each redeemable at par, on or before August 31, 2032. The debentures are redeemable at par in 40 equal quarterly consecutive instalments of INR 2,950 Million.

With respect to the Listed NCDs, the holders have the ability in certain circumstances to opt for early redemption of all or part of the NCDs at par. This option is available after the expiry of 6 months but prior to 2 years from the date of issue. The terms of the NCD also give an option to the Group for early redemption on maxmium 20,000 NCDs at par and until expiry of 6 months from date of issue.

The proceeds raised from the said issue have been fully utilized for the purpose for which they were issued i.e. the redemption of 118,360 Secured, Unlisted, Redeemable Non-Convertible Debentures ('Unlisted NCDs') of Rs. 1,000,000 each aggregating to Rs. 118,360 Million issued on August 31, 2020. This redemption was completed on March 15, 2021.

(iii) The Group had outstanding 50,000,000 Cumulative, Participating, Optionally Convertible Preference Shares of Rs. 10/- each aggregating to Rs. 500,000,000 as on April 1, 2020 held by Reliance Industries limited. With effect from August 21, 2020, the terms of the Cumulative, Participating, Optionally Convertible Preference Shares of Rs. 10/- each were amended to Redeemable, Non-Participating, Non-Cumulative, Non-Convertible Preference Shares of Rs. 10/- each. The preference shares are mandatorily redeemable at par for an amount equal to the aggregate par value at the end of 20 years from the date of issuance i.e. March 31, 2039. Accordingly, the Preference Shares have been reclassified as a liability and have been recognised at the present value of redemption of INR 126 Mn as on March 31, 2021.

(iv) All the term loans from banks and financial institutions and the Secured Redeemable Non-convertible Debentures are secured by first ranking pari passu charge by way of hypothecation on the following assets:
(a) All movable fixed assets (present and future) of the borrower;
(b) All current assets (present and future) of the borrower; and
(c) All rights of the borrower under the Material Documents,
(The security creation in respect of Secured Redeemable Non-convertible Debentures has been completed subsequent to March 31, 2021.)

Year ended March 31 2020

(i) Secured Loans from Banks consist of:
Rs.6,667 million of loan, (Previous year was Rs. 10,000 Million) of loan, carrying interest rate of 8.75% p.a. repayable in 12 quarterly instalments starting from June 2019, transferred from Reliance Jio Infocomm Limited, pursuant to Composite Scheme of Arrangement approved by NCLT with effect from March 31 2019. The Group is in the process of transferring the assets and liabilities in its name. The registration of charges in respect of the said loan in the name of the Group will be carried out on 30th March 2020. Consequently, the said loan is secured by the floating charge by way of hypothecation of movable property and book debts of the Group.

Loan of Rs.30,000 million carrying interest rate of 8.65% p.a. repayable after 2 years, secured by First Pari Passu Charge by way of hypothecation on all fixed assets and current assets (present and future) of the Group excluding Cash and Investments from non-operating activities. Further Reliance Industries Limited (RIL) has provided an undertaking for the loan.

Loan of Rs.20,000 Million carrying interest rate of 8.75% p.a. repayable over a period of 12 years including moratorium of 2 years, secured by First Pari Passu Charge by way of hypothecation on all fixed assets and current assets (present and future) of the Group. Further Reliance Industries Limited (RIL) has provided an undertaking for the loan.

(ii) Unsecured Loans from Banks consist of:
Loan of Rs.13,333 million carrying interest rate of 8.75% p.a. repayable in 3 equated yearly instalments, starting from September 2019. Loan of Rs.50,000 million carrying interest rate of 8.50% p.a. repayable in 5 years with an option to pay after 2 years.

(iii) Payment obligations under Unsecured Loans referred to in (ii) above to the extent of Rs.50,000 million is guaranteed by Reliance Industries Limited.

(iv) Non-Convertible Debentures consist of:
1,18,360 9.00% Non-Convertible Debentures – Series II (NCD – Series II) of face value of Rs.1,000,000 each, aggregating to Rs.118,360 million redeemable at par on or before March 31, 2029 at the option of the Group.

(v) In absence of profit as per Section 71(4) of Companies Act, 2013, the Group has not created the Debenture Redemption Reserve for cumulative amount of Rs.1,184 Million. The Group shall create the Debenture Redemption Reserve out of Profits, if any in the future years.

14 Other Non-Current financial Liabilities (Rs. in Million)

Particulars	As at March 31, 2021	As at March 31, 2020
Call Option written on Shares of Subsidiary (Refer Note 35)	2,215	-
Total	**2,215**	**-**

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

15 Provisions (Rs. in Million)

Particulars	As at March 31, 2021 Non-Current	As at March 31, 2021 Current	As at March 31, 2020 Non-Current	As at March 31, 2020 Current
Asset Retirement Obligation (Refer Note 29)	11,234	-	10,854	-
Provision for Leave Encashment	1	4	-	-
Total	**11,235**	**4**	**10,854**	**-**

16 Borrowings - Current (Rs. in Million)

Particulars	As at March 31, 2021	As at March 31, 2020
Term loans (Unsecured): from others	-	30,050
Total	**-**	**30,050**

17 Trade Payables (Rs. in Million)

Particulars	As at March 31, 2021	As at March 31, 2020
- Total outstanding dues of micro enterprises and small enterprises (Refer Note 28)	0	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,958	3,097
Total	**1,958**	**3,097**

18 Other Financial Liabilities (Rs. in Million)

Particulars	As at March 31, 2021	As at March 31, 2020
Current maturities of long term debt (Secured)	-	3,333
Current maturities of long term debt (Unsecured)	-	7,767
Interest accrued but not due	534	11,908
Security Deposit	10,173	13,250
Others*	506	35,984
Total	**11,213**	**72,242**

* The figures of March 31, 2020 includes derivative liability and deposit payable on demand.

19 Other Current Liabilities (Rs. in Million)

Particulars	As at March 31, 2021	As at March 31, 2020
Other liabilities payable (Refer Note 11 (i))	4,681	-
Statutory liabilities payable (Provident fund and GST)	268	1,403
Total	**4,949**	**1,403**

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

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Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

20 Revenue from Operations (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Sale of Services (Refer Note below and Note 38)	82,442	74,767
Total	**82,442**	**74,767**

During the year ended on March 31 2021, the Group revised the presentation of income from reimbursements of Power & Fuel and Site Rent, to present these as part of Revenue from Operations, as these more appropriately reflect the substance of the transactions wherein the Group provides these services as a principal. Previously, these were presented net as a recovery under Network Operating Expenses. The change in presentation has been applied retrospectively to March 2020 presented and accordingly, an amount of Rs. 41,363 million has been re-presented and included under Revenue from Operations for the year ended year ended March 31 2020. The above change in presentation does not affect Total Loss, Total Comprehensive Loss and the Loss per share for the periods presented.

21 Other Income (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest on income tax refund	40	6
Interest income on fixed deposits	64	-
Net Gain on sale of investments (net)	49	119
Total	**153**	125

22 Network Operating Expenses (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Power and Fuel (Refer Note 20)	33,108	28,628
Rent (Refer Note 20)	13,241	12,735
Repairs and Maintenance	5,011	4,492
Other Network Cost	-	23
Total	**51,360**	**45,878**

23 Employee Benefits Expense (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Salaries and Wages	158	1
Contribution to Provident Fund and Other Funds	4	0
Staff Welfare Expenses	1	0
Gratuity	1	-
Total	**164**	**1**

24 Finance Costs (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest Expenses	20,013	30,805
Exchange loss (attributable to finance costs)	409	1,073
Other borrowing cost	346	161
Interest on finance lease	4	-
Total	**20,772**	32,039

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25 Depreciation and Amortisation Expense (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Depreciation on Property, Plant and Equipment	19,543	17,778
Depreciation on Right to use assets	17	6
Total	**19,560**	17,784

26 Other Expenses (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Rates and taxes	18	6
Traveling expenses	3	-
Fair value of call option	195	-
General Expenses	119	203
Total	**335**	209

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

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27 Earnings Per unit (EPU)

Rs. in Million except per share data

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Net Profit/(loss) as per statement of Profit & Loss attributable to unit	(9,830)	(21,134)
Less: Dividend on Cumulative Preference Shares	-	(50)
Earnings attributable to Unitholders (Rs. in Million)	**(9,830)**	(21,184)
Units used as denominator for calculating Basic	2,522	
Reporting Period (In days)	365	
Unit allotted (In days)	213	
Total Weighted Average number of units used as denominator for calculating	1,471	
Earnings per unit of unit		
- For Basic (Rs.)	(6.68)	
- For Diluted (Rs.)	(6.68)	

28 Dues to micro, small & medium enterprises as defined under the MSMED Act, 2006

The Group does not have any over dues outstanding to the micro small & medium enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006. The identification of micro and small enterprises is based on information available with the management.

(Rs. in Million)

	Particulars	March 31, 2021	March 31, 2020
a	Principal amount overdue to micro and small enterprises	-	-
b	Interest due on above	-	-
c	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
d	The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
e	The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
f	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	-	-

29 Assets Retirement Obligation (ARO)

Asset Retirement Obligation created for the cost to dismantle equipment and restore sites at the rented premises upon vacation thereof. The provision represents the Group's best estimate of the amount that may be required to settle the obligation. The Provisions are expected to be settled at the end of the respective contact terms. No recoveries are expected in respect of the same.

Movement in Assets Retirement Obligation (ARO)

(Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
At beginning of the year	10,854	7,414
Provided during the year	380	3,440
At end of the year	**11,234**	10,854

30 As per Indian Accounting Standard 19 "Employee benefits" the disclosures as defined are given below :

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under :

(Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Employer's Contribution to Provident Fund	4	-
Employer's Contribution to Pension Fund	-	-

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Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

Defined benefit Plan:- The Plan is unfunded hence there are no Planned assets

I) Reconciliation of opening and closing balances of Defined Benefit Obligation (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Defined Benefit obligation at beginning of the year	-	-
Add : Transfers	-	-
Current Service Cost	1	-
Interest Cost	-	-
Actuarial (gain) / loss	-	-
Business Transfer	-	-
Defined Benefit obligation at year end	**1**	-

II) Reconciliation of fair value of assets and obligations (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Fair value of Plan assets	-	-
Present value of obligation	1	-
Amount recognised in Balance Sheet	**1**	**-**

III) Expenses recognised during the year (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Current Service Cost	1	-
Interest Cost	-	-
Expected return on Plan assets	-	-
Actuarial (gain) / loss	-	-
Net Cost	**1**	**-**

IV) Actuarial assumptions (Rs. in Million)

Particulars	As at March 31 2021	As at March 31 2020
Mortality Table	**IALM (2012-14) Ultimate**	**-**
Withdrawal rate	10%	
Retirement age (Years)	65	
Discount rate (per annum)	6.41%	**-**
Rate of escalation in salary (per annum)	8.00%	**-**

V) Maturity Profile (Rs. in Million)

Particulars	As at March 31 2021	As at March 31 2020
Average Expected Future Working life (Years)	8.73	-
Expected future cashflows		
Year 1	0.01	-
Year 2	0.01	-
Year 3	0.01	-
Year 4	0.01	-
Year 5	0.43	-
Year 6 to year 10	0.52	-
Above 10 Years	0.56	-

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VI) Sensitivity Analysis (Rs. in Million)

Particulars	As at March 31 2021	As at March 31 2020
Discount rate		
a. Discount rate - 100 basis points (Rs. 12,80,361)	1	-
a. Discount rate - 100 basis points impact (%)	9.78%	-
b. Discount rate + 100 basis points (Rs. 10,66,163)	1	-
b. Discount rate + 100 basis points impact (%)	(8.59%)	-
Salary increase rate		
a. rate - 100 basis points	1	-
a. rate - 100 basis points impact (%)	(8.54)%	-
b. rate + 100 basis points	1	-
b. rate + 100 basis points impact (%)	9.53%	-

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

These plans typically expose the Group to actuarial risks such as: interest risk, longevity risk and salary risk.

Interest risk	Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.
Longevity risk	The impact of longevity risk will depend on whether the benefits are paid before retirement age or after. Typically for the benefits paid on or before the retirement age, the longevity risk is not very material.
Salary risk	Actual Salary increase that are higher than the assumed salary escalation, will result in increase to the Obligation at a rate that is higher than expected.

31 RELATED PARTY DISCLOSURES

As per InvIT regulations and as per Ind AS 24, disclosure of transactions with related party are as given below:

I List of Related Parties as per the requirements of Ind AS 24 - "Related Party Disclosures"

List of related parties with whom transactions have taken place and relationships :

i) Name of Related Party

Entities which exercise control on the Group

Brookfield Asset Management Inc.(w.e.f. August 31, 2020)	Ultimate Holding Company
BIF IV India Holdings Pte Ltd	Intermediate Holding Company
BIF IV Jarvis India Pte Ltd., Singapore (w.e.f August 31, 2020)	Immediate Holding Company

Members of same group (w.e.f. August 31, 2020)

Equinox Business Parks Private Limited
Vrihis Properties Private Limited (Brookfield Real Estate)
Schloss Udaipur Private Limited
Schloss Chennai Private Limited
Schloss Chanakya Private Limited

II List of Additional Related Parties as per regulation 2(1)(zv) of the SEBI InvIT Regulations

A Parties to Tower Infrastructure Trust

BIF IV Jarvis India Pte Ltd., Singapore (August 31, 2020)	Sponsor
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited)	Investment Manager
Axis Trustee Servicess Limited	Trustee
Infinite India Investment Management Limited (Resigned w.e.f. October 12, 2020)	erstwhile Investment Manager
Jio Infrastructure Management Services Limited (formerly known as Reliance Digital Media Distribution Limited)	Project Manager
Reliance Industrial Investments and Holdings Limited	Sponsor

Reliance Industries Limited	Promotor of Sponsor

B **Director of the Parties specified in II(A) above**

Directors of BIF IV Jarvis India Pte Ltd., Singapore
Aanandjit Sunderaj
Liew Yee Foong
Ho Yeh Hwa
Taswinder Kaur Gill
Walter Zhang Shen

Directors of Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)
Sridhar Rengan
Chetan Rameshchandra Desai
Narendra Aneja
Rishi Tibriwal

Directors of Axis Trustee Services Limited
Rajesh Kumar Dahiya
Ganesh Sankaran
Sanjay Sinha (Resigned w.e.f. April 30, 2021)
Deepa Rath (Appointed w.e.f. April 30, 2021)

Directors of Infinite India Investment Management Limited
Shailesh Shankarlal Vaidya
Vishal Nimesh Kampani
Rajendra Dwarkadas Hingwala
Dipti Neelakantan

Director of Jio Infrastructure Management Services Limited
Sudhakar Saraswatula
Nikhil Chakrapani Suryanarayana Kavipurapu
Hariharan Mahadevan

Director of Reliance Industrial Investments and Holdings Limited
Hital Rasiklal Meswani
Vinod Mansukhlal Ambani
Mahendra Nath Bajpai
Savithri Parekh
Dhiren Vrajlal Dalal
Balasubrmanian Chandrasekaran

III **List of Additional Related Parties as per regulation 19 of the SEBI InvIT Regulations**

Digital Fibre Infrastructure Trust (upto w.e.f. October 12, 2020)	Common Sponsor/ Common Investment Manager
India Infrastructure Trust (w.e.f. October 13, 2020)	Common Investment Manager

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Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

IV Transactions during the year with related parties

(Rs. in Million)

Particulars	Relationship	Year ended March 31, 2021	Year ended March 31, 2020
Trustee Fee			
Axis Trustee Services Limited	Trustee	2	2
Investment Management Fees			
Infinite India Investment Management Limited	Erstwhile Investment Manager	13	24
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)	Investment Manager	13	-
Reimbursement of Expenses			
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited)	Investment Manager	4	-
Infinite India Investment Management Limited	Erstwhile Investment Manager	5	-
Acquisition of shares of Summit Digitel Private Limited from Reliance Industries Limited (formerly known as Reliance Jio Infratel Private Limited)			
Reliance Industries Limited	Promotor of Sponsor	1,054	-
Project Manager Fees			
Jio Infrastructure Management Services Limited	Project Manager	24	24
Issue of units capital to Sponsor			
BIF IV Jarvis India Pte Ltd.	Sponsor	2,26,410	-
Distribution to Unitholders			
BIF IV Jarvis India Pte Ltd.	Sponsor	9,254	-
Contribution to Corpus			
Reliance Industrial Investments and Holdings Limited	Sponsor	116	124
Deposit paid			
Equinox Business Parks Private Limited	Members of same group	14	-
Working Capital adjustment	Refer Note 11(i)	8,505	-
Shareholder Option Agreement	Refer Note 35(v)	2,020	-
Reliance Industries Ltd	Promotor of Sponsor		
Loan Taken		-	5,400
Loans Repaid		5,050	(350)
Interest on Non-Convertible Debenture		5,229	1,145
Interest on Inter-corporate Deposits		195	403
Other Borrowing Cost		91	125
Repayment of Non-Convertible Debentures		1,18,360	29,650
Issuance of Non-Convertible Debentures		1,18,360	-
Trade Payables -Commission on Corporate Guarantee		58	-
Expenses Incurred			
Equinox Business Parks Private Limited	Members of same group	5	-
Vrihis Properties Private Limited (Brookfield Real Estate)	Members of same group	12	-
Schloss Udaipur Private Limited	Members of same group	1	-

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

V Balance as at end of the year

(Rs. in Million)

Particulars	Relationship	As at March 31, 2021	As at March 31, 2020
Schloss Chennai Private Limited	Members of same group	2	-
Schloss Chanakya Private Limited	Members of same group	1	-
Professional Fees			
Axis Trustee Services Limited	Trustee	-	2
Infinite India Investment Management Limited	Erstwhile Investment Manager	-	24
Shares of Tower Trust			
BIF IV Jarvis India Pte Ltd.	Sponsor	2,26,410	-
Contribution to Corpus			
Reliance Industrial Investments and Holdings Limited	Sponsor	240	124
Other Payables			
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited)	Investment Manager	3	-
Receivable/(Payable)			
Equinox Business Parks Private Limited	Members of same group	14	-
Vrihis Properties Private Limited (Brookfield Real Estate)	Members of same group	0	-
Schloss Chennai Private Limited	Members of same group	0	-
Schloss Chanakya Private Limited	Members of same group	0	-
Reliance Industries Ltd	Promotor of Sponsor		
Equity Shares subscribed		-	1,054
10% Convertible preference shares		-	500
0% Non- Convertible Preference Shares		126	-
Borrowing - Non-convertible Debentures		1,18,360	1,18,360
Borrowing - Term Loan (Current)		-	5,050
Borrowing - Non-convertible Debentures(unsecured)		-	5,050
Borrowing - Term Loan (Current)		-	9,587

32 CONTINGENT LIABILITIES AND COMMITMENTS

(i) Contingent Liabilities

Municipal Tax

The Group based on its assessment of the applicability and tenability of certain municipal taxes, which is an industry wide phenomenon, does not consider the impact of such levies to be material.

Further, in the event these levies are confirmed by the respective authorities, the Group would recover these amounts from its customers in accordance with the terms of Master Service Agreement.

(ii) Commitments

(Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Estimated amount of contracts remaining to be executed on Capital	74,809	11,475
Other Commitments related to bank guarantee	36	-

The Group's network operating expenses include repairs and maintenance for which the Group has entered into an Operations and Maintenance Agreement for 30 years. Costs are recognised as services are rendered.

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

TOWER INFRASTRUCTURE TRUST

33 Arrears of fixed cumulative dividend on Optionally Convertible Preference Shares classified as 'Other Equity' Rs. Nil (March 31 2020: Rs. 50 million).

34 Capital Management

The Group adheres to a Disciplined Capital Management framework, the pillars of which are as follows:

a) Maintain diversity of sources of financing and spreading the maturity across tenure buckets in order to minimize liquidity risk.

b) Maintain AAA rating by ensuring that the financial strength of the Balance Sheet is preserved.

c) Manage financial market risks arising from foreign exchange and interest rates, and minimise the impact of market volatility on earnings.

Gearing Ratio

The net gearing ratio at the end of the year was as follows:

(Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Gross Debt	1,81,851	2,69,344
Cash and bank balance	(10,047)	(464)
Net debt (A)	1,71,804	2,68,880
Total Equity (B)	2,00,928	(10,278)
Net debt to equity ratio (A/B)*	**86%**	-

*Net debt to equity ratio is not calculated when the total equity value is negative.

35 FINANCIAL INSTRUMENTS

A. FAIR VALUE MEASUREMENT HIERARCHY:

(Rs. in Million)

Particulars	As at March 31, 2021				As at March 31, 2020		
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in	
		Level 1	Level 2	Level 3		Level 1	Level 2
Financial Assets							
At Amortised Cost							
Trade Receivables	153	-	-		153	-	-
Cash and Bank Balances	10,050	-	-		464	-	-
Other Financial Assets	9,102	-	-		26,472	-	-
At FVTPL							
Other receivables	-		-		699	-	699
Investments	-	-	-	-	-	-	-
Financial Liabilities							
At Amortised Cost							
Borrowings	1,81,851	-	-		2,69,344	-	-
Trade Payables	1,958	-	-		3,097	-	-
Other Financial Liabilities	11,213	-	-		61,142	-	-
Creditors for Capital Expenditure	-				1,14,610	-	-
At FVTPL							
Call Option written on Shares of Subsidiary	-	-	-	2,215	-	-	-

The financial instruments are categorized into three levels based on inputs used to arrive at fair value measurements as described below:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and
Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: Inputs which are significantly from unobservable market data.

Valuation methodology:
All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

a) The fair value of investment in Mutual Funds is measured at NAV.

b) The fair value of Forward Foreign Exchange contracts is determined using observable forward exchange rates at the balance sheet date.

c) The Group considers that the carrying amount recognised in the financial statements for financial assets and financial liabilities measured at amortised cost approximates their fair value.

d) The fair value of call option written on shares of subsidiary is measured using Black Scholes Formula. Key inputs used in the measurement are:
(i) Stock Price: It is estimated based on the stock price as of the date of the transaction August 31,2020 of INR 2,150 million, as increased for the interim period between August 31,2020 and March 31,2021 by the Cost of Equity as this would be expected return on the investment for the acquirer.
(ii) Exercise Price: Rs. 2,150 Million
(iii) Option Maturity: 30 years from August 31, 2020 i.e., August 31, 2050.
(iv) Risk free rate as on date of valuation - 6.77%.
(v) The fair value on the date of acquisition of Rs. 2,020 Million was recognised as a liability with a corresponding debit to equity as this is part of the acquisition transaction described in Group Information.

B. Financial Risk Management

The different types of risks the Group is exposed to are market risk, credit risk and liquidity risk. The Group takes measures to judiciously mitigate the above mentioned risks.

i) Market Risk

a) Foreign Currency Risk

Foreign currency risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

The Group uses derivative financial instruments such as forward contracts to minimise any adverse effect on its financial performance. All such activities are undertaken within an approved Risk Management Policy framework.

The following table shows foreign currency exposures in USD on financial instruments at the end of the year.

(Rs. in Million)

Particulars	Foreign Currency Exposure	
	As at March 31, 2021	As at March 31, 2020
Creditors for capital expenditure	-	23,620
Forward	-	23,599
Net Exposure	-	21

Particulars	Foreign Currency Sensitivity	
	As at March 31, 2021	As at March 31, 2020
1% Depreciation in INR	-	(0)
Impact on Equity		-
Impact on P&L	-	(0)
1% Appreciation in INR	-	0
Impact on Equity		
Impact on P&L	-	0

b) Interest Rate Risk

The Group's exposure to the risk of changes in market interest rate relates to the floating rate debt obligations.
The exposure of the Group's borrowings at the end of the year are as follows:

Particulars	Interest Rate Exposure	
	As at March 31, 2021	As at March 31, 2020
Borrowings		
Non-Current - Floating (Includes Current Maturities)*	1,81,725	1,20,000
Non-Current - Fixed (Includes Current Maturities)	126	1,19,460
Current - Fixed	-	30,050
Total	**1,81,851**	**2,69,510**

*Includes Rs.1,750 million (March 31 2020: 166 Million) as Prepaid Finance Charges and Rs.7,000 Million with a fixed interest rate for next 3 years.

Fair value sensitivity analysis for fixed-rate borrowings:
Sensitivity analysis of 1% (floating rate borrowings) change in Interest rate:

(Rs. in Million)

Particulars	Interest Rate Sensitivity as at				
	March 31, 2021			March 31, 2020	
	Up Move		Down Move	Up Move	Down Move
Total Impact	(1,817)		1,817	(1,200)	1,200
Impact on Equity	-		-	-	-
Impact on P&L	(1,817)		1,817	(1,200)	1,200

ii) Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due causing financial loss to the Group. Credit risk arises from Group's activities in investments and outstanding receivables from customers.

The Group has a prudent and conservative process for managing its credit risk arising in the course of its business activities. Credit risk is actively managed through advance payments.

iii) Liquidity Risk

Liquidity risk arises from the Group's inability to meet its cash flow commitments on the due date. The Group accesses global and local financial markets to meet its liquidity requirements. It uses a range of products and a mix of currencies to ensure efficient funding from across well-diversified markets and investor pools. Treasury monitors rolling forecasts of the Group's cash flow position and ensures that the Group is able to meet its financial obligation at all times including contingencies.

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

TOWER INFRASTRUCTURE TRUST

Tower Infrastructure Trust

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

Maturity Profile as at March 31, 2021 (Rs. in Million)

Particulars	0-1 Years	1-3 Years	3-5 Years	Above 5 years	Total
Trade Payable (Refer Note 18)	1,958	-	-	-	**1,958**
Creditors for Capital Expenditure	-	-	-	-	**-**
Other Current Financial Liabilities	11,213	-	-	-	**11,213**
Other Non-Current Financial Liabilities	-	-	-	2,215	**2,215**
Borrowings* (Refer Note 13 and 16)	-	27,025	36,325	1,18,501	**1,81,851**
Total	**13,171**	**27,025**	**36,325**	**1,20,716**	**1,97,237**

*Includes Rs.1,750 million as Prepaid Finance Charges.

Maturity Profile as at March 31, 2020 (Rs. in Million)

Particulars	0-1 Years	1-3 Years	3-5 Years	Above 5 years	Total
Trade Payable	3,097	-	-	-	**3,097**
Creditors for Capital Expenditure	1,14,610	-	-	-	**1,14,610**
Other Current Financial Liabilities	61,142	-	-	-	**61,142**
Borrowings* (Refer Note 13 and 16)	41,150	43,000	54,000	1,31,360	**2,69,510**
Total	**2,19,999**	**43,000**	**54,000**	**1,31,360**	**4,48,359**

*Includes Rs. 166 Million as Prepaid Finance Charges.

36 SEGMENT REPORTING

The Group is primarily engaged in setting up, operating and maintaining passive tower infrastructure and related assets and providing passive tower infrastructure related services. Accordingly, the Group has the single segment as per the requirements of Ind AS 108 - Operating Segments. All assets are located in India and revenue of the Group is earned in India hence, there is single geographic segment. Substantially all of the revenues of the Group are from a single customer (Refer note 20). Accordingly, the Group has the single segment as per the requirements of Ind AS 108 - Operating Segment.

37 PAYMENT TO AUDITORS (Rs. in Million)

Particulars	March 31, 2021	March 31, 2020
Audit Fees	14	20
Tax audit Fee	1	1
For Other Services	15	2
Total	**30**	23

38 REVENUE FROM CONTRACTS WITH CUSTOMERS

A. The Group has recognised following amounts relating to revenue in the Statement of Profit and Loss:

Revenue by nature: (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Infrastructure Provisioning Fees (Including reimbursement of power and fuel and site rent)	82,442	74,767

Note: The Group derives its revenue from the transfer of services over time.
The Group has entered into a 30 year master service agreement with its customer pursuant to which the Group provides the Passive Infrastructure and related services. Revenue related to the same will be accrued as services are provided.

B Reconciliation of revenue recognised (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Contracted price	83,712	74,767
Less: Discounts to customers	(1,270)	-
Net Revenue recognised	**82,442**	**74,767**

C. Requirement under Ind AS 115:
Transaction price allocated to unsatisfied performance obligations as at March 31, 2021 – Rs. Nil.

