SECURITIES AND EXCHANGE BOARD OF INDIA

(INFRASTRUCTURE INVESTMENT TRUSTS) REGULATIONS, 2014

[Amended up to October 16, 2026]

No. LAD-NRO/GN/2014-15/10/1577- In exercise of the powers conferred by Section 30 read with Section 11 and 12 of the Securities and Exchange Board of India Act, 1992 (15 of 1992), laying a framework for Infrastructure Investment Trusts and registration and regulation thereof, the Securities and Exchange Board of India hereby, makes the following regulations, namely, —

CHAPTER I

PRELIMINARY

Short title and commencement

1. (1) These regulations may be called the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.

(2) They shall come into force on the date of their notification in the Official Gazette.

Definitions

2. (1) In these regulations, unless the context otherwise requires, the terms defined herein shall bear the meanings assigned to them below, and their cognate expressions shall be construed accordingly,–

(a) "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

(b) "associate" of any person [1]["means "associate company" as defined under the Companies Act, 2013 or under the applicable accounting standards and shall also include",] –

[1] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to which it read as '"associate" of any person includes'.

(i) any person controlled, directly or indirectly, by the said person;

(ii) any person who controls, directly or indirectly, the said person;

(iii) where the said person is a company or a body corporate, any person(s) who is designated as promoter(s) of the company or body corporate and any other company or body corporate with the same promoter(s);

(iv) where the said person is an individual, any relative of the individual;

(v) [2][***]

(vi) [3][***]

(vii) [4][***]

(viii) [5][***]

(c) "Board" means the Securities and Exchange Board of India established under section 3 of the Act;

(d) "body corporate" shall have the meaning assigned to it in or under sub-section (11) of section 2 of the Companies Act, 2013;

(e) "bonus issue" means additional units allotted to the unit holders, as on the record date fixed for the said purpose, without any cost to the unit holder;

(f) "certificate" means a certificate of registration granted under these regulations;

(g) [6][(g) "change in control", -

[2] Sub clause (v) omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to which it read as 'where the said person is a company or a body corporate or an LLP, its group companies;'

[3] Sub clause (vi) omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to which it read as 'companies or LLPs under the same management;'

[4] Sub clause (vii) omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to which it read as 'where the said person is an InvIT, related parties to the InvIT;'

[5] Sub clause (viii) omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to which it read as 'any company or LLP or body corporate in which the person or its director(s) or partner(s) holds, either individually or collectively, more than fifteen percent of its paid-up equity share capital or partnership interest, as the case may be;'

[6] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2023 w.e.f. 01.04.2023. Prior to substitution it read as follows:

"*(g) "change in control", means,–*

(i) in case of a body corporate, -

(A) if its shares are listed on any recognized stock exchange, shall be construed with reference to the definition of control in terms of regulations framed under clause (h) of sub-section (2) of section 11 of the Act;

(B) if its shares are not listed on any recognized stock exchange, shall be construed with reference to the definition of control as provided in sub-section (27) of section 2 of the Companies Act, 2013 (18 of 2013);

(ii) in a case other than a body corporate, shall be construed as any change in its legal formation or ownership or change in controlling interest.

Explanation- For the purpose of sub-clause (ii), the expression "controlling interest" means an interest, whether direct or indirect, to the extent of not less than fifty percent of voting rights or interest;]

(h) "company" means a company as defined under sub-section (20) of section 2 of the Companies Act, 2013;

(i) "completed and revenue generating project" means an infrastructure project, which prior to the date of its acquisition by, or transfer to, the InvIT, satisfies the following conditions,–

(i) the infrastructure project has achieved the commercial operations date as defined under the relevant project agreement including concession agreement, power purchase agreement or any other agreement of a similar nature entered into in relation to the operation of the project or in any agreement entered into with the lenders;

(ii) the infrastructure project has received all the requisite approvals and certifications for commencing operations; and

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(i) In case of a company or body corporate, change in control where 'control' shall have the meaning as provided in sub-section (27) of Section 2 of the Companies Act, 2013;

(ii) in any other case, change in the controlling interest.

Explanation.— For the purpose of sub-clause (ii), the expression "controlling interest" means an interest, whether direct or indirect, to the extent of more than fifty percent of voting rights or interest;"

(iii) the infrastructure project has been generating revenue from operations for a period of not less than one year;

(j) "concession agreement" means an agreement entered into by a person with a concessioning authority for the purpose of implementation of the project as provided in the agreement;

(k) "concessioning authority" means the public sector concessioning authority in PPP projects;

(l) "credit rating agency" means a credit rating agency registered with the Board under the Securities and Exchange Board of India (Credit Rating Agencies) Regulations, 1999;

(m) "custodian" means a person registered with the Board under the Securities and Exchange Board of India (Custodian of Securities) Regulations, 1996;

[7] ["(ma) "debt securities" shall be defined under Regulation 2(1)(e) of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;"]

(n) "designated stock exchange" means a recognised stock exchange in which units of an InvIT are listed or proposed to be listed and which is chosen by the InvIT as a designated stock exchange for the purpose of a particular issue of the units of the InvIT under these regulations:

Provided that where one or more of such stock exchanges have nationwide trading terminals, the InvIT shall choose one of them as the designated stock exchange:

Provided further that the InvIT may choose a different recognised stock exchange as a designated stock exchange for any subsequent issue of units of the InvIT under these regulations;

[7] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

(o) "eligible infrastructure project" means an infrastructure project which, prior to the date of its acquisition by, or transfer to, the InvIT, satisfies the following conditions,–

(i) For PPP projects,–

(1) the Infrastructure Project is [8][a] completed and revenue generating [project][9], or

[10] ["(1a) the Infrastructure Project, which has achieved commercial operations date and does not have the track record of revenue from operations for a period of not less than one year, or"]

(2) the Infrastructure Project is a pre-COD project;

(ii) In non-PPP projects, the infrastructure project has received all the requisite approvals and certifications for commencing construction of the project;

[11][(oa) "employee unit option scheme" means a scheme under which the investment manager grants unit options to its employees through an employee benefit trust.

Explanation. - For the above purpose, employees of the investment manager shall include all directors of the investment manager except independent directors.]

(p) "follow–on offer" means offer of units of an InvIT to the public for subscription and includes an offer for sale of InvIT units by an existing unit holder to the public;

(q) [12][***]

(r) "form" means any of the forms set out in the Schedule I;

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[8] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[9] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[10]Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[11] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2024, w.e.f. 13.07.2024.

[12] Sub clause (q) omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to omission it read as '"follow-on offer document" means any document by which follow-on offer is made to the public by an InvIT;'

[13][(ra) general purposes" include such identified purposes for which no specific amount is allocated or any amount so specified towards general purpose or any such purpose by whatever name called, in the draft offer document filed with the Board:

Provided that any issue related expenses shall not be considered as a part of general purpose merely because no specific amount has been allocated for such expenses in the draft offer document filed with the Board;"]

(s) "governing board" in case of an LLP shall mean a group of members assigned by the LLP to act in a manner similar to the board of directors in case of a company;

[14][(sa) "group entities of the Investment Manager" means:

(i) entities or person(s) which are controlled by the Investment Manager;

(ii) entities or person(s) who control the Investment Manager;

(iii) entities or person(s) which are controlled by entities or person(s) specified in sub-clause (ii).]

[15] [[16][(sb)] "holdco" or "holding company" means a company or LLP,-

(i) in which InvIT holds or proposes to hold controlling interest and not less than fifty one per cent of the equity share capital or interest and which in turn has made investments in other SPV(s), which ultimately hold the infrastructure assets;

(ii) which is not engaged in any other activity other than holding of the underlying SPV(s), holding of infrastructure projects and any other activities pertaining to and incidental to such holdings;"]

[13] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.
[14] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.
[15] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.
[16] Clause (sa) renumbered as clause (sb) by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[17][(saa) "Independent director" in case of a company means a director, other than a nominee director of the investment manager: -

(i) who, in the opinion of the Board of Directors of the investment manager, is a person of integrity and possesses relevant expertise and experience;

(ii) who is not or was not the promoter of parties to the InvIT, its holding company, the subsidiary or associate [18][or a member of the sponsor group of the InvIT];

(iii) who is not related to the InvIT, its Holdco and/or SPV, parties to the InvIT, its holding company, the subsidiary or associate or their promoters or directors;

(iv) who, apart from receiving director's remuneration, does not have any or has had no material pecuniary relationship with the InvIT, its Holdco and/or SPV, parties to the InvIT, its holding company, the subsidiary or associate or their promoters or directors, during the three immediately preceding financial years or during the current financial year;

(v) none of whose relatives-

(A) is holding securities of or interest in the InvIT, its Holdco and/or SPV, , parties to the InvIT, their holding Company, subsidiary or associate during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the unit capital of the InvIT, two percent of the paid-up capital of the parties to the InvIT, their holding Company, subsidiary or associate or Holdco and/or SPV respectively or such higher sum as may be specified;

(B) is indebted to the InvIT, its Holdco and/or SPV, parties to the InvIT, its holding company, subsidiary or associate or their promoters or directors, during the three immediately preceding financial years or during the current financial year in excess of such amount as may be specified;

[17] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2023 w.e.f. 01.04.2023.

[18] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

(C) has given a guarantee or provided any security in connection with the indebtedness of any third person to the InvIT, its Holdco and/or SPV, parties to the InvIT, its holding company, subsidiary or associate or their promoters or directors, during the three immediately preceding financial years or during the current financial year for such amount as may be specified; or

(D) has any other pecuniary transaction or relationship with the InvIT, its Holdco and/or SPV, parties to the InvIT, its holding company, subsidiary or associate amounting to two percent or more of its gross turnover or total income:

Provided that the pecuniary relationship or transaction with the InvIT, its holdco or SPV, parties to the InvIT, its holding company, subsidiary or associate or their promoters, or directors in relation to points (A) to (D) shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

(vi) who, neither himself or herself, nor whose relative(s) —

(A) holds or has held the position of a key managerial personnel or is or has been an employee of the Holdco and/or SPV, parties to the InvITor its holding, subsidiary or associate or any company belonging to parties to the InvIT in any of the three financial years immediately preceding the financial year in which he/she is proposed to be appointed:

Provided that in case of a relative who is an employee other than a key managerial personnel, the restriction under this clause shall not apply for his/her employment;

(B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he/she is proposed to be appointed, of-

(1) a firm of auditors or company secretaries in practice or cost auditors of the InvIT, its Holdco and/or SPV, parties to the InvIT, its holding company, subsidiary or associate; or

(2) any legal or a consulting firm that has or had any transaction with the InvIT, its Holdco and/or SPV, parties to the InvIT, its holding company, subsidiary or associate amounting to ten per cent or more of the gross turnover of such firm;

(C) holds together with his relatives two per cent or more of the total voting power of the InvIT, its Holdco and/or SPV, parties to the InvIT;

(D) is a chief executive or director, by whatever name called, of any non- profit organisation that receives twenty-five per cent or more of its receipts or corpus from the InvIT, its Holdco and/or SPV, parties to the InvIT, its holding company, subsidiary or associate, any of its promoters, directors or that holds two per cent or more of the total voting power of the InvIT, its Holdco and/or SPV parties to the InvIT;

(E) is a material supplier, service provider or customer or a lessor or lessee of the InvIT, its Holdco and/or SPV, parties to the InvIT, its holding company, subsidiary or associate;

(vii) who is not less than 21 years of age; or

(viii) who possesses such other qualifications as may be specified by the Board;]

[19][[20][(sc)] "inducted sponsor" means any company or LLP or body corporate which has been inducted as a sponsor in accordance with sub-regulation (7) of regulation 22;]

(t) "infrastructure" includes all infrastructure sub-sectors as defined vide notification of the Ministry of Finance dated October 07, 2013 and shall include any amendments or additions made thereof;

(u) "infrastructure project" means any project in infrastructure sector;

[19] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2020, w.e.f 16.06.2020.

[20] Clause (sb) renumbered as clause (sc) by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[21] [(ua) "initial offer" means the first offer of units of an InvIT including an offer for sale of the InvIT units by an existing unit holder whether through public issue or private placement;"]

(v) "initial [22] [public] offer" means the first offer of units of an InvIT to the public for subscription and includes an offer for sale of the InvIT units by an existing unit holder to the public;

(w) [23][***]

(x) "infrastructure developer" in case of PPP projects shall mean the lead member of the concessionaire SPV;

(y) "inspecting officer" means any one or more person appointed by the Board to exercise powers conferred under Chapter V;

[24][(ya) "institutional investor" means -

(i) a qualified institutional buyer; or

[25][(ii) a family trust or an intermediary registered with the Board, having a net worth of more than five hundred crore rupees, as per the latest audited financial statements;]]

(z) "investment management agreement" means an agreement between the trustee and the investment manager which lays down the roles and responsibilities of the investment manager towards the InvIT;

(za) "InvIT" or 'Infrastructure Investment Trust' shall mean the trust registered as such under these regulations;

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[21] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[22] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016 w.e.f 30.11.2016, w.e.f 30.11.2016.

[23] Sub clause (w) omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to which it read as "initial offer document" means any document by which initial offer is made to the public by an InvIT;

[24] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[25] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Fourth Amendment) Regulations, 2025, w.e.f. 11.12.2025. Prior to substitution, it read as:
"(ii) family trust or systematically important NBFCs registered with Reserve Bank of India or intermediaries registered with the Board, all with net-worth of more than five hundred crore rupees, as per the last audited financial statements"

(zb) "InvIT assets" means assets owned by the InvIT, whether directly or through a [26] [holdco and/ or] SPV, and includes all rights, interests and benefits arising from and incidental to ownership of such assets;

(zc) "Lead member" means the lead member of the Concessionaire SPV for PPP projects as defined in the project documents;

[27][(zca) "liquid asset" means cash, units of overnight [28][***] mutual fund schemes, [29][units of liquid mutual fund schemes where credit risk value is at least 10 and which falls under the Class A-I or Class B-I in the potential risk class matrix as specified by the Board,] fixed deposits of scheduled commercial banks, [30][Government Securities, treasury bills, repo on Government Securities] and repo on corporate bonds.]

(zd) "listed InvIT" means an InvIT whose units are listed on a recognized stock exchange;

(ze) "LLP" means a limited liability partnership as defined under the Limited Liability Partnership Act, 2008;

(zf) "investment manager" means a company or LLP or body corporate which manages assets and investments of the InvIT and undertakes activities of the InvIT as specified under regulation 10;

(zg) "NAV" or "net asset value" means the value of the InvIT [31][assets reduced by the external debt] divided by the number of outstanding units as on a particular date.

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[26] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[27] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2024, w.e.f. 13.07.2024.

[28] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026. Prior to its omission it read as '*or liquid*'.

[29] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026.

[30] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026. Prior to its substitution it read as '*government securities, treasury bills, repo on government securities*'.

[31] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[32][Explanation. – For the purpose of calculating the number of outstanding units, any outstanding subordinate units shall not be included];

(zh) "net worth" in relation to a company or a body corporate shall have the meaning assigned to it under sub-section (57) of section 2 of the Companies Act, 2013;

(zi) "non-PPP project" means an infrastructure project that is not a PPP project;

(zj) "offer document" means any document described or issued as an offer document including any notice, circular, advertisement or other document inviting offers [33][through a public issue]for the subscription or purchase of units of the [34][***]InvIT and includes initial [35][public]offer document, follow-on offer document [36][", letter of offer in case of rights issue] and any other offer document as may be specified by the Board;

(zk) "parties to the InvIT" shall include the [37][sponsor groups], investment manager, project manager [38][(s)] and the trustee;

(zl) "placement memorandum" means any document through which private placement of units of the InvIT is made;

(zm) "PPP project" means an infrastructure project undertaken on a Public- Private Partnership basis between a public concessioning authority and a private SPV concessionaire selected on the basis of open competitive bidding or on the basis of an MoU with the relevant authorities;

(zn) "pre-COD project" means an infrastructure project which,–

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[32] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2024, w.e.f. 27.05.2024.

[33] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to its substitution it was read as 'from the public'.

[34] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to its omission it read as 'publically offered'.

[35] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[36] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[37] Substituted for the words and symbols "sponsor(s)" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[38] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

(i) has not achieved commercial operation date as defined under the relevant project agreements including the concession agreement, power purchase agreement or any other agreement of a similar nature entered into in relation to the operation of a project or any agreement entered into with the lenders; and

(ii) has,–

(1) achieved completion of at least fifty per cent. of the construction of the infrastructure project as certified by an independent engineer of such project; or

(2) expended not less than fifty per cent. of the total capital cost set forth in the financial package of the relevant project agreement;

(zo) "preferential issue" means an issue of units by a listed InvIT to any select person or group of persons on a private placement basis and does not include an offer of units made through a public issue, rights issue, bonus issue, qualified institutions placement or any other issue as may be specified by the Board;

[39] [(zoa) "private placement" means an issue of units by an InvIT to any select person or group of persons and does not include an offer of units made through a public issue;

(zob) "project implementation agreement" or "project management agreement" means an agreement between the project manager, the concessionaire SPV and the trustee which sets out obligations of the project manager with respect to execution of the project [40][and/or management]:

Provided that in case of PPP projects, such obligations shall be in addition to the responsibilities as under the concession agreement or any such agreement entered into with the concessioning authority;"]

(zp) "project manager" means [41][a company or LLP or a body corporate] designated as the project manager by the InvIT, responsible for achieving execution

[39] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[40] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[41] Inserted ibid in place of the words "the person".

[42][/management] of the project as specified under regulation 11 and in case of PPP projects, shall mean the entity responsible for such execution and achievement of project milestones in accordance with the concession agreement or any other relevant project document;

(zq) [43]["public" means any person other than:

(i) the related party of the InvIT, its sponsor, investment manager or project manager; or

(ii) any other person as may be specified by the Board:

Provided that a person specified above, who is also a qualified institutional buyer in an offer, shall be considered as "public" for the purpose of these regulations:

Provided further that the sponsor, sponsor group, investment manager and project manager of the InvIT shall not be considered as "public" for the purpose of these regulations.]

(zr) "public issue" means issue of units by a [44][***] InvIT to the public and includes initial [45][public] offer and follow-on offer or any other issue made to the public as may be specified by the Board;

[46][(zs) "qualified institutional buyer" shall have the meaning assigned to it under clause (ss) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018];

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[42] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[43] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025. Prior to substitution, it read as: " "public" for the purposes of offer and listing of units means any person other than related party of the InvIT or any other person as may be specified by the Board: Provided that in case any related party to the InvIT is a qualified institutional buyer, such person shall be included under the term 'public';".

[44] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the omission the clause read as "public issue" means issue of units by a publically offered InvIT to the public and includes initial offer and follow-on offer or any other issue made to the public as may be specified by the Board;

[45] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[46] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Fourth Amendment) Regulations, 2025, w.e.f. 11.12.2025. Prior to its substitution, it read as:
"qualified Institutional buyer" shall have the meaning assigned to it under clause (zd) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;"

(zt) "qualified Institutions placement" means allotment of units by a listed InvIT to qualified institutional buyers on private placement basis in terms of these regulations;

(zu) "recognised stock exchange" means any stock exchange which is recognised under section 4 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956);

(zv) [47]["related parties"] shall [48][be defined under the Companies Act, 2013 or under the applicable accounting standards and shall also] include,–

(i) parties to the InvIT;

(ii) [49][***]

(iii) [50][***]promoters, directors and partners of the persons mentioned in clause (i)[51][***];

(zw) "rights issue" means an offer of units by a listed InvIT to the unit holders of the InvIT as on the record date fixed for the said purpose;

(zx) "right-of-first-refusal" or "ROFR" means the right given to the InvIT by a person to enter into a transaction with it before the person is entitled to enter that transaction with any other party;

[52][(zxa) "Self-Sponsored Investment Manager" means the Investment Manager of an InvIT who has dual responsibilities of both the Investment Manager as well as the sponsor;]

[47] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.
[48] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.
[49] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the omission the clause read as any unit holder holding, directly or indirectly, more than twenty per cent. of the units of the InvIT
[50] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the omission the clause read as associates, promoters, directors and partners of the persons mentioned in clause (i) and (ii);
[51] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the omission the clause read as associates, promoters, directors and partners of the persons mentioned in clause (i) and (ii);
[52] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[53][[54][(zxb)] "Senior Management" means the officers and personnel of the investment manager who are members of its core management team, excluding the Board of Directors, and shall also comprise all members of the management, one level below the Chief Executive Officer or Managing Director or Whole Time Director or manager (including Chief Executive Officer and manager, in case they are not part of the Board of Directors) and shall specifically include the Compliance Officer and Chief Financial Officer;]

[55][(zxc) "sponsor group" includes-

(i) the sponsor(s);

(ii) entities or person(s) which are controlled by such sponsor;

(iii) entities or person(s) who control such body corporate;

(iv) entities or person(s) which are controlled by entities or person(s) specified in clause (iii).]

(zy) "SPV" or "special purpose vehicle" means [56][a] company or LLP,–

i. in which [57][either] the InvIT [58][or the holdco] holds or proposes to hold controlling interest and not less than fifty [[59]one] per cent. of the equity share capital or interest:

[60][Provided that in case of PPP projects where such acquisition or holding is disallowed by the Government or regulatory provisions under the

[53] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2023 w.e.f. 01.04.2023.
[54] Clause (zxa) renumbered as clause (zxb) by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.
[55] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.
[56] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026. Prior to its substitution it read as '*any*'.
[57] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.
[58] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.
[59] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.
[60] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026. Prior to its substitution, the proviso read as '*Provided that in case of PPP projects where such acquiring or holding is disallowed by government or regulatory provisions under the concession*

concession agreement or such other agreement, this clause shall not apply and shall be subject to the provisions under proviso to sub - regulation (3) of regulation 12;]

ii. which holds not less than ninety per cent. of its assets directly in infrastructure projects and does not invest in other SPVs; [61][***]

[62][Provided that, in respect of an SPV holding an infrastructure project, the conclusion or termination of the concession agreement or such other agreement of a similar nature shall not affect its status as an SPV and such an SPV shall continue to be classified as an SPV subject to the fulfilment of such conditions as may be specified by the Board; and]

iii. which is not [63][***] engaged in any [64][***] activity other than [65][the] activities pertaining to and incidental to the underlying infrastructure projects;

(zz) "sponsor" means any company or LLP or body corporate which sets up the InvIT and is designated as such at the time of application made to the Board [66][***] [67][and shall include an inducted sponsor];

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agreement or such other agreement, this clause shall not apply and shall be subject to provisions under proviso to sub-regulation (3) of regulation 12'.

