

## **Terms of Reference of Debenture Issuance and Allotment Committee**

***(Updated as of 6 November 2025)***

1. To approve the structure, terms, and conditions of debenture issues including type (secured/unsecured), tenure, coupon rate, redemption schedule, security, etc., as may be applicable.
2. To determine the mode of issuance such as private placement, public issue, or preferential allotment, including provisions to enable listing of debentures on recognized stock exchanges, wherever required or deemed necessary, subject to applicable regulatory approvals and compliance.
3. To approve the offer document or placement memorandum and any amendments thereto, ensuring compliance with SEBI regulations and other applicable guidelines, wherever listing is proposed.
4. To finalize the list of investors and approve the allotment of debentures, including exercising the green shoe option, if applicable.
5. To approve pricing of debentures.
6. To authorize execution of debenture trust deeds and all types of transaction documents.
7. To appoint intermediaries such as debenture trustees, merchant bankers, legal advisors, credit rating agencies, registrars, depositories, and EBP platform providers, as may be required.
8. To ensure compliance with applicable provisions of the Companies Act, 2013, SEBI Regulations, RBI Directions, SEBI LODR Regulations, and other relevant legislations, wherever applicable.
9. To authorize filing of necessary forms and documents with ROC, RBI, SEBI, and stock exchanges, including filings on the EBP platform, if required.
10. To monitor post-issuance activities including listing, trading, redemption, investor communications, and compliance with financial covenants and security cover, wherever applicable.
11. To oversee and ensure compliance with operational aspects of debenture issuance including ISIN creation, credit rating review, investor disclosures, and covenant monitoring, wherever applicable.
12. To delegate powers to officers or consultants for execution of documents and completion of procedural formalities.
13. To periodically review and recommend changes to the Terms of Reference to the Board.
14. To exercise any other powers as may be delegated by the Board from time to time, including those related to listed and unlisted secured debenture activities via the EBP platform and green shoe option, wherever applicable.