D. Contract balances (Rs. in Million)

Particulars	As at March 31, 2021	As at March 31, 2020
Unbilled Receivables	4,522	7,400

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

TOWER INFRASTRUCTURE TRUST

Tower Infrastructure Trust

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

39 Calculation of Net Distributable Cash Flows:

A. Statement of Net Distributable Cash Flows (NDCFs) of Summit Digitel Infrastructure Private Limited (SPV)

(Rs. in Million)

Description	March 31, 2021	March 31, 2020
Loss after tax as per profit and loss account (Standalone) (A)	**(23,380)**	**(20,968)**
Add: Depreciation and amortisation as per profit and loss account. In case of impairment reversal, same needs to be deducted from profit and loss.	19,560	17,784
Add: Interest on loan to the SPV from the Trust as per the profit and loss account	13,860	-
Add / less: Loss / gain on sale of infrastructure assets	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following:	-	-
• related debts settled or due to be settled from sale proceeds;	-	-
• directly attributable transaction costs;	-	-
• proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-
Less: Capital expenditure, if any	(1,10,631)	(84,639)
Less: Investments made in accordance with the investment objective, if any	-	-
Add / less: Any other item of non-cash expense / non-cash income charged / credited to profit and loss account, including but not limited to		
• any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-
• provisions;	-	-
• deferred taxes;	-	-
• any other non-cash item, lease rents recognised on a straight-line basis, etc.	-	-
Add / less: Working capital changes	(55,006)	11,927
Add / less: Provisions made in earlier period and expensed in the current period		-
Less: Any cash paid to the lease owners not accounted for in the working capital changes or the profit and loss account	-	-
Add: Additional borrowings (including debentures / other securities) (external as well as borrowings from Trust)	5,51,835	1,24,252
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with reserve requirements (including but not limited to DSRA) under loan agreements.	(3,86,770)	(47,912)
Less: Cash reserved to make due payments to secured lenders and any other transferrable debentures issued by RJIPL	-	-
Add / less: Proceeds from any fresh issuance of preference shares / redemption of any preference shares	-	-
Add: Proceeds from any fresh issuance of equity shares	-	-
Add/ less: Amounts added or retained to make the distributable cash flows in accordance with the Transaction Documents or the loan agreements	-	-
Total Adjustments (B)	**32,848**	**21,412**
Net Distributable Cash Flows (C) = (A+B)	**9,468**	**444**

Tower Infrastructure Trust

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

B. Statement of Net Distributable Cash Flows (NDCFs) at the Consolidated Trust level:

(Rs. in Million)

Description	March 31, 2021	March 31, 2020
Cash flows received from SPV in the form of interest / accrued interest	10,365	-
Cash flows received from SPV in the form of dividend / buy-back of equity shares / capital reduction of equity shares	-	-
Any other income accruing at the Trust level and not captured above, including but not limited to interest /return on surplus cash invested by the Trust	-	-
Add: Cash flows/ Proceeds from the SPV towards the repayment of the debt issued to the SPV by the Trust	-	-
Total cash flow at the Trust level (A)	**10,365**	**-**
Less: issue expenses payable by Trust including as reimbursements towards expenses of Trust met by the Sponsors	(24)	-
Less: annual expenses of the Trust including audit fees, project manager fees, investment management fees, stock exchange fees, other statutory fees, depository fees, legal expenses, credit rating fees and valuer fees	(73)	(68)
Less: income tax (if applicable) at the standalone Trust level and payment of other statutory dues	-	-
Less: Repayment of external debt (including interest) / redeemable preference shares / debentures, etc., if deemed necessary by the Investment Manager	(1,141)	(98)
Less: net cash set aside to comply with DSRA requirement under loan agreements, if any	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following:	-	-
- related debts settled or due to be settled from sale proceeds;	-	-
- directly attributable transaction costs;	-	-
- proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently	-	-
Less: Amount invested in any of the Portfolio Assets for service of debt or interest	(2,50,000)	-
Less: Capital expenditure if any (including acquisition of other infrastructure assets / SPVs)	(1,054)	-
Add: Proceeds from fresh issuance of units	2,52,266	-
Less: Reserve for debentures / loans / capex expenditure in the intervening period till next proposed distribution if deemed necessary by the Investment Manager invested in permitted investments	-	-
Total cash outflows/retention at the Trust level (B)	**(26)**	**(166)**
Net Distributable Cash Flows (C) = (A+B)	**10,339**	**(166)**

(Rs. in Million)

Description	March 31, 2021	March 31, 2020
Net Distributable Cash Flows as per above	10,339	(166)
Cash and Cash Equivalents on April 01, 2020 and April 01, 2019	15	4
Total Net Distributable Cash Flows	10,354	(162)

40 The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. On March 24, 2020, the Government of India ordered a nationwide lockdown for 21 days, which further was extended up to June 30, 2020, to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities. The Group is engaged in the business of providing tower infrastructure and related operations in India. The Group has executed a long term MSA with RJIL (one of the largest telecommunication service provider in India) as its customer, which results into committed revenues and cash flows for the Group, on a long term basis. Moreover, the COVID-19 pandemic has not had a material adverse impact on the operations of the telecommunication industry to which the Group currently caters to. Also, the Group has completed substantial portion of its planned capital expenditure and for the balance as well as for the operations and maintenance of the tower sites, the Group has in place long-term arrangements with reputed and experienced contractors/service providers. Further, part of its sanctioned borrowings are available to the Group for utilization on need basis to meet its liquidity requirements. In view of all of the above, the Group does not expect any significant challenges, including emanating out of COVID-19, particularly in the next 12 months.

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

TOWER INFRASTRUCTURE TRUST

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2021

41 Composite Scheme of Arrangement

The Board of Directors of the SDIPL at their meeting held on January 2, 2019 approved a composite scheme of arrangement (herein after referred to as "the scheme") between RJIL, Jio Digital Fibre Private Limited (JDFPL) and SDIPL and their respective shareholders and creditors, inter-alia for purchase of the Tower Infrastructure undertaking (Transferred undertaking) of RJIL for a lumpsum consideration, with effect from the appointed date March 31, 2019. Consequent to the scheme, SDIPL is in the process of transferring the Freehold Land, Leasehold Land, Land reflected in Right of Use Assets and Building in its name.

42 APPROVAL OF FINANCIAL STATEMENTS

The financial statements have been approved by the Tower InvIT Committee and the Board of Directors of the Investment Manager to the Trust at their respective meetings held on June 03, 2021 and June 07, 2021

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Tower Infrastructure Trust)

Sridhar Rengan
Chairperson of the Board
DIN: 03139082
Date: June 07, 2021
Place: Chennai

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

Dhananjay Joshi
Member of Tower InvIT Committee
PAN: AASPJ9719K

Date: June 07, 2021
Place: Bangalore

TOWER INFRASTRUCTURE TRUST

Inder Mehta
Compliance Officer of the Trust
PAN: AAFPM5702N

Date: June 07, 2021
Place: Mumbai

Deloitte
Haskins & Sells LLP

Chartered Accountants
One International Center,
27th-32nd Floor, Tower 3,
Senapati Bapat Marg,
Elphinstone Road (West),
Mumbai - 400 013.
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INDEPENDENT AUDITOR'S REPORT
To The Unitholders of Tower Infrastructure Trust
Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Tower Infrastructure Trust ("the Trust"), which comprise the Standalone Balance Sheet as at March 31, 2021, Standalone Statement of Profit and Loss including Statement of Other Comprehensive Loss, Statement of Changes in Unitholders' Equity, Standalone Cash Flow Statement for the year then ended, Standalone Statement of Net Assets at Fair Value as at March 31, 2021 and Standalone Statement of Total Returns at Fair Value, and Net Distributable Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with the SEBI circular number CIR/IMD/DF/114/2016, dated October 20, 2016 and CIR/IMD/DF/127/2016 dated November 29, 2016 (together referred to as the "InvIT Regulations") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the InvIT Regulations, of the state of affairs of the Trust as at March 31, 2021, and its profit including other comprehensive income, its changes in unitholders' equity, the cash flows for the year ended March 31, 2021, its net assets at fair value as at March 31, 2021, total returns at fair value and net distributable cash flows for the year ended on that date and other financial information of the Trust.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Trust in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note 5 which describes the presentation of "Unit Capital" as "Equity" to comply with InVIT Regulations. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

- Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) ('Investment Manager') acting in its capacity as an Investment Manager of the Trust is responsible for the other information. The other information comprises the information and disclosures included in the Annual Report but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

- Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

- In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Management's Responsibility for the Standalone Financial Statements

The Management of Investment Manager ("the Management"), is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in unitholders' equity, cash flows, net assets at fair value, total returns at fair value and net distributable cash flows of the Trust in accordance with the InvIT Regulations, the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with InvIT Regulations. This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the standalone financial statements by the Investment Manager of the InvIT, as aforesaid.

In preparing the standalone financial statements, the management is responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

The Investment Manager is also responsible for overseeing the Trust's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the Standalone financial statements of the Trust to express an opinion on the standalone financial statements.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

Deloitte
Haskins & Sells LLP

Report on Other Legal and Regulatory Requirements

Based on our audit and as required by InvIT Regulations, we report that:

a) We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purpose of our audit;

b) The Standalone Balance sheet, and Standalone Statement of Profit and Loss including Other Comprehensive Income, Standalone Cash Flow Statement, Standalone Statement of Changes in Unitholders' Equity, dealt with by this Report are in agreement with the relevant books of account of the Trust;

c) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the InvIT Regulations.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Registration No. 117366W/W-100018)

CHARTERED ACCOUNTANTS
Deloitte Haskins & Sells LLP

Varsha A. Fadte
Partner
(Membership No. 103999)
(UDIN: 21103999AAAAGO9728)

Chicalim, Goa, June 07, 2021

Tower Infrastructure Trust

STANDALONE

FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Tower Infrastructure Trust

Standalone Balance Sheet as at March 31, 2021

(Rs. in Million)

Particulars	Notes	As at March 31, 2021	As at March 31, 2020
ASSETS			
NON-CURRENT ASSETS			
Financial Assets			
Investments	1	2,150	1,097
Loans and advances	2	2,50,000	-
Total Non-Current Assets		**2,52,150**	**1,097**
CURRENT ASSETS			
Financial Assets			
Cash and Cash Equivalents	3	133	15
Other Current Assets	4	3,495	-
Total Current Assets		**3,628**	**15**
Total Assets		**2,55,778**	**1,112**
EQUITY AND LIABILITIES			
EQUITY			
Unit capital	5	2,52,150	-
Contribution	6	240	124
Other Equity	7	1,033	(167)
Total Equity		**2,53,423**	**(43)**
LIABILITIES			
Non - Current Liabilities			
Other financial liabilities	8	**2,215**	-
Current Liabilities			
Financial Liabilities			
Trade Payables due to			
- total outstanding dues of micro enterprises and small enterprises	9	**-**	40
- total outstanding dues of creditors other than micro enterprises and small enterprises			
Other Financial Liabilities	10	**-**	1,100
Other Current Liabilities	11	140	15
Total Current Liabilities		**140**	1,155
Total Liabilities		**2,355**	**1,155**
Total Equity and Liabilities		**2,55,778**	**1,112**

Significant Accounting Policies
See accompanying Notes to the Standalone Financial Statements — 1 to 27

"0" represents the amount below the denomination threshold.

As per our report of even date.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Regn No: 117366W/W-100018

Varsha A. Fadte
Partner

Date: June 07, 2021
Place: Chicalim, Goa

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Tower Infrastructure Trust)

Sridhar Rengan
Chairperson of the Board
DIN: 03139082

Date: June 07, 2021
Place: Chennai

Dhananjay Joshi
Member of Tower InvIT Committee
PAN: AASPJ9719K

Date: June 07, 2021
Place: Bangalore

Inder Mehta
Compliance Officer of the Trust
PAN: AAFPM5702N
Date: June 07, 2021
Place: Mumbai

Tower Infrastructure Trust

Standalone Statement of Profit and Loss for the year ended March 31, 2021

(Rs. in Million)

	Notes	Year ended March 31, 2021	Year ended March 31, 2020
INCOME			
Revenue from Operations	12	13,860	-
Total Income		**13,860**	-
EXPENSES			
Investment Manager Fee		26	24
Trustee Fee		2	2
Project Manager Fee		24	24
Audit Fees		18	15
Finance Costs	13	41	99
Legal and Professional Fees		2	2
Listing Fee		1	-
Other Expenses	14	196	0
Total Expenses		**310**	**166**
Profit / (Loss) before Tax		**13,550**	(166)
Tax expenses		**-**	-
Profit / (Loss) for the period		**13,550**	(166)
Other Comprehensive Income / (Loss)		-	-
Total Comprehensive Income/(Loss) for the year		**13,550**	(166)
EARNINGS PER UNIT	15		
Basic (in Rupees)		**9.21**	-
Diluted (in Rupees)		**9.21**	**-**

Significant Accounting Policies

See accompanying Notes to the Standalone Financial Statements 1 to 27

"0" represents the amount below the denomination threshold.

As per our report of even date.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Regn No: 117366W/W-100018

Varsha A. Fadte
Partner

Date: June 07, 2021
Place: Chicalim, Goa

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Tower Infrastructure Trust)

Sridhar Rengan
Chairperson of the Board
DIN: 03139082

Date: June 07, 2021
Place: Chennai

Dhananjay Joshi
Member of Tower InvIT Committee
PAN: AASPJ9719K

Date: June 07, 2021
Place: Bangalore

Inder Mehta
Compliance Officer of the Trust
PAN: AAFPM5702N
Date: June 07, 2021
Place: Mumbai

Tower Infrastructure Trust

Standalone Cash Flow Statement for the year ended March 31, 2021

(Rs. in Million)

		Year ended March 31, 2021	Year ended March 31, 2020
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit / (Loss) as per Statement of Profit and Loss	**13,550**	**(166)**
	Adjusted for		
	Fair Valuation measurement losses on call option	195	
	Finance Costs	41	99
	Interest Income	(13,860)	-
	Interest received	10,365	-
	Operating profit before working capital changes	**10,291**	**(67)**
	Adjusted for :		
	Increase / (Decrease) in Trade Payables	(40)	39
	Increase / (Decrease) in other current liabilities	126	14
		86	**53**
	Cash Generated from Operations (A)	**10,377**	**(14)**
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Acquisition of subsidiary	(1,054)	-
	Loans and advances made	(2,50,000)	-
	Net Cash flow used in Investing Activities (B)	**(2,51,054)**	**-**
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Repayment of long term Borrowings	(1,100)	-
	Contribution received during the year	116	124
	Issuance of Unit capital	2,52,150	-
	Distribution to unit holders	(10,306)	-
	Unit issuance costs	(24)	-
	Interest paid	(41)	(99)
	Net Cash flow generated from financing activities (C)	**2,40,795**	**25**
	Net increase in Cash and Cash Equivalents (A+B+C)	**118**	**11**
	Opening Balance of Cash and Cash Equivalents	**15**	**4**
	Closing Balance of Cash and Cash Equivalents (Refer Note 3)	**133**	**15**

Notes:

1 The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in IND AS - 7 "Statement of Cash Flows"

2 Non-cash investing activity -
Call Option written on shares of subsidiary Rs. 2,020 Mn for year ended March 31, 2021 (Previous year :Nil)

Significant Accounting Policies
"0" represents the amount below the denomination threshold.

See accompanying Notes to the Standalone Financial Statements 1 to 27
As per our report of even date.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Regn No: 117366W/W-100018

Varsha A. Fadte
Partner

CHARTERED ACCOUNTANTS Deloitte Haskins & Sells LLP

Date: June 07, 2021
Place: Chicalim, Goa

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Tower Infrastructure Trust)

Sridhar Rengan
Chairperson of the Board
DIN: 03139082

Date: June 07, 2021
Place: Chennai

Dhananjay Joshi
Member of Tower InvIT Committee
PAN: AASPJ9719K

Date: June 07, 2021
Place: Bangalore

TOWER INFRASTRUCTURE TRUST

Inder Mehta
Compliance Officer of the Trust
PAN: AAFPM5702N
Date: June 07, 2021
Place: Mumbai

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Tower Infrastructure Trust

Disclosures pursuant to SEBI Circulars

(SEBI Circular No.CIR/IMD/DF/114/2016 dated October 20, 2016 and No. CIR/IMD/DF/127/2016 dated November 29, 2016 issued under InvIT Regulations)

(A) Debt Payment History:

(Rs. in Million)

Loan from Others	As at March 31, 2021	As at March 31, 2020
Carrying amount of debt at the beginning of the year	1,100	1,100
Additional borrowing during the year	-	-
Repayments during the year	(1,100)	-
Other adjustments	-	-
Carrying amount of debt at the end of the year	**-**	**1,100**

(B) Statement of Net Assets at Fair Value (Rs. in Million)

	As at March 31, 2021	
	Book Value	**Fair Vaue***
A. Assets	2,55,778	4,40,055
B. Liabilities	2,355	1,75,769
C. Net Assets (A-B)	**2,53,423**	**2,64,286**
D. Number of units	**2,52,15,00,000**	**2,52,15,00,000**
C. NAV (C/D)	**100.50**	**104.81**

*Total Assets includes the Fair Value of the Enterprise Value attributable to the InvIT as at March 31, 2021. Assets are valued as per valuation report issued by independent valuer appointed under the InvIT Regulations and relied on by the Statutory Auditors. Total Liabilities includes the Fair Value of the call option with Reliance Industries Limited in respect of SDIPL shares. The liability is valued as per valuation report issued by an independent valuer and relied upon by the Statutory Auditors.

(C) Statement of Total Return at Fair Value (Rs. in Million)

	Year ended March 31, 2021
Total Comprehensive Income (As per Statement of Profit and Loss)	13,550
Add/(Less): Other changes in fair value (e.g. Property, Plant and Equipment)	-
Total Return	**13,550**

TOWER INFRASTRUCTURE TRUST

Tower Infrastructure Trust

Standalone Statement of Changes In Unitholders' equity for the year ended March 31, 2021

(Rs. in Million)

		Year ended March 31, 2021	Year ended March 31, 2020
(A)	**Unit Capital**		
	Balance at the beginning of the year	**-**	-
	Issuance during the year	2,52,150	-
	Balance at the end of the year	**2,52,150**	-
(B)	**Initial Contribution**		
	Balance at the beginning of the year	124	-
	Contribution during the year	116	124
	Balance at the end of the year	**240**	**124**

(C) Other Equity

	Retained Earnings	Total
As at March 31, 2020		
Balance at the beginning of the year	(1)	(1)
Total Comprehensive Loss for the year	(166)	(166)
Balance at the end of the year	**(167)**	**(167)**
As at March 31, 2021		
Balance at the beginning of the year	**(167)**	**(167)**
Total Comprehensive Income / (Loss) for the year	13,550	13,550
Return on Capital distribution#	(10,306)	(10,306)
Units issuance costs	(24)	(24)
Other Adjustments (Refer Note 18)	(2,020)	(2,020)
Balance at the end of the year	**1,033**	**1,033**

#Return on capital distribution during the year as per NDCF duly approved by investment manager. Refer Note 22.

Significant Accounting Policies

See accompanying Notes to the Standalone Financial Statements 1 to 27

"0" represents the amount below the denomination threshold.

As per our report of even date.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Regn No: 117366W/W-100018

Varsha A. Fadte
Partner

Date: June 07, 2021
Place: Chicalim, Goa

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Tower Infrastructure Trust)

Sridhar Rengan
Chairperson
of the Board
DIN: 03139082

Date: June 07, 2021
Place: Chennai

Dhananjay Joshi
Member of Tower InvIT
Committee
PAN: AASPJ9719K

Date: June 07, 2021
Place: Bangalore

Inder Mehta
Compliance Officer of the Trust
PAN: AAFPM5702N

Date: June 07, 2021
Place: Mumbai

Notes to Standalone Financial Statements for the year ended March 31, 2021

A CORPORATE INFORMATION

Tower Infrastructure Trust ("Tower InvIT/Trust") was set up by Reliance Industrial Investments and Holdings Limited ("Reliance Sponsor") on January 31, 2019, as a contributory irrevocable trust under the provisions of the Indian Trusts Act, 1882. The Trust was registered as an infrastructure investment trust under Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("InvIT Regulations") on March 19, 2019, having registration number IN/InvIT/18-19/0009. It has its Principal place of business at 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, Maharashtra, India

Sponsors of the Trust are BIF IV Jarvis India Pte. Ltd, a company registered in Singapore and Reliance Industrial Investments and Holdings Limited, a company incorporated in India.

The Trustee to the Trust is Axis Trustee Services Limited ("Trustee").

Till October, 12, 2020, Infinite India Investment Management Limited ("erstwhile Investment Manager") was the Investment Manager to the Trust. The address of the registered office of the erstwhile Investment Manager was 7th Floor, Cnergy, Appasaheb Marg, Prabhadevi Mumbai 400025.

With effect from October 13, 2020, Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) ("Investment Manager") has been appointed as the Investment Manager to the Trust. The address of the registered office of the Investment Manager is Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex, Mumbai-400051, Maharashtra, India.

The investment objectives of the Trust are to carry on the activities of an infrastructure investment trust, as permissible under the SEBI InvIT Regulations and to raise funds and making investments in accordance with the InvIT Regulations and the Trust Deed.

The units of Tower InvIT are listed on BSE Limited w.e.f. September 1, 2020.

The Trust has acquired entire equity share capital of Summit Digitel Infrastructure Private Limited [formerly known as Reliance Jio Infratel Private Limited] ("SDIPL/SPV") on August 31, 2020. SDIPL is engaged in the business of setting up and maintaining passive tower infrastructure and related assets, and providing passive tower infrastructure services ("Tower Infrastructure Business"). SDIPL is the Trust's first and only investment in complete and revenue generating infrastructure projects.

B ACCOUNTING POLICIES

B.1 BASIS OF ACCOUNTING AND PREPARATION OF IND AS FINANCIAL STATEMENTS

The Standalone Financial Statements of the Trust comprises of the Standalone Balance Sheet as at March 31, 2021; the Standalone Statement of Profit and Loss, the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Unitholders' Equity for the year ended March 31, 2021 and a summary of significant accounting policies and other explanatory information. Additionally, it includes the Statement of Net Assets at Fair Value as at March 31, 2021, the Statement of Total Returns at Fair Value and Statement of Net Distributable Cash Flows (NDCFs) for year then ended and other additional financial disclosures as required under the InvIT Regulations. The Standalone Financial Statements were authorized for issue in accordance with resolutions passed by the Board of Directors of the Investment Manager on behalf of the Trust on June 07, 2021. The Standalone Financial Statements have been prepared in accordance with the requirements of InvIT Regulations, as amended from time to time read with the SEBI circular number CIR/IMD/DF/127/2016 dated November 29, 2016 ("SEBI Circular"); Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 ('Ind AS'), to the extent not inconsistent with the InvIT Regulations (refer note 5 on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Statement of compliance to Ind AS:

The Standalone Financial Statements for the year ended March 31, 2021 have been prepared in accordance with Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), to the extent not inconsistent with the InvIT Regulations as more fully described above and Note 5 to the Standalone Financial Statements.

The Financial Statements have been prepared on the historical cost basis except for certain Financial Assets and Financial Liabilities (including derivative instruments) that are measured at fair values.

The financial statements are presented in Indian Rupees, which is also its functional currency and all values are rounded to the nearest Million (INR 000,000), except when otherwise indicated.

B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Current and Non-Current Classification:

The Trust presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification .

An asset is treated as Current when it is:

i Expected to be realised or intended to be sold or consumed in normal operating cycle;

ii Held primarily for trading;

iii Expected to be realised within twelve months after the reporting period, or

iv Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

It is expected to be settled in normal operating cycle;

i Held primarily for trading;

ii It is due to be settled within twelve months after the reporting period, or

iii There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Trust classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The Trust has considered 12 months as its normal operating cycle.

(b) Finance Cost

Borrowing Costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as a part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to Statement of Profit and Loss in the period in which they are incurred.

(c) Provisions

Provisions are recognised when the Trust has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(d) Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity, in which case, the tax is also recognised in other comprehensive income and equity.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred income tax assets on carry forward losses is recognised based on convincing evidence where it is reasonably certain that sufficient taxable profits will be available to utilise those losses. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted- by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period

(e) Cash and cash equivalents

Cash and cash equivalents includes cash at banks, cash on hand and short term deposits with an original maturity of 3 months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flow, cash and cash equivalents consist of cash and short term deposits.

(f) Revenue recognition

The Trust earns revenue primarily from Investments.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Trust and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

TOWER INFRASTRUCTURE TRUST

Dividends
Dividends are recognised when the Trust's right to receive the payment is established.

(g) Financial Instruments

i) Financial Assets

A. Initial recognition and measurement:
All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a) Financial assets carried at amortised cost (AC)
A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)
A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)
A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

ii) Financial liabilities

A. Initial recognition and measurement:
All financial liabilities are recognized initially at far value and in case of loans and borrowings and payables, net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

B. Subsequent measurement:
Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables including creditors for capital expenditure maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(h) Earnings Per Unit (EPU)
Basic earnings per unit is computed using the net profit for the period attributable to the unitholders' and weighted average number of units outstanding during the period.

Diluted earnings per unit is computed using the net profit for the period attributable to unitholder' and weighted average number of units and potential units outstanding during the period including unit options, convertible preference units and debentures, except where the result would be anti-dilutive. Potential units that are converted during the period are included in the calculation of diluted earnings per unit, from the beginning of the period or date of issuance of such potential units, to the date of conversion.

(i) Classification of Unitholders' fund
Under the provisions of the InvIT Regulations, Trust is required to distribute to Unitholders not less than ninety percent of the net distributable cash flows of Trust for each financial period. Accordingly, a portion of the unitholders' funds contains a contractual obligation of the Trust to pay to its Unitholders cash distributions. The Unitholders' funds could therefore have been classified as compound financial instrument which contain both equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/1 14/2016 dated October 20, 2016 and No. CIR/IMDDF/127/2016 dated November 29, 2016) issued under the InvIT Regulations, the unitholders' funds have been classified as equity in order to comply with the mandatory requirements of Section H of Annexure A to the SEBI Circular dated October 20, 2016 dealing with the minimum disclosures for key financial statements. In line with the above, the distribution payable to unitholders is recognised as liability when the same is approved by the Investment Manager.

(j) Investment in subsidiaries
Investment in Subsidiary are measured at cost as per Ind AS 27- Separate Financial Statements.
Investments in equity instruments of subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and carrying amounts are recognised in the Statement of Profit and Loss.

(k) Net distributable cash flows to unit holders
The Trust recognises a liability to make cash distributions to Unit Holders when the distribution is authorised and a legal obligation has been created. As per the InvIT Regulations, a distribution is authorised when it is approved by the Board of Directors of the Investment Manager. A corresponding amount is recognised directly in equity.

(I) Borrowing Costs

Borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Trust incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

C Critical accounting judgements and key sources of estimation uncertainty:

The preparation of the Trust's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(a) Determination of Fair Value

Some of the Trust's assets and liabilities are measured at fair value for financial reporting purposes. Management of the Trust determines the appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of an asset or a liability, the Trust uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Trust engages third party qualified valuers to perform the valuation. Management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

Standards issued but not effective:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2021.