[61] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026. Prior to its omission it read as '*and*'.

[62] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026.

[63] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the omission it read as which is not be engaged in any other activity other than activities pertaining to and incidental to the underlying infrastructure projects;

[64] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026. Prior to its omission it read as '*other*'.

[65] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026.

[66] Words "and in case of PPP projects, shall mean the infrastructure developer or a special purpose vehicle holding concession agreement", omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[67] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2020, w.e.f 16.06.2020.

[68][(zza) "strategic investor" means, –

a. an institutional investor; or

b. a foreign portfolio investor not covered under sub-clause (a); or

c. a middle layer, upper layer and top layer Non-Banking Finance Company registered with the Reserve Bank of India; or

d. such entities as the Board may specify from time to time,

who invest, either jointly or severally, not less than five per cent. of the total offer size of the InvIT or such amount as may be specified by the Board from time to time, subject to compliance with the applicable provisions, if any, of the Foreign Exchange Management Act, 1999 and the rules or regulations or guidelines made thereunder:

Provided that if the entity is regulated by any financial sector regulator, the Board shall consult such financial sector regulator prior to specifying the entity as a strategic investor under sub-clause (d) of clause (zza) of sub-regulation (1) of regulation 2;]

[69][(zzaa) "subordinate unit" means an instrument issued by an InvIT which can be reclassified as an ordinary unit;]

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[68] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Fourth Amendment) Regulations, 2025, w.e.f. 11.12.2025. Prior to its substitution, it read as:

"'strategic investor' means,–

a. an infrastructure finance company registered with Reserve Bank of India as a Non Banking Financial Company;

b. a Scheduled Commercial Bank;

c. a multilateral and/or bilateral development financial institution;

d. a systemically important Non Banking Financial Companies registered with Reserve Bank of India;

e. a foreign portfolio investors,

(f). an insurance company registered with the Insurance Regulatory and Development Authority of India;

g. a mutual fund.

who invest, either jointly or severally, not less than five per cent. of the total offer size of the InvIT or such amount as may be specified by the Board from time to time, subject to the compliance with the applicable provisions, if any, of the Foreign Exchange Management Act, 1999 and the rules or regulations or guidelines made thereunder"

[69] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2024, w.e.f. 27.05.2024.

(zza) "trustee" means a person who holds the InvIT assets in trust for the benefit of the unit holders, in accordance with these regulations;

(zzb) "under-construction project" means an infrastructure project whether PPP or non-PPP, which has [70][either] not achieved commercial operation date as defined under the relevant project agreements including the concession agreement, power purchase agreement or any other agreement of a similar nature entered into in relation to the operation of a project or in any agreement entered into with the lenders [71][or has achieved commercial operation date and does not have the track record of revenue from operations for a period of not less than one year];

(zzc) "unit" [72][or "ordinary unit"] means beneficial interest of the InvIT;

(zzd) "unit holder" means any person who owns units of the InvIT;

(zze) [73]["valuer" means any person who is a "registered valuer" under section 247 of the Companies Act, 2013 or as specified by the Board from time to time.]

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[70] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[71] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[72] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2024, w.e.f. 27.05.2024.

[73] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017. Prior to the substitution, the definition of the term "valuer" read as follows:

"valuer" means any person [73][(s)] who is a "registered valuer" under section 247 of the Companies Act, 2013 [73][or as defined hereunder] and who has [73][/have] been appointed by the investment manager to undertake [73][both financial and technical] valuation of the InvIT assets:

Provided that:-

[73][(a) a valuer in respect of financial valuation means,-

(i) a chartered accountant, company secretary or cost accountant who is in whole-time practice, or retired member of Indian Corporate Law Service or any person holding equivalent Indian or foreign qualification as the Ministry of Corporate Affairs may recognize by an order:

Provided that such foreign qualification is acquired by Indian citizen.

(ii) a Merchant Banker registered with the Securities and Exchange Board of India, and who has in his employment person(s) having qualifications prescribed under sub-sub-clause (i) above to carry out valuation by such qualified persons.

(b) a valuer in respect of technical asset valuation, means members of the following institutions for specific asset categories,-

(i) Institution of Valuers;
(ii) Institution of Surveyors (Valuation Branch);
(iii) Institution of Government Approved Valuers;
(iv) Practicing Valuers Association of India;
(v) Centre for Valuation Studies, Research and Training;

(zzf) [74]["value of [75][the] InvIT assets"] means [76][[77][value of the assets of the InvIT]] as assessed by the valuer based on value of the infrastructure and other assets owned by the InvIT, whether directly or through [78][holdco and/or] SPV [79][***]

(2) The words and expressions used and not defined in these regulations, but defined in the Act, the Securities Contracts (Regulation) Act, 1956, (42 of 1956), the Companies Act, 2013 (18 of 2013), or any rules or regulations made thereunder, shall have the same meanings respectively assigned to them in those Acts, rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

(vi) Royal Institution of Chartered Surveyors, UK;
(vii) American Society of Appraisers, United States;
(viii) Appraisal Institute, United States;
(ix) Institute of Engineers;
(x) Council of Architecture or the Indian Institute of Architects:

Provided that, the persons referred to in sub-sub-clause (i) and qualified person referred to in sub-sub-clause (ii) of sub-clause (a) above, shall have not less than five years continuous experience after acquiring membership of respective institutions:

Provided further that, persons referred to in sub-sub-clauses (i) to (x) of sub-clause (b) above, shall have a minimum working experience of five years in relevant areas of valuation practice and in relation to relevant asset value and categories; and be citizens of India."

[74]Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as 'value of InvIT means value of InvIT assets as assessed by the valuer based on value of the infrastructure and other assets owned by the InvIT, whether directly or through SPV excluding any debtor liabilities thereof.

[75] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[76] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as 'value of InvIT means value of InvIT assets as assessed by the valuer based on value of the infrastructure and other assets owned by the InvIT, whether directly or through SPV excluding any debtor liabilities thereof.

[77] Substituted for the words "value of InvIT assets" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[78] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[79] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as 'excluding any debtor liabilities thereof'

CHAPTER II

REGISTRATION OF InvITs

Registration of infrastructure investment trusts

3. (1) No person shall act as an InvIT unless it has obtained a certificate of registration from the Board under these regulations.

(2) An application for grant of certificate of registration as InvIT shall be made by the sponsor [80][on behalf of the trust] in Form A as specified in the Schedule I and shall be accompanied by a non-refundable application fee as specified in Schedule II.

(3) The Board may, in order to protect the interests of investors, appoint any person to take charge of records, documents of the [81][trust] and for this purpose, also determine the terms and conditions of such an appointment.

(4) The Board shall take into account requirements as specified in these regulations for the purpose of considering grant of registration.

Eligibility criteria.

4. (1) For the purpose of the grant of certificate to [82][a trust], the Board shall consider all matters relevant to the activities as an InvIT.

(2) Without prejudice to the generality of the foregoing provisions, the Board shall consider the following, mandatory requirements namely,–

[80] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[81] Substituted for the word "applicant" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[82] Substituted ibid for the words "an applicant".

(a) the applicant is [83][the sponsor on behalf of the] trust and the instrument of trust is in the form of a deed duly registered in India under the provisions of the Registration Act, 1908;

(b) the trust deed has its main objective as undertaking activity of InvIT in accordance with these regulations and includes responsibilities of the trustee in accordance with regulation 9;

(c) persons have been designated as sponsor(s), investment manager and trustee under these regulations and all such persons are separate entities;

(d) with regard to sponsor(s) ,–

(i) [84][each sponsor [85][and sponsor group] shall be clearly identified in the application of registration to the Board and in the offer document/ placement memorandum, as applicable];

[86][Provided that, for each sponsor group not less than one person shall be identified as a sponsor:

Provided further that of the entities categorized as sponsor group, only the following entities may be considered:

a) a person or entity who is directly or indirectly holding an interest or shareholding in any of the assets or SPVs or holdco(s) proposed to be transferred to the InvIT;
b) a person or entity who is directly or indirectly holding units of the InvIT on post- issue basis;
c) a person or entity whose experience is being utilized by the sponsor for meeting with the eligibility conditions required

[83] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as the applicant is 'a' trust and the instrument of trust is in the form of a deed duly registered in India under the provisions of the Registration Act, 1908;
[84] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as 'there are not more than 3 sponsors'.
[85] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.
[86] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

under sub-clause (iii) of clause of sub-regulation (2) of regulation 4 of these regulations.]

(ii) each sponsor has,–

(1) a net worth of not less than Rs. 100 crore if it is a body corporate or a company; or

(2) net tangible assets of value not less than Rs 100 crore in case it is a limited liability partnership:[87][***]

(iii) Whether the sponsor or its associate has a sound track record in development of infrastructure or fund management in the infrastructure sector.

Explanation.- For the purpose of this clause, 'sound track record' means experience of at least 5 years and where the sponsor is a developer, at least two projects of the sponsor have been completed;

(e)with regard to the investment manager,-

(i) the investment manager has a net worth of not less than rupees ten crore if the investment manager is a body corporate or a company or net tangible assets of value not less than ten crore rupees in case the investment manager is a limited liability partnership;

(ii) [88][the investment manager has not less than five years of experience in fund management or advisory services or development in the infrastructure sector or the combined experience of the directors/partners/employees of the investment manager in fund management or advisory services or development in the infrastructure sector is not less than 30 years:

[87] Omitted "Provided that in case of PPP projects, where the sponsor is the SPV, the net worth or net tangible assets shall be as defined in the eligibility criteria of the project documents;" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[88] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2020, w.e.f 02.03.2020. Prior to the substitution it read as 'the investment manager has not less than five years experience in fund management or advisory services or development in the infrastructure sector.'

Provided that for computing the combined experience, only the experience of the directors/partners/employees with more than 5 years of experience in fund management or advisory services or development in the infrastructure sector shall be considered.]

(iii) the investment manager has not less than two employees who have at least five years experience each, in fund management or advisory services or development in the infrastructure sector;

(iv) the investment manager has not less than one employee who has at least five years experience in the relevant sub-sector(s) in which the InvIT has invested or proposes to invest;

(v) the investment manager has not less than half of its directors in case of a company or members of the governing board in case of an LLP as independent and not directors or members of the governing board [89][of an Investment Manager] of another InvIT[90][:]

[91][Provided that if by a vacancy in the office of an independent director of the investment manager, the investment manager becomes non-compliant with such requirement, such vacancy shall be filled by the investment manager as follows -

A. if such vacancy arises due to expiry of the term of office of the independent director, then the resulting vacancy shall be filled not later than the date such office is vacated; or

B. if such vacancy arises due to any other reason, then the resulting vacancy shall be filled at the earliest and not later than three months from the date of such vacancy.]

[89] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.
[90] Omitted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025. Prior to the substitution the symbol was ";".
[91] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025.

(vi) the investment manager has an office in India from where the operations pertaining to the InvIT is proposed to be conducted;

(vii) the investment manager has entered into an investment management agreement with the trustee which provides for the responsibilities of the investment manager in accordance with regulation 10;

(f) [92][the project manager has been identified and shall be appointed in terms of the project implementation/ management agreement:

Provided that the project implementation agreement/ management agreement shall be submitted along with the draft offer document/ or the placement memorandum;

(g) with regard to the trustee,–

(i) the trustee is registered with the Board under Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and is not an associate of the sponsor(s) or [93][investment] manager; and

(ii) the trustee has such wherewithal with respect to infrastructure, personnel, etc. to the satisfaction of the Board and in accordance with circulars or guidelines as may be specified by the Board;

[94][(h) subject to the provisions of Chapter IVA of these regulations, there shall be only one class of units and all units shall carry equal voting rights and distribution rights associated with such units.";]

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[92] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as the project implementation agreement has been entered into between the project manager, the concessionaire SPV and the trustee acting on behalf of the InvIT which sets out obligations of the project manager with respect to execution of the project:
Provided that in case of PPP projects, such obligations shall be in accordance with the concession agreement or any such agreement entered into with the concessioning authority;

[93] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[94] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2024, w.e.f. 27.05.2024. Prior to substitution, it read as below:
"*(h) no unit holder of the InvIT enjoys [94][superior] voting or any other rights over another unit holder [94][and there shall not be multiple classes of units of InvITs:*

(i) [95][***] [96][the unitholder(s) holding not less than ten percent of the total outstanding units of the InvIT, either individually or collectively, shall -

(i) be entitled to nominate one director on the board of directors of the Investment Manager, in such manner as may be specified by the Board:

Provided that the director so nominated shall recuse from voting on any transaction where such nominee director or associate of such nominee director or the unitholder who nominated such nominee director or associate of such unitholder is a party;

(ii) comply with stewardship code specified in Schedule VIII of these regulations;]

(j) the applicant has clearly described at the time of registration, details pertaining to proposed activities of the InvIT;

(k) the [97][InvIT and parties to the InvIT] are fit and proper persons based on the criteria as specified in Schedule II of the Securities and Exchange Board of India (Intermediaries) Regulations, 2008;

Notwithstanding the above, subordinate units may be issued only to the sponsors and its associates, where such subordinate units shall carry only inferior voting or any other rights compared to other units [94][:]]

[94][Provided that unitholder(s) holding not less than ten percent of the total outstanding units of the InvIT, either individually or collectively, shall be entitled to nominate one director on the board of directors of the Investment Manager, in the manner as may be specified by the Board:

Provided further that the director so nominated shall recuse from voting on any transaction where such nominee director or associate of such nominee director or the unitholder who nominated such nominee director or associate of such unitholder is a party:

Provided further that any unitholder holding not less than ten percent of the total outstanding units of the InvIT shall comply with stewardship code specified in Schedule VIII of these regulations."

[95] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as here shall not be multiple classes of units of InvITs;

[96] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2024, w.e.f. 27.05.2024.

[97] Substituted for the words "applicant, sponsor(s), investment manager, project manager(s) and trusts" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

(l) whether any previous application for grant of certificate made by the [98][InvIT or the parties to the InvIT or their directors/members of governing board] has been rejected by the Board;

(m) whether any disciplinary action has been taken by the Board or any other regulatory authority against the [99][InvIT or the parties to the InvIT or their directors/members of governing board] under any Act or the regulations or circulars or guidelines made thereunder.

Furnishing of further information, clarification

5. (1) The Board may require the applicant to furnish any such information or clarification as may be required by it for the purpose of processing of the application.

(2) The Board, if it so desires, may require the applicant or its authorized representative(s) to appear before the Board for personal representation in connection with the grant of certificate.

Procedure for grant of certificate

6. (1) The Board on being satisfied that the applicant fulfils, the requirements specified in regulation 4 shall send intimation to the applicant and on receipt of the payment of registration fees as specified in Schedule II, grant certificate of registration in Form B under Schedule I:

Provided that the Board may grant in-principle approval to the [100][trust], where it deems fit and on satisfaction of all requirements as specified in regulation 4, grant final registration to the [101][trust].

[98] Substituted for the words "applicant or any related party" by the SEBI (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017.
[99] Substituted ibid for the words "applicant or any related party".
[100] Substituted for the word "applicants" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.
[101] Substituted ibid for the word "applicant".

(2) The registration may be granted with such conditions as may be deemed appropriate by the Board.

Conditions of certificate

7. The certificate granted under regulation 6 shall, inter-alia, be subject to the following conditions,-

(a) the InvIT shall abide by the provisions of the Act and these regulations;

(b) the InvIT shall forthwith inform the Board in writing, if any information or particulars previously submitted to the Board are found to be false or misleading in any material particular or if there is any material change in the information already submitted;

(c) The InvIT and parties to the InvIT shall satisfy with the conditions specified in regulation 4 at all times;

(d) The InvIT and parties to the InvIT shall comply, at all times, with the Code of conduct as specified in the Schedule VI, wherever applicable.

[102]**[***]**

Procedure where registration is refused

[102] Regulation 7A omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023. Before the omission, the regulation read as under:

" **De-classification of the status of sponsor**

7A (1) De-classification of the status of a sponsor(s) of an InvIT whose units have been listed on the stock exchanges for a period of three years shall be permitted upon receipt of an application from the InvIT and subject to compliance with the following conditions:

(a)The unit holding of such sponsor and its associates taken together does not exceed 10% of the outstanding units of the InvIT;

(b)The investment manager of the InvIT is not an entity controlled by such sponsor or its associates;

(c)Approval of unit holders has been obtained in accordance with sub-regulation 4 of Regulation 22."

8. (1) After considering an application made under regulation 3, if the Board is of the opinion that a certificate should not be granted to the [103][trust], it may reject the application after giving the applicant a reasonable opportunity of being heard.

(2) The decision of the Board to reject the application shall be communicated to the applicant within thirty days of such decision.

CHAPTER III

RIGHTS AND RESPONSIBILITIES OF PARTIES TO THE InvIT, VALUER AND AUDITOR

Rights and responsibilities of trustee

9. (1) The trustee shall hold the InvIT assets in the name of the InvIT for the benefit of the unit holders in accordance with the trust deed and these regulations.

(2) The trustee shall enter into an investment management agreement with the investment manager on behalf of the InvIT.

(3) The trustee shall oversee activities of the investment manager in the interest of the unit holders, ensure that the investment manager complies with regulation 10 and shall obtain compliance certificate from the investment manager, in the form as may be specified, on a quarterly basis.

(4) The trustee shall oversee activities of the project manager [104][***]with respect to compliance with these regulations and the [105][project implementation agreement/] project management agreement and shall obtain compliance

[103] Substituted for the word "applicant" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[104] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as (4) The trustee shall oversee activities of the project manager 'other than that relating with revenue streams from the projects' with respect to compliance with these regulations and the project management agreement and shall obtain compliance certificate from the Project manager, in the form as may be specified, on a quarterly basis.

[105] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

certificate from the Project manager, in the form as may be specified, on a quarterly basis.

(5) The trustee shall ensure that the investment manager complies with reporting and disclosures requirements in accordance with these regulations and in case of any delay or discrepancy, require the investment manager to rectify the same on an urgent basis.

(6) The trustee shall review the transactions carried out between the investment manager and its associates and where the investment manager has advised that there may be a conflict of interest, shall obtain confirmation from a practising chartered accountant [106][or valuer, as applicable,] that such transaction is on arm's length basis.

(7) The trustee shall periodically review the status of unit holders' complaints and their redressal undertaken by the investment manager.

(8) The trustee shall make distributions and ensure that investment manager makes timely declaration of distributions to the unit holders in accordance with sub-regulations (6),(7) and (8) of regulation 18.

(9) The trustee may require the investment manager to set up such systems and procedures and submit such reports to the trustees, as may be necessary for effective monitoring of the functioning of the InvIT.

(10) The trustee shall ensure that subscription amount is kept in a separate bank account in name of the InvIT and is only utilized for adjustment against allotment of units or refund of money to the applicants till the time such units are listed.

(11) The trustee shall ensure that the remuneration of the valuer is not be linked to or based on the value of the assets being valued.

[106] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

(12) The trustee shall ensure that the investment manager convenes meetings of the unit holders in accordance with these regulations and oversee the voting by unit holders.

(13) The trustee shall ensure that the investment manager convenes meetings of unit holders not less than once every year and the period between such meetings shall not exceed fifteen months.

(14) The trustee may take up with the Board or with the designated stock exchange, as may be applicable, any matter which has been approved in any meeting of unit holders, if the matter requires such action.

(15) In case of any change in investment manager due to removal or otherwise,–

a. prior to such change, the trustee shall obtain approval from unit holders in accordance with regulation 22 and from the Board;

b. the trustee shall appoint the new investment manager within three months from the date of termination of the earlier investment management agreement;

c. the previous investment manager shall continue to act as such at the discretion of trustee till such time as new investment manager is appointed;

d. the trustee shall ensure that the new investment manager shall stand substituted as a party in all the documents to which the earlier investment manager was a party;

e. the trustee shall ensure that the earlier investment manager continues to be liable for all its acts of omissions and commissions notwithstanding such termination.

(16) In case of any change in the project manager due to removal or otherwise,–

a. the trustee shall appoint the new project manager within three months from the date of termination of the earlier [107][project implementation agreement/] project management agreement;

b. the trustee may, either *suo motu* or based on the advice of the concessioning authority appoint an administrator in connection with a infrastructure project(s) for such term and on such conditions as it deems fit;

c. the previous project manager shall continue to act as such at the discretion of trustee till such time as new project manager is appointed;

d. all costs and expenses in this regard will be borne by the new project manager;

e. the trustee shall ensure that the new project manager shall stand substituted as a party in all the documents to which the earlier project manager was a party;

f. the trustee shall ensure that the earlier project manager continues to be liable for all its acts of omissions and commissions for the period during which it served as the project manager, notwithstanding such termination.

(17) The trustee shall obtain prior approval from the unit holders in accordance with regulation 22 and from the Board in case of change in control of the investment manager.

(18) In case of change in control of the project manager in a PPP project, the trustee shall ensure that written consent of the concessioning authority is obtained in terms of the concession agreement prior to such change, where applicable.

(19) The trustee[108] [of the InvIT] shall not invest in units of the InvIT in which it is designated as the trustee.

[107] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[108]Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as the trustee or its associates shall not invest in units of the InvIT in which it is designated as the trustee.

(20) The trustee shall ensure that the activity of the InvIT is being operated in accordance with the provisions of the trust deed, these regulations and the offer document or placement memorandum and if any discrepancy is noticed, shall inform the same to the Board immediately in writing.

(21) The trustee shall provide to the Board and to the designated stock exchanges, where applicable, such information as may be sought by the Board or by the designated stock exchanges pertaining to the activity of the InvIT.

(22) The trustee shall immediately inform the Board in case any act which is detrimental to the interest of the unit holders is noted.

[109][(23) The trustee shall, ─

(a) comply with the core principles defining its roles and responsibilities which shall encompass transparency, accountability, due diligence and compliance with these regulations; and

(b) act impartially in their fiduciary capacity, prioritize protection of the interests of unitholders, ensure effective management oversight over the investment manager and the InvIT and maintain high standards of governance of the investment manager and the InvIT.

