

DISTRIBUTION POLICY OF INTERISE TRUST

A. Background

This Distribution Policy (**'Policy'**) is framed in accordance with the requirements of Regulation 18(6) of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (**'InvIT Regulations'**), read with the circular issued by Securities and Exchange Board of India (**'SEBI'**) on May 07, 2025, bearing reference no. SEBI/HO/DDHS/DDHS-PoD-2/P/CIR/2025/63 and other circulars/ guidelines issued/ to be issued by SEBI, from time to time in this regard.

This Policy regulates and provides the framework for the payment of distributions by Interise Trust (**'Trust'**), its special purpose vehicles (**'Project SPVs'**), and holding company(ies) (**'Holdco'**) to and for the benefit of the Unit Holders of the Trust.

B. Applicability

This Policy is applicable to Trust, its Project SPVs and the Holdco.

Interise Investment Managers Limited, acting as the Investment Manager of the Trust (**'IM'** or **'Investment Manager'**), shall ensure appropriate implementation of this Policy.

C. Definitions

Capitalised terms used but not defined herein shall have the meaning ascribed to such term under the InvIT Regulations and/or circulars/ guidelines issued by SEBI, thereunder from time to time.

The framework for computation of Net Distributable Cash Flows (**'NDCFs'**) for determining distributable amounts for the Trust, Project SPVs and/or Holdco shall be in accordance with the computation framework prescribed by SEBI from time to time.

D. Framework for Distribution

(a) Distribution by Project SPVs

Project SPVs shall distribute not less than ninety percent (90%) of NDCFs to the Trust and/or Holdco, in proportion to their holdings in the respective Project SPVs, as the case may be, subject to applicable provisions of the Companies Act, 2013 or the Limited Liability Partnership Act, 2008.

(b) Distribution by Holdco to the Trust

- (i) Holdco shall distribute one hundred percent (100%) of the cash flows received from the respective Project SPVs as stated in paragraph D (a) hereinabove to the Trust.
- (ii) Holdco shall also distribute not less than ninety percent (90%) of the NDCFs generated from its own sources to the Trust, subject to applicable provisions of the Companies Act, 2013 or the Limited Liability Partnership Act, 2008.

(c) Distribution by the Trust

- (i) The Trust shall distribute one hundred percent (100%) of the cash flows received from Project SPVs and Holdco as stated in paragraphs D (a) and D (b) hereinabove to the Unit Holders.
- (ii) The Trust shall also distribute not less than ninety percent of (90%) of the NDCFs generated from its own sources to the Unit Holders.

(d) Distribution in case of Sale of Infrastructure Asset(s)/ Investment(s) or any other case

In accordance with Regulation 18(7) of the InvIT Regulations where infrastructure assets are sold by the Trust, or Holdco, or Project SPVs, or if equity shares or interests in Holdco/ Project SPVs are sold/ divested by the Trust:

- (i) If the Trust proposes to re-invest the aforesaid sale proceeds (arising out of such sale/ divestment) into another infrastructure asset, Holdco or Project SPV, as the case may be, shall not be required to distribute such proceeds to the Trust and the Trust shall not be required to distribute any sale proceeds to Unit Holders.
- (ii) If the Trust proposes not to invest the aforesaid sales proceeds (arising out of such sale/ divestment) into any other infrastructure asset within a period of one (1) year, the sale proceeds shall be distributed in accordance with the distribution framework detailed in paragraph D hereinabove and in accordance with Regulation 18(6) of the InvIT Regulations.

E. Record Date and Payment of Distribution

- (a) In line with Regulation 18(6)(c) of the InvIT Regulations, the record date for the payment of distribution shall be two (2) working days from the date of the declaration of the distribution (excluding the date of declaration and the record date).
- (b) Distributions declared shall be paid to Unit Holders within five (5) working days from the record date.
- (c) If distributions are not made within the timeline specified in paragraph E (b), the IM shall be liable to pay interest to the Unit Holders at the rate of fifteen percent (15%) per annum until the distribution is made. Such interest shall not be recovered in the form of fees or any other form payable to the Investment Manager by the Trust.
- (d) Any unpaid or unclaimed distribution amount shall be dealt in accordance with the 'policy for the claims and process thereof for unclaimed amounts' available on the Trust's website: <https://interiseworld.com/investor-centre/codes-and-policies>.

F. Frequency of Declaration of Distributions

- (a) In accordance with the placement memorandum/ offer document of the Trust dated May 4, 2018, the IM shall declare and distribute not less than twice a year, based on NDCFs statements and appropriate certification thereof.
- (b) Subject to the approval and recommendation of the Investment and Finance Committee of the IM and the availability of cash flows for distributions, the IM may

declare additional distribution to Unit Holders, over and above what is enunciated in paragraph F (a) hereinabove. The said additional distribution shall also be based on the NDCF's statements and appropriate certifications thereof.

- (c) The IM shall ensure that each distribution comprises consolidated cash flows from all assets held by the Trust, its Project SPVs, or the HoldCo, without distinction.
- (d) The IM shall ensure that the first distribution from the NDCF for a financial year (or part thereof) complies with the minimum threshold of 90% / 100%, as prescribed under the InvIT Regulations, with subsequent distributions meeting the requirement on a cumulative basis for that financial year.

G. Amendments

The Chief Compliance Officer shall be responsible for formulating/ reviewing/ periodic updating of this Policy periodically, as required, in accordance with and in compliance with the InvIT Regulations.

Notwithstanding the above, this Policy shall stand automatically amended to the extent of any changes in the InvIT Regulations, without requiring any further action from the IM. In the case of any change to this Policy other than those required by regulatory changes, the approval of the Unit Holders shall be required, with votes cast in favor of the resolution exceeding sixty percent (60%) of the total votes cast.

The Board may amend or modify this Policy, in whole or in part, from time to time.

H. Effective Date

Upon the approval of the Unitholders, this Policy shall be effective from June 1, 2025, and supersedes the earlier policy dated November 30, 2022.