TOWER INFRASTRUCTURE TRUST

Tower Infrastructure Trust
Notes to Standalone Financial Statements for the year ended March 31, 2021

(Rs. in Million)

		As at March 31, 2021	As at March 31, 2020
1	**Investment in Subsidiary Company**		
	Investments measured at Cost		
	In Equity Shares of Summit Digitel Infrastructure Private Limited ("Subsidiary")* (formerly known as Reliance Jio Infratel Private Limited) unquoted, fully paid-up (215,00,00,000 shares of Re. 1 each) (Previous year: 1,09,65,00,000 shares of Re. 1 each)	2,150	1,097
	Total	**2,150**	**1,097**

*The Trust holds 100% equity ownership in the Subsidiary as at March 31, 2021

	Additional Information		
	Aggregated value of Unquoted Investment	**2,150**	**1,097**
	Aggregated value of Quoted Investment	-	-
	Aggregate provision for increase/diminution in the value of Investments	-	-
2	**Loans and advances**		
	Loan to Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)	2,50,000	-
	Total	**2,50,000**	-

Rs. 2,50,000 Million of shareholder loan carrying interest rate of 9.5% repayable in 108 equal consecutive quarterly installments commencing on September 01, 2023. Under the terms of this loan, the rate of interest increases to 15% after certain operational thresholds are met. These thresholds were met in April, 2021 and, accordingly, the rate of interest has increased effective that date. The interest and principal is payable subject to availability of surplus cash in the subsidiary SDIPL.

3	**Cash and Cash Equivalents**		
	Balances with Banks in current accounts	133	15
	Total	**133**	**15**
4	**Other Current Assets**		
	Accrued interest on loan to Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)	3,495	-
	Total	**3,495**	-

Rs. 2,50,000 Million of shareholder loan carrying interest rate of 9.5% repayable in 108 equal consecutive quarterly installments commencing on September 01, 2023. Under the terms of this loan, the rate of interest increases to 15% after certain operational thresholds are met. These thresholds were met in April, 2021 and, accordingly, the rate of interest has increased effective that date. The interest and principal is payable subject to availability of surplus cash in the subsidiary SDIPL.

5	**Unit capital**		
	Issued, subscribed and fully paid up unit capital	2,52,150	-
	2,52,15,00,000 (March 31, 2020: Nil) units of ₹ 100 each	-	
	Total	**2,52,150**	**-**

Note:

Under the provisions of the InvIT Regulations, Trust is required to distribute to Unitholders not less than 90% of the net distributable cash flows of Trust for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Trust to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contains equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/114/2016 dated October 20, 2016 and No. CIR/IMD/DF/127/2016 dated November, 29, 2016) issued under the InvIT Regulations, the Unitholders' funds have been presented as "Equity" in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated October 20, 2016 dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of Investment Manager.

Rights and Restrictions to Units

5.1 The Trust has only one class of units. Each unit represents an undivided beneficial interest in the Trust . Each holder of unit is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in each financial year in accordance with the InvIT Regulations. The Investment Manager approves distributions. The distribution will be in proportion to the number of units held by the unitholders. The Trust declares and pays distributions in Indian rupees. The distributions can be in the form of return of capital, return on capital and Miscellaneous income.

A Unitholder has no equitable or proprietary interest in the Trust Assets and is not entitled to transfer Trust Assets (or any part thereof). A Unitholder's right is limited to the right to require due administration of Trust in accordance with the provision of the Trust Deed and the Investment Management Agreement.

The unitholder(s) shall not have any personal liability or obligation with respect to the Trust.

5.2 Information on unitholders holding more than 5% of unit capital

Name of the Unitholders	Relationship	As at March 31,2021		AS at March 31 2020	
		No of Unit held	Percentage	Name of Unit Hold	Percentage
BIF IV Jarvis India Pte. Ltd.	Sponsor	2,26,41,00,000	89.79	-	-
Anahera Investment Pte. Ltd.	Unitholder	17,90,00,000	7.10	-	-

5.3 Reconciliation of the units outstanding at the beginning and at the end of reporting period:

	As at March 31, 2021 (No. of units)	As at March 31, 2021 Amount (Rs.)	As at March 31, 2020* (No. of units)
Units at the beginning of the year	-	-	-
Issued during the year	2,52,15,00,000	2,52,15,00,00,000	-
Units at the end of the year	**2,52,15,00,000**	**2,52,15,00,00,000**	**-**

*No units were issued as at March 31, 2020

	As at March 31, 2021	As at March 31, 2020
6 Contribution		
Opening Balance	124	0
Changes in Contribution during the year	116	124
Total	**240**	**124**

	As at March 31, 2021	As at March 31, 2020
7 Other Equity		
Retained earning		
Opening Balance	(167)	(1)
Profit / (Loss) for the period / year	13,550	(166)
Return on Capital distribution	(10,306)	-
Units issuance costs	(24)	-
Other Adjustments (Refer Note Below)	(2,020)	-
Total	**1,033**	**(167)**

Note:

This amount represents Call Option written on Shares of Subsidiary. As per the Shareholder and Option Agreement (entered as a part of the acquisition by BIF IV Jarvis India Pte Ltd), Reliance Industries Limited ("RIL") shall be entitled (but not obligated) to require the Trust to sell to RIL (or the Reliance Nominee, if applicable), the Shares of Summit Digitel Private Limited at lower of Rs. 2,150 Million or fair market value of shares. The Valuation of the option is carried out by independent party as on March 31, 2021.

TOWER INFRASTRUCTURE TRUST

(Rs. in Million)

		As at March 31, 2021	As at March 31,2020
8	**Other financial liabilities**		
	Call Option written on Shares of Subsidiary (Refer Note 18)	2,215	-
		2,215	-
9	**Trade Payables due to**		
	Other than Micro and Small Enterprises (Refer Note 21)	-	40
	Total	-	**40**
10	**Other Financial Liabilities**		
	Current maturities of Borrowing	-	1,100
	Total	-	**1,100**
11	**Other Current Liabilities**		
	Statutory dues	127	15
	Accrued liabilities	10	-
	Other Payables	3	-
	Total	**140**	**15**

(Rs. in Million)

		Year ended March 31, 2021	Year ended March 31, 2020
12	**Revenue from Operations**		
	Interest on loan	13,860	-
	Total	**13,860**	-
13	**Finance Costs**		
	Interest	41	99
	Total	**41**	99
14	**Other Expenses**		
	Fair value of call option	195	-
	General Expenses	1	0
	Total	**196**	**0**

TOWER INFRASTRUCTURE TRUST

15 Earnings Per unit (EPU)

Rs. in Million except per share data

	Particulars	Year ended March 31, 2021	Year ended March 31, 2020
i)	Net Profit/(loss) as per statement of Profit & Loss attributable to unit (Rs. in Million)	13,550	(166)
ii)	Units used as denominator for calculating Basic (Nos.)	2,52,15,00,000	
	Reporting Period (In days)	365	
	Unit allotted (In days)	213	
iii)	Weighted average number of Potential units	-	-
iv)	Total Weighted Average number of units used as denominator for calculating	1,47,14,50,685	
v)	**Earnings per unit**		
	- For Basic (Rs.)	9.21	
	- For Diluted (Rs.)	9.21	

16 RELATED PARTY DISCLOSURES

As per InvIT Regulations and as per Ind AS 24, disclosure of transactions with related party are as given below:

I List of Related Parties as per the requirements of Ind AS 24 - "Related Party Disclosures"

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

i) Name of Related Party

Entities which exercise control on the Trust w.e.f. August 31, 2020

BIF IV Jarvis India Pte Ltd., Singapore	Immediate Holding Company
BIF IV India Holdings Pte Ltd	Intermediate Holding Company
Brookfield Asset Management Inc.	Ultimate Holding Company

Subsidiary (SPV)

Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)

II List of Additional Related Parties as per regulation 2(1)(zv) of the InvIT Regulations

A Parties to Tower Infrastructure Trust

BIF IV Jarvis India Pte Ltd., Singapore (w.e.f. August 31, 2020)	Holding Company/Co-Sponsor
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)	Investment Manager
Axis Trustee Services Limited	Trustee
Infinite India Investment Management Limited (upto w.e.f. October 12, 2020)	Erstwhile Investment Manager
Jio Infrastructure Management Services Limited	Project Manager
Reliance Industrial Investments and Holdings Limited	Co-Sponsor
Reliance Industries Limited	Promotor of Sponsor

B Director of the Parties specified in II(A) above

Directors of BIF IV Jarvis India Pte Ltd., Singapore w.e.f. August 31, 2020

Aanandjit Sunderaj
Liew Yee Foong
Taswinder Kaur Gill
Ho Yeh Hwa
Walter Zhang Shen

Directors of Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)

Sridhar Rengan
Chetan Rameshchandra Desai
Narendra Aneja
Rishi Tibriwal

Directors of Axis Trustee Services Limited

Rajesh Kumar Dahiya
Ganesh Sankaran
Sanjay Sinha (upto w.e.f. April 30, 2021)
Deepa Rath (w.e.f. April 30, 2021)

Directors of Infinite India Investment Managment Limited

Shailesh Shankarlal Vaidya
Vishal Nimesh Kampani
Rajendra Dwarkadas Hingwala
Dipti Neelakantan

Director of Jio Infrastructure Management Services Limited

Sudhakar Saraswatula
Nikhil Chakrapani Suryanarayana Kavipurapu
Hariharan Mahadevan

Director of Reliance Industrial Investments and Holdings Limited

Hital Rasiklal Meswani

TOWER INFRASTRUCTURE TRUST

Vinod Mansukhlal Ambani
Mahendra Nath Bajpai
Savithri Parekh
Dhiren Vrajlal Dalal
Balasubrmanian Chandrasekaran

III **List of Additional Related Parties as per regulation 19 of the InvIT Regulations**

Digital Fibre Infrastructure Trust (upto w.e.f. October 12, 2020)	Common Investment Manager / Common Sponsor
India Infrastructure Trust (w.e.f. October 13, 2020)	Common Investment Manager (Appointed w.e.f. October 13, 2020)

IV **Transactions during the year with related parties :**

(Rs. in Million)

Particulars	Relationship	For the period ended March 31 2021	For the period ended March 31 2020
Trustee Fee			
Axis Trustee Services Limited	Trustee	2	2
Investment Management Fees			
Infinite India Investment Management Limited	Erstwhile Investment Manager	13	24
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)	Investment Manager	13	-
Reimbursement of Expenses			
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited) (Appointed w.e.f. October 13, 2020)	Investment Manager	4	-
Infinite India Investment Management Limited	Erstwhile Investment Manager	5	-
Acquisition of shares of Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)			
Reliance Industries Limited	Promotor of Sponsor	1,054	-
Project Manager Fees			
Jio Infrastructure Management Services Limited	Project Manager	24	24
Issue of units capital to Sponsor			
BIF IV Jarvis India Pte Ltd.	Sponsor	2,26,410	-
Interest Income			
Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)	Subsidiary (SPV)	13,860	-
Distribution to Unitholders			
BIF IV Jarvis India Pte Ltd.	Sponsor	9,254	-
Contribution to Corpus			
Reliance Industrial Investments and Holdings Limited	Sponsor	116	124
Loans and Advances given			
Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)	Subsidiary (SPV)	2,50,000	-
Shareholder Option Agreement	Refer Note 7	2,020	-

TOWER INFRASTRUCTURE TRUST

Dhananjay Joshi

V **Balances as at end of the year:**

Particulars	Relationship	As at March 31 2021	As at March 31 2020
Professional Fees			
Axis Trustee Services Limited	Trustee	-	2
Infinite India Investment Management Limited	Erstwhile Investment Manager	-	24
Units Capital of Tower trust			
BIF IV Jarvis India Pte Ltd.	Sponsor	2,26,410	-
Contribution to Corpus			
Reliance Industrial Investments and Holdings Limited	Sponsor	240	124
Interest Receivable			
Interest Receivable on Loan to Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)	Subsidiary (SPV)	3,494	-
Loans and Advances given			
Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited)	Subsidiary (SPV)	2,50,000	-
Other Payables			
Brookfield India Infrastructure Manager Private Limited (formerly known as WIP (India) Private Limited)	Investment Manager	3	-

17 CONTINGENT LIABILITIES AND COMMITMENTS

As on March 31, 2021 - NIL (March 31, 2020: NIL)

18 FINANCIAL INSTRUMENTS

FAIR VALUE MEASUREMENT HIERARCHY:

Particulars	Carrying Amount as at March 31, 2021	Carrying Amount as at March 31, 2020	Level of input used in		
			Level 1	Level 2	Level 3
Financial Assets					
At Amortised Cost					
Cash and Bank balances	133	15	-	-	-
Loan and Advances	2,50,000	-	-	-	-
Financial Liabilities					
At Amortised Cost					
Trade Payable	-	40	-	-	-
Other Financial Liabilities	-	1,100	-	-	-
At FVTPL					
Call Option Written on Susidiaries	2,215	-	-	-	2,215

The financial instruments are categorized into three levels based on inputs used to arrive at fair value measurements as described below:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and
Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: Inputs which are significantly from unobservable market data.

Valuation methodology:

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

a) The Trust considers that the carrying amount recognised in the financial statements for financial assets and financial liabilities measured at amortised cost approximates their fair value.

b) The fair value of call option written on shares of subsidiary is measured using Black Scholes Formula. Key inputs used in the measurement are:
(i) Stock Price: It is estimated based on the stock price as of the date of the transaction August 31,2020 of INR 2,150 million, as increased for the interim period between August 31,2020 and March 31,2021 by the Cost of Equity as this would be expected return on the investment for the acquirer.
(ii) Exercise Price: Rs. 2,150 Million
(iii) Option Maturity: 30 years from August 31, 2020 i.e., August 31, 2050.
(iv) Risk free rate as on date of valuation - 6.77%.

(v) The fair value on the date of acquisition of Rs. 2,020 Million was recognised as a liability with a corresponding debit to equity as this is part of the acquisition transaction described in Corporate Information.

19 Liquidity Risk

Liquidity risk arises from the Trust's inability to meet its cash flow commitments on the due date. Trust's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. Treasury monitors rolling forecasts of the Trust's cash flow position and ensures that the Trust is able to meet its financial obligation at all times including contingencies.

The Trust's liquidity is managed centrally with operating units forecasting their cash and liquidity requirements. Treasury pools the cash surplus from across the different operating units and then arrange their to either fund the net deficit or invest the net surplus in the market.

TOWER INFRASTRUCTURE TRUST

Maturity profile of financial assets as on March 31, 2021

Particulars	3-12 months	1-5 years	More than 5 years	Total
Investments			2,150	2,150
Loans and advances	-	25,000	2,25,000	2,50,000
Total	-	25,000	2,27,150	2,52,150

Maturity profile of financial assets as on March 31, 2020

Particulars	3-12 months	1-5 years	More than 5 years	Total
Loans and advances	-	-	-	-
Investments	-	-	1,097	1,097
Total	-	-	1,097	1,097

Maturity profile of financial liabilities as on March 31, 2021

Particulars	3-12 months	1-5 years	More than 5 years	Total
Trade Payable	-	-	-	-
Other Financial Liabilities	-	-	2,215	2,215
Total	-	-	2,215	2,215

Maturity profile of financial liabilities as on March 31, 2020

Particulars	3-12 months	1-5 years	More than 5 years	Total
Trade Payable	40	-	-	40
Other Financial Liabilities	1,100	-	-	1,100
Total	**1,140**	**-**	**-**	**1,140**

Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Fund is exposed to credit risk from its investing activities including investments, trade receivables, loans, deposits with banks and other financial instruments. As at March 31, 2021, and As at March 31, 2020 the credit risk is considered low since substantial transactions of the Trust are with its subsidiary.

20 Segment Reporting

The Trust activities comprise of owning and investing in Infrastructure SPVs to generate cashflow for distribution to the beneficiaries. Based on guiding principles given in Ind AS 108 "Operating Segment" this activity falls within a single operating segment and accordingly the disclosures of Ind AS 108 have not separately been provided. The Trust has invested in the subsidiary which has all the business operations in India. Hence, there is only one geographic segment.

21 Details of dues to Micro and small Enterprises as per MSMED Act, 2006

There are no Micro and small Enterprises as defined in the Micro and small Enterprises Development Act 2006 to whom Trust owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro and small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the trust.

Tower Infrastructure Trust
Notes to standalone Financial Statements for the year ended March 31, 2021

22 Statement of Net Distributable Cash Flows (NDCFs)

(Rs. in Million)

Description	Year ended March 31, 2021	Year ended March 31, 2020
Cash flows received from SPV in the form of interest / accrued interest	10,365	-
Cash flows received from SPV in the form of dividend / buy-back of equity shares / capital reduction of equity shares	-	-
Any other income accruing at the Trust level and not captured above, including but not limited to interest /return on surplus cash invested by the Trust	-	-
Add: Cash flows/ Proceeds from the SPV towards the repayment of the debt issued to the SPV by the Trust	-	-
Total cash flow at the Trust level (A)	**10,365**	**-**
Less: issue expenses payable by Trust including as reimbursements towards expenses of Trust met by the Sponsors	(24)	-
Less: annual expenses of the Trust including audit fees, project manager fees, investment management fees, stock exchange fees, other statutory fees, depository fees, legal expenses, credit rating fees and valuer fees	(73)	(67)
Less: income tax (if applicable) at the standalone Trust level and payment of other statutory dues	-	-
Less: Repayment of external debt (including interest) / redeemable preference shares / debentures, etc., if deemed necessary by the Investment Manager	(1,141)	(99)
Less: net cash set aside to comply with DSRA requirement under loan agreements, if any	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following:	-	-
- related debts settled or due to be settled from sale proceeds;	-	-
- directly attributable transaction costs;	-	-
- proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently	-	-
Less: Amount invested in any of the Portfolio Assets for service of debt or interest	(2,50,000)	-
Less: Capital expenditure if any (including acquisition of other infrastructure assets / SPVs)	(1,054)	-
Add: Proceeds from fresh issuance of units	2,52,266	-
Less: Reserve for debentures / loans / capex expenditure in the intervening period till next proposed distribution if deemed necessary by the Investment Manager invested in permitted investments	-	-
Total cash outflows/retention at the Trust level (B)	**(26)**	**(166)**
Net Distributable Cash Flows (C) = (A+B)	**10,339**	**(166)**

(Rs. in Million)

Description	Year ended March 31, 2021	Year ended March 31, 2020
Net Distributable Cash Flows as per above	10,339	(166)
Cash and Cash Equivalents on April 01, 2020 and April 01, 2019	15	4
Total Net Distributable Cash Flows	**10,354**	**(162)**

The Net Distributable Cash Flows ("NDCF") as above is for the year ended March 31, 2021. An amount of Rs.10,306 Million has been distributed to unit holders as follows.

Return on Capital	Miscellaneous Income	Total
10,306	-	10,306

23 Taxes

In accordance with section 10 (23FC) of the Income Tax Act, the income of business trust in the form of interest received or receivable from project SPV is exempt from Tax. Accordingly, the Trust is not required to provide any current tax liability. However, for the income earned by the Trust, it will be required to provide for current tax liability.

(Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Profit/Loss before Tax	13,550	(166)
Tax At Indian tax rate		
Tax effects of amounts which are not deductible/(taxable) in calculating taxable income	5,791	-
Interest received since considered as pass through	(5,924)	-
Expenses Disallowed since related interest income is exempt	133	-
Income Tax expenses	**(0)**	**-**

TOWER INFRASTRUCTURE TRUST

24 PAYMENT TO AUDITORS (Rs. in Million)

Particulars	March 31, 2021	March 31, 2020
Audit Fees	5	15
Tax audit Fee	-	-
For Other Services	13	-
Total	**18**	15

25 CAPITAL MANAGEMENT

The Trust adheres to a disciplined Capital Management framework which is underpinned by the followings guiding Principles:

i) Ensure Financial flexibility and diversify sources of financing and their maturities to minimize liquidity risk while meeting investment requirements.
ii) Leverage optimally in order to maximize unit holder return while maintaining strength and flexibility of the Balance Sheet.

As at March 31, 2021 the gearing ratio is as follows: (Rs. in Million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Borrowings	-	-
Trade Payables	-	40
Other financial liabilities	2,215	1,100
Cash and Marketable Securities	(133)	(15)
Net Debt (A)	2,082	1,125
Total Equity (As per Balance Sheet) (B)	2,53,423	(43)
Net Gearing (A/B)	0.01	-

Note: Net debt to equity ratio is not calculated as the total equity value is negative.

26 The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. Summit Digitel Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited) ("SPV of the Trust/SDIPL") is the only investment of trust from where trust is generating its revenue. SDIPL is engaged in the business of providing tower infrastructure and related operations in India. SDIPL has executed a long term Master Services Agreement (MSA) with Reliance Jio Infocomm Limited (RJIL) (one of the largest telecommunication service provider in India) as its customer, which results into committed revenues and cash flows for SDIPL, on a long term basis. Moreover, the COVID-19 pandemic has not had a material adverse impact on the operations of the telecommunication industry to which SDIPL currently caters to. Also, SDIPL has completed substantial portion of its planned capital expenditure and for the balance as well as for the operations and maintenance of the tower sites, SDIPL has in place long-term arrangements experienced contractors/service providers. Further, SDIPL has sanctioned unutilised borrowing limits which are available to SDIPL to meet its liquidity requirements. In view of all of the above, SDIPL does not expect any significant challenges on going concern, including emanating out of COVID-19, particularly in the next 12 months.

27 APPROVAL OF FINANCIAL STATEMENTS
The financial statements have been approved by the Tower InvIT Committee and the Board of Directors of the Investment Manager to the Trust at their respective meetings held on June 03, 2021 and June 07, 2021

For and on the behalf of the Board of Director of
Brookfield India Infrastructure Manager Private Limited
(acting in the capacity of Investment Manager of Tower Infrastructure Trust)

Sridhar Rengan	**Dhananjay Joshi**
Chairperson of the Board	Member of Tower InvIT Committee
DIN: 03139082	PAN: AASPJ9719K
Date: June 07, 2021	Date: June 07, 2021
Place: Chennai	Place: Bangalore

Inder Mehta
Compliance Officer of the Trust
PAN: AAFPM5702N
Date: June 07, 2021
Place: Mumbai

TOWER INFRASTRUCTURE TRUST

Deloitte
Haskins & Sells LLP

Chartered Accountants
Indiabulls Finance Centre
Tower 3, 27th -32nd Floor
Senapati Bapat Marg
Elphinstone Road (West)
Mumbai – 400 013
Maharashtra, India

Tele: + 91 22 6185 4000
Fax: +91 22 6185 4001

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Infinite India Investment Management Limited (the "Investment Manager") in its capacity as an Investment Manager of Tower Infrastructure Trust (the "Trust")

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Tower Infrastructure Trust (the "Trust") and its subsidiary (collectively, the "Trust Group"), which comprise the consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required in the manner so required by the Securities and Exchange Board of India Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder (together referred to as the "InvT Regulations) and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Trust Group as at March 31, 2020, and its consolidated loss, consolidated total comprehensive loss, its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs) and other pronouncements issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Trust Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the InvT Regulations, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Board of Directors of the Investment Manager is responsible for the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Trust Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the entities included in the Trust Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the InvT Regulations for safeguarding the assets of the Trust Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Board of Directors of the Investment Manager, as aforesaid.

In preparing the Consolidated Ind AS Financial Statements, management is responsible for assessing the Trust Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Trust Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the Investment Manager are also responsible for overseeing the Trust Group's financial reporting process.

Auditor's Responsibility for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs and other pronouncements issued by ICAI, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Trust Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures, and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Trust Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated Ind AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the InvIT Regulations, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) The Consolidated Ind AS Balance Sheet, consolidated Statement of Profit and Loss (including Other Comprehensive Loss), consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements;

c) In our opinion, the Consolidated Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended; and

d) In our opinion and to the best of our information and according to the explanations given to us, the Consolidated Ind AS Financial Statements give the disclosures, in accordance with the InvIT Regulations, in respect of the net assets at fair value as at March 31, 2020 and the total returns at fair value for the year then ended.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Reg. No. 117366W/W-100018)

Varsha A. Fadte
Partner
(Membership No. 103999)
UDIN: 20103999AAAAEF6225

Chicalim, Goa, September 29, 2020

Tower Infrastructure Trust

CONSOLIDATED

IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Tower Infrastructure Trust

Consolidated Ind AS Balance Sheet as at March 31, 2020

(Rs.in Million)

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	1	3,87,383	2,48,208
Capital work-in-progress	1	-	80,152
Financial assets			
Other financial assets	2	3,072	2,726
Other non-current assets	3	3,236	2,615
Total Non-Current Assets		3,93,691	3,33,701
CURRENT ASSETS			
Financial Assets			
Investments	4	-	145
Trade receivables	5	153	310
Cash and cash equivalents	6	461	6
Other Bank balances	7	3	-
Other financial assets	8	24,099	15,000
Other current assets	9	22,553	18,954
Total Current Assets		47,269	34,415
Total Assets		4,40,960	3,68,116
EQUITY AND LIABILITIES			
EQUITY			
Initial contribution (Previous period Rs. 10,000)	10	124	-
Other equity	11	(10,402)	483
Total Equity		(10,278)	483
Non-controlling interest		(9,212)	1,037
LIABILITIES			
Non - Current Liabilities			
Financial liabilities			
Borrowings	12	2,28,194	1,89,460
Provisions	13	10,854	7,414
Total Non-Current Liabilities		2,39,048	1,96,874
Current Liabilities			
Financial liabilities			
Borrowings	14	30,050	29,650
Trade payables due to	15		
Micro and small Enterprises		-	-
Other than micro and small enterprises		3,097	3,111
Other financial liabilities	16	72,242	12,163
Creditors for capital expenditure		1,14,610	1,24,771
Other current liabilities	17	1,403	27
Total Current Liabilities		2,21,402	1,69,722
Total Liabilities		4,60,450	3,66,596
Total Equity and Liabilities		4,40,960	3,68,116

See accompanying Notes to the Consolidated Ind AS Financial Statements

As per our Report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

Varsha A. Fadte
Partner

Chicalim, Goa, September 29, 2020

For and on behalf of the Board of Investment Manager

Dipti Neelakantan
DIN: 00505452

Rajendra Dwarkadas Hingwala
DIN: 00160602

Mumbai, September 29, 2020

Tower Infrastructure Trust

Consolidated Ind AS Statement of Profit and Loss for the year ended March 31, 2020

(Rs. in Million)

Particulars	Notes	Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
INCOME			
Revenue from Operations	18	**33,404**	-
Other Income	19	**125**	5
Total Income		**33,529**	5
EXPENSES			
Network Operating Expenses	20	**4,515**	-
Employee Benefits Expense	21	**1**	-
Finance Costs	22	**32,039**	-
Depreciation and Amortisation Expense	1	**17,784**	-
Other Expenses	23	**324**	39
Total Expenses		**54,663**	39
Loss before Tax		**(21,134)**	(34)
Tax expenses			-
i Current tax		-	-
ii Deferred tax		-	-
Loss for the year/ period		**(21,134)**	**(34)**
Total Comprehensive Income for the year / period		**(21,134)**	(34)
Attributable to owners of the Trust		**(10,885)**	(17)
Attributable to Non Controlling Interest		**(10,249)**	(17)

Note: "0" represents the amounts below the denomination threshold.