Explanation: ─ For the purposes of this sub-regulation, ─

(a) An illustrative list of roles and responsibilities to guide the trustee is specified in Schedule X; and

(b) The trustee shall adopt additional measures or responsibilities crucial for meeting the overarching principles of their role and responsibilities:

Provided that this sub-regulation shall come into force on the one-hundred eightieth day from the date of the publication of Securities and Exchange

[109] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025.

Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 in the Official Gazette.

(24) For the purpose of ensuring compliance with sub-regulation (23), the trustee may engage external consultants during the period of eighteen months from the date of the publication of Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 in the Official Gazette.]

Rights and responsibilities of investment manager

10. (1) The investment manager shall make the investment decisions with respect to the underlying assets or projects of the InvIT including any further investment or divestment of the assets.

(2) The investment manager shall oversee activities of the project manager with respect to [110][compliance with these regulations] and the [111][project implementation agreement/] project management agreement and shall obtain compliance certificate from the project manager, in the form as may be specified, on a quarterly basis.

(3) The investment manager shall ensure that the infrastructure assets of the InvIT or [112][holdco or] SPV have proper legal titles, if applicable, and that all the material contracts entered into on behalf of InvIT or SPV are legal, valid, binding and enforceable by and on behalf of the InvIT or SPV.

(4) The investment manager shall ensure that the investments made by the InvIT are in accordance with the investment conditions specified in regulation 18 and in accordance with the investment strategy of the InvIT.

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[110] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as the investment manager shall oversee activities of the project manager with respect to 'revenue streams from the projects' and the project management agreement and shall obtain compliance certificate from the project manager, in the form as may be specified, on a quarterly basis.

[111] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[112] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(5) The investment manager, in consultation with trustee, shall appoint the valuer(s), auditor, 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 InvIT in a timely manner and in accordance with these regulations.

(6) [113][Subject to the provisions of this chapter, the investment manager of the InvIT shall appoint an individual or a firm as the auditor, who shall hold office from the date of conclusion of the annual meeting in which the auditor has been appointed till the date of conclusion of the sixth annual meeting of the unitholders in accordance with the procedure for selection of auditors, as may be specified by the Board.]

[114][(6A) The investment manager of the InvIT shall not appoint or re-appoint—

(a) an individual as the auditor for more than one term of five consecutive years; and

(b) an audit firm as the auditor for more than two terms of five consecutive years:

Provided that—

(i) the individual auditor who has completed the term under clause (a) shall not be eligible for re-appointment as the auditor in the same InvIT for a period of five years from the date of completion of the term;

[113] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2023 w.e.f. 14.02.2023. Prior to substitution it read as follows:
"(6) The investment manager shall appoint an auditor for a period of not more than five consecutive years:
Provided that the auditor, not being an individual, may be reappointed for a period of another five consecutive years, subject to approval of unit-holders in the annual meeting in accordance with regulation 22."
[114] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2023 w.e.f. 14.02.2023.

(ii) the audit firm that has completed its term under clause (b), shall not be eligible for reappointment as the auditor in the same InvIT for a period of five years from the date of completion of its term.]

(7) The investment manager shall arrange for adequate insurance coverage for the [115][InvIT assets]:

Provided that this shall not apply in case the [116][InvIT] assets are required to be insured by any other person under any agreement including a concession agreement or under any Act or regulations or circulars or guidelines of any concessioning authority or government or local body:

Provided further that in [117][case any of the InvIT assets are held] by [118][holdco or]SPV, the investment manager shall ensure that assets held by the [119][holdco or] SPV are adequately insured.

(8) The investment manager shall ensure that it has adequate infrastructure and sufficient key personnel with adequate experience and qualification to undertake management of the InvIT at all times.

(9) The investment manager [120][and the merchant banker(s)] shall be responsible for all activities pertaining to issue of units and listing of units of the InvIT including,–

a. filing of placement memorandum with the Board;

[115] Substituted for the words "assets of the InvIT" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.
[116] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.
[117] Substituted ibid for the words "case of assets held".
[118]Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[119] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[120] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

b. filing the [121][of the] offer document with the Board and the exchanges within the prescribed time period;

c. dealing with all matters up to allotment of units to the unit holders;

d. obtaining in-principle approval [122][and final listing and trading approvals] from the designated stock exchanges;

e. dealing with all matters relating to issue and listing of the units of the InvIT as specified under Chapter IV and any guidelines as may be issued by the Board in this regard.

(10) The investment manager [123][and the merchant bankers(s)], shall ensure that disclosures made in the offer document or placement memorandum contains material, true, correct and adequate disclosures and are in accordance with these regulations and guidelines or circulars issued hereunder.

(11) The investment manager shall declare distributions to the unit holders in accordance with sub-regulation (6) and (7) of regulation 18.

(12) 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 [124][practicing chartered accountant or the valuer, as applicable,] that such transaction is on arm's length basis.

(13) The investment manager shall ensure adequate and timely redressal of all unit holders' grievances pertaining to activities of the InvIT.

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[121] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as filing 'the draft and final' offer document with the Board and the exchanges within the prescribed time period;

[122] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[123] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[124] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as 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 'auditor' that such transaction is on arm's length basis.

(14) The investment manager shall ensure that the disclosures or reporting to the unit holders, Board, trustees and designated stock exchanges, are in accordance with these regulations and guidelines or circulars issued hereunder.

(15) The investment manager shall provide to the Board and to the designated stock exchanges, where applicable, any such information as may be sought by the Board or the designated stock exchanges pertaining to the activities of the InvIT.

(16) The investment manager or its associates shall not obtain any commission or rebate or any other remuneration, by whatever name called, arising out of transactions pertaining to the InvIT other than as specified in the offer document or placement memorandum or any other document as may be specified by the Board for the purpose of issue of units.

(17) The investment manager shall ensure that the valuation of the InvIT assets is done by the valuer(s) in accordance with regulation 21.

(18) The investment manager shall submit to the trustee,-

a. quarterly reports on the activities of the InvIT including receipts for all funds received by it and for all payments made, position on compliance with these regulations, specifically compliance with regulations 18, 19 and 20, performance report, status of development of under-construction projects, within [125][such time as may be specified by the Board for submission of quarterly financial results];

b. valuation reports [126][***] within fifteen days of the receipt of the valuation report from the valuer[127][:]

[125] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025. Prior to substitution, the words were "thirty days of end of such quarter".
[126] The words "as required under these regulations" omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.
[127] Substituted for ";" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

[128][Provided that the valuation reports specified under sub-regulation (4), sub-regulation (5), and sub-regulation (5A) of regulation 21 of these regulations shall be submitted to the trustee simultaneously at the time of submission of such reports to the stock exchange(s) under regulation 21.]

c. decision to acquire or sell or develop or bid for any asset or project or expand existing completed assets or projects along with rationale for the same;

d. details of any action which requires approval from the unit holders as maybe required under the regulations;

e. details of any other material fact including change in its directors, change in its shareholding, any legal proceedings that may have a significant bearing on the activity of the InvIT, within seven working days of such action.

(19) In case the investment manager fails to timely submit to the trustee information or reports as specified under sub-regulation (18) above or sub-regulation (9) of regulation 9, the trustee shall intimate the same to the Board and the Board may take action, as it deems fit.

(20) The investment manager shall coordinate with trustee, as may be necessary, with respect to operations of the InvIT.

(21) The investment manager shall ensure that computation and declaration of NAV of the InvIT based on the valuation done by the valuer [129][, shall be disclosed to the stock exchange(s),] not later than fifteen days from the date of valuation.

(22) The investment manager shall ensure that the audit of accounts of the InvIT by the auditor is done not less [130][once in a year] and such report is submitted to

[128] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.
[129] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[130] Substituted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as the investment manager shall ensure that the audit of accounts of the InvIT by the auditor is done not less than twice annually and such report is submitted to the

the [131][***] stock exchange[132][s] within [133][sixty] days of end of financial year ending March 31st [134][***].

(23) The investment manager may appoint a custodian in order to provide such custodial services as may be authorised by the trustees.

(24) The investment manager shall place before its board of directors in case of company or the governing board in case of an LLP a report on activity and performance of the InvIT at least once every quarter within [135][such time as may be specified by the Board for submission of quarterly financial results].

(25) The investment manager shall designate an employee or director as the compliance officer for monitoring of compliance with these regulations and guidelines or circulars issued hereunder and intimating the Board in case of any non-compliance.

(26) The investment manager shall convene meetings of the unit holders in accordance with regulation 22 and maintain records pertaining to the meetings in accordance with regulation 26.

(27) The investment manager shall ensure that all activities of the intermediaries or agents or service providers appointed by the investment manager are in accordance with these regulations and guidelines or circulars issued hereunder.

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designated stock exchange within forty five days of end of financial year ending March 31st and half-year ending September 30th.

[131] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as the investment manager shall ensure that the audit of accounts of the InvIT by the auditor is done not less than twice annually and such report is submitted to the designated stock exchange within forty five days of end of financial year ending March 31st and half-year ending September 30th.

[132] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[133] Substituted for the words "forty five" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[134] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read as the investment manager shall ensure that the audit of accounts of the InvIT by the auditor is done not less than twice annually and such report is submitted to the designated stock exchange within forty five days of end of financial year ending March 31st and half-year ending September 30th.

[135] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025. Prior to substitution, the words were "thirty days of end of every quarter".

[136][(28) The investment manager may at its discretion, offer unit based employee benefit scheme for its employees based on the units of the InvIT subject to compliance with the provisions of Chapter IVB of these regulations]

[137][(29) The investment manager shall ensure compliance with the Investor Charter as may be specified by the Board from time to time.]

Responsibilities of project manager

11. (1) The project manager shall undertake operations and management of the InvIT assets including making arrangements for the appropriate maintenance, as may be applicable, either directly or through the appointment and supervision of appropriate agents and as required under any project agreement including a concession agreement in the case of a PPP project.

(2) If the InvIT invests in under construction projects, the project manager shall,–

(a) undertake the operations and management of the projects, either directly or through appropriate agents;

(b) oversee the progress of development, approval status and other aspects of the project upto its completion, in case of appointment of agents for the purpose of execution.

(3) The project manager shall discharge all obligations in respect of achieving timely completion of the [138][project implementation agreement/] infrastructure project, wherever applicable, implementation, operation, maintenance and management of such infrastructure project in terms of the project management agreement.

Rights and responsibilities of sponsor(s) [139][and sponsor group(s)]

[136] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2024, w.e.f. 13.07.2024.

[137] Inserted by the Securities and Exchange Board of India (Investor Charter) (Amendment) Regulations, 2025 w.e.f. 10-02-2025.

[138] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[139] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

12. (1) The sponsor(s) [140][and sponsor group(s)] shall set up the InvIT and appoint the trustees of the InvIT.

(2) The sponsor(s) [141][and sponsor group(s)] shall transfer or undertake to transfer to the InvIT, its entire shareholding or interest [142][and rights] in the [143][holdco and/ or] SPV or ownership of the infrastructure projects, subject to a binding agreement and adequate disclosures in the offer document or placement memorandum, prior to allotment of units of the InvIT:

Provided that this shall not apply to the extent of any mandatory holding of shares or interest [144][and rights] in the [145][holdco and/ or] SPV by the sponsor(s) [146][and sponsor group(s)] as per any Act or regulations or circulars or guidelines of government or any regulatory authority or concession agreement.

(3) [147][The sponsor(s) and sponsor group(s) shall, at all times, collectively hold not less than fifteen percent of the total outstanding units of the InvIT, for three years from the date of listing of units in the initial offer, subject to the following:

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[140] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[141] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[142] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[143] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016.

[144] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[145] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[146] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[147] Sub-regulation (3), clauses (i)-(iii) thereunder and the first proviso to clause (iii) substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023. Before the substitution, the provisions read as under:

"(3) With respect to holding of units in the InvIT, the sponsor(s) together shall hold not less than fifteen per cent. of the total units of the InvIT after initial offer of units, on a post-issue basis for a period of not less than 3 years from the date of the listing of such units, subject to the following:

(i) sponsor(s) would be responsible for all acts, omissions and representations/covenants of the InvIT related to formation of InvIT, sale/ transfer of assets/holdco/SPV to the InvIT.

(ii) the InvIT/the trustee of the InvIT shall also have recourse against the Sponsor for any breach in this regard.

a) sponsor(s) and sponsor group(s) would be responsible for all acts, omissions, representations and covenants of the InvIT related to the formation of InvIT or sale or transfer of assets/holdco/SPV to the InvIT;
b) the InvIT or the trustee of the InvIT shall also have recourse against the sponsor(s) and sponsor group(s) for any breach in this regard;
c) project manager of the InvIT shall be the sponsor or an associate of the sponsor and shall continue to act in such capacity for a period of minimum three years from the date of listing of InvIT units unless suitable replacement is appointed by the unitholders through the Trustee:

Provided that the condition as specified in clause (c) of this sub-regulation shall not be applicable where the sponsor(s) and sponsor group(s) together hold not less than twenty-five percent of the total outstanding units of the InvIT after initial offer of units, at all times, during a period of first 3 years from the date of the listing of units issued in initial offer:

Provided further that any holding by sponsor and sponsor group exceeding the fifteen percent or twenty-five percent, as the case may be, shall be held for a period of not less than one year from the date of listing of units issued in initial offer:]

Provided [148][further] that in case of PPP projects [149][where the InvIT is investing in infrastructure assets through SPV(s)], in case such acquiring or holding is disallowed by government or under any provisions of the concession agreement or any other such agreement,–

(iii) project Manager of the InvIT shall be the sponsor or an associate of the sponsor and shall continue to act in such capacity for a period of minimum three years from the date of listing of InvIT units unless suitable replacement is appointed by the unit-holders through the Trustee:
Provided that the condition as specified at sub clause (iii) above shall not be applicable where the sponsor(s) together hold not less than twenty five per cent. of the total units of the InvIT after initial offer of units, on a post-issue basis for a period of not less than 3 years from the date of the listing of such units."

[148] Inserted Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[149] Inserted Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(i) the sponsor may continue to maintain such holding at the SPV level;

(ii) the consolidated value of all such holdings at the SPV level and the value of the units of InvIT held by the sponsor shall not be less than the value of [150][fifteen] per cent. of the total units of the InvIT after initial issue of units on a post-issue basis;

(iii) such units of the InvIT and shares or interest in the SPV shall be held for a period of not less than three years from the date of the listing of units of the InvIT;

(iv) in case such holding of sponsor in the SPV results in the InvIT not having controlling interest and not having more than fifty [151][one] per cent. shareholding or interest in the SPV, the sponsor shall enter into a binding agreement with the InvIT to ensure that decisions taken by the sponsor including voting with respect to the SPV are in compliance with these regulations and not against the interest of the InvITs or the unit holders and shall be subject to further guidelines as may be specified by the Board.

[152][(3A) The sponsor(s) and sponsor group(s) shall collectively hold not less than –

(i) five percent of the total outstanding units of the InvIT, from the beginning of fourth year and till the end of fifth year from the date of listing of the units issued in the initial offer;

(ii) three percent of the total outstanding units of the InvIT, from the beginning of sixth year and till the end of tenth year from the date of listing of the units issued in the initial offer;

(iii) two percent of the total outstanding units of the InvIT, from the beginning of eleventh year and till the end of twentieth year from the date of listing of the units issued in the initial offer;

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[150] Substituted "twenty five" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[151] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[152] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

(iv) one percent of the total outstanding units of the InvIT, after the completion of the twentieth year from the date of listing of units issued in the initial offer:

Provided that the maximum value of units to be held by sponsor(s) and sponsor group(s) for compliance with clauses (i) to (iv) shall not exceed five hundred crore rupees or such other value as may be decided by the Board from time to time and such valuation shall be based on the latest available net asset value of the of the InvIT:

Provided further that an assessment of compliance of requirements under clauses (i) to (iv) of this sub-regulation shall be done at the time of each fresh issuance of units and at the beginning of change in threshold of the percentage for minimum unitholding requirement as specified in this sub-regulation:

Provided further that for InvITs that have already issued units pursuant to an initial offer as on the date of coming into effect of the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, the provisions contained in subregulation (3) and (3A) of this regulation shall be applicable only for the additional units issued by the InvIT after such date and the units that are locked in at the time of initial offer shall continue to be locked in till the completion of three years from the date of listing of units in such initial offer.]

[153][***]

[154][(4) For the purpose of calculating the minimum unitholding requirements as mentioned in sub-regulations (3) and (3A) above, subordinate units shall not be considered in computing total outstanding units of the InvIT.

[153] Sub-regulation (4) omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023

"(4). Any holding by sponsor in InvIT, exceeding [fifteen] per cent. on a post issue basis, shall be held for a period of not less than one year from the date of listing of such units."

[154] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2024, w.e.f. 27.05.2024.

(4A) Subordinate units shall not be eligible for meeting the minimum unitholding requirement as mentioned in sub-regulations (3) and (3A) above.]

[155][(5) The units required to be held in terms of sub-regulation (3) and (3A) shall be locked in and shall not be encumbered:

Notwithstanding the above, any encumbrance created on units held to comply with the minimum unit holding requirement applicable before the date of coming into effect of the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, may continue if the encumbrance exist on such date.]

[156][Provided that locked-in units held by a sponsor or its sponsor group entities may be transferred only amongst such sponsor or its sponsor group entities subject to the condition that lock-in on such units shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such units till the lock-in period has expired.

Explanation: ─ In case of an InvIT with multiple sponsors, the locked in units held by a sponsor or its sponsor group entities can be transferred only amongst such sponsor or its own sponsor group entities and shall not be transferred to any other sponsor or their sponsor group entities.

Provided further that in case of change in sponsor, locked-in units held by the outgoing sponsor or its sponsor group entities may be transferred to the incoming sponsor or its sponsor group entities subject to the condition that the incoming sponsor or its group entities shall meet the minimum unitholding requirements after the transfer:

Provided also that in case of conversion to self-sponsored investment manager, locked-in units held by the outgoing sponsor or its sponsor group entities may be transferred to the self-sponsored investment manager or its shareholders or group entities of self-sponsored investment manager subject to the condition that the self-sponsored investment manager or its shareholders or group entities of self-sponsored investment manager shall meet the minimum unitholding requirements after the transfer.]

[155] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[156] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025.

Rights and responsibilities of the valuer and auditor

13. (1) The valuers shall comply with the following conditions at all times,–

(a) the valuer shall ensure that the valuation of the InvIT assets is impartial, true and fair and is in accordance with regulation 21;

(b) the valuer shall ensure adequate and robust internal controls to ensure the integrity of its valuation reports;

(c) the valuer shall ensure that it has sufficient key personnel with adequate experience and qualification to perform valuations;

(d) the valuer shall ensure that it has sufficient financial resources to enable it to conduct its business effectively and meet its liabilities;

(e) the valuer and any of its employees involved in valuing of the assets of the InvIT, shall not,–

i. invest in units of the InvIT or in the assets being valued; and

ii. sell the assets or units of InvITs held prior to being appointed as the valuer,

till the time such person is designated as valuer of such InvIT and not less than six months after ceasing to be valuer of the InvIT;

(f) the valuer shall conduct valuation of the InvIT assets with transparency and fairness and shall render, at all times, high standards of service, exercise due diligence, ensure proper care and exercise independent professional judgment;

(g) the valuer shall act with independence, objectivity and impartiality in performing the valuation;

(h) the valuer shall discharge its duties towards the InvIT in an efficient and competent manner, utilizing its knowledge, skills and experience in best possible way to complete given assignment;

(i) the valuer shall not accept remuneration, in any form, for performing a valuation of the InvIT assets from any person other than the InvIT or its authorized representative;

(j) the valuer shall before accepting any assignment,[157][from any related party of the InvIT,] disclose to the InvIT any direct or indirect consideration which the valuer may have in respect of such assignment;

(k) the valuer shall disclose to the InvIT any pending business transactions, contracts under negotiation and other arrangements with the investment manager or any other party whom the InvIT is contracting with and any other factors that may interfere with the valuer's ability to give an independent and professional valuation of the assets;

(l) the valuer shall not make false, misleading or exaggerated claims in order to secure assignments;

(m) the valuer shall not provide misleading valuation, either by providing incorrect information or by withholding relevant information;

(n) the valuer shall not accept an assignment which interferes with its ability to do fair valuation;

(o) the valuer shall, prior to performing a valuation, acquaint itself with all laws or regulations relevant to such valuation.

(2) The auditor shall comply with the following conditions at all times,–

(a) the auditor shall conduct audit of the accounts of the InvIT and draft the audit report based on the accounts examined by him and after taking into account the relevant accounting and auditing standards, as may be specified by the Board;

(b) the auditor shall, to the best of his information and knowledge, ensure that the accounts and financial statements give a true and fair view of the state of the affairs of the InvIT, including profit or loss and cash flow for the period and such other matters as may be specified;

(c) the auditor shall have a right of access at all times to the books of accounts and vouchers pertaining to activities of the InvIT;

[157] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(d) the auditor shall have a right to require such information and explanation pertaining to activities of the InvIT as he may consider necessary for the performance of his duties as auditor from the employees of InvIT or [158][holdco or] parties to the InvIT or [159][holdco or] SPV or any other person in possession of such information.

[160][(e) The auditor shall undertake a limited review of the audit of all the entities or companies whose accounts are to be consolidated with the accounts of the InvIT as per the applicable Indian Accounting Standards (Ind AS) and any addendum thereto as defined in Rule 2 (1) (a) of the Companies (Indian Accounting Standards) Rules, 2015, in such manner as may be specified by the Board.]

CHAPTER IV

OFFER OF UNITS OF InvIT AND LISTING OF UNITS

Issue of units and allotment

14. (1) No initial offer of units by an InvIT shall be made unless,–

(a) The InvIT is registered with the Board under these regulations;

(b) the value of [161][InvIT assets] is not less than [162][rupees] five hundred crore.

[158] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[159] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[160] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2023 w.e.f. 14.02.2023.

