

INVESTOR CHARTER FOR INTERISE TRUST

Interise Trust ('Trust') is an Infrastructure Investment Trust ('InvIT') registered with SEBI, as per The Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ('InvIT Regulations'), and has formulated and adopted the Investor Charter herein.

1. VISION

Trust shall endeavour to develop the InvIT sector and shall also provide Investors with transparent, efficient, and reliable investment opportunities in infrastructure assets by ensuring fair and robust regulatory mechanisms and enhance confidence among Investors by protecting and promoting the interests of unitholders and other security holders.

2. MISSION

- i. To support the development of a transparent, ethical and globally competitiveness of the Trust and in turn contribute to the InvIT sector, while upholding the highest standards of corporate governance and transparency.
- ii. To enact and enforce the rules and regulations that promote the maintenance of high professional and ethical standards in all areas of operations of the Trust and in turn the InvIT sector.
- iii. To work closely with the InvIT sector to recommend and promote good business practices and a code of conduct to be followed by the Trust and in turn recommend and promote to all InvITs in the best interests of investors of the InvITs.
- iv. To ensure the Trust and infrastructure assets forming part of the Trust are professionally managed to deliver optimal performance and returns and Trust shall endeavour to ensure the same for InvITs.
- v. To recommend standardized operational processes to be followed by the Trust and in turn InvIT sector for the convenience and benefit of the investors of the InvITs.
- vi. To protect the interests of Investors of the Trust and in turn contribute the same for InvIT sector.
- vii. To establish a robust grievance redressal mechanism for investor protection.
- viii. To facilitate informed investment decisions to the investors through timely and accurate disclosures.
- ix. To endeavour for undertaking nationwide investor awareness programmes, to inform and educate existing and prospective Investors about the InvITs including the Trust through its association, as an asset class and to educate the public about the concept and working of the InvITs.
- x. To contribute to job creation, improved infrastructure, and increased economic activity.

3. DESCRIPTION OF ACTIVITIES/ BUSINESS ENTITY

- i. The Trust raises funds from the investors by issuing units and deploying capital in infrastructure assets, either directly or through Special Purpose Vehicles (SPVs)/Holding Companies, by ensuring adherence to SEBI InvIT regulations.

- ii. The Trust generates its revenue from toll roads, a long-term infrastructure project or any other infrastructure assets, on a consolidated basis.
- iii. The Trust operates under a structured framework with a Trustee, self-sponsored Investment Manager and Project Manager, ensuring adherence to SEBI InvIT regulations.
- iv. The Trust endeavours to optimize its performance through acquisitions, operational improvements, refinancing, and strategic asset management.
- v. The Trust maintains a minimum of 80% investment in completed and revenue-generating assets.
- vi. The Trust distributes not less than 90% of net distributable cash flows of the Trust to the unitholders periodically.
- vii. The Trust provides periodic updates/disclosures on NAV, acquisition, portfolio performance, financial information, corporate governance reports, credit ratings and other regulatory filings through its website and disseminates the same to the stock exchanges, wherever applicable.
- viii. The Trust publishes annual reports, half-yearly reports, quarterly reports, and valuation reports (by independent valuer) on their respective websites and disseminates the same to the stock exchanges, wherever applicable.
- ix. The Trust has formulated investor-friendly policies, transparent grievance redressal mechanisms, and voting rights on key matters affecting the Trust.
- x. The Trust processes unitholder's financial and non-financial transactions/service requests in efficient manner.
- xi. The Trust aggregate consolidated borrowings (including deferred payments, and net of cash and cash equivalents) is capped at 70% of the value of the Trust assets.

Any increase of aggregate consolidated borrowings exceeding 25% of value of the Trust assets but up to 49% and above 49% up to 70%, shall, *inter alia*, require unit holders' approval and credit rating. In case of aggregate consolidated borrowings exceeding 49%, (i) funds are required to be utilised for acquisition or development of infrastructure projects; (ii) obtain credit rating of 'AAA' or equivalent; (iii) track record of atleast six (6) continuous distributions.

4. SERVICES PROVIDED FOR UNITHOLDERS

Financial Transactions (Commercial Transactions)			
Sr. No.	Description of Service/ Activity	Frequency	Time taken for providing service
1.	Pay-out of distribution proceeds from the record date,	Distribution not less than once every financial year,	Within 5 working days from the record date pursuant to Regulation 18(6)(c).
2.	Refund of subscription money in case minimum subscription is not received.	-	Not later than 15 days from the issue closing date.