See accompanying Notes to the Consolidated Ind AS Financial Statements

As per our Report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

Varsha A. Fadte
Partner

For and on behalf of the Board of Investment Manager

Dipti Neelakantan
DIN: 00505452

Rajendra Dwarkadas Hingwala
DIN: 00160602

Chicalim, Goa, September 29, 2020

Mumbai, September 29, 2020

Tower Infrastructure Trust

Consolidated Ind AS Statement of Changes In Equity for the year ended March 31, 2020

(Rs.in Million)

(A) Initial Contribution

	Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
Balance at the beginning of the year /period (Previous period Rs.10,000)	-	-
Contribution during the year / period (from January 31, 2019 to March 31, 2019 - Rs. 10,000)	124	-
Balance at the end of the year / period	124	-

(B) Non Controlling Interest

	Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
Opening balance as at begining of the year / period	1,037	-
1,05,00,000 Equity shares of Re. 1 each fully paid up in Reliance Jio Infratel Private Limited	-	1,054
Loss for the year / period	(10,249)	(17)
Balance at the end of the year / period	(9,212)	1,037

(C) Other Equity

(Rs.in Million)

Particulars	Preference Shares	Retained Earnings	Total
April 1, 2019 to March 31,2020			
Balance at the beginning of the reporting year i.e. April 1, 2019	500	(17)	483
Total Comprehensive Loss for the year	-	(10,885)	(10,885)
Balance at the end of the year	500	(10,902)	(10,402)

Particulars	Preference Shares	Retained Earnings	Total
January 31, 2019 to March 31, 2019			
Balance at the beginning of the reporting period i.e. January 31, 2019	-	-	-
Total Comprehensive Income for the period		(17)	(17)
Preference shares issued	500	-	500
Balance at the end of the reporting period i.e March 31, 2019	500	(17)	483

See accompanying Notes to the Consolidated Ind AS Financial Statements

As per our Report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

Varsha A. Fadte
Partner

Chicalim, Goa, September 29, 2020

For and on behalf of the Board of Investment Manager

Dipti Neelakantan
DIN: 00505452

Rajendra Dwarkadas Hingwala
DIN: 00160602

Mumbai, September 29, 2020

Tower Infrastructure Trust

Consolidated Ind AS Cash Flow Statement for the year ended March 31, 2020

(Rs. in Million)

		Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	(Loss) as per Statement of Profit and Loss	**(21,134)**	(34)
	Adjusted for:		
	Depreciation and Amortisation Expense	**17,784**	-
	Gain on Investments (Net)	**(119)**	-
	Finance costs	**32,039**	-
	Operating Profit/(Loss) before working capital changes	**28,570**	(34)
	Adjusted for :		
	Trade and Other Receivables	**(11,182)**	-
	Trade and Other Payables	**13,377**	34
		2,195	34
	Cash generated from operations	**30,765**	-
	Taxes paid	**(701)**	-
	Net Cash generated from operating activities (A)	**30,064**	-
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Acquisition of subsidiary	-	(1,097)
	Purchase of Property, Plant and Equipment	**(84,640)**	-
	Purchase of investments	**(1,66,930)**	-
	Sale of investments	**1,67,194**	-
	Fixed Deposits with Banks	**(6)**	-
	Net cash flow (used in) investing activities (B)	**(84,382)**	(1,097)
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from Borrowings - Non current	**50,000**	1,100
	Repayment of Borrowings - Non current	**(10,000)**	-
	Proceeds from Borrowings - Current	**38,312**	-
	Repayment of Borrowings - Current	**(37,912)**	-
	Inter Corporate Deposit taken	**35,940**	-
	Finance Costs Paid	**(21,691)**	-
	Contribution received during the year / period	**124**	-
	Net cash flow generated from financing activities (C)	**54,773**	1,100
	Net Increase in Cash and Cash Equivalents (A+B+C)	**455**	3
	Opening Balance of Cash and Cash Equivalents	**6**	-
	Add: acquired on business combination	-	3
	Closing Balance of Cash and Cash Equivalents (Refer Note 6)	**461**	6

Tower Infrastructure Trust

Consolidated Ind AS Cash Flow Statement for the year ended March 31, 2020

(Rs. in Million)

Changes in liabilities arising from financing activities

	As at April 1, 2019	Cash Flow	Non Cash Unamortised prepaid finance charges	As at March 31, 2020
Borrowings (Refer Note - 12)	1,99,460	40,000	167	2,39,294
Borrowings - Current (Refer Note - 14)	29,650	400	-	30,050
Total	**2,29,110**	**40,400**	**167**	**2,69,344**

	As at January 31, 2019	Cash Flow	Non Cash Transfer on account of slump sale	As at March 31, 2019
Borrowings (Refer Note - 12)	-	1,100	1,98,360	1,99,460
Borrowings - Current (Refer Note - 14)	-	-	29,650	29,650
Total	**-**	**1,100**	**2,28,010**	**2,29,110**

See accompanying Notes to the Consolidated Ind AS Financial Statements

As per our Report of even date

For Deloitte Haskins & Sells LLP Chartered Accountants	**For and on behalf of the Board of Investment Manager**

Varsha A. Fadte Partner	Dipti Neelakantan DIN: 00505452	Rajendra Dwarkadas Hingwala DIN: 00160602

Chicalim, Goa, September 29, 2020	Mumbai, September 29, 2020

A CORPORATE INFORMATION

The Consolidated Ind AS Financial Statements comprise financial statements of "Tower Infrastructure Trust" ("the Parent" / "the Trust") and its subsidiary (collectively referred to as "the Trust Group") for the year ended March 31, 2020. Tower Infrastructure Trust a contributory irrevocable infrastructure investment trust has been registered under the provision of Trust Act under the Registration Act, 1908. The Trust is also Registered with SEBI as an Infrastructure Investment Trust (InvIT) under the SEBI (Infrastructure Investment Trusts) Regulations, 2014 as amended. The Trust was formed on January 31, 2019 and accordingly, the consolidated Ind AS financial statements have been prepared from such date. The objective of the Trust is to carry on the activity of Investment in Infrastructure Projects i.e. business of providing Tower Infrastructure and related operations and maintenance services in India. The registered office address is 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai-400021

B ACCOUNTING POLICIES

B.1 BASIS OF ACCOUNTING AND PREPARATION OF IND AS FINANCIAL STATEMENTS

The financial statements have been prepared on the historical cost basis except for certain Financial Assets and Financial Liabilities (including derivative instruments) that are measured at fair values.

The financial statements of the Trust have been prepared in accordance with the Indian Accounting Standards ('Ind AS'), notified under the Companies (Indian Accounting Standard) Rules, 2015 and other accounting principles generally accepted in India and to meet the requirements of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 read together with circulars and guidelines issued thereunder ("InvIT regulations"), to the extent applicable.

The Company has applied Indian Accounting Standard (Ind AS) 116 Leases, to its leases using prospective approach, effective annual reporting period beginning 1st April 2019 and applied the standard to its leases from this date.

The financial statements are presented in Indian Rupees, which is also its functional currency and all values are rounded to the nearest Million (INR 000,000), except when otherwise indicated.

B2 BASIS OF CONSOLIDATION

The consolidated Ind AS financial statements incorporate the financial statements of the Trust and entities controlled by the Trust. Control is achieved when the Trust Group:
- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affects its returns.

Consolidation of a subsidiary begins when the Trust Group obtains control over the subsidiary and ceases when the Trust Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the period are included in the consolidated Statement of Profit and Loss from the date the Trust Group gains control until the date when the Trust Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Trust Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Trust Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Trust Group's accounting policies.

All intra Trust Group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Trust Group are eliminated in full on consolidation.

Changes in the Trust Group's ownership interests in existing subsidiaries that do not result in the Trust Group losing the control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Trust Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Trust Group.

When the Trust Group loses control of a subsidiary, a gain or loss is recognised in Statement of Profit and Loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Trust Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified /permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or joint venture.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost established at the date of acquisition of the business less accumulated impairment loss if any. For the purpose of impairment testing, goodwill is allocated to each of the Trust Group's cash generating units (CGU) that is expected to benefit from the synergies of the combination. A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the CGU may be impaired, if the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the units pro-rata based on the carrying amount of each asset in the unit, any impairment loss or goodwill is not reversed in subsequent period. On disposal of relevant CGU the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

B3 BUSINESS COMBINATIONS

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Trust Group, liabilities incurred by the Trust Group to the former owners of the acquiree and the equity interests issued by the Trust Group in exchange of control of the acquiree. Acquisition related costs are generally recognised in Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that deferred tax assets or liabilities related to employee benefits arrangements are recognised and measured in accordance with Ind AS 12 Income taxes and Ind AS 19 Employee benefits respectively.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

When a business combination is achieved in stages, the Trust Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

B.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Current and Non-Current Classification:

The Trust Group presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification as under:

An asset is treated as Current when it is:
- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for trading;
- Expected to be realised within twelve months after the reporting period, or

Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle;
- Held primarily for trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Trust Group classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.
The Trust Group has considered 12 months as its normal operating cycle.

(b) Property, Plant and Equipment:

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes purchase price, borrowing costs and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured Depreciation on Plant and Equipment and Building is provided using straight-line method based on estimated useful life of 20 years. The estimated useful life is different from the useful life as prescribed under Schedule II to the Companies Act, 2013 and in the opinion of the Trust Group this represents the best estimate thereof on the basis of technical evaluation, actual usage period and operations and maintenance arrangement with a vendor. Leasehold land and leasehold improvements are amortised over the period of lease or useful life whichever is less.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

(c) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a Lessee

The lease asset classes of the Trust Group primarily consist of leases for land and buildings. The Trust Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Trust Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Trust Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Trust Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Trust Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For short-term and low value leases, the Trust Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The Trust Group agreements with the landowners for taking land on lease for construction of Towers thereon, read with the stipulations of the Master Service Agreements with its customers have been concluded to be short term lease.

Right of use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost of disposal and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Trust Group changes its assessment if whether it will exercise an extension or a termination option.

(d) Finance costs

Finance costs comprises interest expenses and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are charged to Statement of Profit and Loss in the period in which they are incurred.

(e) Provisions

Provisions are recognised when the Trust Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Asset Retirement Obligation:

Asset Retirement Obligation (ARO) is provided for where the Trust Group has an obligation to restore the rented premises at the end of the period in a condition similar to inception of the arrangement.

The obligation arising on account of such costs are provided at present value of future restoration and dismantling costs and are recognised as part of the cost of underlying assets. Any change in the present value of the expenditure, other than unwinding of discount on the provision, is reflected as adjustment to the provision and the corresponding asset. The change in the provision due to the unwinding of discount is recognized in the Statement of Profit and Loss.

(f) Impairment of Financial Assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss'(ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected Credit Losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full life time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For Trade Receivables the Group applies' simplified approach which requires expected life time losses to be recognized from initial recognition of the receivables.

For other as sets, the Group uses12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

(g) Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income and equity.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Ind AS financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred income tax assets on carry forward losses is recognised based on convincing evidence where it is reasonably certain that sufficient taxable profits will be available to utilise those losses. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(h) Cash and cash equivalents

Cash and cash equivalents includes cash at banks, cash on hand and short term deposits with an original maturity of 3 months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flow, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts, if any as they are considered an integral part of the Trust Group's cash management

(i) Impairment of Non-Financial Assets - Property, Plant and Equipment

The Trust Group assesses at each reporting date as to whether there is any indication that any item of Property, Plant and Equipment or Trust Group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Trust Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(j) Foreign Currencies

Transactions and Translations

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings and that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income (OCI) or profit or loss are also recognised in OCI or Statement of profit or loss, respectively).

In case of an asset, expense or income where a non-monetary advance is paid/received, the date of transaction is the date on which the advance was initially recognized. If there were multiple payments or receipts in advance, dates of transactions are determined for each payment or receipt of advance consideration.

(k) Revenue recognition

The Trust Group earns revenue i.e. infrastructure provisioning fees (IP Fees) primarily from providing passive infrastructure and related services. Revenue is recognized when the Trust Group satisfies the performance obligation by transferring the promised services to the customers. IP Fees are recognized as and when services are rendered on a monthly basis as per the contractual terms prescribed under Master Services Agreement entered with customer. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Trust Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenues from fixed price contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, are recognised to the extent the Trust Group has rendered the services, as per the contractual arrangements. Revenue is measured at the fair value of the consideration received or receivable in exchange for transferring the promised services, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Deferred revenue represents revenues recognized after the last invoice raised to customer to the period end. These are billed in subsequent periods based on the prices specified in the master service agreement with the customers, whereas invoicing in excess of revenues are classified as unearned revenues.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Trust Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividends

Revenue is recognised when the Trust Group's right to receive the payment is established.

(l) Financial Instruments

i) Financial assets

A. Initial recognition and measurement:

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a) Financial assets carried at amortised cost (AC)

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

ii) Financial liabilities

A. Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

B. Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables including creditors for capital expenditure maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

iii) Derivative Financial Instruments and Hedge Accounting

The Trust Group uses various derivative financial instruments such as forwards to mitigate the risk of changes in interest rates and exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as Financial Assets when the fair value is positive and as Financial Liabilities when the fair value is negative.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

Fair Value Hedge

The Trust Group designates derivative contracts or non derivative Financial Assets / Liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates and foreign exchange rates.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

(m) Cash Flow Statement

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Trust Group are segregated.

(n) Contingent Liabilities

Contingent liabilities are disclosed in notes to accounts when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Trust Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

C Critical accounting judgements and key sources of estimation uncertainty:

The preparation of the Trust Group's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accounting disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(a) Depreciation and useful lives of Property, Plant and Equipment

Plant and Equipment are depreciated over their estimated useful life which is based on technical evaluation, actual usage period and operations and maintenance arrangement with a vendor, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets periodically in order to determine the amount of depreciation to be recorded during any reporting period.

(b) Asset Retirement Obligation

Asset Retirement Obligation created for the cost to dismantle equipment and restore sites at the rented premises upon vacation thereof, which is estimated based on actual quotes, which are reasonable and appropriate under these circumstances.

(c) Revenue from operations

The Trust Group constructs towers on parcels of land taken on lease to provide Tower Infrastructure and related operations and maintenance services to multiple parties inter-alia engaged in rendering telecommunication services. Accordingly the Trust Group's business is predominantly of rendering of services and not providing a right of use of part or whole of the asset to its customers.

(d) Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

(e) Impairment of Non-Financial Assets

The Trust Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Trust Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a Trust Groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

(f) Recognition of Deferred Tax Assets and Liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit.The Group uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

Tower Infrastructure Trust

Notes forming part of Consolidated Ind AS Financial Statements as at March 31, 2020

(Rs. in Million)

NOTE 1. Property, Plant and Equipment and Capital work-in-progress

Description	Gross Block				Depreciation and Amortisation				Net Block	
	As at 01-Apr-19	Additions	Deduction	As at 31-Mar-20	As at 01-Apr-19	For the period	Deduction	As at 31-Mar-20	As at 31-Mar-20	As at 31-Mar-19
Tangible Assets :										
Own Assets :										
Land	96	-	-	96	-	-	-	-	96	96
Building	110	-	-	110	-	5	-	5	105	110
Leasehold Improvements	17	-	-	17	-	1	-	1	16	17
Plant and Equipments	2,47,862	1,56,959	-	4,04,821	-	17,772	-	17,772	3,87,049	2,47,862
Total (A)	**2,48,085**	**1,56,959**	**-**	**4,05,044**	**-**	**17,778**	**-**	**17,778**	**3,87,266**	**2,48,085**
Right-of-Use Assets (B)										
Land	123	-	-	123	-	6	-	6	117	123
Total (B)	**123**	**-**	**-**	**123**	**-**	**6**	**-**	**6**	**117**	**123**
Total (A+B)=C	**2,48,208**	**1,56,959**	**-**	**4,05,167**	**-**	**17,784**	**-**	**17,784**	**3,87,383**	**2,48,208**
Previous Year Figures		2,48,208		2,48,208	-	-	-	-	2,48,208	-
Capital Work-in-Progress	-	-	-	-	-	-	-	-	-	**80,152**

Note:

1.1 Gross block of property, plant and equipment (PPE) as at April 1, 2019 and addition to PPE during the current period include Rs.80,152 million (held as Capital work in progress as at March 31, 2019) acquired consequent to the composite scheme of arrangement (Refer Note-32). The title deeds/lease deeds of the immovable properties are in process of being transferred in the name of the subsidiary company

1.2 For assets pledged as security - Refer note 12 (i)

(Rs. in Million)

2	Other Financial Assets - Non Current (Unsecured and Considered Good)	As at March 31, 2020	As at March 31, 2019
	Security deposits	3,069	2,726
	Fixed Deposit with Banks	3	-
	Total	3,072	2,726

2.1 Fixed Deposits with Bank Rs.3 million (Previous year Rs.Nil) have been pledged against bank guarantee issued to Government authorities.

(Rs. in Million)

3	Other Non-Current Assets (Unsecured and Considered Good)	As at March 31, 2020	As at March 31, 2019
	Capital advances	-	80
	Advance income tax and TDS *	701	-
	Others - Amount paid under protest	2,535	2,535
	Total	3,236	2,615

***Advance Income Tax:**

At start of the year	-	-
Change for the period - Current Tax	-	-
Tax Deducted at Source during the year	701	-
At end of year	701	-

Component of Deferred tax asset / (liabilities)

Deferred tax asset / (liabilities) in relation to:

Property, Plant and Equipment	(10,282)	-
Carried Forward Losses	10,282	-
Total	-	-

3.1 Reconciliation of the income tax expenses to the accounting profit:

(Rs. In Million)

	Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
Loss before tax	(21,134)	(34)
Applicable tax rate	25.17%	34.94%
Computed tax expense	(5,319)	(12)
Tax effect of:		
Unused tax losses for which no Deferred Tax Asset has been recognised*	(5,319)	(12)
Effective tax rate	25.17%	34.94%

*As at March 31, 2020 Rs.5,319 million (Previous period Rs. 12 million) with no expiry period.

As per section 115BAA introduced by the Taxation Laws (Amendment) Act, 2019, the Trust Group has adopted new income tax rates, consequently unrecognized carry forward of deferred tax asset balance has been accordingly adjusted.

(Rs. In Million)

4	Current Investments	As at March 31, 2020	As at March 31, 2019
	Investments measured at Fair Value Through Profit & Loss (FVTPL)		
	Aditya Birla Sun Life Liquid Fund - Growth - Direct Plan, 483,280.007 Units (Face value of Rs. 100 each)	-	145
	Total	-	145

Tower Infrastructure Trust

Notes forming part of Consolidated Ind AS Financial Statements as at March 31, 2020

(Rs. In Million)

		As at March 31, 2020	As at March 31, 2019
5	**Trade Receivables** (Unsecured and considered good)		
	Trade receivables	**153**	310
	Total	**153**	310

(Rs. in Million)

		As at March 31, 2020	As at March 31, 2019
6	**Cash and Cash Equivalents**		
	Balances with banks in current account	**461**	6
	Total	**461**	6

(Rs. in Million)

		As at March 31, 2020	As at March 31, 2019
7	**Other Bank balances**		
	Fixed Deposits with Banks	**3**	-
	Total	**3**	-

Fixed Deposits with Banks of Rs.3 Million have been pledged with government authorities.

(Rs. in Million)

		As at March 31, 2020	As at March 31, 2019
8	**Other Financial Assets - Current**		
	Deposits	**16,000**	15,000
	Other receivables *	**8,099**	-
	Total	**24,099**	15,000

*Include contractually reimbursable / receivable amount, etc.

(Rs. in Million)

		As at March 31, 2020	As at March 31, 2019
9	**Other Current Assets** (Unsecured and considered good)		
	Balance with GST authorities*	**19,624**	17,327
	Advance to vendors	**2,929**	1,627
	Total	**22,553**	18,954

*Include Input tax credit pending for availment of Rs. 8,907 million (Previous period Nil)

Notes forming part of Consolidated Ind AS Financial Statements as at March 31, 2020

		(Rs. in Million)
10 Initial Contribution	**As at March 31, 2020**	As at March 31, 2019
By Settlor (previous period Rs.10,000)	**124**	-
Total	**124**	-

		(Rs. in Million)
11 Other Equity	**As at March 31, 2020**	**As at March 31, 2019**
Intruments classified as equity		
10% Cumulative Optionally Convertible Preference Share of Rs. 10 each, fully paid up	**500**	500
Retained earnings		
As per last Balance Sheet	**(17)**	-
Loss for the year / preiod	**(10,885)**	(17)
Balance at end of the year / period	**(10,902)**	(17)
TOTAL	**(10,402)**	483

11.1 Terms / rights attached to Preference Shares:

50,000,000 10% Cumulative, Participating and Optionally Convertible Preference Shares are convertible into 10 (Ten) Equity Shares of Re.1 each for every 1 (One) Preference Share of Rs. 10 each at any time at the option of the Company but in any case not later than March 31, 2039 and in the event the shares are not converted, these will be redeemed at any time at the option of the Company at Rs. 10 each but not in any case later than March 31, 2039. The Preference Shares shall be entitled to the Surplus Assets either on winding up or liquidation or otherwise.

(Rs. in Million)

12	Borrowings At amortised cost	As at March 31, 2020 Non-Current	 Current	As at March 31, 2019 Non-Current	 Current
(I)	**Term Loan**				
(a)	Secured				
	(i) From banks	**53,168**	**3,333**	6,667	3,333
(b)	Unsecured				
	(i) From banks	**56,666**	**6,667**	63,333	6,667
	(ii) From others	**-**	**1,100**	1,100	
(II)	**Non Convertible Debentures**	**1,18,360**	**-**	1,18,360	-
	Total	**2,28,194**	**11,100**	**1,89,460**	**10,000**

(i) Secured loans from Banks consist of:

Rs.6,667 million of loan, carrying interest rate of 8.75% p.a. repayable in 12 quarterly installments starting from June 2019, transferred from Reliance Jio Infocomm Limited, pursuant to Composite Scheme of Arrangement approved by NCLT with effect from March 31, 2019. As detailed in Note-32 to the financial statements, the subsidiary Company is in the process of transferring the assets and liabilities in its name. The registration of charges in respect of the said loan, in the name of the Subsidiary Company has been carried out on March 30, 2020. Consequently, the said loan is secured by a floating charge by way of hypothecation of movable property and book debts of the subsidiary Company.

Loan of Rs. 30,000 million (including Rs. 35 million as prepaid finance charges) carrying interest rate of 8.65% p.a. repayable after 2 years, secured by First Pari Passu Charge by way of hypothecation on all moveable fixed assets and current assets (present and future) of the subsidiary company excluding Cash and Investments from non-operating activities. Further, Reliance Industries Limited ("RIL") as provided an undertaking for the loan.

Loan of Rs.20,000 Million carrying interest rate of 8.75% p.a. repayable over a period of 12 years including moratorium of 2 years, 2.5% repayable quarterly from December 2021, secured by First Pari Pasu Charge by way of hypothecation on all fixed assets and current assets (present and future) of the Subsidiary Company. Further Reliance Industries Limited (RIL) has provided an undertaking for the loan.

The above balances of Secured Loans include Rs.166 million as prepaid Finance charges.

(ii) Unsecured loans from banks consist of:

Loan of Rs. 13,333 million (Previous period 20,000 million) carrying interest rate of 8.75% repayable in 3 equated yearly installments.

Loan of Rs. 50,000 million (Previous period Rs. 50,000 million) carrying interest rate of 8.50% repayable in 5 years with an option to pay after 2 years.

(iii) Payment obligation under unsecured loan referred to in (ii) above to the extent of Rs.50,000 Million is guaranteed by Reliance Industries Limited.

(iv) Non-Convertible Debentures consist of:

118,360 9.00% Non-Convertible Redeemable Debentures – Series II (NCD – Series II) of face value of Rs. 1,000,000 each, aggregating to Rs. 118,360 million redeemable at par on or before March 31, 2029.

(v) In absence of profit as per Section 71(4) of Companies Act, 2013, the Subsidiary Company has not created the Debenture Redemption Reserve for cumulative amount of Rs.11,836 Million. The Subsidiary Company shall create the Debenture Redemption Reserve out of Profits, if any in the future years.

(vi) Unsecured loans from others consist of:

Loan of Rs.1,100 million (Previous period Rs. 1,100 million) carrying interest rate of 9% repayable in 2 years.

(Rs.in Million)

13	Provisions - Non Current	As at March 31, 2020	As at March 31, 2019
	Asset Retirement Obligation (Refer note- 24)	**10,854**	7,414
	Total	**10,854**	7,414

Notes forming part of Consolidated Ind AS Financial Statements as at March 31, 2020

(Rs.in Million)

14 Borrowings - Current	As at March 31, 2020	As at March 31, 2019
Unsecured - At amortised Cost		
(a) Non Convertible Debentures	-	29,650
(b) Term loans : from others	30,050	-
Total	30,050	29,650

(i) Previous Year 29,650, 7.00% Non-Convertible Debentures – Series I (NCD – Series I) of face value of Rs. 10,00,000 each, aggregating to Rs. 2,965 Crore redeemable at par,repaid on 4th April, 2019.

(ii) Loan of Rs. 5,050 Million from Reliance Industries Limited and Rs. 25,000 Million from Jamnagar Utilities and Power Private Limited carrying interest rate of 9.25%.

(iii) Maximum amount outstanding at any time during the year in respect of monies raised by the Subsidiary Company on Commercial Papers was Rs. 7,912 Million (Previous year Rs. Nil)

(Rs.in Million)

15 Trade Payables	As at March 31, 2020	As at March 31, 2019
Total outstanding dues of Micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than Micro enterprises and small enterprises	3,097	3,111
Total	3,097	3,111

14.1 There are no overdue amounts to Micro, Small and Medium Enterprises as at March 31, 2020 and as at March 31, 2019 (except to the extent of amounts not due for pending compliance with contract terms) for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

(Rs.in Million)

16 Other Current Financial Liabilities	As at March 31, 2020	As at March 31, 2019
Secured:		
Current maturities of long term debt	3,333	3,333
Unsecured:		
Current maturities of long term debt	7,767	6,667
Interest accrued but not due	11,908	191
Security deposit	13,250	-
Others*	35,984	1,972
Total	72,242	12,163

*Includes derivative liability at fair value and deposit payable on demand.

(Rs.in Million)

17 Other Current Liabilities	As at March 31, 2020	As at March 31, 2019
Statutory dues	1,403	27
Total	1,403	27

		Year ended March 31, 2020	(Rs. in Million) Period from January 31, 2019 to March 31, 2019
18	**Revenue from Operations**		
	Sale of Services	**33,404**	-
	Total	**33,404**	-

		Year ended March 31, 2020	(Rs. in Million) Period from January 31, 2019 to March 31, 2019
19	**Other Income**		
	Interest on Income tax refund	**6**	5
	Gain on investments (Net)	**119**	0
	Total	**125**	5

		Year ended March 31, 2020	(Rs. in Million) Period from January 31, 2019 to March 31, 2019
20	**Network Operating Expenses**		
	Power and Fuel (Net of Recovery Rs. 28,628 Million (Previous year Nil))	-	-
	Rent (Net of Recovery Rs. 12,735 Million (Previous year Nil))	-	-
	Repairs and maintenance	**4,492**	-
	Other Network Cost (Net of Recovery Rs. 1,476 Million (Previous year Nil))	**23**	-
		4,515	-

		Year ended March 31, 2020	(Rs. in Million) Period from January 31, 2019 to March 31, 2019
21	**Employee Benefits Expense**		
	Salaries and Wages	**1**	-
	Contribution to Provident Fund and Other Funds	**0**	-
	Staff Welfare Expenses	**0**	-
	Total	**1**	-

Tower Infrastructure Trust

Notes forming part of Consolidated Ind AS Financial Statements as at March 31, 2020

(Rs. in Million)

		Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
22	**Finance Costs**		
	Interest expenses	30,805	-
	Exchange loss (attributable to finance costs)	1,073	-
	Others	161	-
	Total	32,039	-

(Rs. in Million)

		Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
23	**Other Expenses**		
	Rates and taxes	-	32
	Professional fees	92	5
	Payment to auditors	23	1
	General expenses	209	1
	Total	324	39

24 Assets Retirement Obligation (ARO)

Asset Retirement Obligations created for the cost to dismantle equipment and restore sites at the rented premises upon vacation thereof. The provision represents the Trust Group's best estimate of the amount that may be required to settle the obligation.