[161] Substituted for the words "the assets held by the InvIT" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[162] Substituted "ruppes" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

Explanation.- Such value shall mean the value of the specific portion of the holding of InvIT in the underlying assets or [163][holdco or] SPVs;

(c) the offer size is not less than rupees two hundred fifty crore:

Provided that the requirement of ownership of assets under clause (b) and offer size under clause (c) may be complied [164][at any point of time before allotment of units in accordance with offer document/placement memorandum] subject, to a binding agreement with the relevant party(ies) that [165][such] the requirements shall be fulfilled prior to [166][such] allotment [167][and] a declaration to the Board and [168][to] the designated stock exchanges to that effect, where applicable and adequate disclosures in this regard in the [169][***] offer document or placement memorandum.

[170][(1A) The minimum offer and allotment to public through an offer document/ placement memorandum shall be,-

(a) atleast twenty five per cent. of the total outstanding units of the InvIT, if the post issue capital of the InvIT calculated at offer price is less than rupees one thousand six hundred crore:

Provided that this requirement shall be complied along with the requirement under Regulation 14(1)(c) of the InvIT Regulations.

[163] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[164] Substituted "with after initial offer or first offer of units under private placement" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[165] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[166] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[167] Substituted "of units," by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[168] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[169] Omitted "initial" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[170] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(b) of the value of atleast Rs 400 crore, if the post issue capital of the InvIT calculated at offer price is equal to or more than rupees one thousand six hundred crore and less than rupees four thousand crore;

(c) atleast ten per cent. of the total outstanding units of the InvIT, if the post issue capital of the InvIT calculated at offer price is equal to or more than rupees four thousand crore:

[171][***]

Provided [172][***] that any listed InvIT which has public holding below twenty five per cent on account of sub-clauses (b) and (c) above, such InvIT shall increase its public holding to at least twenty five per cent, within a period of three years from the date of listing pursuant to initial offer.]

(2) If the InvIT [173][raises funds by way of private placement]–

(a) [174][it shall do it] through a placement memorandum;

(b) from [175][institutional investors] and body corporate only, whether Indian or foreign:

Provided that in case of foreign investors, such investment shall be subject to guidelines as may be specified by Reserve Bank of India and the government from time to time;

[171] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025. Prior to omission, the words were "Provided that any units offered to sponsor or the investment manager or the project manager or their related parties or their associates shall not be counted towards units offered to the public."

[172] The word "further" omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

[173] Substituted "invests or proposes to invest in under-construction projects, value of which is more than ten per cent. of the value of the InvIT assets, it shall raise funds," by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[174] Substituted "by way of private placement only" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[175] Substituted for the words "qualified institutional buyers" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

(c) with minimum investment from any investor of rupees [176][twenty five lakhs];

[177][***]

(d) from not less than five and not more than one thousand investors.

[178][(da) maximum subscription from any investor other than sponsor(s), its related parties and its associates, in initial offer shall not be more than 25 percent of the total unit capital;]

[179][(e) shall file a placement memorandum with the Board alongwith the fee as specified in Schedule II, atleast 5 days prior to opening of the issue:

Provided that such opening of the issue shall not be at a date later than 3 months from the receipt of in-principle approval for listing, from exchange(s).]

[180][(f) it shall file the final placement memorandum with the Board within a period of ten working days from the date of listing of the units issued therein.]

(3) [181][***]

[176] Substituted for the words "one crore" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

[177] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025. Prior to omission, it read as "Notwithstanding the above, if such an privately placed InvIT invests or proposes to invest not less than eighty per cent of the value of the InvIT assets, in completed and revenue generating assets, the minimum investment from an investor shall be rupees twenty five crore;", as inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016 w.e.f. 30.11.2026 and the words ", in completed and revenue generating assets," inserted after the words "of the value of the InvIT assets and before the words "the minimum investment" vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017 w.e.f. 15.12.2017.

[178] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2020, w.e.f 16.06.2020.

[179] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[180] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[181] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read "The InvIT as specified in sub-regulation (2) shall file the draft placement memorandum for making private placement of units with the Board along with the application for registration and the Board may communicate its comments, to such applicant which shall be incorporated by the applicant in placement memorandum prior to grant of registration."

(4) [182][If the InvIT raises funds by public issue] [183][***] [184][***]–

(a) [185][it shall be by way of initial public offer];

(b) any subsequent issue of units after initial [186][public] offer may be by way of follow-on offer, preferential allotment, qualified institutional placement, rights issue, bonus issue, offer for sale or any other mechanism and in the manner as may be specified by the Board;

(c) minimum subscription [187][amount] from any investor in initial and follow-on offer shall [188][fall within the range of ten thousand rupees to fifteen thousand rupees];

[189][(ca) maximum subscription from any investor other than sponsor(s), its related parties and its associates, in initial offer shall not be more than 25 percent of the total unit capital;]

(d) [190][***]

[182] Substituted "with respect to" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[183] The word "InvITs" is omitted by the SEBI (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017.

[184] Omitted "that hold not less than eighty per cent. of its assets in completed and revenue generating infrastructure projects," by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[185] Substituted "initial issue of units shall be by way of initial offer only" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[186] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[187] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2021, w.e.f 30.07.2021.

[188] Substituted for "be one lakh rupees" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2021, w.e.f 30.07.2021. Prior to the substitution, "be one lakh rupees" was substituted for "be ten lakh rupees" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019.

[189] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2020, w.e.f 16.06.2020.

[190] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016. Prior to the substitution it read "the units proposed to be offered to the public is not less than twenty five per cent. of the total of the outstanding units of the InvIT and the units being offered by way of the offer document:

Provided that if prior to the initial offer, units of the InvIT are held by the public, the units proposed to be offered to the public shall be calculated after reducing such existing units for satisfying the aforesaid percentage requirement;"

(e) prior to initial [191][public] offer and follow-on offer, the [192][merchant banker] shall file the draft offer document [193][along with the fee as specified in Schedule II,] with the designated stock exchange(s) and the Board not less than [194][thirty] working days before filing the [195][***] offer document with the designated stock exchange [196][and SEBI];

(f) the draft offer document filed with the Board shall be made public, for comments, if any, [197][***] by hosting it on the websites of the Board, designated stock exchanges [198][, InvIT] and merchant bankers associated with the issue [199][, for a period of not less than twenty one days];

(g) the Board may communicate its comments to the lead merchant banker and, in the interest of investors, may require the lead merchant banker to carry out such modifications in the draft offer document as it deems fit;

(h) the lead merchant banker shall ensure that all comments received from the Board on the draft offer document are suitably addressed prior to the filing of the [200][***] offer document with the designated stock exchanges;

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[191] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[192] Substituted "investment manager" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[193] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[194] Substituted "twenty one" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[195] Omitted "final" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[196] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[197] Omitted "to be submitted to the Board, within a period of at least ten days," by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[198] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[199] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[200] Omitted "final" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(i) in case no [201][observations] are [202][issued] by the Board in the draft offer document within twenty one working days from the date of receipt of satisfactory reply from the lead merchant bankers or manager, the InvIT may [203][file] the [204][***] offer document or follow-on offer document [205][with the Board and the exchange(s)];

(j) the draft [206][offer document] and [207][***] offer document shall be accompanied by a due diligence certificate signed by the [208][***] lead merchant banker;

(k) the [209][***] offer document shall be filed with the designated stock exchanges and the Board not less than five working days before opening of the offer [210][***];

[201] Substituted "modifications" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[202] Substituted "suggested" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[203] Substituted "issue" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[204] Omitted "final" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[205] Substituted "to the public" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[206] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.
[207] Omitted "final" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[208] Omitted "investment manager and" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[209] Omitted "final" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[210] Omitted "and such filing with the Board shall be accompanied by filing fees as specified under Schedule II" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(l) The InvIT may [211][open] the initial [212][public] offer or follow-on offer [213][or rights issue] within a period of not more than [214][one year] from the date of [215][***] issuance of observations by the Board [216][***]:

Provided that if the initial [217][public] offer or follow-on offer [218][or rights issue] is not made within the prescribed time period, a fresh [219][draft] offer document shall be filed;

[220][Provided further that the InvIT shall not be required to file draft offer document with the Board in case of a fast track rights issue, subject to the fulfillment of the conditions as specified by the Board from time to time.]

(m) The InvIT may invite for subscriptions and allot units to any person, whether resident or foreign:

Provided that in case of foreign investors, such investment shall be subject to guidelines as may be specified by Reserve Bank of India and the government from time to time.

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[211] Substituted "make" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[212] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[213] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[214] Substituted "six months" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[215] Omitted "last" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[216] Omitted ", if any and if no observations have been issued by the Board, within six months from the date of filing of final offer document with the designated stock exchanges" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[217] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[218] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[219] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[220] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2020, w.e.f 02.03.2020

(n) the application for subscription shall be accompanied by a statement containing the abridged version of the offer document detailing the risk factors and summary of the terms of issue;

(o) initial [221][public] offer and follow-on offer shall not be open for subscription for a period of more than thirty days;

(p) in case of over-subscriptions, the InvIT shall allot units to the applicants on a proportionate basis rounded off to the nearest integer subject to minimum subscription amount per subscriber as specified in clause (c);

(q) the InvIT shall allot units or refund application money,as the case may be, within twelve working days from the date of closing of the issue;

(r) the InvIT shall issue units in only in dematerialized form to all the applicants;

(s) the price of InvIT units issued by way of public issue shall be determined through the book building process or any other process in accordance with the guidelines issued by the Board and in the manner as may be specified by the Board;

(t) the InvIT shall refund money,-

(i) to all the applicants in case it fails to collect subscription of atleast [222][ninety] per cent. of the [223][fresh] issue size as specified in the [224][***] offer document;

(ii) to applicants to the extent of the over subscription, in case the moneys received is in excess of the extent of over-subscription

[221] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[222] Substituted for "seventy five"by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[223] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[224] Omitted "final" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

as specified in the [225][***] offer document, money shall be refunded to applicants to the extent of the oversubscription:

Provided that right to retain such over subscription cannot exceed twenty five per cent. of the issue size;

[226][Provided further, that the offer document shall contain adequate disclosures towards the utilisation of such oversubscription proceeds, if any, and such proceeds retained on account of oversubscription shall not be utilised towards general purposes.]

(iii) to all the applicants, in case the number of subscribers to the initial [227][public] offer forming part of the public is less than twenty;

(u) If the investment manager fails to allot or list the units or refund the money within the specified time, then the investment manager shall pay interest to the unit holders at the rate of fifteen per cent. per annum, till such allotment or listing or refund and such interest shall be not be recovered in the form of fees or any other form payable to the investment manager by the InvIT;

(v) units may be offered for sale to public,–

i. if such units have been held by the sellers for a period of at least one year prior to the filing of draft offer document with the Board:

Provided that the holding period for the equity shares [228][, compulsorily convertible securities (from the date such

[225] Omitted "final" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[226] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[227] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[228] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017

securities are fully paid-up)] or partnership interest in the [229][holdco or] SPV against which such units have been received shall be considered for the purpose of calculation of one year period referred in this sub-regulation:

[230][Provided further that the compulsorily convertible securities, whose holding period has been included for the purpose of calculation for offer for sale, shall be converted to equity shares of the holdco or SPV, prior to filing of offer document.]

ii. subject to other guidelines as may be specified by the Board in this regard;

[231][(va) The amount for general purposes, as mentioned in objects of the issue in the draft offer document filed with the Board, shall not exceed Ten per cent of the amount raised by the InvIT by issuance of units.]

(5) If the InvIT fails to make any offer of its units, whether by way of public issue or private placement, within three years from the date of registration with the Board, it shall surrender its certificate of registration to the Board and cease to operate as an InvIT:

Provided that the Board, if it deems fit, may extend the period by another one year:

Provided further that the InvIT may later re-apply for registration, if it so desires.

[232][(5A) No InvIT shall undertake any activity under Chapter VIA.]

[229] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[230] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017

[231] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[232] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023

[233][(5B) No InvIT shall raise funds through public issue if any subordinate units have been issued and are outstanding.]

[234][(5C) Depository Receipts may be issued on units of an InvIT subject to compliance with these regulations and in such manner as may be specified by the Board.]

(6) The Board may specify by issue of guidelines or circulars any other requirements, as it deems fit, pertaining to issue and allotment of units by an InvIT, whether by way of public issue or private placement.

Offer document or placement memorandum and advertisements

15. (1) The offer document or placement memorandum of the InvIT shall contain material, true, correct and adequate disclosures to enable the investors to make an informed decision.

(2) Without prejudice to the generality of sub-regulation (1), the offer document or placement memorandum shall,–

(i) not be misleading or contain any untrue statements or mis-statements;

(ii) not provide for any guaranteed returns to the investors; and

(iii) include such other disclosures as may be specified by the Board.

(3) The offer document shall include all information as specified under Schedule III.

(4) [235][The placement memorandum shall contain all information as specified under Schedule III, to the extent applicable.]

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[233] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2024, w.e.f. 27.05.2024.

[234] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2026, w.e.f. 16.10.2026.

[235] Substituted for "The placement memorandum shall contain all material information about the InvIT, parties to the InvIT, fees and all other expenses proposed to be charged, tenure of the InvIT, investment strategy, risk management tools and parameters employed, key service providers, conflict of interest and procedures to identify and address them, disciplinary history of the sponsor(s), investment manager, trustee and their associates, the terms and conditions on which the investment manager offers investment services, its affiliations with other intermediaries, manner of winding up of the InvIT and such other information as may be necessary for the investor to take an informed decision on whether to invest in the InvIT." by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(5) No advertisement shall be issued pertaining to issue of units by an InvIT which makes a private placement of its units.

(6) With respect to advertisements pertaining to the offer of units by an InvIT with respect to public issue of its units,-

(i) such advertisement material shall not be misleading and shall not contain anything extraneous to the contents of the offer document;

(ii) if an advertisement contains positive highlights, it shall also contain risk factors with equal importance in all aspects including print size;

(iii) the advertisements shall be in accordance with any circulars or guidelines as may be specified by the Board in this regard.

Listing and trading of units

16. (1) It shall be mandatory for units of all InvITs to be listed on a recognized stock exchange having nationwide trading terminals, whether publicly issued or privately placed:

Provided that this sub-regulation shall not apply if the initial offer does not satisfy the minimum subscription amount or the minimum number of subscribers under regulation 14.

(2) The listing of the units shall be in accordance with the listing agreement entered into between the InvIT and the designated stock exchanges.

[236][(2A) In the event of non-receipt of listing permission from the stock exchange(s) or withdrawal of Observation Letter issued by the Board, wherever applicable, the units shall not be eligible for listing and the InvIT shall be liable to refund the subscription monies, if any, to the respective allottees immediately alongwith interest at the rate of fifteen per cent. per annum from the date of allotment.]

(3) The units of the InvIT listed in the designated stock exchanges shall be traded, cleared and settled in accordance with the bye-laws of designated stock exchanges and such conditions as may be specified by the Board.

[236] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(4) The InvIT shall redeem units only by way of a buyback or at the time of delisting of units.

(5) The units shall remain listed on the designated Stock Exchanges unless delisted under regulation 17.

(6) The minimum public holding for the units of the [237][***] InvIT after listing shall be [238][in accordance with sub-regulation (1A) of regulation 14] failing which action may be taken as may be specified by the Board and by the designated stock exchanges including delisting of units under regulation 17.

(7) The minimum number of unit holders in an InvIT other than the sponsor(s) [239][, its related parties and its associates] ,–

(a) in case of privately placed InvIT, shall be five, [240][***];

(b) forming part of public shall be twenty, [241][***],

at all times post listing of the units, failing which action may be taken as may be specified by the Board and by the designated stock exchanges including delisting of units under regulation 17.

(8) With respect to listing of privately placed units,–

(a) its units shall be mandatorily listed on the designated stock exchange(s) within thirty working days from the date of [242][allotment];

[243][(b) trading lot for the purpose of trading of units on the designated stock exchange shall be rupees twenty five lakhs.]

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[237] Omitted "publicly offered" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[238] Substituted for "twenty five per cent. of the total number of outstanding units, at all times," by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[239] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[240] The words "each holding not more than twenty five per cent. of the units of the InvIT" omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2020, w.e.f 16.06.2020.

[241] The words "each holding not more than twenty five per cent. of the units of the InvIT" omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2020, w.e.f 16.06.2020.

[242] Substituted for "final closing" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[243] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024. Prior to the substitution the words were "trading lot for the purpose of trading of units on the designated stock exchange shall be rupees one crore.

(9) With respect to listing of publicly offered units,–

(a) its units shall be mandatorily listed on the designated stock exchange(s) within twelve working days from the date of closure of the initial [244][public] offer:

Provided that this sub-regulation shall not apply if the initial [245][public] offer does not satisfy the minimum subscription amount or the minimum number of subscribers as specified in regulation 14;

(b) trading lot for the purpose of trading of units on the designated stock exchange shall consist of [246][one unit].

(10) Any person other than the sponsor(s) holding units of the InvIT prior to initial offer shall hold the units for a period of not less than one year from the date of listing of the units.

(11) The Board and designated stock exchanges may specify any other requirements pertaining to listing and trading of units of the InvIT by issuance of guidelines or circulars.

Delisting of units and winding up of the InvIT

17. (1) The investment manager shall apply for delisting of units of the InvIT to the Board and the designated stock exchanges if,-

(a) the public holding falls below the specified limit under sub-regulation (6) of regulation 16;

Notwithstanding the above, if an InvIT invests not less than eighty per cent of the value of the InvIT assets, in completed and revenue generating assets, the trading lot for the purpose of trading of units on the designated stock exchange of such InvIT shall be rupees two crore;"

[244] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[245] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[246] Substituted for "100 units" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2021, w.e.f. 30.07.2021. Prior to the substitution, "consist of 100 units" were substituted for "be five lakh rupees" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

(b) the number of unit holders of the InvIT falls below the limit as specified under sub-regulation (7) [247][of regulation 16];

(c) if there are no projects or assets remaining under the InvIT for a period exceeding six months and InvIT does not propose to invest in any project in future:

Provided that, the period may be extended by further 6 months, with the approval of unitholders in the manner as specified in regulation 22;

(d) the Board or the designated stock exchanges require such delisting for violation of the listing agreement or these regulations or the Act;

(e) the [248][****] trustee [249][and investment manager] requests such delisting and such request has been approved by unit holders in accordance with regulation 22;

[250][***]

Provided that exit shall be provided to dissenting unitholders.

(f) unit holders apply for such delisting in accordance with regulation 22;

(g) the Board or the designated stock exchanges require such delisting in the interest of the unit holders:

Provided that if clause (a) or (b) is breached, the trustee may provide a period of six months to the investment manager to rectify the same, failing which shall apply for such delisting:

Provided further that in case of PPP projects, such delisting shall be subject to relevant clauses in the concession agreement.

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[247] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[248] The words "sponsor(s) or" omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

[249] Inserted ibid.

[250] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023. Prior to omission, it read as:

"*(ea) the trustee and the Investment Manager of a privately placed and listed InvIT chooses to convert InvIT to a privately placed unlisted InvIT and such request has been approved by unit holders in accordance with regulation 22:*". ***

*** Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

(2) The Board and the designated stock Exchanges may consider such application for delisting for approval or rejection as may be appropriate in the interest of the unit holders.

(3) The Board may, instead of delisting of the units, if it deems fit, provide additional time to the InvIT or parties to the InvIT to comply with sub-regulation (1).

(4) The Board may reject the application for delisting and take any other action, as it deems fit, under these regulations or the Act for violation of the listing agreement or these regulations or the Act.

(5) The procedure for delisting of units of InvIT including provision of exit option to the unit holders shall be in accordance with the listing agreement and in accordance with procedure as may be specified by the Board and by the designated stock exchanges from time to time.

(6) After delisting of its units, the InvIT shall surrender its certificate of registration to the Board and shall no longer undertake activity of an InvIT:

[251][***]

(7) The InvIT and parties to the InvIT shall continue to be liable for all their acts of omissions and commissions with respect to activities of the InvIT notwithstanding surrender of registration to the Board.

[252][CHAPTER IVA
FRAMEWORK FOR ISSUANCE OF SUBORDINATE UNITS

[251] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023. Prior to omission, it read as:

"*Notwithstanding the above, in case the delisting is done in terms of clause (ea) of sub-regulation (1), the InvIT may retain its certificate of registration and continue to undertake the activity of a privately placed and unlisted InvIT as specified in Chapter VIA.*"***

***Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019.

[252] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2024, w.e.f. 27.05.2024.

Applicability.

17A. (1) The provisions contained in this Chapter shall only apply to subordinate units issued after the notification of this Chapter:

Provided that the provisions pertaining to disclosure requirements contained in this Chapter shall also apply to any subordinate units issued prior to notification of this Chapter.

(2) Subject to the provisions contained in this Chapter, the provisions of these regulations applicable to ordinary units shall apply mutatis mutandis to issuance of subordinate units.

Issuance of Subordinate Units.

17B. (1) The subordinate units shall only be issued by a privately placed InvIT upon acquisition of an infrastructure project.

(2) The subordinate units shall be issued only to the sponsor, its associates and the sponsor group and shall be deemed to be a part of the consideration for acquisition of the infrastructure project from such sponsor, its associates and the sponsor group.

(3) The subordinate units shall not carry any voting rights or distribution rights.

(4) The subordinate units shall be issued in a dematerialized form with an International Securities Identification Number, distinct from that of the ordinary units.

(5) The subordinate units shall be listed on a recognised stock exchange after their reclassification into ordinary units in accordance with the provisions contained in these regulations.

(6) The subordinate units may be issued by way of an initial offer or any offer subsequent to the initial offer, either along with the issue of ordinary units or without the issue of ordinary units.

(7) The issue of subordinate units made after the initial offer by the InvIT shall require the approval of the unitholders where votes cast in favour

of the resolution shall not be less than one and a half times the votes cast against the resolution:

Provided that any unitholder who is party to the acquisition of the infrastructure project including the sponsor, its associates and sponsor group, shall not be entitled to vote.

(8) The price of subordinate units shall be determined according to the pricing guidelines applicable for issuance of ordinary units.

(9) Prior to issuance of subordinate units, the investment manager shall obtain in-principle approval from the recognised stock exchange for listing of such subordinate units after their reclassification into ordinary units.

(10) The enabling provisions authorising the issuance of subordinate units shall be specified in the Trust Deed.

(11) The investment manager shall disclose the terms and conditions governing subordinate units in the Term Sheet.

(12) The investment manager shall disclose the impact of potential reclassification of subordinate units into ordinary units in the Term Sheet in such manner as may be specified by the Board.