Complaints/ Requests			
Sr. No.	Description of Service/ Activity	Frequency	Time taken for providing service
1.	Resolution of Investor grievances through internal grievance redressal mechanisms of Interise Investment Managers Limited, Investment Manager ('IM') of the Trust.	-	<p>(a) Matters such as non-receipt of the annual report and notice of postal ballot are to be addressed by the respective RTAs within a period of 5 working days from the receipt of the request or in case, any supporting documents are required by the RTA for addressing the request, within a period of 5 working days from the receipt of such documents to the RTA's satisfaction.</p> <p>(b) Matters other than those referred to in point (a) above, including but not limited to distribution/ interest, are to be addressed by the respective RTAs within a period of 7 working days from receipt of the request. In case, any supporting documents are required by the RTA from the Investor or any other party for addressing the request, such matters will be addressed within a period of 15 days from the receipt of such documents to the RTA's satisfaction.</p>
2.	<p>Resolution of Investor grievances by SEBI for grievances received on SCORES platform and Online Dispute Resolution Mechanism (ODR)*</p> <p><i>(*As required by SEBI, the status of investor grievances, including received through SCORES/ODR shall be disclosed periodically)</i></p>	-	Within 21 calendar days from the receipt of the complaint.

Disclosure/ Reports			
Sr. No.	Description of Service/ Activity	Frequency	Time taken for providing service
1.	Intimation regarding any change in InvIT structure, sponsor, IM or trustee.	-	Within 24 hours from any such change.
2.	Disclosure of periodic financial information (Half-yearly and Annual financial information) - both Standalone and Consolidated* <i>(*as per SEBI Master Circular, as applicable, from time to time)</i>	Half Yearly Annually Quarterly (also applicable in case the aggregate borrowing limit exceeds 49%)	1. First half year period of the financial year - within 45 days from the end of the half year. 2. Annual - within 60 days from the end of the financial year. 3. Quarterly - within 30 days from the end of June and December Quarter.
3.	Disclosure of Half-yearly, Annual and Quarterly Reports* <i>(*as per mandatory disclosure requirements laid down in SEBI InvIT Regulations)</i>	Half Yearly Annually Quarterly (also applicable in case the aggregate borrowing limit exceeds 49%)	1. Half-Yearly Report - within 45 days from the end of the first half year. 2. Annual Report - within 3 months from the end of the financial year. 3. Quarterly Report - within 30 days from the end of June and December Quarter.
4.	Disclosure of valuation report of all the Trust assets.	Annual Quarterly (applicable in case the aggregate borrowing limit exceeds 49%)	1. Annual Valuation to be completed within 2 months from the end of the financial year. 2. Quarterly Valuation to be completed within 1 month from the end of June, September & December quarter. Valuation Reports are to be disclosed within 15 days post receipt of the reports.
5.	Disclosure of compliance report on governance in the format as may be specified by the Board by the IM*	Quarterly	1. Part A of Annexure 15 of the Master Circular for InvIT - within 21 days

	(*as per SEBI Master Circular, as applicable, from time to time)	Annually	<p>from the end of each quarter.</p> <p>2. Part B of Annexure 15 of the Master Circular for InvIT - Within 21 days from the end of financial year on an annual basis.</p> <p>3. Part C of Annexure 15 of the Master Circular for InvIT - within three months from the end of financial year on an annual basis.</p>
6.	Disclosure of Unitholding Pattern for each class of Investors.	<p>1. Quarterly</p> <p>2. Listing of units on the stock exchanges.</p> <p>3. In the event of any capital restructuring of Trust resulting in a change exceeding 2% of the total outstanding units of Trust.</p>	<p>1. Quarterly - within 21 days from the end of each quarter.</p> <p>2. One day prior to listing of units on the stock exchanges.</p> <p>3. Within 10 days of any capital restructuring of Trust resulting in a change exceeding 2% of the total outstanding units of Trust.</p>
7.	Disclosure of asset acquisitions, divestments, or changes in the asset portfolio.	-	Prompt intimation which shall not be later than 24 hours of such event, which have a bearing on the performance or operations of the Trust, including asset acquisitions, divestments, or changes in the asset portfolio, value of which exceeds 5% of the Value of Trust Assets.
8.	Disclosure of investor complaints and redressal status.	Quarterly	Within 21 days from the end of each quarter.
9.	Disclosure of Annual Secretarial Compliance Report.	Annually	Within 60 days from the end of the financial year.