(Rs.in Million)

	Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
Movement in ARO		
At beginning of the year	7,414	-
Provided during the year / period	3,440	7,414
At end of the year	10,854	7,414

25 RELATED PARTY DISCLOSURES

As per Ind AS 24 & SEBI InvIT Regulations, the disclosures of transactions with the related parties

(i) List of related parties, with whom transactions have taken place and relationships, as per the SEBI InvIT regulations:

Sr No	Name of the Related Party	Relationship
1	Axis Trustee Service Limited	Trustee
2	Infinite India Investment Manager Limited	Investment Manager
3	Reliance Industrial Investments and Holding Limited	Sponsor and Promoter of Project Manager
4	Reliance Industries Limited	Promoter of Sponsor
5	Reliance Jio Infocomm Limited	Investing Party ((Till 6th May 2019)
6	Jio Infrastructure Management Services Limited	Project Manager
7	Axis Bank Limited	Promoter of Trustee

(ii) Transactions during the period / year with related parties (Rs.in Million)

Particulars	Year ended March 31, 2020	Period from January 31, 2019 to March 31, 2019
Professional Fees		
Axis Trustee Service Limited	2	-
Infinite India Investment Manager Limited	24	-
Jio Infrastructure Management Services Limited	24	
Reliance Industries Limited		
Loans taken	5,400	-
Loans repaid	(350)	-
Interest on Non Convertible Debentures (Unsecured)	1,145	-
Interest on Inter Corporate Deposit	403	-
Other Borrowing Cost	125	-
Repayment of Non Convertible Debentures	29,650	-
Issuance of Non Convertible Debentures	-	1,18,360
Reliance Jio Infocomm Limited		
Sale of Services	29,650	-
Recovery of Power & Fuel	2,502	-
Recovery of Rent	319	-
Reliance Industrial Investments and Holdings Limited		
Contribution (Previous period Rs.10,000)	124	-

Tower Infrastructure Trust

Notes forming part of Consolidated Ind AS Financial Statements as at March 31, 2020

(iii) Closing Balance:

(Rs in Million)

Particulars	As at March 31, 2020	As at March 31, 2019
Axis Trustee Service Limited	2	-
Infinite India Investment Manager Limited	24	-
Reliance Industries Limited		
Equity Share subscribed	1,056	1,056
10% Cumulative Optionally Convertible Preference Shares	500	500
Borrowings - Non Convertible Debentures (unsecured)	1,18,360	29,650
Borrowings - Term Loan (Current)	5,050	-
Borrowings - Non Convertible Debentures (Unsecured)	5,050	-
Borrowings - Term Loan (Current)	9,587	-
Reliance Industrial Investments and Holdings Limited		
Contribution (Previous period Rs.10,000)	124	-

26 CONTINGENT LIABILITIES AND COMMITMENTS

(i) Contingent Liabilities

Municipal Taxes

The Trust Group based on its assessment of the applicability and tenability of certain municipal levies, which is an industry wide phenomenon, does not consider the impact of such levies to be material.

Further, in the event these levies are confirmed by the respective authorities, the Trust Group would recover these amounts from its customers in accordance with the terms of Master Service Agreement.

(Rs in Million)

	As at March 31, 2020	As at March 31, 2019
(ii) Commitments		
Estimated amount of contracts remaining to be executed on other commitments not provided for	**11,475**	-

27 Arrears of fixed cumulative dividend on Optionally Convertible Preference Shares classified as 'Other Equity' aggregating Rs. 50 Million.

28 Capital Management

The Group adheres to a disciplined Capital Management framework, the pillars of which are as follows:

a) Maintain diversity of sources of financing and spreading the maturity across tenure buckets in order to minimize liquidity risk.

b) Maintain AAA rating by ensuring that the financial strength of the Balance Sheet is preserved.

c) Manage financial market risks arising from foreign exchange and interest rates, and minimise the impact of market volatility on earnings.

(d) Gearing Ratio

The net gearing ratio at the end of the reporting year was as follows: (Rs in Million)

	As at March 31 2020	As at March 31, 2019
Gross Debt	**2,69,344**	2,29,110
Cash and bank balance (including liquid investment)	**464**	6
Net debt (A)	**2,68,880**	2,29,104
Total Equity (B)	**(10,278)**	483
Net debt to equity ratio (A/B)	**#**	475

Net debt to equity ratio is not calculated for current period as the total equity value is negative.

29 FINANCIAL INSTRUMENTS

A. FAIR VALUE MEASUREMENT HIERARCHY:

(Rs in Million)

Particulars	As at March 31, 2020			As at March 31, 2019		
	Carrying Amount	Level of input used in		Carrying Amount	Level of input used in	
		Level 1	Level 2		Level 1	Level 2
Financial Assets						
At Amortized Cost						
Trade Receivables	153	-	-	310	-	-
Cash and Bank Balances	461	-	-	6	-	-
Other Bank balances	3					
Other Financial Assets	26,472	-	-	17,726	-	-
At FVTPL						
Investments	-	-	-	145		145
Other Receivable	699	-	699	-	-	-
Financial Liabilities						
At Amortized Cost						
Borrowings	2,69,344	-	-	2,29,110	-	-
Trade Payables	3,097	-	-	3,111	-	-
Other Financial Liabilities	61,142	-	-	1,023	-	-
Creditors for capital expenditure	1,14,610	-	-	1,24,771		
At FVTPL						
Other Financial Liabilities	-	-	-	1,140	-	1,140

The financial instruments are categorized into two levels based on inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and
Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Valuation methodology:
All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

a) The fair value of Forward Foreign Exchange contracts is determined using observable forward exchange rates at the balance sheet date.

b) The Trust Group considers that the carrying amount recognised in the financial statements for financial assets and financial liabilities measured at amortised cost approximates their fair value

B. Financial Risk Management

The different types of risks the Trust Group is exposed to include market risk, credit risk and liquidity risk. The Trust Group takes measures to judiciously mitigate the above mentioned risks.

i) Market Risk

a) Foreign Currency Risk

Foreign currency risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.
The Trust Group uses derivative financial instruments such as forward contracts to minimise any adverse effect on its financial performance. All such activities are undertaken within an approved Risk Management Policy framework.

The following table shows foreign currency exposures in USD on financial instruments at the end of the reporting year.

(Rs. In Million)

Particulars	Foreign Currency Exposure	
	As at March 31, 2020	As at March 31, 2019
Other Financial Liabilities	23,620	27,301
Derivatives		
Forward	23,599	23,464
Net Exposure	21	3,837

Note: Pursuant to the Scheme of Arrangement referred to in Note 30, tower business undertaking of Reliance Jio Infocom Limited (RJIL) was transferred to the subsidiary w.e.f. March 31, 2019. Consequently, part of the exposures covered by the derivative contracts entered into by RJIL prior to March 31, 2019, have been transferred to the subsidiary. The Company has entered into a mutual agreement with RJIL for reimbursing derivative losses/ gains relating to the exposures.

Sensitivity analysis of 1% change in exchange rate at the end of reporting period

Particulars	Foreign Currency Senstivity	
	As at March 31, 2020	As at March 31, 2019
1% Depreciation in INR	(0)	(38.38)
Impact on Equity		-
Impact on P&L	(0)	(38.38)
1% Appreciation in INR	0	38.38
Impact on Equity		-
Impact on P&L	0	38.38

Note: "0" represents the amount below the denomination threshold.

b) Interest Rate Risk

The Trust Group consolidated exposure to the risk of changes in market interest rate relates to the floating rate debt obligations.

The exposure of the Trust Group's borrowings at the end of the year are as follows:

(Rs. In Million)

	Interest Rate Exposure	
Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings		
Non-Current - Floating (Includes Current Maturities)*	**1,20,000**	80,000
Non-Current - Fixed (Includes Current Maturities)*	**1,19,460**	1,19,460
Current - Fixed	**30,050**	29,650
Total	**2,69,510**	2,29,110

*Includes Current year period Rs.166 million towards Prepaid Finance Charges.

Fair value sensitivity analysis for fixed-rate borrowings:

The Trust Group does not account for any fixed-rate borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Sensitivity analysis of 1% (floating rate borrowings) change in Interest rate:

Particulars	Interest Rate Sensitivity			
	As at March 31, 2020		As at March 31, 2019	
	Up Move	Down Move	Up Move	Down Move
Total Impact	(1,200)	1,200	(800)	800
Impact on Equity				
Impact on P&L	(1,200)	1,200	(800)	800

ii) Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due causing financial loss to the Trust. Credit risk arises from Trust activities in investments and outstanding receivables from customers.

The Group has a prudent and conservative process for managing its credit risk arising in the course of its business activities. Credit risk is actively managed through advance payments.

iii) Liquidity Risk

Liquidity risk arises from the Group inability to meet its cash flow commitments on the due date. The Group accesses global and local financial markets to meet its liquidity requirements. It uses a range of products and a mix of currencies to ensure efficient funding from across well-diversified markets and investor pools. Treasury monitors rolling forecasts of the Group cash flow position and ensures that the Group is able to meet its financial obligation at all times including contingencies.

(Rs. In Million)

Maturity Profile of Loans as at March 31, 2020

Particulars	0 to 1 year	1-3 Years	3-5 Years	Above 5 years	Total
Trade Payables (Refer Note 15)	3,097	-	-	-	3,097
Creditors for Capital Expenses	1,14,610	-	-	-	1,14,610
Other Current Financial Liabilities (Refer Note 16)	61,142	-	-	-	61,142
Borrowings* (Refer Note 12, 14 and 16)	41,150	43,000	54,000	1,31,360	2,69,510
Total	**2,19,999**	**43,000**	**54,000**	**1,31,360**	**4,48,359**
Derivatives	-	-	-	-	-
Total	-	-	-	-	-

* Includes Rs.166 Million as prepaid finance charges.

Maturity Profile of Loans as at March 31, 2019

Particulars	0 to 1 year	1-3 Years	3-5 Years	Above 5 years	Total
Trade Payables (Refer Note 15)	3,111	-	-	-	3,111
Creditors for Capital Expenses	1,24,771	-	-	-	1,24,771
Other Current Financial Liabilities (Refer Note 16)	1,023	-	-	-	1,023
Borrowings (Refer Note 12, 14 and 16)	39,650	21,100	50,000	1,18,360	2,29,110
Total	**1,68,555**	**21,100**	**50,000**	**1,18,360**	**3,58,015**
Derivative Liabilities					
Forwards	1,140	-	-	-	1,140
Total	**1,140**	-	-	-	**1,140**

Note: Pursuant to the Scheme of Arrangement referred to in Note 33, tower business undertaking of Reliance Jio Infocomm Limited (RJIL) was transferred to the Subsidiary Company w.e.f. March 31, 2019. Consequently, part of the exposures covered by the derivative contracts entered into by RJIL prior to March 31, 2019, have been transferred to the Subsidiary Company. The Subsidiary Company has entered into a mutual agreement with RJIL for reimbursing derivative losses/gains relating to the exposures.

30 SEGMENT REPORTING

The Trust Group is engaged in setting up, operating and managing of Tower Infrastructure. All activities of the Trust Group revolve around this main business. Accordingly the Trust Group has single segment as per the requirements of Ind AS 108 -Operating Segment

31 PAYMENT TO AUDITORS

(Rs. in Million)

		Current Year	Previous Year
i	Audit Fees	**20**	1
ii	Tax audit Fee (Rs. 10,000)	**1**	-
iii	For Other Services	**2**	-
	Total	23	1

32 Composite scheme of arrangement

The Board of Directors of the Reliance Jio Infratel Limited at their meeting held on January 2, 2019 approved a composite scheme of arrangement (herein after referred to as "the Scheme") between Reliance Jio Infocomm Limited (RJIL) and Jio Digital Fibre Private Limited (JDFPL) and Reliance Jio Infratel Private Limited (RJIPL) and their respective shareholders and creditors, inter-alia for:

Purchase of the Tower Infrastructure undertaking (Transferred undertaking) of RJIL for a lump sum consideration, with effect from the Appointed date March 30, 2019.

The Scheme has been approved by Ahmedabad bench of Hon'ble National Company Law Tribunal (NCLT) vide its order dated March 20, 2019 and the certified copy of the order approving the scheme has been filed with the Registrar of Companies on March 31, 2019. The scheme has appointed date of March 31, 2019

The effect of the Scheme has been given in the standalone financial statements of the Subsidiary Company for the year ended March 31, 2019.

<u>Pursuant to the scheme</u>

(i) All assets and liabilities of the transferred undertaking of RJIL, stand transferred to and vested with RJIPL, at their fair value, on a going concern basis with effect from March 31, 2019

(ii) As prescribed in the Scheme, the Subsidiary Company has accounted for the identified assets and liabilities acquired using the acquisition method at the acquisition date fair values in compliance with Accounting Standard 103 – Business Combinations, as follows:

Assets	(Rs. in Million)
PPE and CWIP*	3,28,360
Other Non-Current Assets	5,342
Current Assets	34,260
Total Assets (A)	**3,67,962**
Liabilities	
Non - Current Liabilities	2,25,430
Current Liabilities	1,40,030
Total Liabilities (B)	**3,65,460**
Excess of Assets over Liabilities (A-B)	2,502

* PPE - Plant and Equipment and CWIP is based on the valuation report of an independent valuer.

(iii) RJIPL has discharged the lump sum consideration to RJIL by issuance of :
(a) 200,00,00,000 class A equity shares of Re 1 each fully paid up.
(b) 5,00,00,000, 10% Cumulative Optionally Convertible Preference Share of Rs. 10 each, fully paid up.
(iv) Consequent to the Scheme, the Subsidiary Company is in the process of transferring the assets and liabilities in its name.

33 Disclosures as required by SEBI Circular No.CIR/IMD/DF/114/2016 dated October 20, 2016
The Trust consists of only one project.

(A) Project wise operating cash flows

		(Rs. In Million)
	As at	
CASH FLOW FROM OPERATING ACTIVITIES	**March 31 2020**	**March 31, 2019**
Net Loss Before Tax as per Statement of Profit and Loss	(20,968)	(34)
Adjusted for:		
Depreciation and Amortisation Expense	17,784	-
Net Gain on sale of investments	(119)	-
Finance Costs	31,940	-
Operating profit before working capital changes	**28,637**	**(34)**
Trade and Other Receivables	(11,184)	-
Trade and Other Payables	13,324	34
Cash Generated from Operations	**30,777**	-
Tax Paid	(701)	-
Net Cash generated from operating activities	**30,076**	-

(B) Debt Payment History

		(Rs. In Million)
	As at	
(i) Term Loan from Banks	**March 31 2020**	**March 31, 2019**
Carrying amount of debt at the beginning of the year / period	80,000	-
Additional borrowing during the year / period	50,000	80,000
Repayments during the year / period	(10,000)	-
Other adjustments*	(166)	-
Carrying amount of debt at the end of the year / period	**1,19,834**	**80,000**

*Unamortised Prepaid Finance Charges

(ii) Non Convertible Debenture (NCD)		
Carrying amount of NCD at the beginning of the year / period	1,48,010	-
NCD issued during the year / period	-	1,48,010
Repayments during the year / period	(29,650)	-
Carrying amount of NCD at the end of the year / period	**1,18,360**	**1,48,010**
(iii) Loan from Others		
Carrying amount of debt at the beginning of the year / period	1,100	-
Additional borrowing during the year / period	30,050	1,100
Repayments during the year / period	-	-
Carrying amount of debt at the end of the year / period	**31,150**	**1,100**
(iv) Total ((i) to (iii))		
Carrying amount of debt at the beginning of the year / period	2,29,110	-
Additional borrowing during the year / period	80,050	2,29,110
Repayments during the year / period	(39,650)	-
Other adjustments*	(166)	-
Carrying amount of debt at the end of the year / period	**2,69,344**	**2,29,110**

* Unamortised Prepaid Finance Charges

(C) Statement of Net Assets at Fair Value

(Rs. In Million)

	As At March 31 2020	
Particulars	**Book Value**	**Fair Value***
A. Assets	4,40,960	4,36,570
B. Liabilities	4,60,450	4,60,450
C. Net Assets (A-B)	(19,490)	(23,880)

* Fair value has been determined based on the fair valuation report of independent valuer appointed under the InvT Regulations.

(D) Statement of Total Return at Fair Value

(Rs. In Million)

Particulars		**As At March 31, 2020**
Total comprehensive Income (As per Statement of Profit and Loss)		(21,134)
Add / (Less): Other Changes in Fair Value not recognized in Total Comprehensive Income	-	-
Total Return	-	(21,134)

32 List of Subsidiary

Name of the subsidiary	Place of Incorporation	Principal activities	% holding as on 31 March, 2020	% holding as on 31 March, 2019
Reliance Jio Infratel Private Limited	India	Providing Tower Infrastructure and related operations and maintenance services.	51%	51%

33 The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. Subsequent to the Balance Sheet date, on March 24, 2020, the Government of India ordered a nationwide lockdown for 21 days, which further was extended upto June 30, 2020, to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities.

The Trust Group is engaged in the business of providing tower infrastructure and related operations in India and is in its first year of business operations. The Trust Group has executed a long term Master Services Agreement (MSA) with Reliance Jio Infocomm Limited (RJIL) (the largest telecommunication service provider in India) as its customer, which results into committed revenues and cash flows for the Trust Group, on a long term basis. Moreover, the COVID-19 pandemic has not had a material adverse impact on the operations of the telecommunication industry to which the Trust Group currently caters to. Also, the Trust Group has completed substantial portion of its planned capital expenditure and for the balance as well as for the operations and maintenance of the tower sites, the Trust Group has in place long-term arrangements with reputed and experienced contractors/service providers. Further, part of its sanctioned borrowings are available to the Trust Group for utilization on need basis and the Trust Group also accesses global and local financial markets to meet its liquidity requirements.

In view of all of the above, the Trust Group does not expect any significant challenges, including emanating out of COVID-19, particularly in the next 12 months

34 **APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were approved for issue by the Board of Directors of Investment Manager on September 29, 2020.

For and on behalf of the Board of Investment Manager

Dipti Neelakantan	Rajendra Dwarkadas Hingwala
DIN: 00505452	DIN: 00160602

Mumbai, September 29, 2020

Deloitte
Haskins & Sells LLP

Chartered Accountants
Indiabulls Finance Centre
Tower 3, 27th -32nd Floor
Senapati Bapat Marg
Elphinstone Road (West)
Mumbai – 400 013
Maharashtra, India

Tele: + 91 22 6185 4000
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INDEPENDENT AUDITOR'S REPORT

Tower Infrastructure Trust (the "Trust")
acting through Axis Trustee Services Limited, as the trustee (the "Trustee")
Axis House, 2nd Floor, Wadia International Centre, Panbhurang Budhkar Marg, Worli, Mumbai 400025

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Tower Infrastructure Trust ("the Trust"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Securities and Exchange Board of India Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder (together referred to as the "InvT Regulations) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Trust as at March 31, 2020, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year then ended.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing and other pronouncements issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Trust in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Management's Responsibility for the Standalone Financial Statements

The Management of Infinite India Investment Management Limited ("Investment Manager") is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Trust in accordance with the Ind AS and other accounting principles generally accepted in India and the InvT Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

The Investment Manager is also responsible for overseeing the Trust's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements

represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the InvIT Regulations, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) The Standalone Balance Sheet, Standalone Statement of Profit and Loss (including Other Comprehensive Loss), Standalone Cash Flow Statement and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account of the Trust;

c) In our opinion, the Standalone Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended; and

d) In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Statements give the disclosures, in accordance with the InvIT Regulations, in respect of the net assets at fair value as at March 31, 2020, the total returns at fair value for the year ended March 31, 2020 and the net distributable cash flows for the year then ended.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Reg. No. 117366W/W-100018)

Varsha A. Fadte
Partner
(Membership No. 103999)
UDIN: 20103999AAAAEE6248

Place: Chicalim, Goa,

Date: September 29, 2020

Tower Infrastructure Trust

STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Tower Infrastructure Trust

Standalone Balance Sheet as at March 31, 2020

(Amount In Rs.)

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS			
Non Current Assets			
Financial Assets:			
Investments	1	10965,00,000	10965,00,000
Total Non Current Assets		**10965,00,000**	**10965,00,000**
Current Assets			
Financial Assets			
Cash and Cash Equivalents	2	154,50,600	35,10,000
Total Current Assets		**154,50,600**	**35,10,000**
Total Assets		**11119,50,600**	**11000,10,000**
EQUITY AND LIABILITIES			
EQUITY			
Initial Contribution	3	1240,10,000	10,000
Reserves and Surplus	4	(1671,93,400)	(13,56,164)
Total Equity		**(431,83,400)**	**(13,46,164)**
LIABILITIES			
Non - Current Liabilities			
Financial Liabilities			
Borrowings	5	-	11000,00,000
Total Non-Current Liabilities		**-**	**11000,00,000**
Current Liabilities			
Financial liabilities			
Trade Payables			
total outstanding dues of Micro enterprises and Small Enterprises		-	-
total outstanding dues of creditors other than Micro enterpises and Small Enterprises		395,64,000	-
Other Financial Liabilities	6	11000,00,000	12,20,548
Other Current Liabilities	7	155,70,000	1,35,616
Total Current Liabilities		**11551,34,000**	**13,56,164**
Total Liabilities		11551,34,000	11013,56,164
Total Equity and Liabilities		**11119,50,600**	**11000,10,000**

See accompanying Notes to the Financial Statements

As per our Report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

Varsha A. Fadte
Partner

Chicalim, Goa, September 29, 2020

For and on behalf of the Board of Investment Manager

Dipti Neelakantan
DIN: 00505452

Rajendra Dwarkadas Hingwala
DIN: 00160602

Mumbai, September 16, 2020

Tower Infrastructure Trust

Standalone Statement of Profit and Loss for the year ended March 31, 2020

(Amount in Rs.)

	Notes	Year ended March 31, 2020	Period from Januaury 31, 2020 to March 31, 2020
INCOME			
Revenue from Operations		-	-
Other Income		-	-
Total Income		-	-
EXPENSES			
Finance Costs	8	990,00,000	13,56,164
Other Expenses	9	668,37,236	-
Total Expenses		**1658,37,236**	**13,56,164**
(Loss) before tax		**(1658,37,236)**	**(13,56,164)**
Tax expenses		-	-
(Loss) for the year / period		**(1658,37,236)**	**(13,56,164)**
Other Comprehensive Income		-	-
Total Comprehensive (Loss) for the year / period		**(1658,37,236)**	**(13,56,164)**

See accompanying Notes to the Financial Statements

As per our Report of even date

For Deloitte Haskins & Sells LLP Chartered Accountants	**For and on behalf of the Board of Investment Manager**	
Varsha A. Fadte Partner	Dipti Neelakantan DIN: 00505452	Rajendra Dwarkadas Hingwala DIN: 00160602
Chicalim, Goa, September 29, 2020	Mumbai, September 16, 2020	

Tower Infrastructure Trust

Standalone Statement of Changes In Equity for the year ended March 31, 2020

(Amount In Rs.)

	Year ended March 31, 2020	Period from Januaury 31, 2020 to March 31, 2020
(A) Initial Contribution		
Balance at the beginning of the year / period	10,000	-
Changes in Contribution during the year / period	1240,00,000	10,000
Balance at the end of the year / period	**1240,10,000**	10,000

(B) Reserves and Surplus

	Retained Earnings	Total
January 31, 2019 to March 31, 2019		
Balance at the beginning of the reporting period	-	-
Total Comprehensive (Loss) for the period	(13,56,164)	(13,56,164)
Balance at the end of the period	**(13,56,164)**	**(13,56,164)**
April 1, 2019 to March 31,2020		
Balance at the beginning of the year	(13,56,164)	(13,56,164)
Total Comprehensive (Loss) for the year	(1658,37,236)	(1658,37,236)
Balance at the end of the year	**(1671,93,400)**	**(1671,93,400)**

As per our Report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

Varsha A. Fadte
Partner

Chicalim, Goa, September 29, 2020

For and on behalf of the Board of Investment Manager

Dipti Neelakantan
DIN: 00505452

Rajendra Dwarkadas Hingwala
DIN: 00160602

Mumbai, September 16, 2020

Tower Infrastructure Trust

Standalone Cash Flow Statement for the year ended March 31, 2020

(Amount in Rs)

		Year ended March 31, 2020	Period from Januaury 31, 2020 to March 31, 2020
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Net (Loss) before tax as per Statement of Profit and Loss	**(1658,37,236)**	**(13,56,164)**
	Adjusted for		
	Finance costs	990,00,000	13,56,164
	Operating (Loss) before Working Capital Changes	**(668,37,236)**	-
	Increase in Trade Payables	395,64,000	-
	Increase in other current liabilities	142,13,836	-
	Net Cash flow (used in) Operating Activities (A)	**(130,59,400)**	-
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Purchase of Investments	-	(10965,00,000)
	Net Cash flow (used in) Investing Activities (B)	-	**(10965,00,000)**
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Borrowings (Net)	-	11000,00,000
	Initial Contributions	1240,00,000	10,000
	Interest paid	(990,00,000)	
	Net Cash flow generated from Financing Activities (C)	**250,00,000**	**11000,10,000**
	Net increase in Cash and Cash Equivalents (A+B+C)	**119,40,600**	35,10,000
	Opening Balance of Cash and Cash Equivalents	**35,10,000**	-
	Closing Balance of Cash and Cash Equivalents - Refer note 2	**154,50,600**	**35,10,000**

As per our Report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Investment Manager

Varsha A. Fadte
Partner

Dipti Neelakantan
DIN: 00505452

Rajendra Dwarkadas Hingwala
DIN: 00160602

Chicalim, Goa, September 29, 2020

Mumbai, September 16, 2020

TOWER INFRASTRUCTURE TRUST

Notes to standalone Financial Statements for the year ended March 31, 2020

A INTRODUCTION

Tower Infrastructure Trust a contributory irrevocable infrastructure investment trust has been registered under the provision of Trust Act under the Registration Act, 1908. The Trust is also Registered with SEBI as an Infrastructure Investment Trust (InvIT) under the SEBI (Infrastructure Investment Trusts) Regulations, 2014 as amended. The Trust was formed on January 31, 2019 and accordingly the comparative infomation in these financial statements is presented from such date. The objective of the Trust is to carry on the activity of Investment in Infrastructure Projects.

B ACCOUNTING POLICIES

B.1 BASIS OF ACCOUNTING AND PREPARATION OF IND AS FINANCIAL STATEMENTS

The financial statements of the Trust, comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended March 31, 2020 and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

The financial statements have been prepared on the historical cost basis except for certain Financial Assets and Financial Liabilities (including derivative instruments) that are measured at fair values.

The financial statements of the Trust have been prepared in accordance with the Indian Accounting Standards ('Ind AS'), notified under the Companies (Indian Accounting Standard) Rules, 2015 and other accounting principles generally accepted in India and to meet the requirements of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 read together with circulars and guidelines issued thereunder ("InvIT regulations"), to the extent applicable.

The financial statements are presented in Indian Rupees, which is also its functional currency and all values are rounded to the nearest Rupee, except when otherwise indicated.

B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Current and Non-Current Classification:

The Trust presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification .

An asset is treated as Current when it is:

Expected to be realised or intended to be sold or consumed in normal operating cycle;

Held primarily for trading;

Expected to be realised within twelve months after the reporting period, or

Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

It is expected to be settled in normal operating cycle;

Held primarily for trading;

It is due to be settled within twelve months after the reporting period, or

There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Trust classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The Trust has considered 12 months as its normal operating cycle.

(d) Finance Costs

Borrowing Costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as a part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to Statement of Profit and Loss in the period in which they are incurred.

(e) Provisions

Provisions are recognised when the Trust has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(f) Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity, in which case, the tax is also recognised in other comprehensive income and equity.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred income tax assets on carry forward losses is recognised based on convincing evidence where it is reasonably certain that sufficient taxable profits will be available to utilise those losses. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(g) Cash and cash equivalents

Cash and cash equivalents includes cash at banks, cash on hand and short term deposits with an original maturity of 3 months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flow, cash and cash equivalents consist of cash and short term benefits, as defined above, net of outstanding bank overdrafts, if any as they are considered an integral part of the Trust cash management

(j) Revenue recognition

The Trust earns revenue primarily from Investments.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Trust and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividends

Revenue is recognised when the Trust's right to receive the payment is established.

(k) Financial Instruments

i) Financial Assets

A. Initial recognition and measurement:

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a) Financial assets carried at amortised cost (AC)

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

ii) Financial liabilities

A. Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans and borrowings and payables, net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

B. Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables including creditors for capital expenditure maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(iii) Investments in Subsidiary :

Investment in Subsidiary are measured at cost as per IND AS 27- Separate Financial Statements

C Critical accounting judgements and key sources of estimation uncertainty:

The preparation of the Trust's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

There are no critical accounting judgement areas during the period.

Tower Infrastructure Trust

Notes to standalone Financial Statements for the year ended March 31, 2020

(Amount in Rs.)