(13) The investment manager shall disclose the Term Sheet in the placement memorandum, the explanatory statement to the notice for unitholders meeting as well as any document which may be disclosed to investors including prospective investors.

(14) The InvIT shall also disclose the Term Sheet, the placement memorandum and the notice for unitholders meeting including the explanatory statement on its website and shall file the same with the recognised stock exchange.

(15) The amount of subordinate units issued at the time of acquisition of an infrastructure project by the InvIT shall not exceed ten percent of the acquisition price of the infrastructure project.

(16) The total number of outstanding subordinate units issued by an InvIT at any point of time shall not exceed ten percent of the total number of outstanding ordinary units issued by such InvIT:

Provided that an InvIT which has subordinate units outstanding exceeding the above limit, as on the date of notification of this chapter, such InvIT may issue additional subordinate units subject to compliance with the above limit:

Provided further that for the purpose of compliance with the above limit, all outstanding subordinate units shall be considered including the subordinate units issued prior to the date of the notification of this chapter.

(17) The terms and conditions of the subordinate units shall not be varied after their issuance, except in accordance with the provisions of this chapter.

Transfer of subordinate units.

17C. (1) The subordinate units shall be locked in till its reclassification into ordinary units

(2) The subordinate units shall not be transferable to any person except the sponsor, its associates and the sponsor group entities.

(3) The subordinate units shall not be encumbered in favor of any person except the sponsor, its associates and the sponsor group entities.

(4) The depository shall not register the transfer or encumbrance of a subordinate unit in favour of any person unless such a person is a sponsor of the InvIT, associate of such sponsor or belongs to the sponsor group of the InvIT.

(5) The investment manager shall disclose any inter-se transfer or inter-se encumbrance of subordinate units to the recognised stock exchange within one working day of such transfer or encumbrance.

(6) In case of a change in the sponsor, the outgoing sponsor shall transfer the subordinate units held by it, if any, to another sponsor, its associates or sponsor group.

Entitlement date, entitlement event and performance benchmark.

17D. (1) The entitlement date, the entitlement event and the performance benchmark for reclassification of subordinate units to ordinary units shall be clearly defined and specified in the Term Sheet.

(2) The performance benchmark for reclassification of subordinate units shall be quantifiable, objective and based on the audited financial statements.

(3) The minimum time period between the issuance of subordinate units and entitlement date for reclassification of the subordinate units to ordinary units shall be three year.

(4) The entitlement date may be extended in the manner specified in the Term Sheet, subject to the following conditions:

(a) the entitlement date shall not be extended for more than one year at a time and shall not be extended more than two times in total;

(b) the extension of the entitlement date may be done only for cases where a possibility of such extension is clearly contemplated, duly approved and disclosed in the Term Sheet prior to the issuance of subordinate units;

(c) the extension of entitlement date shall be allowed only in case of any unforeseen circumstances as mentioned in the Term Sheet such as impossibility on account of a force majeure event or illegality on account of change in law or an order of any court or authority;

(d) the explanatory statement to the notice of unitholders meeting convened for seeking approval for the extension in entitlement date shall disclose the reasons for proposing such extension and the potential impact on account of such extension on the ordinary

unitholders, including any potential dilution of their beneficial interest in the InvIT; and

(e) the extension of the entitlement date shall require the approval of the unitholders as provided for in sub-regulation (7) of regulation 17B;

Progress related to achievement of performance benchmark.

17E. (1) The investment manager shall monitor the progress related to the achievement of performance benchmark and shall report such progress annually or with such frequency as may be specified by the Board, after certification by the statutory auditor of the InvIT and approval of the trustee and the audit committee of the investment manager.

(2) The investment manager shall disclose the progress related to achievement of performance benchmark in the Annual Report of the InvIT.

(3) The investment manager shall disclose the diluted NAV and the diluted distribution per unit to the stock exchange along with NAV and distribution per unit till the time subordinate units are outstanding.

Explanation. – For the purpose of this sub-regulation –

(a) "diluted NAV" or "diluted net asset value" means the value of the InvIT assets reduced by the external debt divided by the total number of outstanding ordinary units and subordinate units; and

(b) "diluted distribution per unit" means the value of total distribution, divided by the total number of outstanding ordinary units and subordinate units.

Process for reclassification of subordinate unit.

17F. (1) The status of achievement of performance benchmark shall be certified by the statutory auditor of the InvIT for reclassification of subordinate units to ordinary units and shall be reviewed by the trustee and the audit committee of the investment manager.

(2) If the performance benchmark is achieved at the end of the entitlement date, including extended period, if any; the subordinate units shall be reclassified into equal number of ordinary units on a pari passu basis in accordance with the terms and conditions of subordinate units mentioned in the Term Sheet.

Explanation 1. - The reclassification can happen for all subordinate units either together or on a piecemeal basis in accordance with the terms and conditions and on the achievement of performance benchmarks as disclosed in the Term Sheet.

Explanation 2. - The subordinate units may be reclassified into ordinary units, in part or in full in accordance with the terms and conditions and on the achievement of performance benchmarks as disclosed in the Term Sheet.

(3) If the performance benchmark is not achieved at the end of the entitlement date, including extended period, if any, the subordinate units shall be extinguished without any payment to the holder of subordinate units.

(4) The board of directors of the investment manager shall consider reclassification of subordinate units into ordinary units or extinguishment of the subordinate units depending on the achievement of the performance benchmark and pass a resolution making the necessary recommendation to this effect to the trustee.

(5) The recommendation for reclassification of the subordinate units into ordinary units or extinguishment of the subordinate units, as the case may be, shall be considered by the trustee and after ensuring compliance with the provisions of these regulations, the trustee may approve reclassification of the subordinate units into ordinary units or extinguishment of the subordinate units, as the case may be, and intimate the same to the investment manager.

(6) Pursuant to the approval of the trustee, the investment manager shall make the necessary intimation to the recognised stock exchange, depositories and the Registrar and Transfer Agent.

(7) The investment manager shall ensure that the record date is disclosed as part of the intimation made under this regulation, at least two working days prior to the record date, excluding the date of intimation and the record date.

Explanation. – For the purpose of this chapter, record date shall mean the date from when subordinate units shall be reclassified as ordinary units.

(8) The subordinate units upon being reclassified as ordinary units shall be listed on the recognised stock exchange(s) upon receipt of final listing and trading approval from such stock exchange(s).]

[253][CHAPTER IVB

FRAMEWORK FOR UNIT BASED EMPLOYEE BENEFIT SCHEME

Applicability

17G. (1) The provisions of this chapter shall be applicable for all unit based employee benefit scheme introduced on or after the date of this chapter coming into force:

Provided that the provisions pertaining to disclosure requirements in this chapter shall apply to any unit based employee benefit scheme introduced prior and subsisting as on the date of this chapter coming into force.

(2) For unit based employee benefit scheme introduced prior to this chapter coming into force, any unit acquired or any unit based employee benefit options granted by any employee benefit trust after the date of this

[253] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2024, w.e.f. 13.07.2024.

chapter coming into force, shall be in compliance with this chapter.

Nature of scheme and implementation of scheme through trust.

17H. (1) The unit based employee benefit scheme shall be in the nature of employee unit option scheme.

(2) Any offer of a unit based employee benefit scheme by the investment manager shall not result in any additional cost to the InvIT, its HoldCo and SPV.

(3) The unit based employee benefit scheme shall be implemented through a separate employee benefit trust which shall be created by the investment manager.

(4) The investment manager shall ensure that the trust deed under which the employee benefit trust is formed contains provisions specified in Part A of Schedule IX of these regulations.

Manner of receiving units by the employee benefit trust.

17I. (1) The employee benefit trust may receive units of the InvIT in the following manner for the purpose of offering unit based employee benefit scheme:

(a) The investment manager may receive the units of InvIT in lieu of management fees, through the employee benefit trust, only for the limited purpose of providing unit based employee benefit on such units;

Explanation. – For the above purpose, the investment manager may take full or part of the management fees in the form of units of InvIT.

(b) A shareholder of investment manager may transfer full or part of the units of InvIT held by it to the employee benefit trust:

Provided that in case a sponsor is also a shareholder of the investment manager, then the sponsor group and associate of the

sponsor may also transfer full or part of the units held by them to the employee benefit trust;

(c) The investment manager may transfer full or part of the units of InvIT held by it to the employee benefit trust;

Explanation. – For the purpose of clauses (b) and (c), any transfer of units to the employee benefit trust shall be irrevocable and without any consideration in return i.e. shall constitute a gift to the employee benefit trust.

(2) Subordinate units shall not be eligible for being transferred to the employee benefit trust or being made part of a unit based employee benefit scheme.

(3) The cash accumulated by the employee benefit trust on account of distributions received on units of the InvIT held by such trust, income earned on the assets held by the employee benefit trust and receipt of exercise price from the employees of the investment manager on exercise of options, may be used by the employee benefit trust for acquiring units of the InvIT either from the secondary market or during any fresh issuance of units by the InvIT only for the purpose of using such units for unit based employee benefit scheme.

(4) The employee benefit trust may subscribe to the units of the InvIT subject to compliance with the minimum lot for primary market transaction specified under these regulations:

Provided that the minimum trading lot specified under these regulations shall not be applicable for vesting of units of a privately placed InvIT in employees of the investment manager and exercised by them:

Provided further that in case of a privately placed InvIT, the employees of the investment manager may sell an odd lot quantity of the units vested upon them, in off-market transaction(s).

Secondary acquisition.

17J. (1) The employee benefit trust shall not be used as a mode for trading in units of the InvIT.

(2) Secondary acquisition in a financial year by the employee benefit trust shall not exceed two per cent of the total outstanding units of the InvIT as at the end of the previous financial year.

Explanation. - "secondary acquisition" means acquisition of existing units of the InvIT by the employee benefit trust on the platform of a recognised stock exchange for cash consideration for the purpose of unit based employee benefit scheme.

(3) The total number of units under secondary acquisition held by the employee benefit trust shall at no point of time exceed five per cent of the total outstanding units of the InvIT as at the end of the financial year immediately prior to the year in which the unitholders approval is obtained for such secondary acquisition:

Provided that the above ceiling limit shall exclude the units that are allotted to the employee benefit trust by way of a new issue or gift.

(4) The investment manager shall obtain approval of unitholders for secondary acquisition as per sub-regulation (5) of regulation 22 of these regulations.

(5) The employee benefit trust shall be required to hold the units acquired through secondary acquisition for a minimum period of six months.

(6) The employee benefit trust shall disclose the period during which it plans to undertake secondary acquisition, in advance of at least seven working days (excluding the date of intimation and the date of start of such period), to the recognised stock exchanges and the depositories.

(7) The employees of the investment manager shall not sell units of the InvIT held by them during the period referred in sub-regulation (6).

(8) The investment manager shall submit a list of its employees to the depositories along with relevant details of the employees including their Income Tax Permanent Account Number, in advance of at least seven working days (excluding the date of intimation and the date of start of the period during which the employee benefit trust plans to undertake secondary acquisition).

(9) The depositories shall impose lock-in on the holdings of units of InvIT by such employees and the lock-in shall be released after the period during which the employee benefit trust plans to undertake secondary acquisition, as disclosed to the recognised stock exchanges and depositories, has elapsed.

Manner of allotment of units to the employee benefit trust by the InvIT.

17K. (1) An investment manager of any InvIT that allots units to the employee benefit trust in lieu of management fees to the investment manager shall ensure the following:

(a) obtaining the approval of unitholders as per sub-regulation (5) of regulation 22 of these regulations before issuance of units to the employee benefit trust;

(b) issuance of units to the employee benefit trust only once in a financial year, within ninety days after the completion of the annual valuation exercise;

(c) issuance of units to the employee benefit trust shall be made in compliance with the guidelines for preferential issue of units specified by the Board:

(d) allotting such units directly to the employee benefit trust so that such units are used exclusively for unit based employee benefit scheme.

Role of nomination and remuneration committee.

17L. (1) The nomination and remuneration committee of the investment manager shall be responsible for the administration and superintendence of the unit based employee benefit scheme.

(2) The nomination and remuneration committee shall formulate the detailed terms and conditions of the unit based employee benefit scheme which shall include the provisions as specified in Part B of Schedule IX of these regulations.

(3) The nomination and remuneration committee of the investment manager shall frame suitable policies and procedures to ensure compliance with all securities laws particularly the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India I (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003 by the investment manager, its directors, its key managerial personnel, sponsor, recipients of units under the unit based employee benefit scheme, the employee benefit trust and trustee of the employee benefit trust.

Variation of terms of the scheme.

17M. (1) The investment manager may vary the terms of the unit based employee benefit scheme offered pursuant to an earlier resolution of the unitholders but not yet exercised by the employees, if such variation is not prejudicial to the interests of the employees.

(2) The investment manager shall obtain the approval of unitholders as per sub-regulation (5) of regulation 22 of these regulations before varying the terms of the unit based employee benefit scheme.

(3) Notwithstanding the provisions of sub-regulation (1), the investment manager may vary the terms of the unit based employee benefit scheme to fulfil any legal or regulatory obligation without seeking unitholders'

approval.

(4) The explanatory statement to the notice for passing a resolution for variation of terms of a unit based employee benefit scheme and the resolution proposed to be passed by the unitholders shall disclose complete details of the variation, the rationale therefor, details of any employees that may be the beneficiaries of such variation and information as specified in Part C of Schedule IX of these regulations or as otherwise specified by the Board.

(5) The investment manager may reprice the options which are not exercised, whether or not they have been vested, if the scheme was rendered unattractive due to fall in the price of the units in the stock market:

Provided that the investment manager shall ensure that such repricing is not detrimental to the interests of the employees and approval of the unitholders has been obtained for such repricing as per sub-regulation (5) of regulation 22 of these regulations.

Listing.

17N. (1) In case a new issue of units is made under any unit based employee benefit scheme, units so issued shall be listed immediately on all recognised stock exchange(s) where the existing units are listed, subject to the following conditions:

(a) The unit based employee benefit scheme is in compliance with these regulations;

(b) A statement, as specified in Part D of Schedule IX of these regulations, is filed and the investment manager obtains an in-principle approval from the recognised stock exchange(s);

(c) As and when an exercise is made, the investment manager notifies the concerned recognised stock exchange(s) as per the statement as specified in Part E of Schedule IX of these regulations.

Trustee of the employee benefit trust.

17O. (1) The trustee of the employee benefit trust shall be a trustee registered with the Board under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

(2) The trustee of the InvIT shall not act as the trustee of the employee benefit trust.

(3) The employee benefit trust or its trustee shall not be eligible to vote on account of the units of the InvIT held by such trust.

Insider trading norms.

17P. (1) The provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003 shall be applicable to the investment manager, its directors, its key managerial personnel, sponsor, recipients of units under the unit based employee benefit scheme, the employee benefit trust and trustee of the employee benefit trust.

(2) The relaxations and exemptions provided under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 in relation to employee stock option scheme shall mutatis-mutandis apply to the unit based employee benefit scheme offered in accordance with this chapter.

(3) The trading window restrictions specified under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 shall not apply in respect of issue of units by the InvIT to the employee benefit trust, in lieu of management fees, for providing unit based employee benefit in accordance with this chapter.

Other requirements.

17Q. (1) The units held by the employee benefit trust shall be used only for the purpose of offering unit based employee benefit scheme.

(2) The employee benefit trust shall not undertake any transfer or sale of units of the InvIT held by it except for providing unit based employee benefits in accordance with this chapter.

(3) The units of the InvIT transferred to the employee benefit trust shall be locked in by the depository and shall be released by the depository only for the transfer of units to the employees of the investment manager as per the unit based employee benefit scheme.

(4) There shall be a minimum vesting period of one year for unit based employee benefit scheme.

(5) The unappropriated inventory of units which are not backed by grants, acquired through secondary acquisition by the employee benefit trust, shall be appropriated within a reasonable period which shall not extend beyond the end of the subsequent financial year, or the second subsequent financial year:

Provided that the extension up to the second subsequent financial year shall be subject to the approval of the nomination and remuneration committee of the investment manager.

(6) No unit based employee benefit scheme shall be offered unless the disclosures as specified in Part G of Schedule IX of these regulations are made by the investment manager to the prospective option grantees.

(7) The investment manager implementing unit based employee benefit scheme shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

(8) The investment manager granting options to its employees pursuant to a unit based employee benefit scheme shall be free to determine the exercise price subject to conforming to the accounting policies specified in sub-regulation (7) of this regulation.

(9) The investment manager shall ensure that the explanatory statement to the notice prepared for convening a meeting of unitholders to obtain their approval for a unit based employee benefit scheme and the resolution proposed to be passed by the unitholders contain the information as specified in Part C of Schedule IX of these regulations or as otherwise specified by the Board.

(10) The cash accumulated by the employee benefit trust shall be deployed in liquid assets, which shall be unencumbered.

(11) The unitholding of the employee benefit trust shall be shown as "non-sponsor and non-public" unitholding for the purpose of disclosure to the recognised stock exchanges.

(12) In case of change in investment manager, the outgoing investment manager shall no longer receive management fees or units in lieu of management fees from the InvIT and accordingly shall not offer any fresh unit based employee benefit scheme based on the units of such InvIT.

(13) In case of change in investment manager, the employee benefit trust of the outgoing investment manager shall sell and/or dispose of the units held by it within six months from the date of change of the investment manager.

Disclosures.

17R. (1) The investment manager shall disclose details of the unit based employee benefit scheme being implemented in the Annual Report of the InvIT, as specified in Part F of Schedule IX of these regulations.

(2) The investment manager shall include the value of options granted under a unit based employee benefit scheme as a part of its employee compensation and shall disclose the same in the Annual Report.]

CHAPTER V

INVESTMENT CONDITIONS, RELATED PARTY TRANSACTIONS, BORROWING AND VALUATION OF ASSETS

Investment conditions and dividend policy

18. (1) The investment by an InvIT shall only be in [254][holdco and/ or] SPVs or infrastructure projects or securities in India in accordance with these regulations and the investment strategy as detailed in the offer document or Placement memorandum.

(2) In case of PPP projects, the InvIT shall mandatorily invest in the infrastructure projects through [255][holdco and/ or] SPV.

(3) The InvIT may invest in infrastructure projects through SPVs subject to the following,–

(a) no other shareholder or partner of the SPV shall [256][exercise] any rights that prevents the InvIT from complying with the provisions of these regulations and an agreement [257][has been] entered into with such shareholders or partners to that effect prior to investment in the SPV:

[258][Provided that the shareholders' agreement or partnership agreement shall provide for an appropriate mechanism for resolution of disputes

[254] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[255] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[256] Substituted for the word "have" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.
[257] Substituted ibid for the words "shall be".
[258] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

between the InvIT and the other shareholders or partners in the holdco and/or the SPV:

Provided further that the provisions of these regulations shall prevail in case of inconsistencies between such agreement(s) and the obligations cast upon an InvIT under these regulations.]

(b) in case the SPV is a company[259][/LLP], the investment manager, in consultation with the trustee, shall appoint [260][majority of] the board of directors or governing board of such SPVs [261][as applicable] ;

(c) the investment manager shall ensure that the in every meeting including annual general meeting of the SPV, the voting of the InvIT is exercised.

[262][(3A) The InvIT may invest in infrastructure projects through holdcos subject to the following,-

(a) the ultimate holding interest of the InvIT in the underlying SPV(s) is not less than twenty six per cent;

(b) no other shareholder or partner of the holdco or the SPV(s) shall [263][exercise] any rights that prevent the InvIT, the HoldCo or the SPV(s) from complying with the provisions of these regulations and an agreement [264][has been] entered into with such shareholders or partners to that effect prior to investment in the holdco/SPV:

[259] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[260] Substituted for "not less than one authorized representative on" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[261] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[262] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[263] Substituted for the word "have" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[264] Substituted ibid for the words "shall be".

[265][Provided that the shareholders' agreement or partnership agreement shall provide for an appropriate mechanism for resolution of disputes between the InvIT and the other shareholders or partners in the holdco and/or the SPV:

Provided further that the provisions of these regulations shall prevail in case of inconsistencies between such agreement(s) and the obligations cast upon an InvIT under these regulations.]

(c) the investment manager, in consultation with the Trustee, shall appoint the majority of the Board of directors or governing board of the holdco and SPV(s);

the investment manager shall ensure that in every meeting including annual general meeting of the Holdco and SPV(s), the voting of the InvIT is exercised;]

(4) [266][In case of InvIT as specified under sub-regulation (2) of regulation 14, the InvIT shall invest not less than eighty per cent of the value of the InvIT assets in eligible infrastructure projects either directly or through holdcos or through SPVs:

Provided that un-invested funds may be invested in instruments as provided under [267][***] clause (b) of sub-regulation 5 of Regulation 18.]

(5) In case of InvITs as specified under sub-regulation (4) of regulation 14,–

[265] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[266] Substituted for "In case of InvIT as specified under sub-regulation (2) of regulation 14, the InvIT shall invest only in eligible infrastructure projects or securities of companies or partnership interests of LLPs in infrastructure sector:
Provided that un-invested funds may be invested in liquid funds or government securities or money market instruments or cash equivalents.
Explanation.- Companies or LLPs in infrastructure sector shall mean those companies or LLPs which derive not less than eighty per cent. of their operating income from infrastructure sector as per the audited accounts of the previous financial year." by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[267] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026. Prior to its omission it read as '*sub-clause (ii), (iii), (iv), (v), (vi), (vii) and (viii) of*'.