10.	Disclosure of Credit Rating.	To be reviewed annually by the registered credit rating agency. Also, upon any change in credit rating obtained by the Trust.	Review to be completed within 30 days from the end of the financial year and intimation to be sent immediately. Further, details of any credit rating obtained by the Trust and any change in the disclosed rating shall also be intimated promptly. Additionally, prompt intimation for disclosure of details of any credit rating obtained by the Trust and any change in such rating.
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Others

Sr. No.	Description of Service/ Activity	Frequency	Time taken for providing service
1.	Trust website to remain functional and updated with latest content.	Continuous	To be updated up to last 2 days.

5. GRIEVANCE REDRESSAL MECHANISM FOR INVESTORS

- i. The Investor Grievance Redressal Policy ('Policy') of the Trust is publicly displayed on the website at <https://www.interiseworld.com/investor-centre/codes-and-policies>, outlining the process for how investors can lodge and resolve complaints against the Trust.
- ii. In case of any grievance/complaint, an Investor should approach respective RTA/ Chief Compliance Officer of the Trust in line with the escalation matrix provided in the Policy. The name and the contact details of the RTAs and Chief Compliance Officer/ Investor Relations Officer is mentioned on the website of the Trust under the tab Investor Centre > Investor Grievance at <https://www.interiseworld.com/investor-centre/investor-grievance-contact>, with whom Investor may approach/write to in case of any query, complaints or grievance.
- iii. If the Investor's complaint is not redressed satisfactorily, Investor may lodge a complaint with SEBI on SEBI's SCORES 2.0 Portal, which is a centralized web - based complaints redressal system. SEBI takes up the complaints registered via SCORES (<https://scores.gov.in/scores/Welcome.html>) and Online Dispute Resolution Mechanism ('ODR') Platform (<https://smartodr.in/login>) with the Trust for timely redressal. SCORES facilitates tracking the status of the complaint and ODR is a platform to file complaints/dispute for resolution through online conciliation and arbitration.
- iv. Investors may also send their physical complaints/ visit to: Office of Investor Assistance and Education, Securities and Exchange Board of India ('SEBI') at SEBI Bhavan. Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 or any other offices of SEBI, across India, or they may lodge their complaints/ grievances on the web grievance form of SEBI, details of which are available at https://www.sebi.gov.in/contact-us.html#feed_back.

Investors are requested to refer the aforesaid Policy for raising their query/complaint or grievance including the escalation matrix available therein.

6. DO's and DON'Ts FOR INVESTORS

A. DO's FOR THE INVESTORS

- i. Check registration status of the Trust on SEBI website before investing (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=20>).
- ii. Read all offer related documents and other reports/ disclosures and understand the risks involved and suitability of the investment to the investor's risk profile.
- iii. Provide and keep updated KYC details including address, tax status, residency, and other key information such as PAN & bank account details including details in demat account.
- iv. Provide own email address and mobile number and promptly notify changes to this information, if any to the Depository Participant ('DP').
- v. Follow respective Trust's websites and Stock Exchange(s) website for regular updates and disclosures.
- vi. Periodically check the holdings directly through the website of depositories/depository participants.
- vii. Consider availing nomination facility through Demat Account in respect of investments made in Trust.
- viii. Invest through registered and regulated entities.
- ix. Conduct thorough research or consult financial advisors before investing.
- x. Stay informed about regulatory changes and their impact on investments.
- xi. Understand and stay informed about the tax implications related to investment in Trust, including taxation on capital gains on sale of units.
- xii. Keep critical information such as user ID, password, etc. confidential. Do change the passwords frequently.
- xiii. Read communications/ notices/ financial reports/ press releases/ FAQs, etc. sent/ or published by the Trust via newspapers, email, website, etc.

B. DONT's FOR THE INVESTORS

- i. Do not invest based solely on hearsay or unsolicited advice.
- ii. Do not fall for the promise of indicative or exorbitant or assured returns.
- iii. Do not invest in unregistered or unauthorized investment schemes that claim to be Trust.
- iv. Do not ignore the terms and conditions outlined in investment documents and other disclosures.
- v. Do not avoid delaying the reporting of any discrepancies or grievances.
- vi. Do not issue blank cheques or blank signed transaction instructions.