		As at March 31, 2020	As at March 31, 2019
1	**Investment-in Subsidiary Company**		
	Investments measured at Cost		
	In Equity Shares of Reliance Jio Infratel Limited unquoted, fully paidup (109,65,00,000 shares of Re. 1 each)	10965,00,000	10965,00,000
	Total	**10965,00,000**	**10965,00,000**
2	**Cash and Cash Equivalents**		
	Balances with Banks in current accounts	154,50,600	35,10,000
	Total	**154,50,600**	**35,10,000**
3	**Initial Contribution**		
	As per last Balance Sheet	10,000	-
	Changes in Contribution during the year / period	1240,00,000	10,000
	Total	**1240,10,000**	**10,000**
4	**Reserves and Surplus**		
	Retained earning		
	As per last Balance Sheet	(13,56,164)	-
	(Loss) for the year / period	(1658,37,236)	(13,56,164)
	Total	**(1671,93,400)**	**(13,56,164)**

Tower Infrastructure Trust

Notes to standalone Financial Statements for the year ended March 31, 2020

(Amount in Rs)

		As at March 31, 2020	As at 31st March, 2019
5	**Borrowings**		
	At amortised Cost		
	Unsecured:		
	Loan from Reliance Ventures Limited	-	11000,00,000
	Total	**-**	**11000,00,000**
6	**Other Financial Liabilities**		
	Current maturities of Borrowing	11000,00,000	-
	Interest Accrued	-	12,20,548
	Total	**11000,00,000**	**13,56,164**
7	**Other Current Liabilities**		
	Statutory dues	155,70,000	1,35,616
	Total	**155,70,000**	**1,35,616**

(Amount in Rs)

		Year ended March 31, 2020	Period from Januaury 31, 2020 to March 31, 2020
8	**Finance Costs**		
	Interest	990,00,000	13,56,164
	Total	**990,00,000**	**13,56,164**
9	**Other Expenses**		
	Audit Fee	149,86,000	-
	Professional Fee	518,48,000	-
	Demat Charges	1,348	-
	Bank Charges	1,888	-
	Total	**668,37,236**	**-**

Tower Infrastructure Trust

Notes to standalone Financial Statements for the year ended March 31, 2020

10 RELATED PARTY DISCLOSURES

(i) List of related parties where control exists and with whom transactions have taken place and relationships :

Sr No	Name of the Related Party	Relationship
1	Reliance Industrial Investments and Holdings Limited	Sponsor
2	Axis Trustee Service Limited	Trustee
3	Infinite India Investment Manager Limited	Investment Manager
4	Jio Infrastructure Management Services Limited	Project Manager
5	Reliance Jio Infratel Private Limited (RJIPL)	Subsidiary
6	Relinace Industries Limited	Promotor of sponsor

(ii) Transactions during the period / year with related parties

(Amount in Rs)

Particulars	April 1, 2019 to March 31, 2020	January 31, 2019 to March 31, 2019
Professional Fees		
Axis Trustee Service Limited	16,52,000	-
Infinite India Investment Manager Limited	236,00,000	-
Jio Infrastructure Management Services Limited	236,00,000	-
Acquisition of shares of Reliance Jio Infratel Private Limited		
Reliance Industrial Investments and Holdings Limited	-	285,00,000
Initial Contribution		
Reliance Industrial Investments and Holdings Limited	1240,00,000	10,000

(iii) Closing Balance:

(Amount in Rs)

Particulars	As at March 31, 2020	As at March 31, 2019
Axis Trustee Service Limited	16,52,000	-
Infinite India Investment Manager Limited	236,00,000	-
Reliance Industrial Investments and Holdings Limited	1240,10,000	10,000

11 CONTINGENT LIABILITIES AND COMITMENTS - Nil

12 FINANCIAL INSTRUMENTS

FAIR VALUE MEASUREMENT HIERARCHY:

Particulars	Carrying Amount as at March 31, 2020	Carrying Amount as at March 31, 2019	Level of input used in	
			Level 1	Level 2
Financial Assets				
At Amortised Cost				
Cash and Bank Balances	154,50,600	35,10,000	-	-
Financial Liabilities				
At Amortised Cost				
Borrowings	-	-	-	-
Trade Payable	395,64,000	-		
Other Financial Liabilities	11000,00,000	12,20,548	-	-

The Trust considers that the carrying amount recognised in the financial statements for above items approximates their fair value

13 Liquidity Risk

Liquidity risk arises from the Trust's inability to meet its cash flow commitments on the due date. Trust's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. Treasury monitors rolling forecasts of the Trust's cash flow position and ensures that the Trust is able to meet its financial obligation at all times including contingencies.

Maturity profile of financial liablities as on March 31, 2020

Particulars	3-12 months	1-5 years	More than 5 years	Total
Trade Payable	395,64,000			395,64,000
Other Financial Liabilities	11000,00,000			11000,00,000
Total	**11395,64,000**	-	-	**11395,64,000**

Maturity profile of financial liablities as on March 31, 2019

Particulars	3-12 months	1-5 years	More than 5 years	Total
Other Financial Liabilities	12,20,548	-	-	12,20,548
Borrowings	-	11000,00,000	-	11000,00,000
Total Borrowings	**12,20,548**	**11000,00,000**	-	**11012,20,548**

14 Segment Reporting

The Trust activities comprise of owning and investing in Infrastructure SPVs to generate cash flow for distribution to the beneficiaries. Based on guiding principles given in Ind AS 108 "Operating Segment", this activity falls within a single operating segment and accordingly the disclosures of Ind AS 108 have not separately been provided.

15 Details of dues to Micro and Small Enterprises as per MSMED Act, 2006

There are no Micro and Small Enterprises as defined in the Micro and Small Enterprises Development Act 2006 to whom Trust owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro and Small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the Trust.

16 Disclosures as required by InvIT Regulation:

The Trust consist of only one project.

(A) Calculation of Net Distributable Cash Flows:

Amount in Rs.

	As at March 31, 2020	As at March 31, 2019
CASH FLOW FROM OPERATING ACTIVITIES		
Net Loss Before Tax as per Statement of Profit and Loss	(1658,37,236)	(13,56,164)
Adjusted for:		
Finance Costs	990,00,000	13,56,164
Operating profit before working capital changes	**(668,37,236)**	-
Increase in other current liabilities	142,13,836	-
Increase Trade and Other Payables	395,64,000	-
Cash Generated from Operations	**(130,59,400)**	-

(B) Debt Payment History

(i) Loan from Others	**As at March 31, 2020**	**As at March 31, 2019**
Carrying amount of debt at the beginning of the year i.e.April 1, : 2019	11000,00,000	-
Additional borrowing during the year	-	11000,00,000
Repayments during the year	-	-
Other adjustments	-	-
Carrying amount of debt at the end of the year i.e. March 31, 20: 2020	**11000,00,000**	**11000,00,000**

Tower Infrastructure Trust

Notes to standalone Financial Statements for the year ended March 31, 2020

(C) Statement of Net Assets at Fair Value

	As At March 31, 2020	
	Book Value	Fair Value*
A. Assets	11119,50,600	11000,10,000
B. Liabilities	11551,34,000	11013,56,164
C. Net Assets (A-B)	**(431,83,400)**	**(13,46,164)**

* Fair value has been determined based on the fair valuation report of independent valuer appointed under the InvT Regulations.

(D) Statement of Total Return at Fair Value

	As at March 31, 2020
Total comprehensive Income (As per Statement of Profit and Loss)	(1658,37,236)
Add/(Less): Other Changes in Fair Value (e.g. Property, Plant	-
Total Return	**(1658,37,236)**

17 The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. On 24th March 2020, the Government of India ordered a nationwide lockdown for 21 days, which further was extended upto 30th June, 2020, to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities.

The Trust's main activity is to hold investment in subsidiary which is engaged in the business of providing Fibre infrastructure and related services operations in India and is in its first year of business operations. The subsidiary has executed a long term Master Services Agreement (MSA) with Reliance Jio Infocomm Limited (RJIL) (the largest telecommunication service provider in India) as its customer, which results into committed revenues and cash flows for the subsidiary, on a long term basis. Moreover, the COVID-19 pandemic has not had a material adverse impact on the operations of the telecommunication industry to which the subsidiary currently caters to. Also, the subsidiary has completed substantial portion of its planned capital expenditure and for the balance as well as for the operations and maintenance of the fibre assets, the subsidiary has in place long-term arrangements with reputed and experienced contractors/service providers. Further, part of its sanctioned borrowings are available to the subsidiary for utilization on need basis and the Trust also accesses global and local financial markets to meet its liquidity requirements.

In view of the foregoing, the Trust does not expect any significant challenges, including emanating out of COVID-19, particularly in the next 12 months.

18 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors of Investment Manager on September ~~29~~ 16, 2020

For and on behalf of the Board of Investment Manager

Dipti Neelakantan
DIN: 00505452

Rajendra Dwarkadas Hingwala
DIN: 00160602

Mumbai, September 16, 2020

Deloitte
Haskins & Sells LLP

Chartered Accountants
Indiabulls Finance Centre
Tower 3, 27th -32nd Floor
Senapati Bapat Marg
Elphinstone Road (West)
Mumbai – 400 013
Maharashtra, India

Tele: + 91 22 6185 4000
Fax: +91 22 6185 4001

INDEPENDENT AUDITOR'S REPORT

Tower Infrastructure Trust (the "Trust")
acting through Axis Trustee Services Limited, as the trustee (the "Trustee")
Axis House, 2nd Floor, Wadia International Centre, Panbhurang Budhkar Marg, Worli, Mumbai 400025

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Tower Infrastructure Trust ("the Trust"), which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the period from 31st January, 2019 to 31st March, 2019, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Securities and Exchange Board of India Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder (together referred to as the "InvT Regulations) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Trust as at March 31, 2019, and its loss, total comprehensive loss, its cash flows and the changes in equity for the period then ended.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing and other pronouncements issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Trust in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Management's Responsibility for the Standalone Financial Statements

The Management of Infinite India Investment Management Limited ("Investment Manager") is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Trust in accordance with the Ind AS and other accounting principles generally accepted in India and the InvT Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

The Investment Manager is also responsible for overseeing the Trust's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements

represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the InvIT Regulations, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) The Standalone Balance Sheet, Standalone Statement of Profit and Loss (including Other Comprehensive Loss), Standalone Cash Flow Statement and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account of the Trust;

c) In our opinion, the Standalone Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended; and

d) In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Statements give the disclosures, in accordance with the InvIT Regulations, in respect of the net assets at fair value as at March 31, 2019, the total returns at fair value for the period ended March 31, 2019 and the net distributable cash flows for the period then ended.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Reg. No. 117366W/W-100018)

Varsha A. Fadte
Partner
(Membership No. 103999)
UDIN: 20103999AAAADV6892

Chicalim, Goa, September 16, 2020

Tower Infrastructure Trust

STANDALONE FINANCIAL STATEMENTS FOR PERIOD ENDED March 31, 2019

Tower Infrastructure Trust

Standalone Balance Sheet as at March 31, 2019

Particulars	Notes	(Amount in Rs.)
ASSETS		
Non Current Assets		
Investments	1	10965,00,000
Total Non Current Assets		**10965,00,000**
Current Assets		
Financial Assets:		
Cash and Cash Equivalents	2	35,10,000
Total Current Assets		**35,10,000**
Total Assets		**11000,10,000**
EQUITY AND LIABILITIES		
EQUITY		
Initial Contribution	3	10,000
Reserves and Surplus	4	(13,56,164)
Total Contribution		**(13,46,164)**
LIABILITIES		
Non - Current Liabilities		
Financial Liabilities:		
Borrowings	5	11000,00,000
Total Non-Current Liabilities		**11000,00,000**
Current Liabilities		
Other Financial Liabilities	6	12,20,548
Other Current Liabilities	7	1,35,616
Total Current Liabilities		**13,56,164**
Total Liabilities		11013,56,164
Total Equity and Liabilities		**11000,10,000**

See accompanying Notes to the Standalone Financial Statements

As per our Report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Investment Manager

Varsha A. Fadte
Partner

Dipti Neelakantan
DIN: 00505452

Rajendra Dwarkadas Hingwala
DIN: 00160602

Chicalim, Goa, September 16, 2020

Mumbai, September 16, 2020

Tower Infrastructure Trust

Standalone Statement of Profit and Loss for the period from January 31, 2019 to March 31, 2019

	Notes	(Amount in Rs.)
INCOME		
Revenue from Operations		-
Other Income		-
Total Income		-
EXPENSES		
Finance Costs	8	13,56,164
Total Expenses		**13,56,164**
(Loss) before tax		**(13,56,164)**
Tax expenses		-
(Loss) for the period		**(13,56,164)**
Other Comprehensive Income		-
Total Comprehensive (Loss) for the period		**(13,56,164)**

See accompanying Notes to the Standalone Financial Statements

As per our Report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

Varsha A. Fadte
Partner

Chicalim, Goa, September 16, 2020

For and on behalf of the Board of Investment Manager

Dipti Neelakantan
DIN: 00505452

Rajendra Dwarkadas Hingwala
DIN: 00160602

Mumbai, September 16, 2020

Tower Infrastructure Trust

Standalone Statement of Changes in Equity for the period from January 31, 2019 to March 31, 2019

(Amount in Rs.)

(A) Initial Contribution

Balance at the beginning of the reporting period	-
Changes in Contribution during the period	10,000
Balance at the end of the reporting period	**10,000**

(B) Reserve and Surplus

Particulars	**Retained Earnings**	**Total**
Balance at the beginning of the reporting period	-	-
Total Comprehensive (loss) for the period	(13,56,164)	(13,56,164)
Balance at the end of the reporting period	**(13,56,164)**	**(13,56,164)**

See accompanying Notes to the Standalone Financial Statements

As per our Report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

Varsha A. Fadte
Partner

Chicalim, Goa, September 16, 2020

For and on behalf of the Board of Investment Manager

Dipti Neelakantan
DIN: 00505452

Rajendra Dwarkadas Hingwala
DIN: 00160602

Mumbai, September 16, 2020

Tower Infrastructure Trust

Standalone Cash Flow Statement for the period from January 31, 2019 to March 31, 2019

		(Amount in Rs)
A	**CASH FLOW FROM OPERATING ACTIVITIES:**	
	Net (loss) before tax as per Statement of Profit and Loss	(13,56,164)
	Adjusted for	
	Finance costs	13,56,164
	Net Cash from Operating Activities (A)	-
B	**CASH FLOW FROM INVESTING ACTIVITIES:**	
	Purchase of Investments	(10965,00,000)
	Initial Contributions	10,000
	Net Cash flow (used in) Investing Activities (B)	**(10964,90,000)**
C	**CASH FLOW FROM FINANCING ACTIVITIES:**	
	Borrowings (Net)	11000,00,000
	Net Cash flow generated from Financing Activities (C)	**11000,00,000**
	Net increase in Cash and Cash Equivalents (A+B+C)	35,10,000
	Opening Balance of Cash and Cash Equivalents	-
	Closing Balance of Cash and Cash Equivalents (Refer note 2)	**35,10,000**

See accompanying Notes to the Standalone Financial Statements

As per our Report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Investment Manager

Varsha A. Fadte
Partner

Dipti Neelakantan
DIN: 00505452

Rajendra Dwarkadas Hingwala
DIN: 00160602

Chicalim, Goa, September 16, 2020

Mumbai, September 16, 2020

TOWER INFRASTRUCTURE TRUST

Notes to standalone Financial Statements for the period from January 31, 2019 to March 31, 2019

A INTRODUCTION

Tower Infrastructure Trust a contributory irrevocable infrastructure investment trust has been registered under the provision of Trust Act under the Registration Act, 1908. The Trust is also Registered with SEBI as an Infrastructure Investment Trust (InvIT) under the SEBI (Infrastructure Investment Trusts) Regulations, 2014 as amended. The Trust was formed on January 31, 2019 and accordingly, these financial statements have been prepared from such date and hence there is no comparative information. The objective of the Trust shall be to carry on the activity of Investment in Infrastructure Projects. The registered office address is 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai-400021

B ACCOUNTING POLICIES

B.1 PURPOSE AND BASIS OF ACCOUNTING AND PREPARATION OF SPECIAL PURPOSE IND AS FINANCIAL STATEMEN

The financial statements of the Trust, comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the period from January 31, 2019 to March 31, 2019 and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

The financial statements have been prepared on the historical cost basis except for certain Financial Assets and Financial Liabilities that are measured at fair values.

The financial statements of the Trust have been prepared in accordance with the recognition and measurement principles of the Indian Accounting Standards ('Ind AS'), notified under the Companies (Indian Accounting Standard) Rules, 2015.

B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Current and Non-Current Classification:

The Trust presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification .

An asset is treated as Current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

It is expected to be settled in normal operating cycle;

- Held primarily for trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Trust classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The Trust has considered 12 months as its normal operating cycle.

(d) Finance Costs

Borrowing Costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as a part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to Statement of Profit and Loss in the period in which they are incurred.

(e) Provisions

Provisions are recognised when the Trust has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(f) Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income and equity.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred income tax assets on carry forward losses is recognised based on convincing evidence where it is reasonably certain that sufficient taxable profits will be available to utilise those losses. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(g) Cash and cash equivalents

Cash and cash equivalents includes cash at banks, cash on hand and short term deposits with an original maturity of 3 months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flow, cash and cash equivalents consist of cash and short term benefits, as defined above, net of outstanding bank overdrafts, if any as they are considered an integral part of the Trust cash management

(j) Revenue recognition

The Trust earns revenue primarily from Investments.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Trust and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial

Dividends

Revenue is recognised when the Trust's right to receive the payment is established.

(k) Financial Instruments

i) Financial Assets

A. Initial recognition and measurement:

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a) Financial assets carried at amortised cost (AC)

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

ii) Financial liabilities

A. Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans and borrowings and payables, net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

B. Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables including creditors for capital expenditure maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(iii) Investments in Subsidiary :

Investment in Subsidiary are measured at cost as per IND AS 27- Separate Financial Statement

C **Critical accounting judgements and key sources of estimation uncertainty:**

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

There are no critical accounting judgement areas during the period.

Tower Infrastructure Trust

Notes to standalone Financial Statements for the period from January 31, 2019 to March 31, 2019

(Amount in Rs.)

1	**Investment-in Subsidiary Company**	**As at**
	Investments measured at Cost	**March 31, 2019**
	In Equity Shares of Reliance Jio Infratel Limited unquoted, fully paidup (109,65,00,000 shares of Rs. 1 each)	10965,00,000
	Total	**10965,00,000**
2	**Cash and Cash Equivalents**	
	Balances with Banks in current accounts	35,10,000
	Total	**35,10,000**
3	**Initial Contribution**	
	By Settlor	10,000
	Total	**10,000**
4	**Reserves and Surplus**	
	Retained earning	
	Balance at the beginning of the reporting period	-
	(Loss) for the period	(13,56,164)
	Total	**(13,56,164)**
5	**Borrowings**	
	At amortised Cost	
	Unsecured:	
	Loan from Reliance Ventures Limited	11000,00,000
	Total	**11000,00,000**
6	**Other Financial Liabilities**	
	Interest Accrued	**12,20,548**
	Total	**12,20,548**
7	**Other Current Liabilities**	
	Statutory dues	1,35,616
	Total	**1,35,616**
		Period from January 31, 2019 to March 31, 2019
8	**Finance Costs**	
	Interest	13,56,164
	Total	**13,56,164**

Tower Infrastructure Trust

Notes to standalone Financial Statements for the period from January 31, 2019 to March 31, 2019

9 RELATED PARTY DISCLOSURES

(i) List of related parties where control exists and with whom transactions have taken place and relationships :

Sr No	Name of the Related Party	Relationship
1	Reliance Industrial Investments and Holdings Limited	Sponsor
2	Reliance Jio Infratel Private Limited	Subsidiary

(ii) **Transactions during the period with related parties**

Amount in Rs.

Particulars	January 31, 2019 to March 31, 2019
Reliance Industrial Investments and Holdings Limited	
Initial Contribution	10,000
Acquisition of shares of Reliance Jio Infratel Private Limited	285,00,000

(iii) **Closing Balance:**

Particulars	As at March 31, 2019
Reliance Industrial Investments and Holdings Limited	10,000

10 CONTINGENT LIABILITIES AND COMITMENTS - Nil

11 FINANCIAL INSTRUMENTS

FAIR VALUE MEASUREMENT HIERARCHY:

Amount in Rs.

Particulars	Carrying Amount as at March 31, 2019	Level of input used	
		Level 1	Level 2
Financial Assets			
At Amortised Cost			
Cash and Bank Balances	35,10,000	-	-
Financial Liabilities			
At Amortised Cost			
Borrowings	11000,00,000	-	-
Other Financial Liabilities	12,20,548	-	-

The Trust considers that the carrying amount recognised in the financial statements for above items approximates their fair value

12 **Liquidity Risk**

Liquidity risk arises from the Trust's inability to meet its cash flow commitments on the due date. Trust's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. Treasury monitors rolling forecasts of the Trust's cash flow position and ensures that the Trust is able to meet its financial obligation at all times including contingencies.

Maturity profile of financial liabilities as on March 31, 2019 Amount in Rs.

Particulars	3-12 months	1-5 years	More than 5 years	Total
Non Derivative Liabilities				
Long term loans	-	11000,00,000	-	11000,00,000
Other Financial Liabilities	12,20,548	-	-	12,20,548

13 **Details of dues to Micro and Small Enterprises as per MSMED Act, 2006**

There are no Micro and Small Enterprises as defined in the Micro and Small Enterprises Development Act 2006 to whom Trust owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro and Small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the Trust.

14 **Segment Reporting**

The Trust activities comprise owing and investing in Infrastructure SPVs to generate cash flow for distribution to the beneficiaries. Based on guiding principles given in Ind AS 108 "Operating Segment", this activity falls within a single operating segment and accordingly the disclosures of Ind AS 108 have not separately been provided.

Tower Infrastructure Trust

Notes to standalone Financial Statements for the period from January 31, 2019 to March 31, 2019

15 Disclosures as required by InvIT Regulation:

Amount in Rs.

(A) Calculation of Net Distributable Cash Flows

	As at March 31, 2019
CASH FLOW FROM OPERATING ACTIVITIES	
Net (loss) before tax as per Statement of Profit and Loss	(13,56,164)
Adjusted for:	
Finance Costs	13,56,164
Net Distributable Cash Flows	-

(B) Debt Payment History

	As at March 31, 2019
(i) Loan from Others	
Carrying amount of debt at the beginning of the period i.e. January 31, 2019	-
Additional borrowing during the period	11000,00,000
Repayments during the period	-
Other adjustments	-
Carrying amount of debt at the end of the period i.e. March 31, 2019	**11000,00,000**

(C) Statement of Net Assets at Fair Value

	As At March 31, 2019 Book Value	Fair Value
A. Assets	11000,10,000	11000,10,000
B. Liabilities	11013,56,164	11013,56,164
C. Net Assets (A-B)	**(13,46,164)**	**(13,46,164)**

(D) Statement of Total Return at Fair Value

	As at March 31, 2019
Total comprehensive Income (As per Statement of Profit and Loss)	(13,56,164)
Add/(Less): Other Changes in Fair Value (e.g. Property, Plant and Equipment)	-
Total Return	**(13,56,164)**

16 The financial statements were approved for issue by the Board of Directors of Investment Manager on September 16, 2020

For and on behalf of the Board of Investment Manager

Dipti Neelakantan	Rajendra Dwarkadas Hingwala
DIN: 00505452	DIN: 00160602

Place: Mumbai
Date: September 16, 2020

DECLARATION

The Investment Manager declares and certifies that all relevant provisions of the InvIT Regulations, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the InvIT Regulations, the SCRA, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be). The Investment Manager further certifies that all the statements and disclosures in this Draft Letter of Offer are material, true, correct, not misleading and adequate in order to enable the Bidders to make a well informed decision.

For **Brookfield India Infrastructure Manager Private Limited**
(formerly, WIP (India) Private Limited)

Sridhar Rengan
Director

Date: January 5, 2022
Place: Mumbai

DECLARATION

The Investment Manager declares and certifies that all relevant provisions of the InvIT Regulations, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the InvIT Regulations, the SCRA, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be). The Investment Manager further certifies that all the statements and disclosures in this Draft Letter of Offer are material, true, correct, not misleading and adequate in order to enable the Bidders to make a well informed decision.

For **Brookfield India Infrastructure Manager Private Limited**
(formerly, WIP (India) Private Limited)

Chetan Rameshchandra Desai
Director

Date: January 5, 2022
Place: Mumbai

DECLARATION

The Investment Manager declares and certifies that all relevant provisions of the InvIT Regulations, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the InvIT Regulations, the SCRA, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be). The Investment Manager further certifies that all the statements and disclosures in this Draft Letter of Offer are material, true, correct, not misleading and adequate in order to enable the Bidders to make a well informed decision.

For **Brookfield India Infrastructure Manager Private Limited**
(formerly, WIP (India) Private Limited)

Narendra Aneja
Director

Date: January 5, 2022
Place: Mumbai

DECLARATION

The Investment Manager declares and certifies that all relevant provisions of the InvIT Regulations, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the InvIT Regulations, the SCRA, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be). The Investment Manager further certifies that all the statements and disclosures in this Draft Letter of Offer are material, true, correct, not misleading and adequate in order to enable the Bidders to make a well informed decision.

For **Brookfield India Infrastructure Manager Private Limited**
(formerly, WIP (India) Private Limited)

Pooja Aggarwal
Director

Date: January 5, 2022
Place: Mumbai

DECLARATION

The Trustee declares and certifies that all relevant provisions of the InvIT Regulations, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the InvIT Regulations, the SCRA, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be). The Trustee further certifies that all the statements and disclosures in this Draft Letter of Offer are material, true, correct, not misleading and adequate in order to enable the Bidders to make a well informed decision.

For **Axis Trustee Services Limited**

Authorised Signatory

Date: January 5, 2022
Place: Mumbai

DECLARATION

The Brookfield Sponsor declares and certifies that all relevant provisions of the InvIT Regulations, the SEBI Rights Issue Guidelines, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the InvIT Regulations, the SEBI Rights Issue Guidelines, the SCRA, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be). The Brookfield Sponsor further certifies that all the statements and disclosures in this Draft Letter of Offer are material, true, correct, not misleading and adequate in order to enable the Bidders to make an informed decision.

For **BIF IV Jarvis India Pte. Ltd.**

Ho Yeh Hwa
Director

Date: January 5, 2022
Place: Singapore

DECLARATION

The Brookfield Sponsor declares and certifies that all relevant provisions of the InvIT Regulations, the SEBI Rights Issue Guidelines, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the InvIT Regulations, the SEBI Rights Issue Guidelines, the SCRA, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be). The Brookfield Sponsor further certifies that all the statements and disclosures in this Draft Letter of Offer are material, true, correct, not misleading and adequate in order to enable the Bidders to make an informed decision.

For **BIF IV Jarvis India Pte. Ltd.**

Liew Yee Foong
Director

Date: January 5, 2022
Place: Singapore

DECLARATION

The Brookfield Sponsor declares and certifies that all relevant provisions of the InvIT Regulations, the SEBI Rights Issue Guidelines, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the InvIT Regulations, the SEBI Rights Issue Guidelines, the SCRA, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be). The Brookfield Sponsor further certifies that all the statements and disclosures in this Draft Letter of Offer are material, true, correct, not misleading and adequate in order to enable the Bidders to make an informed decision.

For **BIF IV Jarvis India Pte. Ltd.**

Tang Qichen
Director

Date: January 5, 2022
Place: Singapore

DECLARATION

The Brookfield Sponsor declares and certifies that all relevant provisions of the InvIT Regulations, the SEBI Rights Issue Guidelines, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the InvIT Regulations, the SEBI Rights Issue Guidelines, the SCRA, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be). The Brookfield Sponsor further certifies that all the statements and disclosures in this Draft Letter of Offer are material, true, correct, not misleading and adequate in order to enable the Bidders to make an informed decision.

For **BIF IV Jarvis India Pte. Ltd.**

Velden Neo Jun Xiong
Director

Date: January 5, 2022
Place: Singapore

DECLARATION

The Reliance Sponsor declares and certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this Draft Letter of Offer in relation to itself and its Associates held are true, correct, not misleading and adequate in order to enable the Bidders to make a well informed decision. The Reliance Sponsor assumes no responsibility for any other statements including statements made by the Trust or any other person(s) in this Draft Letter of Offer.