(a) not less than eighty per cent. of the value of [268][InvIT] the assets shall be invested, proportionate to the holding of the InvITs, in completed and revenue generating infrastructure projects subject to the following;

(i) if the investment has been made through a [269][holdco and/ or] SPV[270][(s)], whether by way of equity or debt or equity linked instruments or partnership interest, only the portion of direct investments in [271][completed and revenue generating] projects by such [272][holdco and/ or SPV(s)] shall be considered under this sub-regulation and the remaining portion shall be included under clause (b);

(ii) if any project is implemented in stages, the part of the project which can be categorised as completed and revenue generating project shall be considered under this sub-regulation and the remaining portion shall be included under clause (b);

(b) not more than twenty per cent. of value of the [273][InvIT] assets, [274][***] shall be invested in,–

(i) under-construction infrastructure projects, whether directly or through [275][holdco and/ or] SPVs:

Provided that investment in such assets shall not exceed ten per cent. of the value of the [276][InvIT assets];

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[268] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[269] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[270] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[271] Substituted for "eligible infrastructure" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[272] Substituted for "SPVs" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[273] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[274] Omitted "proportionate to the holding of the InvITs," by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[275] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[276] Substituted for "assets of the InvIT" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(ii) listed or unlisted debt of companies or body corporate in infrastructure sector:

Provided that this shall not include any investment made in debt of the [277][holdco and/ or SPV(s)];

(iii) equity shares of companies listed on a recognized stock exchange in India which derive not less than eighty per cent. of their operating income from infrastructure sector as per the audited accounts of the previous financial year;

(iv) government securities;

(v) money market instruments[278][*] or cash equivalents;

[279][(vi) unlisted equity shares of a company which provides project management and other incidental services, subject to the following conditions:

A. such services are provided exclusively to the InvIT, its HoldCo(s) and SPV(s); and

B. the entire shareholding or interest in such company is held by the InvIT either directly or through its HoldCos or SPVs.

(vii) units of liquid mutual funds schemes where the credit risk value is at least [280][10] and which fall under the Class A-I [281][or Class B-I] in the potential risk class matrix as specified by the Board;

(viii) interest rate derivatives, including interest rate futures, forward rate contract and interest rate swap, subject to the following conditions:

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[277] Substituted for "SPV" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[278] Omitted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025. Prior to the omission the words were ", *liquid mutual funds*".

[279] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025.

[280] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026. Prior to its substitution it read as '*12*'.

[281] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026.

A. investment in interest rate derivative shall be solely to hedge an underlying interest rate risk in the existing borrowings which qualifies as an effective hedge as per the applicable Indian Accounting Standards;

B. that such investment shall only be made as a user or a client of such interest rate derivative, and shall not be in the nature of market making;

C. adequate disclosures regarding investment in interest rate derivative shall be made in the annual report;

D. for valuation of the investment in interest rate derivative, norms applicable for Mutual Funds shall be followed; and

E. the requirements applicable to the clients or users of interest rate derivatives, including those specified by the Reserve Bank of India, are complied with.]

[282][ix) SPVs as referred to in proviso to regulation 2(1)(zy)(ii).]

(c) if the conditions specified in clauses (a) and (b) are breached on account of market movements of the price of the underlying assets or securities, the investment manager shall inform the same to the trustee and ensure that the conditions as specified in this regulation are satisfied within six months of such breach:

Provided that the period may be extended to one year subject to approval from investors in accordance with regulation 22.

[282] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026.

[283][(5A) The investment conditions as specified at sub-regulation (4) and (5) of regulation 18 and sub -regulation shall be complied at the time of Offer document/placement memorandum and therafter.]

(6) With respect to distributions made by the InvIT and the [284][holdco and/or] SPV,-

(a) not less than ninety per cent. of net distributable cash flows of the SPV shall be distributed to the InvIT [285][/holdco]in proportion of its holding in the SPV subject to applicable provisions in Companies Act, 2013 or Limited Liability Partnership Act, 2008;

(b) not less than ninety per cent. of net distributable cash flows of the InvIT shall be distributed to the unit holders;

[286][(ba) with regard to distribution of net distributable cash flows by the holdco to the InvIT, the following shall be complied:

(i) with respect to the cash flows received by the holdco from underlying SPVs, 100% of such cash flows received by the holdco shall be distributed to the InvIT[287][:]

[288][Provided that if the net distributable cash flow generated by the holdco on its own is negative; the holdco may adjust it against the cash flows received from its underlying SPVs provided that it makes appropriate disclosures in this regard to the unitholders in such form and manner as may be specified by the Board.]

[283] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[284] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[285] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[286] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[287] Substituted for "; and" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

[288] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

(ii) with respect to the cash flows generated by the holdco on its own, not less than 90% of such net distributable cash flows shall be distributed by the holdco to the InvIT.]

[289][(bb) cash flows generated by all InvIT assets shall be considered.]

[290] [(c) such distributions shall,

(i) be declared not less than once every six months in every financial year in case of publicly offered InvITs;

(ii) be declared not less than once every financial year in case of privately placed InvITs; and

(iii) shall be made within five working days from the record date.

Explanation. — For the purpose of above clause, record date for the payment of distribution shall be two working days from the date of the declaration of distribution, excluding the date of declaration and the record date.]

(d) subject to [291][sub-]clause (c), such distribution shall be [292][***] in the manner as mentioned in the offer document or placement memorandum.

[293][(e) any amount remaining unclaimed or unpaid out of the distributions declared by a InvIT in terms of sub-clause (c), shall be transferred to the 'Investor Protection and Education Fund' constituted by the Board in terms of section 11 of the Act, in such manner as may be specified by the Board[294][;]]

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[289] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025.

[290] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 26.11.2024. Prior to the substitution the words were "such distributions shall be declared and made not less than once every six months in every financial year in case of publicly offered InvITs and not less than once every year in case of privately placed InvITs and shall be made not later than fifteen days from the date of such declaration;"

[291] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[292] Omitted "as per the dates and" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[293] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2023 w.e.f. 14.02.2023.

[294] Substituted for "." by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2023 w.e.f. 23.10.2023.

[295][Provided that the amount transferred to Investor Protection and Education fund shall not bear any interest.]

[296][(f) the unclaimed or unpaid amount of a person that has been transferred to the Investor Protection and Education Fund in terms of sub-clause (e), may be claimed in such manner as may be specified by the Board.]

(7) If any infrastructure asset is sold by the InvIT or [297][holdco or] SPV or if the equity shares or interest in the [298][holdco/] SPV are sold by the InvIT,–

(a) if the InvIT [299][***] proposes to re-invest the sale proceeds into another infrastructure asset, it shall not be required to distribute any sales proceeds to the InvIT or to the investors;

(b) If the InvIT [300][***] proposes not to invest the sales proceeds into any other infrastructure asset [301][within a period of one year], it shall be require to distribute the same in accordance with sub-regulation (6).

(8) If the distributions are not made within [302][the timeline specified in clause (c) of sub-regulation (6)], then the investment manager shall be liable to pay interest to the unit holders at the rate of fifteen per cent. per annum till the distribution is made and such interest shall be not be recovered in the form of fees or any other form payable to the investment manager by the InvIT.

(9) An InvIT shall not invest in units of other InvITs.

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[295] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2023 w.e.f. 20.10.2023.

[296] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2023 w.e.f. 20.10.2023.

[297] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[298] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[299] Omitted "or SPV" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[300] Omitted "or SPV" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[301] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[302] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 26.11.2024. Prior to the substitution the words were "fifteen days of declaration".

(10) An InvIT shall not undertake lending to any person [303][other than the holdco/ SPV(s) in which the InvIT has invested in]:

Provided that investment in debt securities shall not be considered as lending.

(11) An InvIT shall hold an infrastructure asset for a period of not less than three years from the date of purchase of such asset by the InvIT, directly or through [304][holdco and/or] SPV:

Provided that this shall not apply to investment in securities of companies in infrastructure sector other than SPVs.

(12) In case of any co-investment with any person(s) in any transaction,–

(a) the investment by the other person(s) shall not be at terms more favourable than those to the InvIT;

(b) the investment shall not provide any rights to the person(s) which shall prevent the InvIT from complying with the provisions of these regulations;

(c) the agreement with such person(s) shall include the minimum percentage of distributable cash flows that will be distributed and entitlement of the InvIT to receive not less than pro rata distributions and mode for resolution of any disputes between the InvIT and the other person(s).

(13) No schemes shall be launched under the InvIT.

(14) The Board may specify any additional conditions for investments by the InvIT as deemed fit.

Related party transactions

19. (1) All related party transactions shall be on an arms-length basis in accordance with relevant accounting standards, in the best interest of the unit holders, consistent with the strategy and investment objectives of the InvIT.

(2) All related party transactions of an InvIT shall be disclosed,–

[303] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[304] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(a) in the offer document or placement memorandum with respect to any such transactions entered into prior to the offer of units and any such proposed transactions subsequent to the offer;

(b) to the designated stock exchanges and unit holders periodically in accordance with the listing agreement and these regulations.

(3) With respect to related party transactions with respect to [305][***] InvITs entered into after initial [306][public] offer, if,–

(a) the total value of all the related party transactions, in a financial year, pertaining to acquisition or sale of assets [307][whether directly or through holdco or through SPV,] or investments into securities exceeds five per cent. of the value of [308][the] InvIT [309][assets]; or

(b) the value of the funds borrowed from related parties, in a financial year, exceeds five per cent. of the total consolidated borrowings of the InvIT [310][,holdco and the SPV(s)],

approval from the unit holders shall be obtained prior to entering into any such subsequent transaction with any related party in accordance with regulation 22.

(4) Transaction between two or more of the InvITs with a common investment manager or sponsor, shall be deemed to be related party transactions for each of the InvITs and provisions of regulation 19 shall apply:

Provided that this sub-regulation shall also apply if the investment managers or sponsors of the InvITs are different entities but are associates.

[305] Omitted "publicly offered" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[306] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[307] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[308] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[309] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[310] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(5) With respect to any related party transaction, details of any fees or commissions received or to be received by [311][such related party (ies)] shall be adequately disclosed to the designated stock exchanges.

(6) Where any of the related parties have an interest in a business which competes or is likely to compete, either directly or indirectly, with the activities of the InvIT, the following details shall be disclosed in the offer document or placement memorandum,–

(a) details of the such business including an explanation as to how such business shall compete with the InvIT;

(b) a declaration that the related party shall perform its duty in relation to the InvIT independent of its related business;

(c) declaration as to whether any acquisition of such business by the InvIT is intended and if so, details of the same thereof.

(7) The Board may specify additional guidelines with respect to related party transactions, as it deems fit.

Borrowings and deferred payments

20. [312][(1) An InvIT, whose units are listed on a recognized stock exchange, may issue debt securities in the manner specified by the Board:

Provided that such debt securities shall be listed on recognized stock exchange(s).]

[313][(2)] The aggregate consolidated borrowings and deferred payments of the InvIT [314][, holdco and the SPV(s),] net of cash and cash equivalents shall [315][not] exceed [316][seventy] per cent. of the value of the InvIT assets.

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[311] Substituted for "any person or entity which is an associate of the related party" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[312] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017

[313] Re-numbered ibid.

[314] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[315] Substituted for the word "never" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

[316] Substituted ibid for the words "forty nine".

[317][Explanation 1. – Investment by InvITs in overnight mutual funds, characterized by their investments in overnight securities, having maturity of one day, shall be considered as cash and cash equivalent.

Explanation 2. – The amount of cash and cash equivalent shall be excluded from the value of the assets of the InvIT.]

[318][(3)] If the aggregate consolidated borrowings and deferred payments of the InvIT [319][, holdco and the SPV(s),] net of cash and cash equivalents exceed twenty five per cent. of the value of the InvIT assets, for any further borrowing,–

[320][a) upto forty nine percent, an InvIT shall -

(i) obtain [321][issuer credit rating of the InvIT from] a credit rating agency registered with the Board; and

(ii) seek approval of unitholders in the manner as specified in Regulation 22.

b) above forty nine percent, an InvIT shall -

(i) obtain [322][issuer credit rating of the InvIT of] "AAA" or equivalent[323][*] from a credit rating agency registered with the Board;

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[317] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2023 w.e.f. 01.04.2023.

[318] Re-numbered by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017

[319] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[320] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019. prior to the substitution, clauses (a) and (b) read as follows:
"(a)credit rating shall be obtained from a credit rating agency registered with the Board; and
(b)approval of unit holders shall be obtained in the manner as specified in regulation 22."

[321] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025. Prior to the substitution the words were "*credit rating from*".

[322] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025. Prior to the substitution the words were "a *credit rating of*".

[323] Omitted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025. Prior to the Omission the words were "*for its consolidated borrowing and the proposed borrowing*,".

(ii) utilize the funds only for acquisition or development of infrastructure projects [324][or for such other purposes as may be specified by the Board];

(iii) have a track record of atleast six distributions, in terms of sub-regulation (6) of regulation 18, on a continuous basis, post listing, [325][as at the end of the quarter preceding the date on which] the enhanced borrowings are proposed to be made[326][:]

[327][Provided that for computing six continuous distributions, maximum one distribution per quarter shall be considered and the distributions shall be consistent with the distribution policy disclosed to the unitholders;]

(iv) obtain the approval of unitholders in the manner specified in sub-regulation (5A) of regulation 22.]

[328][(4)] If the conditions specified in sub-regulations (1) and (2) are breached on account of market movements of the price of the underlying assets or securities, the investment manager shall inform the same to the trustee and ensure that the conditions are satisfied within six months of such breach.

Valuation of assets

21. (1) The valuer shall not be an associate of the sponsor(s) or investment manager or trustee and shall have not less than five years of experience in valuation of infrastructure assets.

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[324] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026, w.e.f. 17.04.2026.

[325] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025. Prior to the substitution the words were "*in the years preceding the financial year in which".*

[326] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025. Prior to the substitution the symbol was "*;".*

[327] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025.

[328] Re-numbered by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017

(2) Full valuation includes a detailed valuation of all assets of the InvIT by the valuer including physical inspection of every infrastructure project by the valuer.

(3) Full valuation report shall include the mandatory minimum disclosures as specified in Schedule V.

(4) A full valuation shall be conducted by the valuer not less than once in every financial year:

[329][Provided that such full valuation shall be conducted as at the end of the financial year ending March 31st and the valuation report shall be submitted by the investment manager to the designated stock exchange(s) along with the annual financial results.]

(5) A half yearly valuation of the assets of the InvIT shall be conducted by the valuer [330][as at the end of] the half-year ending September 30th for a publicly offered InvIT for incorporating any key changes in the previous six months and such half yearly valuation report shall be [331][submitted by the investment manager to the designated stock exchange(s) along with the quarterly financial results for the quarter ending September 30th.]

[332][***]

[333][(5A) If the consolidated borrowings and deferred payments of an InvIT, in terms of regulation 20 of these regulations, exceeds forty nine per cent.; a quarterly valuation of the assets of InvIT shall be conducted by the valuer as at

[329] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025. Prior to substitution, it read as: "Provided that such full valuation shall be conducted at the end of the financial year ending March 31st within two months from the date of end of such year."

[330] Substituted for the word "for" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

[331] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024. Prior to the substitution, it read as "prepared within one month from the date of end of such half year:"

[332] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025. Prior to omission, it read as "Provided that in case the consolidated borrowings and deferred payments of an InvIT, in terms of Regulation 20, is above forty nine per cent, the valuation of the assets of such InvIT shall be conducted by the valuer for quarter ending June, September and December, for incorporating any key changes in the previous quarter and such quarterly report shall be prepared within one month from the date of the end of such quarter." It was inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

[333] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

the end of the quarters ending June, September and December for incorporating any key changes from the previous quarter and such quarterly valuation report shall be submitted by the investment manager to the designated stock exchange(s) along with the quarterly financial results of the corresponding quarter:

Provided that InvIT shall not be required to submit the quarterly valuation report for the quarter ending on September 30th if such InvIT has submitted half yearly valuation in terms of sub-regulation (5) of this regulation as at the end of half year ending September 30th.]

(6) Valuation reports received by the investment manager shall be submitted by the investment manager to the designated stock exchanges within fifteen days from the receipt of such valuation reports[334][:]

[335][Provided that the valuation reports specified under sub-regulation (4), sub-regulation (5), and sub-regulation (5A) of this regulation shall be submitted within the timelines as specified in these sub-regulations.]

(7) Prior to any issue of units by publicly offered InvIT other than bonus issue, the valuer shall undertake full valuation of all the InvIT assets and include the same in the Offer Document:

Provided that such valuation report shall not be more than six months old at the time of such offer:

Provided further that this shall not apply in cases where full valuation has been undertaken not more than six months prior to such issue and no material changes have occurred thereafter.

(8) For any transaction of purchase or sale of infrastructure projects, whether directly or through [336][holdco and/or] SPVs, for publicly offered InvITs,–

(a) a full valuation of the specific project shall be undertaken by the valuer;

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[334] Substituted for "." by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

[335] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

[336] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(b) if,–

(1) in case of a purchase transaction, the asset is proposed to be purchased at a value greater than hundred ten per cent of the value of the asset as assessed by the valuer;

(2) in case of a sale transaction, the asset is proposed to be sold at a value less than ninety per cent. of the value of the asset as assessed by the valuer,

approval of the unit holders shall be obtained in accordance with regulation 22.

(9) No valuer shall undertake valuation of the same project for more than four years consecutively:

Provided that the valuer may be reappointed after a period of not less than two years from the date it ceases to be the valuer of the InvIT.

[337][***]

(11) In case of any material development that may have an impact on the valuation of the assets of the InvIT, then investment manager of a publicly offered InvIT shall require the valuer to undertake full valuation of the infrastructure project under consideration within not more than two months from the date of such event and disclose the same to the trustee and the designated stock exchanges within fifteen days of such valuation.

(12) The valuer shall not undertake valuation of any assets in which it has either been involved with the acquisition or disposal within the last twelve months other than such cases where the valuer was engaged by the InvIT for such acquisition or disposal.

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[337] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017. Prior to the omission, the sub-regulation read as follows:

"(10) Any valuation undertaken by any valuer shall be in compliance with by international valuation standards and valuation standards as may be specified by Institute of Chartered Accountants of India for valuation of infrastructure assets or such other valuation standards as may be specified by the Board:

Provided that in case of any conflict, standards specified by Institute of Chartered Accountants of India shall prevail."

CHAPTER VI

RIGHTS OF UNIT HOLDERS, GENERAL OBLIGATIONS, DISCLOSURES AND REPORTING

Rights and meetings of unit holders

22. (1) The unit holder shall have the rights to receive income or distributions as provided for in the offer document or placement memorandum.

(2) With respect to any matter requiring approval of the unit holders,-

(a) a resolution shall be considered as passed when the votes cast by unit holders, so entitled and voting, in favour of the resolution exceed a certain percentage as specified in these regulations, of [338][total votes cast];

[339][(aa) the voting threshold specified under these regulations shall be calculated on the basis of unit holders present and voting.

Explanation. — The unit holders voting through the electronic voting facility and postal ballot shall be counted for the determination of unit holders present and voting;]

(b) the voting may also be done by postal ballot or electronic mode;

(c) a notice of not less than twenty one days shall be provided to the unit holders[340][:]

[341][Provided that a meeting of unit holders may be called after giving shorter notice than that specified in this clause if consent, in writing or by electronic mode, is accorded thereto -

[338] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024. Prior to the substitution, the words were "votes cast against".
[339] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024.
[340] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024. Prior to the substitution, the symbol was ";"
[341] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024.

i. in case of an annual meeting, by not less than ninety-five percent of the unit holders entitled to vote thereat; and

ii. in case of any other meeting, by majority of the unitholders in number entitled to vote thereat and who represent not less than ninety-five percent of such part of the units by value as gives a right to vote at the meeting.]

(d) voting by any person who is a related party in such transaction as well as associates of such person(s) shall not be considered on the specific issue;

(e) investment manager shall be responsible for all the activities pertaining to conducting of meeting of the unit holder, subject to overseeing by the trustee:

Provided that in issues pertaining to the investment manager such as change in investment manager including removal of the investment manager or change in control of the investment manager, trustee shall convene and handle all activities pertaining to conduct of the meetings:

Provided further that in respect of issues pertaining to the trustee Including change in the trustee, the trustee shall not be involved in any manner in the conduct of the meeting.

[342][(f) for all unit holder meetings, the investment manager shall provide an option to the unit holders to attend the meeting through video conferencing or other audio visual means and the option of remote electronic voting in the manner as may be specified by the Board.]

(3) [343][For an] InvITs,–

(a) an annual meeting of all unit holders shall be held not less than once a year within one hundred twenty days from the end of financial year and the time between two meetings shall not exceed fifteen months;

[342] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024.

[343] Substituted for "With respect to publicly offered" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(b) with respect to the annual meeting of unit holders,–

(i) any information that is required to be disclosed to the unit holders and any issue that, in the ordinary course of business, may require approval of the unit holders may be taken up in the meeting including,–

(1) latest annual accounts and performance of the InvIT;

(2) approval of auditor and fees of such auditor, as may be required;

(3) latest valuation reports;

(4) appointment of valuer, as may be required;

(5) any other issue;

(ii) for any issue taken up in such meetings which require approval from the unit holders [344][, votes cast in favour of the resolution shall be more than fifty per cent of the total votes cast for the resolution unless otherwise specified under these regulations];

(4) In case of,–

(a) any approval from unit holders required under regulation 18, 19 and 21;

(b) any transaction, other than any borrowing, value of which is equal to or greater than twenty five per cent. of the InvIT assets;

[345][(c) any borrowing in terms of the limit specified under clause (a) of sub-regulation (3) of regulation 20;]

(d) any issue of units after [346][initial public offer by an InvIT] , in whatever form, other than any issue of units which may be considered by the Board under sub-regulation (5);

(e) increasing period for compliance with investment conditions to one year in accordance with clause (c) of sub-regulation (5) of regulation 18;

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[344] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024. Prior to the substitution, the words were "other than as specified in sub-regulation (6) under, votes cast in favour of the resolution shall be more than the votes cast against the resolution".

[345] Substituted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019. Prior to substitution, clause (c) read as follows:

"(c) any borrowing in excess of specified limit as required under sub-regulation (2) of regulation 20;"

[346] Substituted for "initial offer by a publicly offered InvIT" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(f) any issue, in the ordinary course of business, which in the opinion of the sponsor(s) or trustee or investment manager, is material and requires approval of the unit holders, if any;

[347][***]

(g) any issue for which the Board or the designated stock exchanges requires such approval under this sub-regulation,

approval from unit holders shall be required where votes cast in favour of the resolution shall [348][be more than] the [349][fifty per cent of the total votes cast for] the resolution.