- vii. Do not use third-party bank accounts for fund flows for subscription of units.

7. RIGHTS OF INVESTORS

- i. Right to receive timely distributions as per the declared schedule made by the Trust and SEBI mandates (at least annually, for privately listed Trust).
- ii. Right to vote on significant matters, including the acquisition of new assets, borrowing, related party transactions, appointment or change of the IM, and induction or exit of a Sponsor (with an exit option for dissenting voters) and such other matters which requires unitholders consent as per Regulation 22 of SEBI InvIT Regulations.
- iii. Right to access a full valuation report of all Trust assets, at least annually.
- iv. Right to receive Form 64B or such other prescribed form in relation to Annual Statement of Income Distributed within statutory timeline.
- v. Right to receive Annual and Half-Yearly report of the Trust including financial information, auditors report and valuation report.
- vi. Right to be informed of any disclosures that may materially impact investments in the Trust.
- vii. Right to participate in meetings and vote on matters affecting the Trust.
- viii. Right to privacy of personal information in accordance with applicable laws.
- ix. Right to information about the grievance redressal process, including escalation mechanisms.
- x. Right to timely redressal of grievances within the regulatory timelines by the Chief Compliance Officer of the Trust.
- xi. Right to escalate unresolved complaints to SEBI via the SCORES or ODR portal.
- xii. Right to receive corporate actions such as rights issue etc.
- xiii. Right to appoint a Unitholders' Nominee Director by unitholders holding 10% or more of the total outstanding units of the Trust, either individually or collectively.
- xiv. Right to inspect the requisite documents/records as stated in the notice of Investors' Meeting or Postal Ballot, if any, at the principal place of business of the Trust, during office hours on all working days from the date of dispatch of the notice until the day of such Meeting or completion of Postal Ballot. Additionally, for the convenience of the Investors and as may be indicated in the notice, the aforesaid document/ records may also be available for inspection at the registered office/ corporate office of the IM.
- xv. Right to request to call unit holders meeting for such matters as prescribed under the SEBI InvIT regulations.

8. RESPONSIBILITIES OF INVESTORS

- i. To read all offer-related documents carefully before investing.
- ii. To invest only through registered and regulated entities; avoid speculation, rumours, or informal advice.

- iii. To stay informed about the Trust's performance, market conditions, and regulatory updates.
 - iv. To consistently monitor and comply with SEBI Circulars and amendments to SEBI InvIT Regulations.
 - v. To use designated grievance redressal channels for raising concerns and resolving issues.
 - vi. To keep critical information such as user IDs, passwords, and financial details confidential.
 - vii. To be cautious of misleading promises of assured, indicative, or exorbitant returns.
 - viii. To regularly review communications, notices, addendums, FAQs and press releases from the Trust's via website, newspapers, email, and official sources.
 - ix. To provide and keep KYC details updated with the Depository Participant (DP), including address, tax status, residency, PAN, and bank account details including details in demat account.
 - x. To ensure that email address and mobile number are up to date and promptly update any changes with the DP.
9. DUTIES OF BHARAT INVITS ASSOCIATION ('BIA') AS A DESIGNATED BODY FOR REDRESS OF INVESTOR COMPLAINTS

i. Support Grievance Redressal:

To support grievance redressal in a transparent and efficient manner for all the Stakeholders. Investor can lodge their grievance against any InvIT industry member by emailing at bia@bharatinvitsassociation.com.

ii. To act as a Facilitator between the Investors and BIA members:

Facilitate communication between investors and the concerned BIA member in case of disputes.

iii. Ensuring Timely Resolution:

To monitor all complaints received on the SCORES portal assigned to BIA, as a designated body, coordinate with relevant members and ensure that the complaints are resolved within the stipulated timeframe.

Note: All terms used, but not defined herein, shall have the meaning ascribed to such term under the InvIT Regulations and/or circular/ guidelines issued by the SEBI, thereunder, from time to time and Investor Grievance Redressal Policy of the Trust.

10. REVIEW / AMENDMENT

The Chief Compliance Officer shall periodically review (not being less than year) and carry out such amendment(s) to this Charter as may be mandated by SEBI, from time to time.

Any amendment(s) mandated by SEBI in the interim shall be deemed to be incorporated herein, until the Charter is duly amended as stated in the preceding para herein above.