For **Reliance Industrial Investments and Holdings Limited**

Balasubrmanian Chandrasekaran
Director

Date: January 05, 2022
Place: Mumbai

DECLARATION

The Reliance Sponsor declares and certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this Draft Letter of Offer in relation to itself and its Associates held are true, correct, not misleading and adequate in order to enable the Bidders to make a well informed decision. The Reliance Sponsor assumes no responsibility for any other statements including statements made by the Trust or any other person(s) in this Draft Letter of Offer.

For **Reliance Industrial Investments and Holdings Limited**

Dhiren Vrajlal Dalal
Director

Date: January 05, 2022
Place: Mumbai

DECLARATION

The Reliance Sponsor declares and certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this Draft Letter of Offer in relation to itself and its Associates held are true, correct, not misleading and adequate in order to enable the Bidders to make a well informed decision. The Reliance Sponsor assumes no responsibility for any other statements including statements made by the Trust or any other person(s) in this Draft Letter of Offer.

For **Reliance Industrial Investments and Holdings Limited**

Hital Rasiklal Meswani
Director

Date: January 05, 2022
Place: Mumbai

DECLARATION

The Reliance Sponsor declares and certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this Draft Letter of Offer in relation to itself and its Associates held are true, correct, not misleading and adequate in order to enable the Bidders to make a well informed decision. The Reliance Sponsor assumes no responsibility for any other statements including statements made by the Trust or any other person(s) in this Draft Letter of Offer.

For **Reliance Industrial Investments and Holdings Limited**

Mahendra Nath Bajpai
Director

Date: January 05, 2022
Place: Mumbai

DECLARATION

The Reliance Sponsor declares and certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this Draft Letter of Offer in relation to itself and its Associates held are true, correct, not misleading and adequate in order to enable the Bidders to make a well informed decision. The Reliance Sponsor assumes no responsibility for any other statements including statements made by the Trust or any other person(s) in this Draft Letter of Offer.

For **Reliance Industrial Investments and Holdings Limited**

Savithri Parekh
Director

Date: January 05, 2022
Place: Mumbai

DECLARATION

The Reliance Sponsor declares and certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this Draft Letter of Offer in relation to itself and its Associates held are true, correct, not misleading and adequate in order to enable the Bidders to make a well informed decision. The Reliance Sponsor assumes no responsibility for any other statements including statements made by the Trust or any other person(s) in this Draft Letter of Offer.

For **Reliance Industrial Investments and Holdings Limited**

Vinod Mansukhlal Ambani
Director

Date: January 05, 2022
Place: Mumbai

ANNEXURE A

VALUATION REPORT

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Valuation Report

SPACE TELEINFRA PRIVATE LIMITED

24 DECEMBER 2021

Board of Directors
Brookfield India Infrastructure Manager Private Limited,
Unit 1, 4th Floor, Godrej BKC,
Bandra Kurla Complex, Mumbai - 400051

Date: 24/12/2021

Subject: Fair Market Valuation of Financial Securities

SKI Capital Services Limited (**"SKI"** or **"Advisor"** or **"we"** or **"us"**) is pleased to advise and assist Brookfield India Infrastructure Manager Private Limited (**"Brookfield"** or the **"Client"** or **"you"**) on the fair market valuation of the financial securities of Space Teleinfra Private Limited (**"STPL"** or the **"Company"**) as at the Valuation Date.

This Report (**"Valuation Report"** or the **"Report"**) provides an opinion on the fair value of the equity of the Company, on a going concern basis, as at the Valuation Date. The Report details the valuation methodologies used, calculations performed, and the conclusion reached with respect to this valuation.

The Report is prepared in accordance with Section 247 of the Companies Act, 2013 read with SEBI's Master Circular number SEBI/HO/DDHS/DDHS_Div3/P/CIR/2021/673. This Report is subject to scope, assumption, exclusions, limitations, and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

The Report is based on estimates of future financial performance that represent reasonable expectations at a particular point in time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, that events will occur, or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates, and the variations may be material.

Regards,

For **SKI Capital Services Limited**

Manick Wadhwa

SPACE TELEINFRA PRIVATE LIMITED

VALUATION REPORT

CUTOFF DATE: 31ST JULY, 2021

Prepared By:

CA ANKIT CHHABRA

REGISTERED VALUER

1 Executive Summary

The valuation is carried out by CA Ankit Chhabra, a Registered Valuer vide reg. no. IBBI/RV/11/2020/13204, registered under section 247 of Companies Act, 2013 to determine the fair value of shares issued by Space TeleInfra Private Limited (hereinafter referred to as "STIPL" or "Company"). The valuation has been conducted to comply with the provisions of SEBI (Infrastructure Investment Trusts) Regulations, 2014. The valuation analysis and results are specific to cut off date 31st July, 2021.

2 Purpose of Valuation

The valuation is conducted to comply with the provisions of SEBI (Infrastructure Investment Trusts) Regulations, 2014, wherein company wishes to determine the fair value of shares issued by STIPL.

3 Scope and Appointment

3.1 Scope of Work

- Registered Valuer has been appointed by management of STIPL to issue a report on the fair valuation of shares issued by STIPL.

- We understand that the purpose of the said report is to determine the fair value of shares issued by the company, as on cut-off date 31st July, 2021 by a Registered Valuer as per requirements under SEBI (Infrastructure Investment Trusts) Regulations, 2014.

3.1.1 Appointment Date, Valuation Date & Report Date

Management of STIPL has appointed Ankit Chhabra (Registered Valuer) on 14th December, 2021. The analysis of the fair value of shares of the Company has been carried out on the valuation date i.e., 31st July, 2021. The valuation report is issued on 24th December, 2021.

I, Ankit Chhabra declare that:

i. I am competent to undertake the valuation
ii. I as a valuer is independent and has prepared the report on a fair and unbiased basis

4 Background of Space TeleInfra Private Limited

Space TeleInfra Private Limited (STIPL) was incorporated on 19th February, 2011 with Registrar of Companies, Delhi and Haryana. The Corporate Identification Number of the Company is U64200DL2011PTC214407.

STIPL is a leading Neutral Host Provider deploying Digital Indoor Solutions by providing 2G/3G/4G network through a common shared infrastructure. STIPL offers suite of innovative and built-to-suit solutions specializing in Distributed Antenna System, and Outdoor connectivity through Small Cells.

In short span of time, STIPL made major strides and now has several large projects all across India ranging from leading underground metros & airports to large hospitals, corporate parks, educational Institutions, malls and high rise residential and commercial complexes with nearly 250 mn sq ft under operations. STIPL operate in hyper growth industry of Data & Digitization where the company own and operate shared In-building Communications infrastructure, which is used by Mobile Network Operators (MNOs) to provide services to end users. STIPL's business model is predicated on deploying own Capex thereby making customer's (MNOs) asset light and significantly bringing down their TCO (Total Cost of Ownership).

(Source: Management Information)

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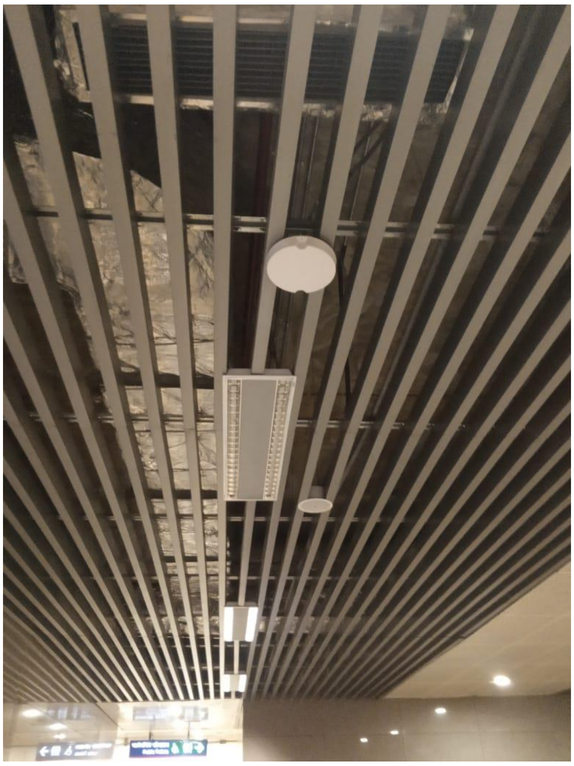
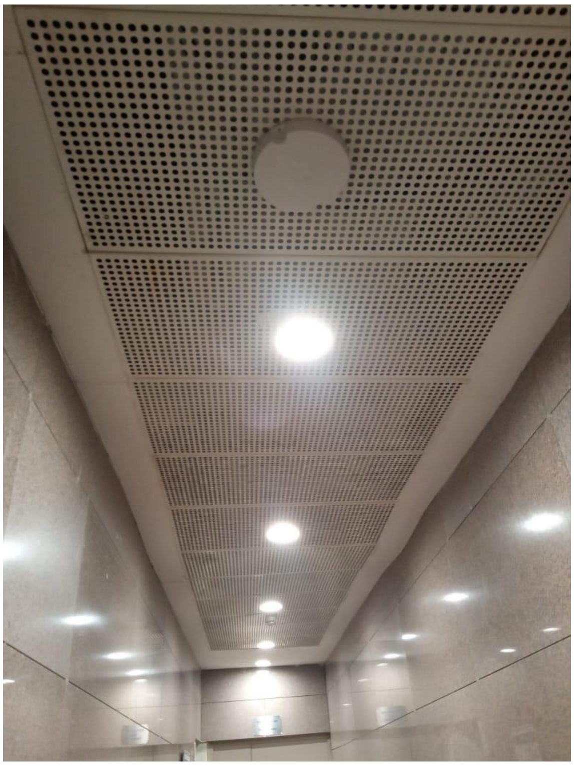
Some of the product pictures from STIPL has been provided for reference;





5 Information Sources

For the purpose of this report, the documents and/or information published or provided by management and investment manager have been relied upon. Registered Valuer have fully relied on the information provided by the company and do not vouch for the accuracy of the information as is provided to us.

Registered Valuer has relied upon the following information sources:

i. Background documents and information of the company.
ii. Provisional Financial Statement of STIPL for the period ending 31^{st} March 2021
iii. Provisional Balance Sheet of STIPL for the period ending 31^{st} July 2021
iv. Projected Balance Sheet, Income Statement, Cash Flow Statements, including key underlying assumptions, which the management and investment manager believes to be the best estimates as to the expected future operating performance.
v. Registered Valuer has also relied upon other written and verbal explanations and information by the management and investment manager of the company during the course of our exercise.
vi. We have also considered/ obtained such other analysis, review, explanations, and information considered reasonably necessary for our exercise, from the Client or other public available sources.

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6 Valuation Approach

Valuation is not an exact science and is dependent on various factors such as specific nature of business, economic life cycle in which the industry and company is operating, past financial performance of the business, future growth potential of the business, business model, management of the company, investment manager, relevance of technology in the business model, liquidity of equity and much more. The results of the valuation exercise may vary significant depending on the basis used, the specific circumstances and the judgement of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue.

The choice of valuation approach depends on the purpose of valuation and various other business specific and industry specific factors. In some cases, a single valuation technique will be appropriate, whereas in others multiple valuation techniques will be appropriate

I, CA Ankit Chhabra is a member of “Divya Jyoti Foundation”, Registered Valuers Organization (RVO) registered with IBBI vide IBBI/RVO/2018/011. RVO has not prescribed its own Valuation Standards, hence the valuer is following International Valuation Standards prescribed by International Valuation Standards Council.

The IVS 103 “Valuation Approaches and Methods” recognizes following three main approaches:

6.1 Market Approach

Market approach uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

6.2 Income Approach

Income approach converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalized) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.

6.3 Cost Approach

Cost approach is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

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7 Valuation Methodology and Rationale

We have estimated the value of STIPL on the basis of Discounted Cash Flow Method under Income Approach. STIPL is a service company wherein the tangible and identifiable assets may well be recognized, but intangible assets are not recognized or valued. As such the strength of the Balance Sheet as of now may not be suitable to estimate the fair value of business. Thus, we have not estimated the fair value of STIPL under any method of Cost Approach.

STIPL is an unlisted company, and as such there exists no market price. Further, considering the nature and business life cycle of STIPL, we could not find any comparable listed company or any transaction in listed or unlisted company. Hence, we could not apply any of the method under Market Approach.

Thus, the fair value of STIPL is estimated only by following Discounted Cash Flow Method under Income Approach.

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8 Valuation of Space TeleInfra Private Limited

Considering the above rationale, the fair value of STIPL is estimated under Discounted Cash Flow Method under Income Approach is as follows:-

(Amount INR, Lacs)

Particulars	Amount
Sum of Present Value of Cash Flows in Explicit Period	(428.94)
Present Value of Terminal Year Cash Flows	1,02,433.29
Enterprise Value	**1,02,004.35**
Add: Cash and Equivalents	250.27
Add: Investments measured at Cost	0.90
Less: Debts	92.06
Company Value	**1,02,163.46**
Less: DLOM/ DLOC @ 12%	12,259.61
Equity Value	**89,903.84**
Number of Shares O/S	37,10,000
Equity Value per Share	**2,423.28**

Note: Please refer to the annexures attached for detailed computation

9 Conclusion

These valuation conclusions must be read along with accompanying assumptions, caveats, limits, and disclaimers mentioned elsewhere in this report. **As per our assessment, the fair value of STIPL is estimated at INR 89,903.84 Lacs. Based on number of shares outstanding, the value per share is estimated at INR 2423.28 per share (Face Value Rs. 10).**

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10 Caveats, Limitations, and Disclaimers

i. While our work involves analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client's existing business records. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of you and the client. Our report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

ii. The valuation of companies and businesses is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Whilst we consider our value to be both reasonable and defensible based on the information available to us, others may place a different value on the company.

iii. The actual market price achieved may be higher or lower than our estimate of value depending upon the circumstances of the transaction. Accordingly, our valuation conclusion will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree. We also emphasize that our opinion is not the only factor that should be considered by the parties in agreeing the transaction price.

iv. An analysis of such nature is necessarily based on the prevailing market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

v. The ultimate analysis will have to be tempered by the exercise of judicious discretion by the RV and judgment considering the relevant factors. There will always be several factors, including management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the face of the Balance Sheet but could strongly influence the value.

vi. During the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company.

vii. We are independent of the client/company and have no current or expected interest in the Company or its assets. The fee paid for our services in no way influenced the results of our analysis.

viii. We do not make any representations or warranties expressed or implied, regarding the achievability of forecasts of and other information as provided by the management and investment manager. We also do not vouch for the efficacy of the forecast and its achievability as provided to us by the management and investment manager.

ix. Our report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. We are not responsible to any other user of the report for any decision of such user based on this report. Any user intending to provide finance / invest in the shares/business of the company and/or the client, its subsidiaries, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

x. We have not been provided with Audited Balance Sheet and Income Statement as on the cut-off date, and hence relied upon the provisional balance sheet provided.

xi. We have been informed that there have been no significant changes in capital structure of STIPL between the cut-off date considered, i.e., 31st July 2021 and the date of signing of this valuation report.

xii. We have applied Discounted Cash Flow Method under Income Approach to estimate the fair value of STIPL. The reasons as to why other methods were not applied are provided in Para 7 of this report.

xiii. We have explained the methodology to the client, and by receiving the valuation report, client fully acknowledges the assumptions, caveats, and limitations.

Yours Faithfully,

ANKIT CHHABRA
Digitally signed by ANKIT CHHABRA
Date: 2021.12.24 23:11:00 +05'30'

CA Ankit Chhabra
ICAI M. No. 523505
IBBI Reg No. IBBI/RV/11/2020/13204
COP No: DJF/RVO/025/SFA
Date: 24th December 2021
Place: Faridabad
UDIN: 21523505AAAACZ8585

Annexures

Computation of Enterprise Value of Space TeleInfra Private Limited

(Amount INR, Lacs)

Particulars	Mar-22	Mar-23	Mar-24	Mar-25	Mar-26	Terminal Year
Revenue from Operations	**17,516.58**	**45,550.56**	**70,716.68**	**1,01,449.66**	**1,41,283.02**	**1,48,347.17**
Change in Revenue			*55.25%*	*43.46%*	*39.26%*	*5.00%*
Earning before Intt, Dep, and Taxes (operating)	**7,246.18**	**14,333.75**	**23,251.83**	**34,155.02**	**48,046.18**	**50,448.49**
EBIDTA %	*41.37%*	*31.47%*	*32.88%*	*33.67%*	*34.01%*	*34.01%*
Less: Depreciation	1,513.70	4,566.35	6,872.97	9,295.19	11,612.20	11,612.20
Less: Taxes	1,476.43	4,287.53	7,073.97	10,580.80	15,242.22	9,775.09
Net Operating Profit after Taxes (NOPAT)	**4,256.06**	**5,479.87**	**9,304.89**	**14,279.03**	**21,191.77**	**29,061.20**
Add: Depreciation	1,513.70	4,566.35	6,872.97	9,295.19	11,612.20	11,612.20
Less: Change in Capex	15,221.45	17,673.26	18,454.72	17,868.96	24,293.79	11,612.20
Less: Change in NWC	(5,608.50)	(921.60)	(1,190.02)	(854.08)	(2,834.28)	-
Free Cash Flow to Firm	**(3,843.20)**	**(6,705.43)**	**(1,086.84)**	**6,559.34**	**11,344.45**	**29,061.20**
Time Period	0.67	1.67	2.67	3.67	4.67	
PVF	0.90	0.76	0.64	0.54	0.46	
PV of Free Cash Flow to Firm in Explicit Period	**(3,440.35)**	**(5,083.94)**	**(697.92)**	**3,567.49**	**5,225.78**	
PV of Free Cash Flow to Firm in Terminal Period						**1,02,433.29**

Parameters	**Value**	**Remarks**
Cost of Equity	18.07%	Cost of equity represents the compensation the equity holders demand in exchange for owning the asset and bearing the risk of ownership. We use the Capital Asset Pricing Model (CAPM), which describes the relationship between systematic risk and expected return for assets, to compute the cost of equity.
WACC	18.07%	A firm's Weighted Average Cost of Capital (WACC) represents its blended cost of capital across all sources, including common shares, preferred shares, and debt. The cost of each type of capital is weighted by its percentage of total capital and they are added together.
Risk Free Rate	6.45%	The risk-free rate of return is the interest rate an investor can expect to earn on an investment that carries zero risk.
Equity Risk Premium	8.35%	Equity Risk Premium is the difference between returns on equity and the risk-free rate of return. It is the price of risk in equity markets and is a key input in estimating costs of equity and capital.
Equity Beta	1.20	Equity beta is a measure of risk and it includes the impact of a company's capital structure and leverage.
CSRP	1.64%	Company-Specific Risk Premium (CSRP) is the risk premium associated with the level of unsystematic risk inherent in a particular private company. The CSRP represents the additional risk premium required to compensate an equity investor for the uncertainty of investing in a particular private company.
Perpetual Growth Rate	5.0%	This growth rate is used beyond the forecast period in a DCF model from the end of forecasting period until perpetuity. We have assumed the expected long-term real GDP growth rate as the perpetual growth rate.

ANNEXURE B

TECHNICAL CONSULTANTS' REPORT

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CONSULTING

Industry report

Industry report on the Small Cell and IBS market – Space TeleInfra

November 2021

Disclaimer

- This report contains the results of a review of Space Tele Infra. It is based on the materials supplied to us by, and contacts maintained with Brookfield India Infrastructure Manager Private Limited between 01 January 2021 and 15 February 2021. We have used reasonable and proper care to cross-check and investigate the material supplied to an appropriate level of detail. However, this report does not constitute an audit or a legal opinion. Analysys Mason will accept no liability for damages or losses resulting from errors or omissions in materials supplied to us.
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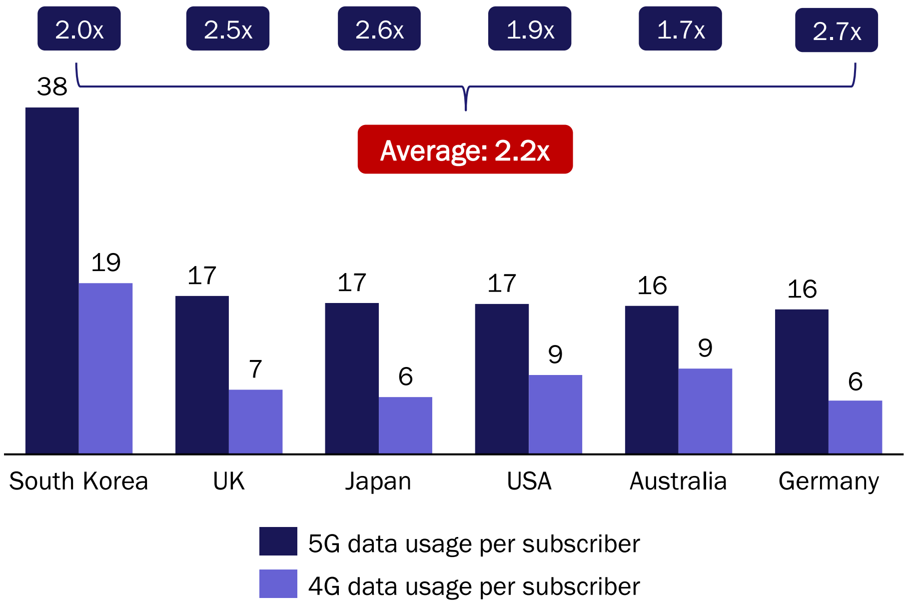
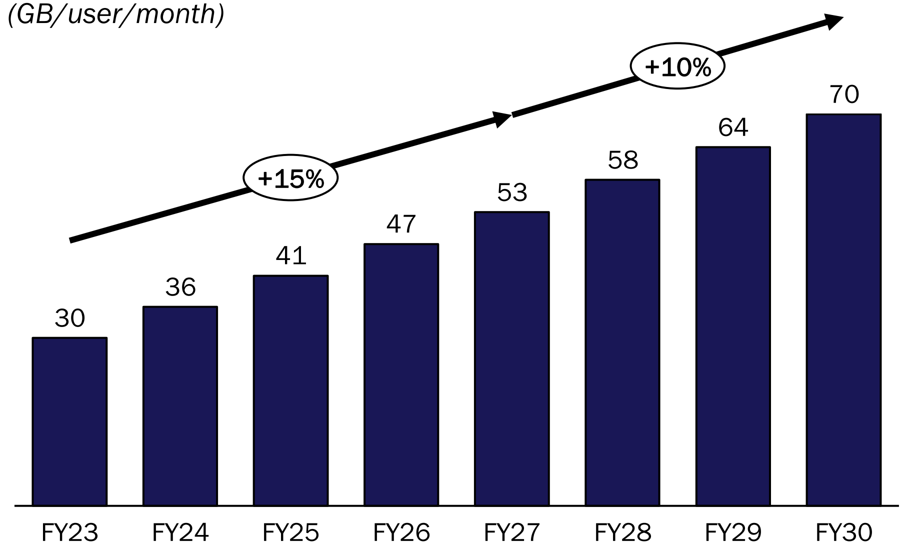
Data traffic in India has shown significant historical growth and is expected to grow even further with the launch of 5G

5G & 4G data usage in countries leading in 5G adoption (Sep 2020)
(GB/user/month)



5G data usage forecast for India
(GB/user/month)



- 5G technology enables not only much faster average speeds than 4G but also adds a tremendous amount of new capacity
- By enjoying, on average, a better mobile experience compared to 4G users, 5G users either consume more content on their smartphones and/or enjoy video and audio streams at a higher quality
- Based on trends observed in countries leading in 5G adoption, 5G users on an average consume 2.2 times more data than 4G users

- As high end 4G users migrate to 5G services first, we expect the data usage to rise significantly in the initial years and then increase at a steady rate in the later half of the forecast period
- We expect the 5G data usage to reach 70GB per month by FY30, seven years post the launch of 5G

 Source: Opensignal, Analysys Mason

To address the growing need for mobile data, mobile operators can use a range of outdoor and indoor solutions to improve their traffic carrying capacity and coverage

Outdoors

Macro towers

High power cell site (tower, antenna or mast) that provides radio coverage in a mobile phone network

- Carrier upgrade
- Sectorisation
- MIMO[1]

1 Outdoor small cells (ODSC)

Low-powered radio access nodes that offload traffic from the macro network in outdoor areas with high-density mobile usage

- Micro cells

Indoors (in-building solutions – IBS)

Indoor small cells

Low-powered radio access nodes that provide coverage and offload traffic from the macro network in indoor areas

- Femtocells
- Picocells

2 Distributed antenna system (DAS)

Network of spatially separated antenna nodes, connected to a centralised radio source, that extends RF signal in a building

- Passive DAS
- Active DAS

Focus area

Note: 1 Multiple-input multiple-output
Source: Analysys Mason

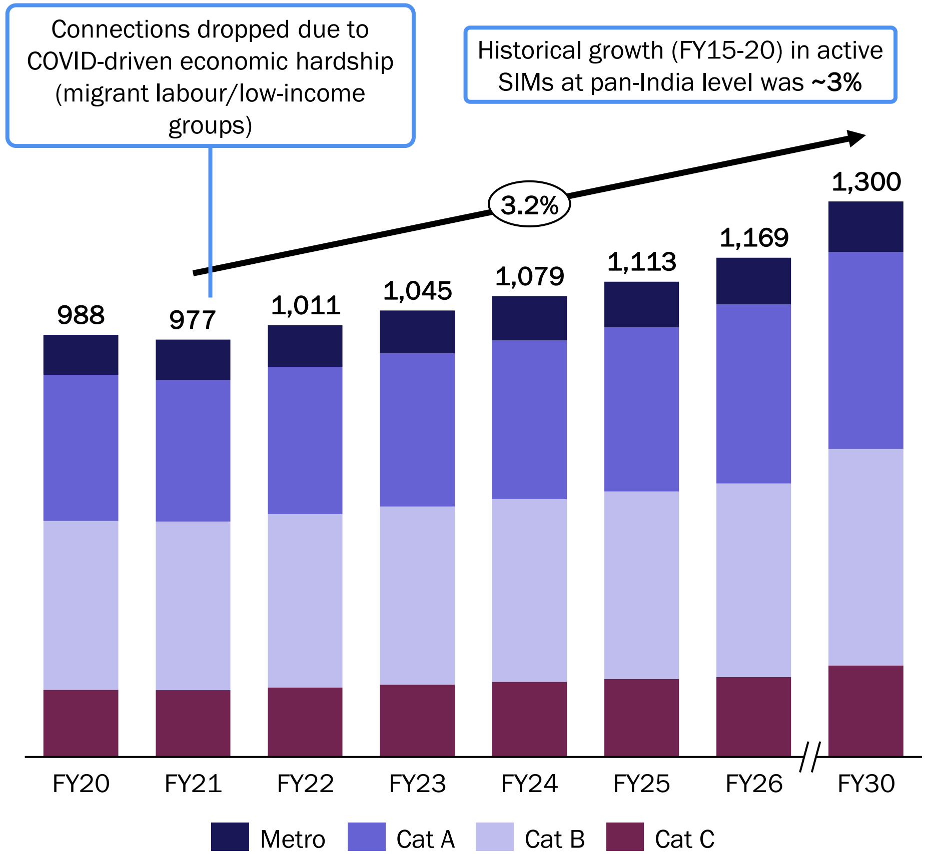
Pan-India mobile connections are forecasted to grow to ~1.3 billion by FY30 with significant growth coming from Category A, B and C circles

Telecom circle categories in India

Circle category	# of regions	% Pop	% Area	GDP per Capita (USD)
Metros	3	5%	0.2%	4,500
Category A	5	31%	33%	3,700
Category B	8	44%	40%	2,100
Category C	6	20%	27%	1,400