(5) In case of,–

(a) any change in investment manager including removal of the investment manager or change in control of the investment manager;

(b) any material change in investment strategy or any change in the management fees of the InvIT;

(c) the [350][***] [351][trustee and] investment manager proposing to seek delisting of units of the InvIT [352][under clause (e) of sub-regulation (1) of regulation 17];

(d) any issue, not in the ordinary course of business, which in the opinion of the sponsor(s) or investment manager or trustee requires approval of the unit holders;

(e) any issue for which the Board or the designated stock exchanges requires approval under this sub-regulation;

(f) any issue taken up on request of the unit holders including,–

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[347] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023. Before the omission, the clause read as under:

"(fa) de-classification of the status of sponsor;"

[348] Substituted for "not be less than one and half times" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[349] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024. Prior to the substitution, the words were "the votes cast against".

[350] Words "sponsor(s) or" omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

[351] Inserted ibid

[352] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

(i) removal of the investment manager and appointment of another investment manager to the InvIT;

(ii) removal of the auditor and appointment of another auditor to the InvIT;

(iii) removal of the valuer and appointment of another valuer to the InvIT;

(iv) delisting of an InvIT, if the unit holders have sufficient reason to believe that such delisting would act in the interest of the unit holders;

(v) any issue which the unit holders have sufficient reason to believe that is detrimental to the interest of the unit holders;

(vi) change in the trustee if the unit holders have sufficient reason to believe that acts of such trustee is detrimental to the interest of the unit holders,

[353][(g) introduction of unit based employee benefit scheme after an initial offer;

(h) unit based employee benefit scheme proposed at the time of initial offer;

Explanation. – For any unit based employee benefit scheme proposed at the time of initial offer, the investment manager shall obtain the approval of the unitholders on such proposed scheme after listing of the InvIT and shall ensure that the scheme is not implemented until such approval is obtained;

(i) acquisition of units by the employee benefit trust as specified in sub-regulation (3) of regulation 17I:

Provided that approval by way of a separate resolution shall be required in case of secondary acquisition and such approval shall mention the

[353] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2024, w.e.f. 13.07.2024.

percentage of secondary acquisition that could be undertaken subject to the limits specified under regulation 17J:

(j) issuance of units to the employee benefit trust as specified in clause (a) of sub-regulation (1) of regulation 17I;

(k) transfer of units to the employee benefit trust as specified in clauses (b) and (c) of sub-regulation (1) of regulation 17I;

(l) a separate resolution that shall be required for grant of options to identified employees, during any one year, equal to or exceeding one per cent of the unit capital of the InvIT at the time of grant of options;

(m) variation of the terms of the unit based employee benefit scheme including repricing of the options;]

approval from unit holders shall be required where votes cast in favour of the resolution shall [354][be at least sixty per cent of total votes cast for the resolution.] [355][***]

[356][(5A) In case of any borrowing by an InvIT in terms of the limit specified in clause (b) of sub-regulation 3 of regulation 20, the approval [357][shall be obtained from the unitholders, where the votes cast in favour of the resolution shall be at least seventy five per cent. of the total votes cast for the resolution.]

[358][***]]

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[354] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024. Prior to the substitution, the words were "not be less than one and a half times the votes cast against the resolution:".

[355] Omitted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2020, w.e.f 16.06.2020. Prior to the omission, the proviso read as follows:
"Provided that in case of clause (d), if approval is not obtained, the person shall provide an exit option to the unit holder to the extend and in the manner specified by the Board."

[356] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

[357] Substituted vide the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2026, w.e.f. 16.10.2026. Prior to its substitution, the words read as – *"from seventy five per cent. of the unit holders by value shall be obtained."*.

[358] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023. Prior to omission, it read as:

[359][(5C) No person, other than sponsor(s), its related parties and its associates, shall acquire units of an InvIT which taken together with units held by such person and by persons acting in concert with such person in such InvIT, exceeds twenty-five per cent of the value of outstanding InvIT units unless approval [360][is obtained from the unitholders, where the votes cast in favour of the resolution shall be at least seventy five per cent. of the total votes cast for the resolution, excluding the votes cast by the parties related to the transaction:]

Provided that if the required approval is not received, the person acquiring the units shall provide an exit option to the dissenting unit holders to the extent and in the manner as may be specified by the Board.]

(6) With respect to the right(s) of the unit holders under clauses (f) of sub-regulation (5),–

(a) not less than twenty five per cent. of the unit holders by value, other than any party related to the transactions and its associates, shall apply, in writing, to the trustee for the purpose;

(b) on receipt of such application, the trustee shall require the issue with the investment manager to place the issue for voting in the manner as specified in these regulations;

(c) with respect to sub-clause (vi), not less than sixty per cent. of the unit holders by value shall apply, in writing, to the trustee for the purpose.

"*(5B) For delisting of units of InvIT in terms of clause (ea) of sub-regulation (1) of regulation 17, approval from not less than ninety per cent. of the unit holders by value shall be required and exit shall be provided to dissenting unitholders*."

[359] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2020, w.e.f 16.06.2020.

[360] Substituted vide the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2026, w.e.f. 16.10.2026. Prior to its substitution, the words read as – *"from seventy five per cent. of the unit holders by value excluding the value of units held by parties related to the transaction, is obtained:"*.

[361][(7) In case of any change in sponsor or inducted sponsor or change in control of sponsor or inducted sponsor [362][or conversion to Self-Sponsored Investment Manager], -

(a) prior to such change, approval [363][is obtained from the unitholders, where the votes cast in favour of the resolution shall be at least seventy five per cent. of the total votes cast for the resolution, excluding the votes cast by the parties related to the transaction;]

(b) if the required approval is not received,-

(i) in case of change of sponsor or inducted sponsor, the proposed inducted sponsor shall provide the dissenting unit holders an option to exit by buying their units in the manner specified by the Board;

(ii) in case of change in control of the sponsor or inducted sponsor, the said sponsor or inducted sponsor shall provide the dissenting unit holders an option to exit by buying their units in the manner specified by the Board;

[364][(iii) in case of conversion to Self-Sponsored Investment Manager, the Investment Manager shall provide the dissenting unit holders an option to exit by buying their units in the manner specified by the Board;]

[365][(iv) in case of an exit of a sponsor in an InvIT with multiple sponsors, the outgoing sponsor or its sponsor group entities or any of the continuing sponsor or its sponsor group entities shall provide

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[361] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2020, w.e.f 16.06.2020.

[362] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[363] Substituted vide the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2026, w.e.f. 16.10.2026. Prior to its substitution, the words read as – *"from seventy five per cent. of the unit holders by value excluding the value of units held by parties related to the transaction shall be obtained"*.

[364] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[365] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2026, w.e.f. 16.10.2026.

the dissenting unitholders an option to exit by buying their units in the manner specified by the Board.]

Explanation: Change in sponsor or inducted sponsor shall mean any change due to entry of a new sponsor [366][or] exit of an existing sponsor.]

[367][(8) The existing sponsor(s) proposing to disassociate as sponsor(s) by seeking to convert the Investment Manager to Self-Sponsored Investment Manager shall comply with the following conditions:

(i) the InvIT has been listed for a period of at least five years;

(ii) the InvIT has undertaken not less than twelve distributions on a continuous basis and has complied with the distribution norms as per these Regulations in the preceding five years;

(iii) the InvIT is rated AAA by a registered credit rating agency for a continuous period of five years immediately preceding the exit of the sponsor;

(iv) during the period of preceding five years, the InvIT has not breached, at any time, the maximum leverage thresholds specified in these regulations;

(v) the Investment Manager is meeting the net worth criteria specified for the sponsor in these regulations;

(vi) the minimum unitholding requirement applicable to sponsor(s) and sponsor group(s) shall be complied with, on or after the date of conversion of the Investment Manager to Self-Sponsored Investment Manager, by the Investment Manager, shareholders of the Investment Manager and/or group entities of Investment Manager;

Explanation: Investment Manager, shareholders of the Investment Manager and/or group entities of Investment Manager may acquire units of the InvIT for the purpose of compliance of above condition.

[366] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024. Prior to the substitution, the words were "with or without".

[367] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

(vii) the sponsor(s) or its associate(s) do not own or control the Investment Manager of the InvIT on or after the date of conversion of the Investment Manager to Self- Sponsored Investment Manager;

(viii) the sponsor has not transferred / sold assets to the InvIT in the last three years and no assets/ projects shall be acquired by the InvIT from the outgoing sponsor(s) for a period of one year from the date of conversion to Self-Sponsored Investment Manager;

(ix) at least one of the sponsor(s) proposing to disassociate should have been a sponsor of the InvIT for a minimum period of five years;

(x) the InvIT shall not have any under-construction assets acquired from the sponsor that have not commenced commercial operations;

(xi) the sponsor(s) or its associate(s) are not the Project Manager and do not own or control the Project Manager on or after the date of conversion of the Investment Manager to Self-Sponsored Investment Manager;

(xii) unitholders approval in terms of sub-regulation (7) of this regulation and consent of the Trustee has been obtained for conversion to Self-Sponsored Investment Manager;

[368][(xiia) there are no outstanding subordinate units; and]

(xiii) such other conditions as may be specified by the Board.]

[369][**Dispute Resolution.**

22A. (1) All claims, differences or disputes between investors and the investment manager arising out of or in relation to the activities of the investment manager in the securities market shall be submitted to a resolution mechanism that includes mediation and/or conciliation and/or arbitration, in accordance with the procedure specified by the Board.

[368] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2024, w.e.f. 27.05.2024.

[369] Inserted by the Securities and Exchange Board of India (Alternative Dispute Resolution Mechanism) (Amendment) Regulations, 2023, w.e.f. 04-07-2023.

(2) No loss or damage or expenses incurred by the investment manager or officers of the investment manager, including those in relation to resolution of claims or disputes of investors, shall be met out of the trust property.]

Disclosures

23. (1) A privately placed InvIT shall ensure that the disclosures in the placement memorandum are in accordance with the sub-regulation (4) of regulation 15 and any circulars or guidelines issued by the Board in this regard.

(2) A publicly offered InvIT shall ensure that the disclosures in the offer document are in accordance with the Schedule III and any circulars or guidelines issued by the Board in this regard.

(3) The investment manager of all InvITs shall submit an annual report to all unit holders electronically or by physical copies and to the designated stock exchanges within three months from the end of the financial year.

(4) The investment manager of [370][publicly offered InvIT] shall submit a half-yearly report to the designated stock exchange [371][along with the quarterly financial results for the quarter ending September 30th.]

[372][***]

[373][(4A) The investment manager of an InvIT shall submit a quarterly report to the designated stock exchange(s) along with the quarterly financial statements for the quarters ending June, September and December if the consolidated

[370] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

[371] Substituted for the words "within forty five days from the end of half year ending September 30th:" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

[372] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025. Prior to omission, it read as "Provided that for any InvIT, whose units are listed and whose consolidated borrowings and deferred payments, in terms of regulation 20, is above forty nine per cent., such InvIT shall also submit a quarterly report to the designated stock exchange within thirty days from the end of every quarter ending June and December." It was inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

[373] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 w.e.f. 03.09.2025.

borrowings and deferred payments of such InvIT, in terms of regulation 20, is above forty nine per cent.]

(5) [374][Annual/ half yearly /quarterly reports shall contain disclosures as specified under Part-A, Part-B and Part-C, respectively, of Schedule IV.]

(6) The investment manager shall disclose to the designated stock exchanges any information having bearing on the operation or performance of the InvIT as well as price sensitive information which includes but is not restricted to the following,–

(a) acquisition or disposal of any projects, directly or through [375][holdco or] SPV, value of which exceeds five per cent. of value of the InvIT assets;

(b) additional borrowing, at level of [376][holdco or] SPV or the InvIT, exceeding fifteen per cent. of the value of the InvIT assets ;

(c) additional issue of units by the InvIT;

(d) details of any credit rating obtained by the InvIT and any change in such rating;

(e) any issue which requires approval of the unit holders;

(f) any legal proceedings which may have significant bearing on the functioning of the InvIT;

(g) notices and results of meetings of unit holders,

(h) any instance of non-compliance with these regulations including any breach of limits specified under the regulations;

(i) any material issue that in the opinion of the investment manager or trustee needs to be disclosed to the unit holders.

(7) The InvIT shall also submit such information to the designated stock exchanges and unit holders on a periodical basis as may be required under the listing agreement.

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[374] Substituted ibid. Prior to the substitution, sub-regulation (5) read as follows:
"Such annual and half yearly reports shall contain disclosures as specified under Schedule IV."

[375] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[376] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(8) The InvIT shall disclose to the designated stock exchanges, unit holders and the Board such information and in the manner as may be specified by the Board.

(9) The InvIT shall also provide disclosures or reports specific to sector or sub-sector in which the InvIT has invested or proposes to invest in the manner as may be specified by the Board.

[377][(10) The investment manager shall disclose the unitholding pattern for ordinary units and subordinate units separately in such manner as may be specified by the Board.]

Submission of reports to the Board

24. The Board may at any time call upon the InvIT or parties to the InvIT to file such reports, as the Board may desire, with respect to the activities relating to the InvIT.

Power to call for information

25. (1) The Board may at any time call for any information from the InvIT or [378][holdco or SPV(s)] parties to the InvIT or [379][holdco or SPV(s)] any unit holder or any other person with respect to any matter relating to activity of the InvIT.

(2) Where any information is called for under sub-regulation (1), it shall be furnished within the time specified by the Board.

Maintenance of records

26. (1) The investment manager shall maintain records pertaining to the activity of the InvIT, wherever applicable, including,–

(a) all investments or divestments of the InvIT and documents supporting the same including rationale for such investments or divestments;

[377] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2024, w.e.f. 27.05.2024.
[378] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[379] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

(b) agreements entered into by the InvIT or on behalf of the InvIT;

(c) documents relating to appointment of persons as specified in sub-regulation (5) of regulation 10;

(d) insurance policies for infrastructure assets;

(e) investment management agreement;

(f) documents pertaining to issue and listing of units including placement memorandum, draft and final offer document, in-principle approval by designated stock exchanges, listing agreement with the designated stock exchanges, details of subscriptions, allotment of units, etc;

(g) distributions declared and made to the unit holders;

(h) disclosures and periodical reporting made to the trustee, Board, unit holders and the designated stock exchanges including annual reports, half yearly reports, etc.;

(i) valuation reports including methodology of valuation;

(j) books of accounts and financial statements;

(k) audit reports;

(l) reports relating to activities of the InvIT placed before the board of directors of the investment manager;

(m) unit holders' grievances and actions taken thereon including copies of correspondences made with the unit holder and the Board, if any;

(n) any other material documents;

(2) The trustee shall maintain records, wherever applicable, pertaining to,–

(a) certificate of registration granted by the Board;

(b) registered trust deed;

(c) documents pertaining to application made to the Board for registration as an InvIT;

(d) titles of the infrastructure assets:

Provided that where the original title documents are deposited with the lender or any other person in respect of any loan or debt, the trustee shall maintain copies of such title documents;

(e) notices and agenda send to unit holders for meetings held;

(f) minutes of meetings and resolutions passed therein;

(g) periodical reports and disclosures received by the trustee from the investment manager;

(h) disclosures, periodically or otherwise, made to the Board, unit holders and the designated stock exchanges;

(i) any other material documents.

(3) The aforesaid records may be maintained in physical or electronic form:

Provided that where records are required to be duly signed and are maintained in the electronic form, such records shall be digitally signed.

(4) [380][The investment manager and the trustee shall ensure that adequate backup systems, data storage capacity, system capacity for secure handling, data transfer and arrangements for alternative means of communication in case of internet link failure, are maintained for the records maintained electronically.

(5) The investment manager and trustee shall ensure that a business continuity plan and disaster recovery site is in place for the records maintained electronically, to maintain data and transaction integrity.]

[381][CHAPTER VIA
FRAMEWORK FOR PRIVATE PLACEMENT OF UNITS OF INVITS WHICH ARE NOT LISTED

26A. Applicability

(1) The provisions of this chapter shall apply to an InvIT, which [382][***] has issued units, on a private placement basis in terms of these regulations.

[383][***]

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[380] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024, w.e.f 27.09.2024.

[381] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

[382] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023. Prior to omission, the words were "*proposes to issue units or*".

[383] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023. Prior to omission, it read as:

(3) All the provisions of these regulations applicable to an InvIT, whose units are privately placed and listed or proposed to be listed, shall be applicable to an InvIT [384][***]who has issued units under the provisions of this chapter, except for the following -

(a) sub-regulation (4), (9),(10) and (22) of regulation 10;

(b) sub-regulation (1A) and (2) of regulation 14;

(c) regulation 16;

(d) regulation 17;

(e) regulation 20;

(f) sub-regulation (6) of regulation 21;

(g) sub-clause (iv) of clause (f) of sub-regulation (5) of regulation 22;

(h) regulation 23;

(i) sub-regulation (15) of regulation 9 in respect of obtaining prior approval of the Board for any change in the investment manager;

(j) sub-regulation (17) of regulation 9 in respect of obtaining prior approval of the Board in case of change in control of the investment manager.

26B. Raising of funds and investments

[385][***]

"*(2) The units so issued or proposed to be issued shall not be eligible to be listed on recognised stock exchanges*."

[384] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023. Prior to omission, the words and symbols were "*issuing units/*".

[385] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023. Prior to omission, it read as:

"*(1) An InvIT raising funds by way of a private placement in terms of the provisions of this Chapter–*

(a) shall do it through a placement memorandum;

(b) shall raise funds only from institutional investors and body corporates, whether Indian or foreign:
Provided that in case of foreign investors, such investment shall be subject to guidelines as may be specified by the Reserve Bank of India and the Government from time to time;

(c) shall not accept from an investor, an investment of value less than rupees one crore;

(d) shall not raise funds from more than twenty investors;

(e) shall file a placement memorandum with the Board alongwith the fee as specified in Schedule II, atleast 5 days prior to opening of the issue;

(f) shall file the final placement memorandum with the Board within a period of ten working days from the date of allotment of the units to the investors;

(g) invest not less than eighty per cent of the value of the InvIT assets in eligible infrastructure projects either directly or through holdcos or through SPVs:
Provided that un-invested funds may be invested in instruments as provided under sub-clause (ii), (iii), (iv) and (v) of clause (b) of sub-regulation 5 of Regulation 18."

(2) An InvIT may undertake borrowing to the extent permitted under the trust deed, after seeking approval from such number of investors as specified in the trust deed.

[386][(3) The minimum number of unit holders in an InvIT, other than the sponsor(s), its related parties and its associates, shall be five, together and collectively holding at least twenty-five per cent of the total units of the InvIT, at all times.

Explanation. - For the purposes of this sub-regulation, a unit holder along with its associates and related parties, shall be considered as a single unit holder.]

26C. Disclosures

[387][***]

(2) The investment manager of the InvIT shall submit annual report, half-yearly report and valuation report to the trustee and unit holders of the InvIT, either electronically or through physical copies.

(3) The annual and half yearly reports shall contain disclosures as specified under Schedule IV, to the extent applicable.

(4) The investment manager shall disclose to the trustee and unitholders any information having bearing on the operation or performance of the InvIT which includes but is not restricted to the following–

(a) acquisition or disposal of any projects, directly or through holdco or SPV, value of which exceeds five per cent. of value of the InvIT assets;

(b) additional issue of units by the InvIT;

(c) details of any credit rating obtained by the InvIT and any change in such rating;

(d) any issue which requires approval of the unit holders;

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[386] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2021, w.e.f. 30.07.2021

[387] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023. Prior to omission, it read as:

"*(1) An InvIT issuing units as per the provisions of this Chapter shall ensure that the disclosures in the placement memorandum are in accordance with sub-regulation (4) of regulation 15 and any circular or guideline issued by the Board in this regard.*"

(e) any legal proceedings which may have significant bearing on the functioning of the InvIT;

(f) notices and results of meetings of unit holders,

(g) any instance of non-compliance with these regulations including any breach of limits specified under the regulations;

(h) any material issue that in the opinion of the investment manager or trustee needs to be disclosed to the unit holders.

26D. General

[388][***]

(3) The investment manager shall ensure that the investments made by the InvIT are in accordance with the investment conditions as specified in this Chapter and in accordance with the investment strategy of the InvIT.

(4) The investment manager shall ensure that the audit of accounts of the InvIT is done not less than once a year and such report is submitted to the trustee and unitholders, either electronically or through physical copies.

26E. Surrender of certificate

(1) An InvIT which has issued units as per the provisions of this Chapter, may choose to surrender its certificate of registration to the Board and on acceptance of surrender of certificate of registration, it shall no longer undertake the activity of an InvIT.

(2) The InvIT and parties to the InvIT shall continue to be liable for all their acts of omissions and commissions with respect to activities of the InvIT notwithstanding surrender of registration to the Board.

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[388] Omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023. Prior to omission, it read as:

"*(1) The investment manager shall be responsible for all activities pertaining to the issue of units including filing of placement memorandum with the Board and dealing with all matters relating to the allotment of units to the unit holders.*

(2) The investment manager shall ensure that disclosures made in the placement memorandum contains material, true, correct and adequate disclosures and are in accordance with these regulations and guidelines or circulars issued by the Board."

26F. Listing of units

[389][(1)] An InvIT which has issued units in terms of the provisions of this Chapter, may list such units on a recognised stock exchange, subject to it complying with the requirements specified for privately placed and listed InvIT under these regulations and in the manner specified by the Board from time to time.]

[390][(2) Notwithstanding anything contained in these regulations, the Board may grant any exemptions to the InvITs which have issued units in terms of the provisions of this Chapter, from these regulations, for the purpose of facilitating listing the units of such InvITs on a recognized stock exchange having nationwide trading terminals.]

[391][CHAPTER VIB

OBLIGATIONS OF THE INVESTMENT MANAGERS

Application of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

26G. Subject to other provisions of this Chapter, the provisions contained in sub-regulations (2), (4), (5), (9) and (10) of regulation 17 and regulations 18, 19, 20, 21, 26 and sub-regulation (1), (2), (2A), (3), (4), (5), (7), (8), (9), (10) and (11) of regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable, as in force from time to time, with necessary modifications as if the said provisions were the provisions of these regulations.

Explanation - For the purposes of this regulation, unless the context otherwise requires, the provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be interpreted as under, –

[389] Renumbered as clause (1) by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023.
[390] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022, w.e.f. 01.01.2023.
[391] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2023 w.e.f. 01.04.2023.