- Wireless market in India has been classified into 22 telecom circles which have been further categorized into Metro, Category A, B and C, based on their wireless penetration and socio-economic characteristics
- Though the circles have different characteristics even within a category, Metros have highest GDP per capita followed by Category A, B and C circles
- Further, these circles differ in terms of total SIM penetration, adoption of 3G and 4G services, voice and data traffic and hence in terms of revenue potential

Active mobile connections, India FY21-FY30 (mn)



However, Space's focus for small cell deployment is on specific cities including 10 hub cities and 20+ spoke cities where data traffic is expected to grow significantly

Target cities for Space TeleInfra

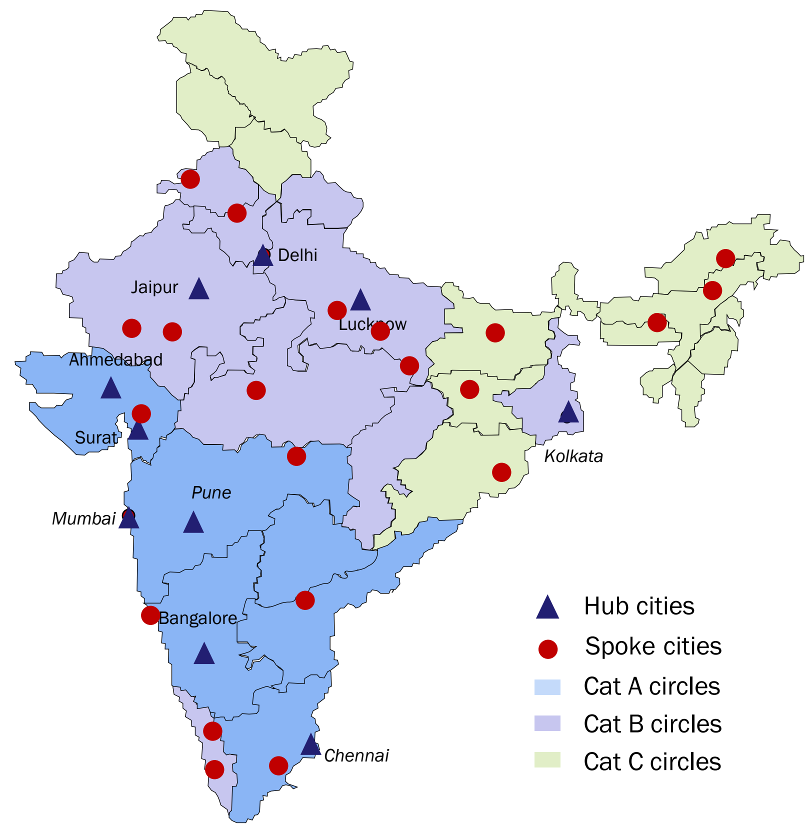
Hub cities

- Delhi
- Mumbai
- Kolkata
- Bangalore
- Chennai
- Lucknow
- Jaipur
- Ahmedabad
- Pune
- Surat

Spoke cities

- Chandigarh
- Amritsar
- Nagpur
- Ranchi
- Guwahati
- Silchar
- Imphal
- Bhubaneshwar
- Hyderabad
- Goa
- Indore
- Vadodra
- Rajkot
- Vellore
- Coimbatore
- Cochin
- Kanpur
- Prayagraj
- Varanasi
- Patna
- Jodhpur
- Udaipur

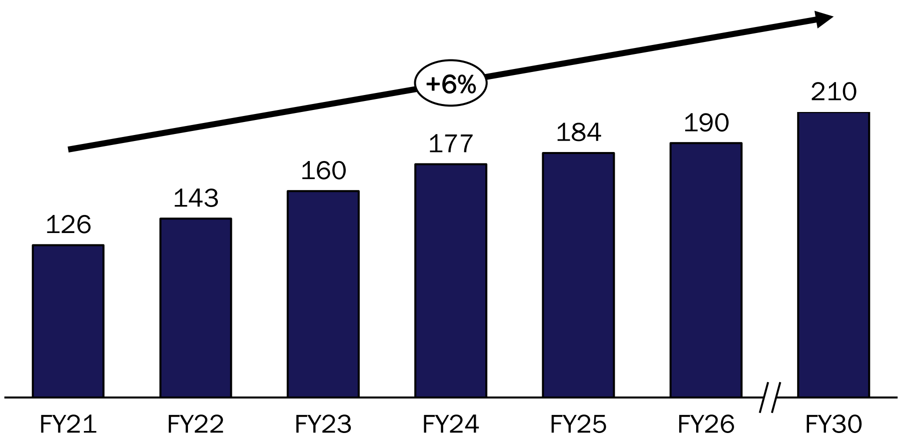
List of the hub and spoke cities addressed by Space



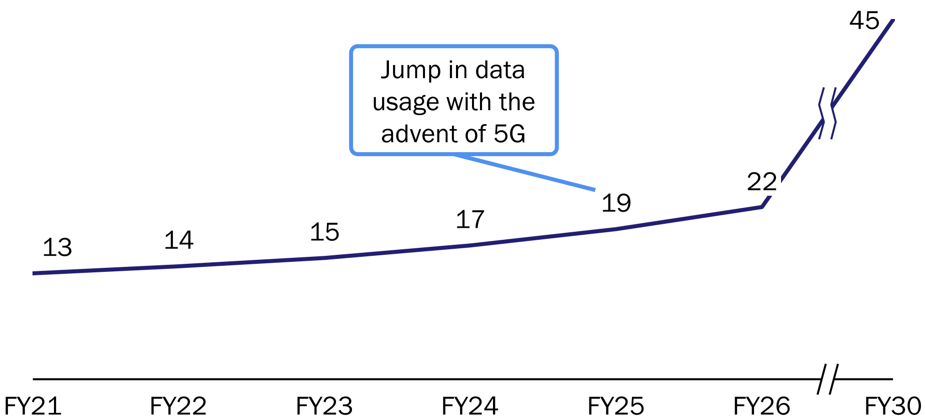
Small cells IBS

Data traffic in Space's target cities is expected to grow at a CAGR of 18% (FY21-30) driven by an increase in 4G and 5G connections as well as per user data usage

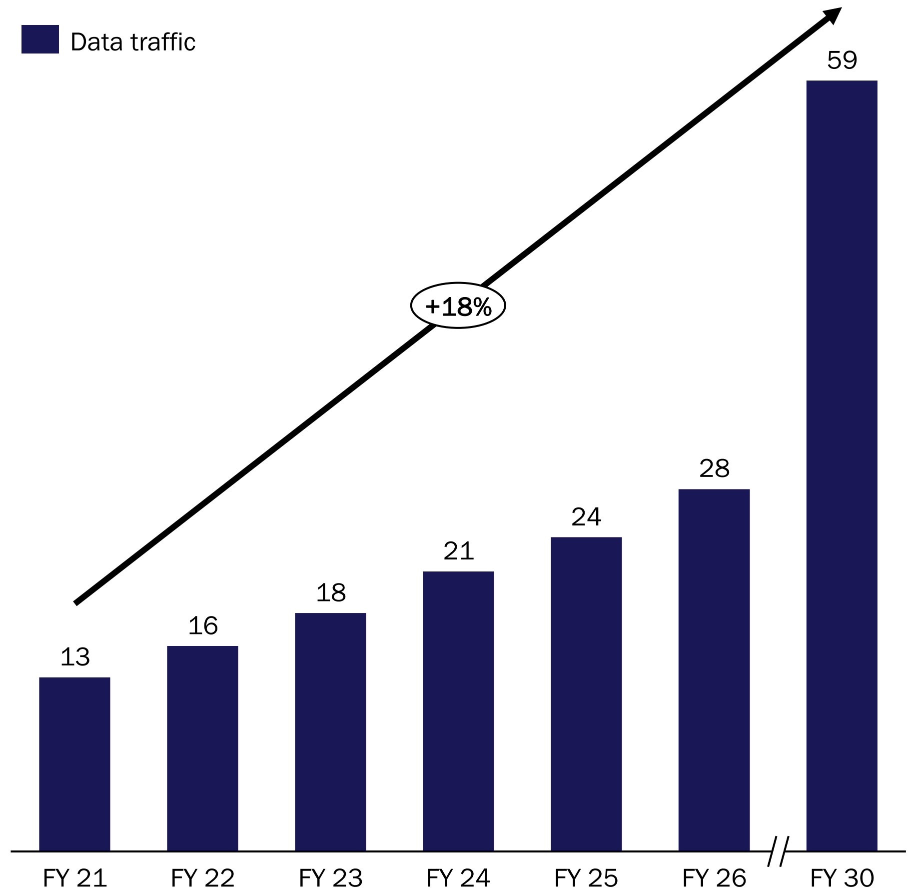
4G and 5G connections forecast in target cities (mn)



4G + 5G blended data usage (GBs)



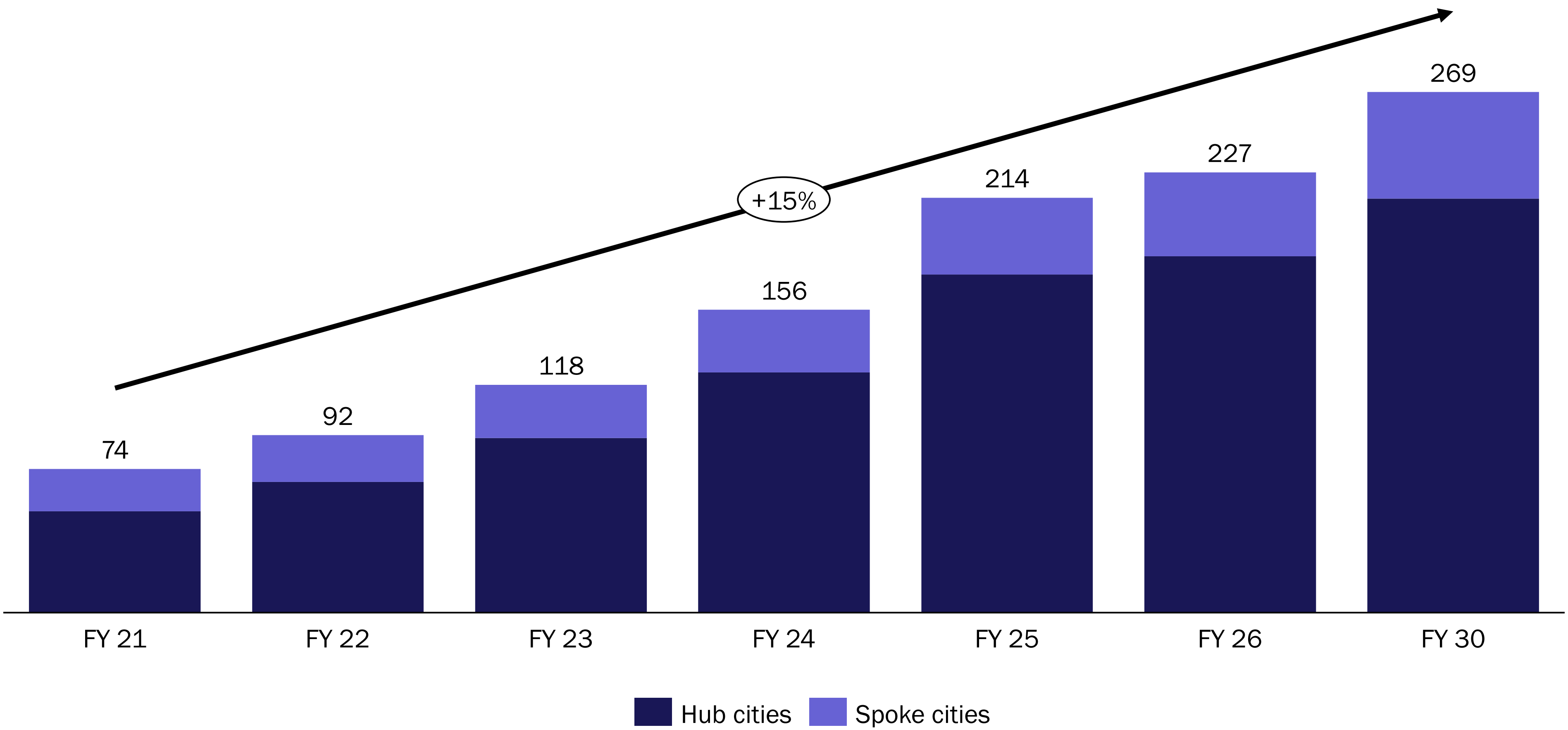
4G +5G data traffic (mn Mbps per busy hour)



Small cells IBS

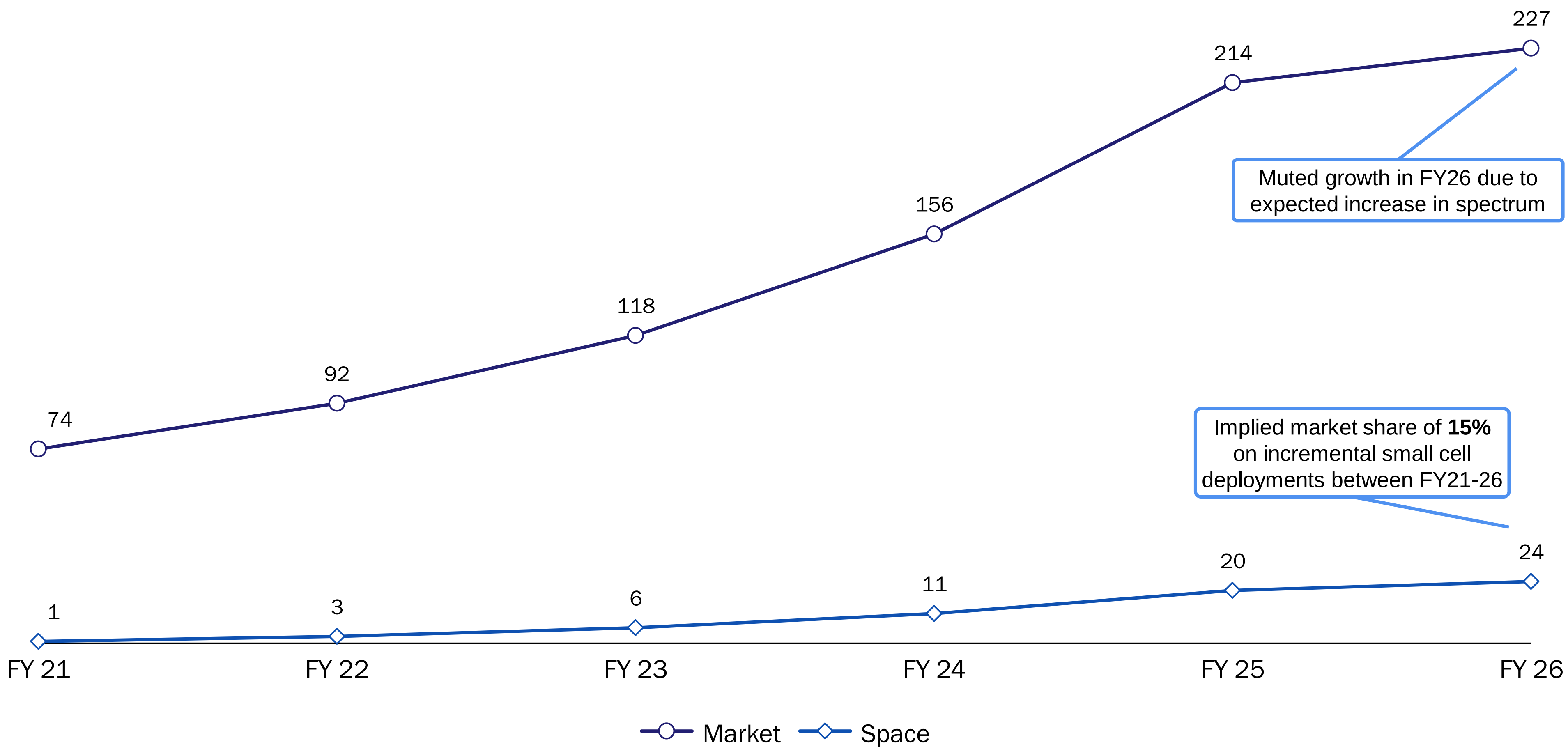
Sharp growth in data traffic is expected to drive demand for small cells at a CAGR of 15%, reaching ~269k small cells by FY30 with a bulk of the demand in hub cities

Small cell forecast (‘000 small cells)



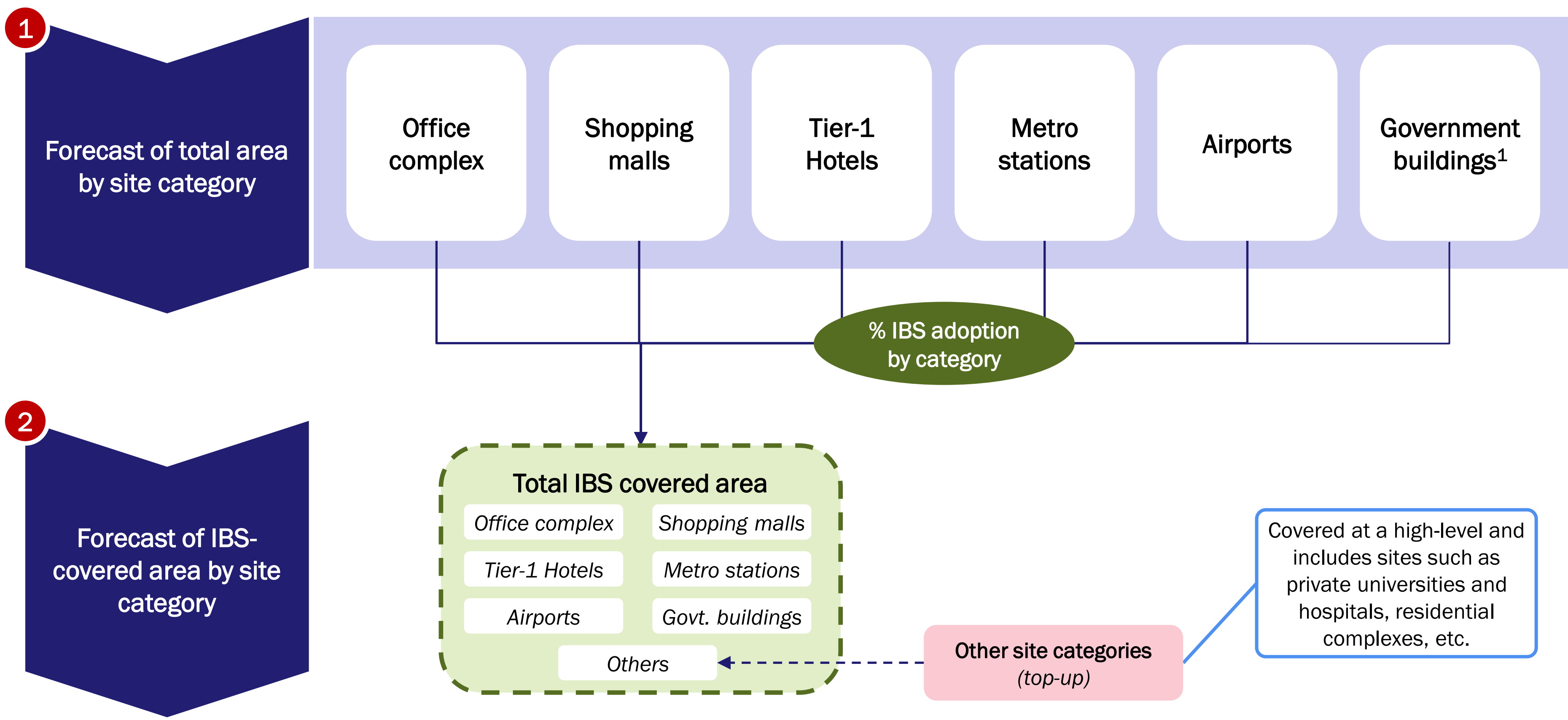
Space is expected to capture ~15% of incremental small cell deployments between FY21-26 by deploying ~24k small cells in the target cities by FY26

Forecast of small cells to be deployed by Space TeleInfra and at a market level, ('000 small cells)



Key site categories requiring IBS deployments include office complexes, shopping malls, hotels, metro stations, airports and government buildings

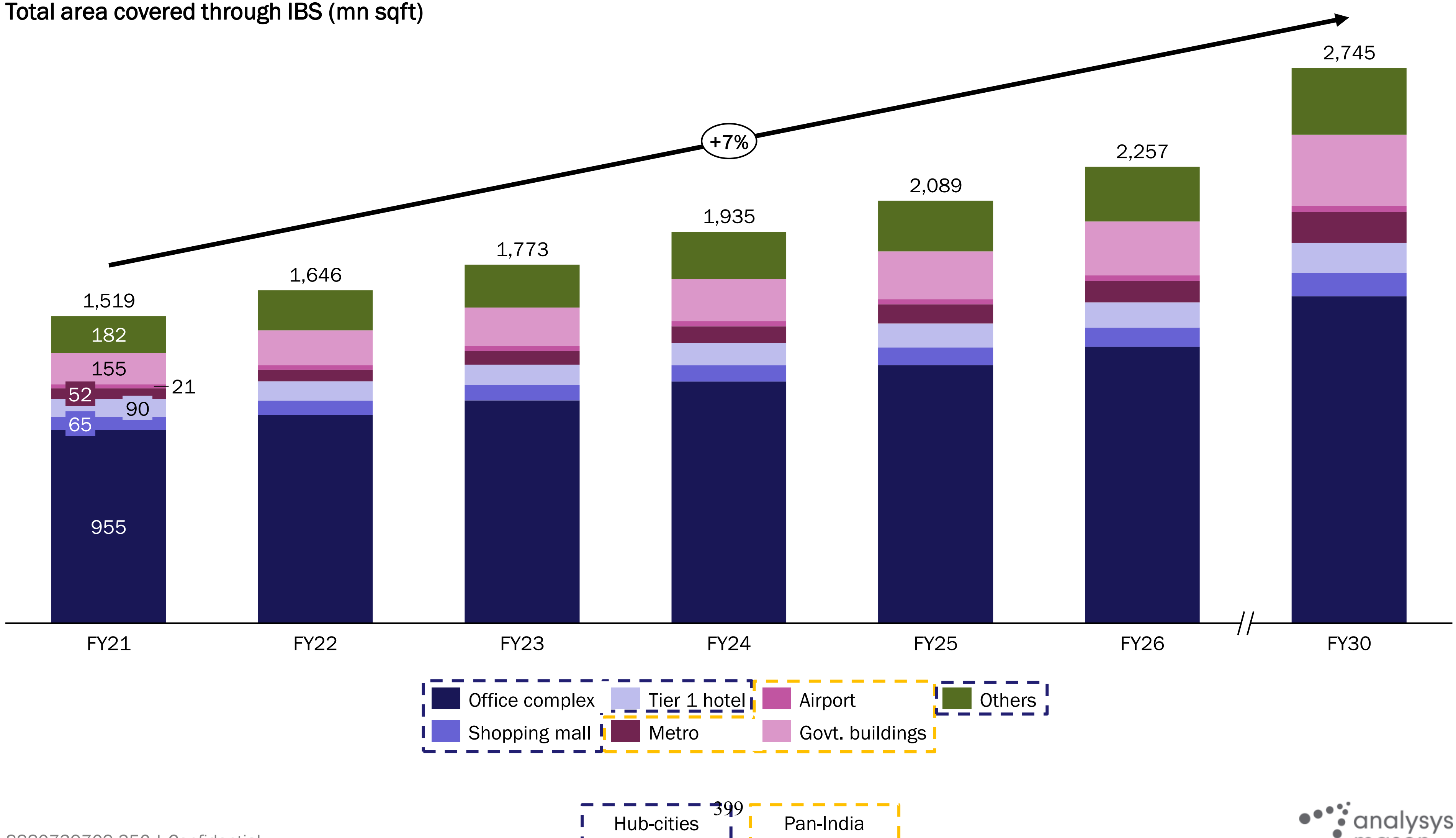
Estimation of demand for IBS



Small cells IBS

At an aggregate level, ~1,226 million sqft of incremental IBS demand is expected between FY21-30 in the addressable areas for Space TeleInfra

Total area covered through IBS (mn sqft)



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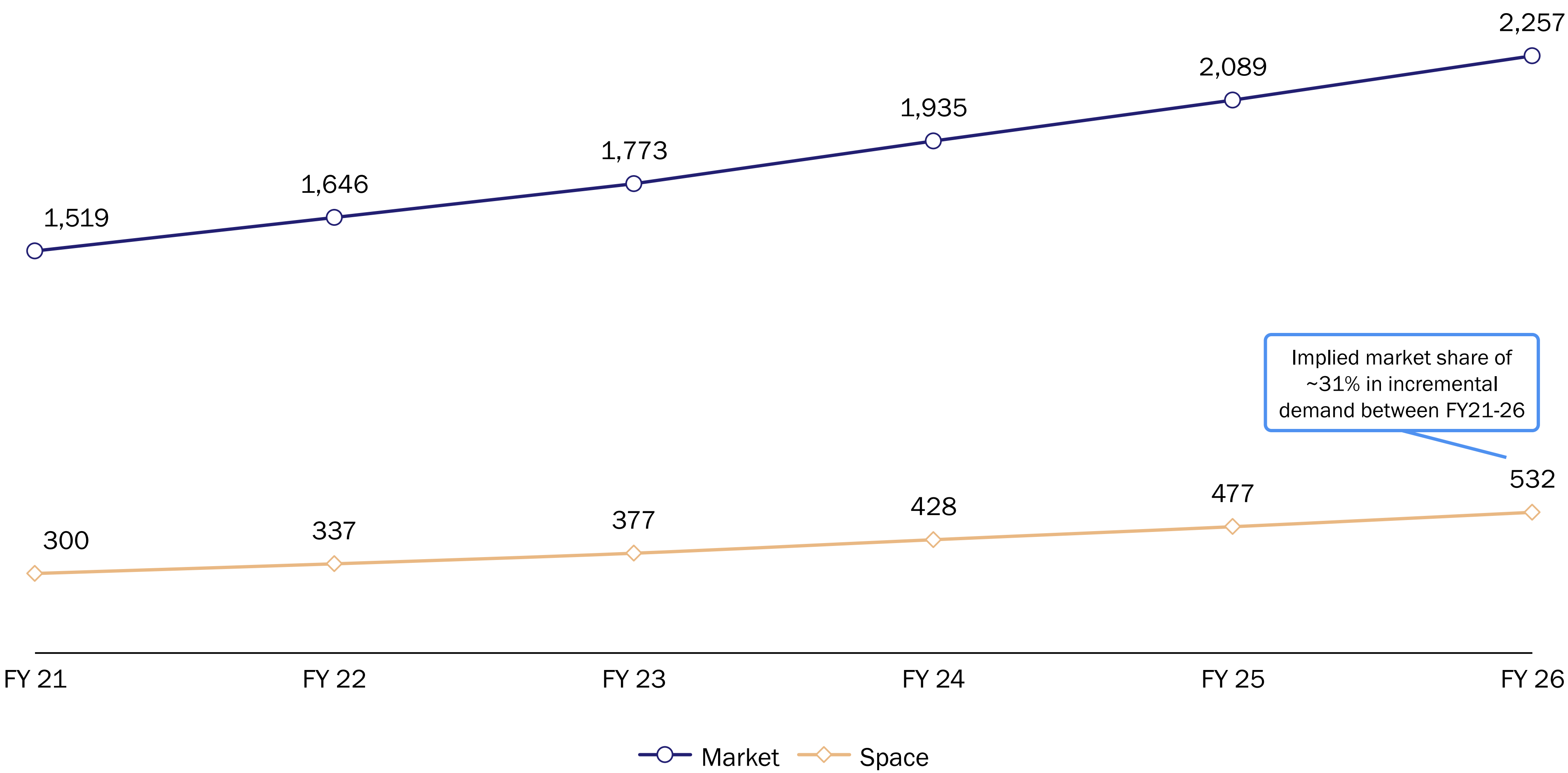
Small cells IBS

Space's IBS offering is expected to cater to ~31% of incremental demand between FY21-26, reaching ~571mn sqft of space by FY26

Space's share in IBS market (mn sqft)



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