(i) the expression "promoters" wherever it occurs, shall be read as "parties to the InvIT";

(ii) the expression "listed entity" wherever it occurs, shall be read as "InvIT" or "investment manager of InvIT", as may be applicable;

(iii) the expression "company secretary" wherever it occurs, shall be read as "compliance officer";

(iv) the expression "executive director" wherever it occurs, shall be read as "non-independent director";

(v) the expression "non-executive director" wherever it occurs, shall be read as "independent director" [392][except for the purpose of regulation 19(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable to the investment manager under these regulations];

(vi) the expression "Board of Directors of the listed entity" wherever it occurs, shall be read as "Board of Directors of investment manager";

(vii) the expression "subsidiary of listed entity" wherever it occurs, shall be read as "HoldCo and/or SPV of InvIT, as applicable".

Additional Requirements.

26H. (1) The Board of Directors of the investment manager shall comprise of not less than six directors and have not less than one woman independent director[393][:]

[394][Provided that if by a vacancy in the office of a director of the investment manager, the investment manager becomes non-compliant with such requirement, such vacancy shall be filled by the investment manager as follows -

A. if such vacancy arises due to expiry of the term of office of the director, then the resulting vacancy shall be filled not later than the date such office is vacated; or

[392] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025.

[393] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025. Prior to the substitution the symbol was ".".

[394] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025.

B. if such vacancy arises due to any other reason, then the resulting vacancy shall be filled at the earliest and not later than three months from the date of such vacancy.]

(2) The quorum for every meeting of the Board of Directors of the investment manager shall be one-third of its total strength or three directors, whichever is higher, including at least one independent director.

Explanation - The participation of the directors by video conferencing or by other audio-visual means shall be counted for the purpose of quorum and shall be recorded by the investment manager.

(3) The Board of Directors of the investment manager shall review compliance reports every quarter pertaining to all laws applicable to the InvIT as well as steps taken to rectify instances of non-compliances.

(4) The minimum information to be placed before the Board of Directors shall include the items specified in Part A of Schedule VII.

(5) The chief executive officer, the chief financial officer and the compliance officer shall provide the compliance certificate, along with the supporting documents, to the Board of Directors including the items specified in Part B of Schedule VII.

(6) The Board of Directors of the investment manager shall set forth clearly the recommendation of the investment manager in the notice to the unitholders for each item referred to in sub-regulation (5) of regulation 22 of these regulations.

Vigil Mechanism

26I. (1) The investment manager shall formulate a vigil mechanism, including a whistle blower policy for directors and employees to report genuine concerns.

(2) The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

(3) An independent service provider may be engaged by the investment manager for providing or operating the vigil mechanism who shall report to the audit committee.

(4) The audit committee shall review the functioning of the vigil mechanism.

Secretarial Compliance Report

26J. The investment manager shall submit a secretarial compliance report given by a practicing company secretary to the stock exchanges, in such form as specified, within sixty days from end of each financial year.

(2) The secretarial compliance report referred to in sub-regulation (1) of this regulation shall be annexed with the annual report of the InvIT.

Quarterly Compliance Report on Corporate governance

26K. (1) The investment manager shall submit a quarterly compliance report on governance in the format as may be specified by the Board, to the recognized stock exchange(s) within twenty-one days from the end of each quarter.

(2) The report referred in sub-regulation (1) of this regulation shall be signed either by the compliance officer or the chief executive officer of the investment manager.]

[395][**Grievance Redressal Mechanism.**

26L. (1) The Manager shall redress investor grievances promptly but not later than twenty-one calendar days from the date of receipt of the grievance and in such manner as may be specified by the Board.

(2) The Board may also recognize a body corporate for handling and monitoring the process of grievance redressal within such time and in such manner as may be specified.]

CHAPTER VII
INSPECTION

Boards right to inspect

[395] Inserted by the Securities and Exchange Board of India (Facilitation of Grievance Redressal Mechanism) (Amendment) Regulations, 2023 w.e.f. 18-08-2023.

27. The Board may *suo motu* or upon receipt of information or complaint appoint one or more persons as inspecting officers to undertake inspection of the books of accounts, records and documents relating to activity of the InvIT [396][or holdco or SPV or parties to the InvIT] for any of the following reasons, namely,--

(a) to ensure that the books of account, records and documents are being maintained by the InvIT or parties to the InvIT in the manner specified in these regulations;

(b) to inspect into complaints received from unit holders, clients or any other person, on any matter having a bearing on the activities of the InvIT;

(c) to ascertain whether the provisions of the Act and these regulations are being complied with by the InvIT and parties to the InvIT; and

(d) to inspect *suo motu* into the affairs of the InvIT, in the interest of the securities market or in the interest of investors.

Notice before inspection

28. (1) Before ordering an inspection under regulation 27, the Board shall give not less than ten days notice to the trustee of the InvIT.

(2) Notwithstanding anything contained in sub-regulation (1), where the Board is satisfied that in the interest of the investors no such notice should be given, it may, by an order in writing, direct that the inspection of the affairs of the InvIT be taken up without such notice.

(3) During the course of an inspection, the InvIT against whom the inspection is being carried out and parties to the InvIT shall be bound to discharge their obligations as provided in regulation 29.

Obligation of InvIT, parties to the InvIT and any other associate persons on inspection.

29. (1) It shall be the duty of every InvIT in respect of whom an inspection has been ordered under the regulation 27, parties to the InvIT and any other associate person who is in possession of relevant information pertaining to conduct and affairs of

[396] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

such InvIT, including representative of InvIT, if any, to produce to the inspecting officer such books, accounts and other documents in his custody or control and furnish him with such statements and information as the inspecting officer may require for the purposes of inspection.

(2) It shall be the duty of every InvIT, parties to the InvIT and any other associate person who is in possession of relevant information pertaining to conduct and affairs of the InvIT to give to the inspecting officer all such assistance and to extend all such co-operation as may be required in connection with the inspection and to furnish such information as may be sought by the inspecting officer in connection with the inspection.

(3) The inspecting officer shall, for the purposes of inspection, have power to examine on oath and record the statement of any employees and directors of the InvIT [397][***] parties to the InvIT or [398][or holdco or SPV(s)] any person responsible for or connected with the activities of InvIT or any other associated person having relevant information pertaining to such InvIT.

(4) The inspecting officer shall, for the purposes of inspection, have power to obtain authenticated copies of documents, books, accounts of InvIT, from any person having control or custody of such documents, books or accounts.

Submission of report to the Board

30. The inspecting officer shall, as soon as possible, on completion of the inspection submit an inspection report to the Board:

Provided that if directed to do so by the Board, he may submit an interim report.

Communication of findings etc. to the InvIT

31. The Board may after consideration of the inspection report and after giving reasonable opportunity of hearing to the InvITs or parties to the InvIT or its representatives or any

[397] Omitted "or" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[398] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

such person, issue such directions as it deems fit in the interest of securities market or the investors in the nature of,–

(a) requiring the InvIT to delist its units from the stock exchanges and surrender its certificate of registration;

(b) requiring the InvIT to wind up;

(c) requiring the InvIT to sell its assets;

(d) requiring the InvIT or parties to the InvIT to take such action as may be in the interest of the investors;

(e) prohibiting the InvIT or parties to the InvIT from operating in the capital market or from accessing the capital market for a specified period.

CHAPTER VIII
PROCEDURE FOR ACTION IN CASE OF DEFAULT

Liability for action in case of default.

32. An InvIT or parties to the InvIT or any other person involved in the activity of the InvIT who contravenes any of the provisions of the Act or these regulations or notifications, guidelines, circulars or instructions issued thereunder by the Board shall be liable for one or more actions specified therein including any action provided under the Securities and Exchange Board of India (Intermediaries) Regulations, 2008.

[399][CHAPTER VIII-A
POWER TO RELAX STRICT ENFORCEMENT OF THE REGULATIONS

Exemption from enforcement of the regulations in special cases.

32A. (1) The Board may, exempt any person or class of persons from the operation of all or any of the provisions of these regulations for a period as may be specified but not exceeding twelve months, for furthering innovation [400][***] relating to testing new

[399] Inserted by the SEBI (Regulatory Sandbox) (Amendment) Regulation, w.e.f. 17-04-2020.
[400] The words "in technological aspects" omitted by the SEBI (Regulatory Sandbox) (Amendment) Regulations, 2021 w.e.f. 3-8-2021.

products, processes, services, business models, etc. in live environment of regulatory sandbox in the securities markets.

(2) Any exemption granted by the Board under sub-regulation (1) shall be subject to the applicant satisfying such conditions as may be specified by the Board including conditions to be complied with on a continuous basis.

Explanation. — For the purposes of these regulations, "regulatory sandbox" means a live testing environment where new products, processes, services, business models, etc. may be deployed on a limited set of eligible customers for a specified period of time, for furthering innovation in the securities market, subject to such conditions as may be specified by the Board.]

CHAPTER IX
MISCELLANEOUS

Power of the Board to issue clarifications.

33. In order to remove any difficulties in the application or interpretation of these regulations, the Board may issue clarifications or guidelines in the manner as may be appropriate.

[401][**Power to relax strict enforcement of Regulations**

33A.The Board may, in the interest of investors or for the development of the securities market, relax the strict enforcement of any requirement of these regulations, if the Board is satisfied that,-

(a) requirement is procedural or technical in nature; or

(b) the requirement may cause undue hardship to investors; or

(c) the disclosure requirement is not relevant for a particular industry or class of listed entities; or

(d) the non-compliance was caused due to factors beyond the control of the issuer; or

[401] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

any provision of Act(s), Rule(s), regulation(s) under which the listed entity is established or is governed by, is required to be given precedence to.]

Other InvITs.

34. The Board may lay down framework for InvITs other than the InvITs falling in the categories specified in these regulations.

SCHEDULE I

FORM A

Securities and Exchange Board of India

(Infrastructure Investment Trusts) Regulations, 2014

[See regulation 3]

Application for Grant of Certificate of Registration as Infrastructure investment trust

INSTRUCTIONS

1. This form is meant for use by the applicant for grant of certificate of registration as a Infrastructure Investment Trust.
2. The applicant should complete this form, and submit it, along with all supporting documents to the Board.
3. This application form should be filled in accordance with these regulations.
4. The application shall be considered by the Board provided it is complete in all respects.
5. All answers must be legible and all the pages must be numbered with signature/ stamp on each page of the form.
6. Information which needs to be supplied in more detail may be given on separate sheets which should be attached to the application form and appropriately numbered.
7. The application must be signed and all signatures must be original.
8. The application must be accompanied by an application fee as specified in the Second Schedule to these regulations.

1. GENERAL INFORMATION

(a) Name, address, telephone number(s), fax number(s), e-mail address of the InvIT

(b) Name, direct line number, mobile number and e-mail of the contact person(s)

(c) Whether the [402][[403][trust]/ sponsor(s)/ investment manager/ project manager(s) or their associates [404][or sponsor group(s)] or trustee] are registered with SEBI, RBI or any other regulatory authority in any capacity along with the details of its registration

(d) Details of infrastructure for conducting activities as an Infrastructure investment trust

2. [405][DETAILS OF TRUST]

(a) Write-up on the activities of the [406][trust]

(b) Whether the Trust Deed is registered under the provisions of the Indian Registration Act, 1908

(c) Whether the Trust Deed has its main objective as undertaking activity of InvIT and includes responsibilities of the Trustee in accordance with Regulation 9 (Enclose relevant extract of the Registered Trust Deed)

(d) Whether any unit holder of the InvIT enjoys preferential voting or any other rights over another unit holder

(e) Whether there are multiple classes of units of InvIT

3. **DETAILS OF TRUSTEE**

(a) Name, address of registered office, address for correspondence and principal place of business, telephone number(s), fax number(s), e-mail address of the Trustee

(b) Name, direct line number, mobile number and e-mail of the contact person(s).

(c) Brief write up on the activities of the trustee

(d) Details of registration as a Debenture Trustee

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[402] Substituted for "applicant or its associates or its sponsor(s)/trustee/ manager is/" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[403] Substituted for the word "applicant" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[404] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[405] Substituted ibid for the words "DETAILS OF APPLICANT".

[406] Substituted ibid for the word "applicant".

(e) [407][***]

(f) Details of infrastructure, personnel, etc. relevant to the activity as trustee of the InvIT

(g) Identity and Address proof of the trustee and its directors

(h) Whether the Trustee Company is registered with any regulatory authority other than SEBI in any capacity along with the details of its registration

[408][(i) Copy of the executed trust deed]

4. DETAILS OF SPONSOR(S) (Provide details for every sponsor separately)

(a) Name, address of registered office, address for correspondence and principal place of business, telephone number(s), fax number(s), e-mail address of the sponsor(s)

(b) Name, direct line number, mobile number and e-mail of the contact person(s)

(c) Legal status of the sponsor, date and place of incorporation/ establishment, wherever applicable

(d) Details of the holding pattern and profile of the directors/partners including their professional qualification

(e) Identity proof and address proof of the Sponsor, its directors or partners

(f) Write up on the activities of the sponsor/its associates including past experience in development of infrastructure or fund management in the infrastructure sector

(g) Whether the Sponsor has floated any InvITs previously, which are registered with SEBI. If yes, details of the same

(h) Proposed holding of the sponsor in the InvIT on post-issue basis

(i) Copies of the financial statements for the previous financial year

(j) Net-worth certificate of sponsor(s) by a Chartered Accountant, not more than six months old from the date of application

[407] Omitted "List of associates of the trustee " by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[408] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

5. DETAILS OF INVESTMENT MANAGER

(a) Name, address of the registered office address for correspondence, telephone number(s), fax number(s), of the Investment Manager

(b) Name, direct line number, mobile number and e-mail of the contact person(s).

(c) Legal status, date and place of incorporation/ establishment, wherever applicable

(d) Copy of [409][executed] Investment Management agreement

(e) Write up on the activities of the Investment Manager including past experience in fund management/ advisory services or development in the infrastructure sector

(f) List of Directors/ Members of Governing Board

(g) Identity proof and address proof of the Investment Manager, its directors or partners

(h) Shareholding/partnership interests and profile of the directors /partners

(i) Details of the key personnel including experience and professional qualification

(j) Copies of the financial statements for the previous financial year

(k) Net-worth certificate of manager by a Chartered Accountant, not more than six months old from the date of application

(l) Whether the Investment Manager has acted as manager to any InvIT previously, which are registered with SEBI. If yes, details of the same

6. DETAILS OF PROJECT MANAGER(s) (Provide details for every project manager separately)

(a) Name, address of the registered office address for correspondence, telephone number(s), fax number(s), of the Project Manager

(b) Name, direct line number, mobile number and e-mail of the contact person(s)

[409] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

(c) Legal status, date and place of incorporation/ establishment, wherever applicable

(d) [410][***]

(e) Write up on the activities of the Project Manager

(f) Identity proof and address proof of the [411][Project Manager], its directors or partners

7. DETAILS OF BUSINESS PLAN AND INVESTMENT STRATEGY

(a) Investment objective and investment style

(b) Details of proposed initial offer [412][***]

(c) Brief details of the assets proposed to be held under InvIT

(d) Details of leverage at [413][holdco/SPV(s)] and InvIT level (current and proposed)

(e) Fee structure

8. DETAILS OF REGULATORY ACTION TAKEN IN THE PAST, IF ANY

(a) Whether the [414][InvIT or parties to the InvIT or their directors/members of governing board] are / were involved in any litigation connected with the securities market which may have an adverse bearing on the business of the [415][InvIT] or any order has/ had been passed against them for violation of securities laws. (If Yes, provide details. If No, enclose a declaration to that effect).

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[410] Omitted "Copy of Project Implementation Agreement" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[411] Substituted for the words "Investment Manager" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017

[412] Omitted "including copy of the draft initial offer document/draft placement memorandum, as applicable" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[413] Substituted for "SPV" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[414] Substituted for "applicant or any of its related party(ies)" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[415] Substituted for the word "applicant" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

(b) Whether any disciplinary action has been taken by the Board or any other regulatory authority against the [416][InvIT or parties to the InvIT or their directors/members of governing board] under any Act or the Regulations/guidelines made thereunder (If Yes, provide details. If No, enclose a declaration to that effect).

(c) Whether [417][InvIT or parties to the InvIT or their directors/members of governing board] has/ have been refused a certificate by the Board or its/ their certificate has been suspended at any time prior to this application. (If Yes, provide details. If No, enclose a declaration to that effect).

9. OTHER INFORMATION/DECLARATIONS

Declaration that the [418][InvIT and parties to the InvIT] are fit and proper persons based on the criteria specified in the Securities and Exchange Board of India (Intermediaries) Regulations, 2008.

DECLARATION STATEMENT (To Be Given As Below)

We hereby agree and declare that the information supplied in the application, including the attachment sheets, is complete and true.

AND we further agree that, we shall notify the Securities and Exchange Board of India immediately any change in the information provided in the application.

We further agree that we shall comply with, and be bound by the Securities and Exchange Board of India Act, 1992, and the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and any other regulations, circulars or guidelines as may be notified or issued by the Securities and Exchange Board of India from time to time.

[416] Substituted for "applicant or any of its related party(ies)" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[417] Substituted for "applicant or any of its related party(ies)" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[418] Substituted for the words "applicant, Sponsor(s), Investment Manager and Project Manager(s)" by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

We further agree that as a condition of registration, we shall abide by such operational instructions/directives as may be issued by the Securities and Exchange Board of India from time to time.

For and on behalf of_____

(Name of the applicant)

Authorized signatory

(Signature)

FORM B

Securities and Exchange Board of India

(Infrastructure Investment Trusts) Regulations, 2014

[See regulation 6(2)]

Certificate of registration as a Infrastructure Investment Trust

I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992 (15 of 1992), read with the regulations made there under, the Board hereby grants a certificate of registration to

_____

as an Infrastructure Investment Trust subject to the conditions specified in the Act and in the regulations made thereunder.

II. The Registration Number of the Infrastructure Investment Trust is:

_____.

Date :

Place :

By Order

Sd/-

For and on behalf of

Securities and Exchange Board of India

SCHEDULE II

Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014

[See regulation 3(2), 6(1) and 14(4)(k)]

FEES

1. Every applicant shall pay non-refundable application fees of one lakh rupees along with the application for grant of certificate of registration.

2. Every applicant shall pay as non-refundable registration fees a sum of ten lakh rupees within fifteen days from the date of receipt of intimation from the Board.

3. With respect to publicly offered InvIT:

    a. The InvIT shall pay non-refundable filing fees of:
        i. 0.1% in case of initial and follow-on offer; and
        ii. 0.05% in case of rights issue

    of the total issue size including intended retention of oversubscription at the time of filing of draft Offer document with the Board

    b. If the issue size estimated by the InvIT differs from eventual issue size and thereby:–
        i. the fees paid by the InvIT is found to be deficient, the balance fee shall be paid by the issuer [419][alongwith the filing of the final offer document/ final placement memorandum with the Board and] with the

[419] Substituted for "within seven days of registering the prospectus with the Registrar of Companies or filing the letter of offer" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

recognised stock exchanges, as the case may be; and

ii. if any excess fee is found to have been paid, it shall be refunded by the Board to the InvIT.

4. [420][With respect to privately placed InvIT, the InvIT shall pay non-refundable filing fees of:

   i. 0.1% in case of initial offer; and

   ii. 0.05% in case of rights issue,

   of the total issue size including green shoe option, if any, at the time of filing of draft placement memorandum or letter of offer, as applicable, with the Board;]

5. Such application, registration and filing fees shall be paid by the applicant or InvIT [421][by way of direct credit in the bank account through NEFT/RTGS/IMPS or any other mode allowed by RBI or] by a demand draft in favor of 'Securities and Exchange Board of India' payable at Mumbai or at respective regional or local office, as may be required.

[420] Substituted for "*With respect to privately placed InvIT, the InvIT shall pay non-refundable filing fees of 0.1% of the total issue size including green shoe option, if any, at the time of filing of placement memorandum with the Board*;" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2022, w.e.f 4.05.2022

[421] Inserted by the Securities and Exchange Board of India (Payment of Fees and Mode of Payment) (Amendment) Regulations, 2017, w.e.f. 6.3.2017.

SCHEDULE III

[See regulations 14, 15, 19, 21 and 23]

MANDATORY DISCLOSURES IN OFFER DOCUMENT [422][or PLACEMENT MEMORANDUM] or FOLLOW ON OFFER DOCUMENT

1. **Introduction**

    a. Name, registered office address, correspondence address, contact person (s), contact details and email id of the InvIT
    b. Place and date of creation of the InvIT
    c. Registration number and date of registeration of the InvIT with the Board

2. **Details of sponsor(s), Investment Manager, Project Manager, Trustee and other parties**

    a. **Sponsor (s)**

    (In case of multiple sponsors, provide details for every sponsor)

        i. Name, registered office address, correspondence addresses, Contact person (s), contact details, email id
        ii. Background of the sponsor including activities being undertaken by the sponsor with respect to infrastructure.
        iii. Holding or proposed holding by sponsor in the InvIT

    b. **Investment Manager and Project Manager**

        i. Background of the investment or Project Manager including past experience in management or advisory services or development in infrastructure sector
        ii. Brief functions, duties and responsibilities of the investment or Project Manager

[422] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

iii. Brief profiles of directors of the Investment Manager and units held or proposed to held by them in the InvIT, if any

c. **Trustee**

i. Background of the Trustee including details of registration with the Board in case Trustee is a debenture Trustee
ii. Names and profiles of the Directors
iii. Functions, duties and responsibilities of the Trustee

d. **Other parties**

Names, details and functions of other key parties or entities involved in the structure of the InvIT including key terms of agreement with such parties, background and experience, brief functions, duties and responsibilities, Policy of appointment and removal, etc

3. Brief background of the InvIT

a. Glossary of terms or abbreviations
b. Structure and description of the InvIT
c. Details of any arrangements pertaining to underlying InvIT assets, entered into with various parties prior to the issue
d. Holding structure of the InvIT prior to the issue including breakup of the units held by parties to the InvIT and any other unit holder holding greater than five per cent. of the units of the InvIT;
e. Proposed holding structure by the aforesaid parties post-issue
f. Fee and expenses charged or chargeable to the InvIT by various parties including fees charged or proposed to be charged by the Investment Manager, valuer, auditor, Trustees and any other third party and shall also include any set-up costs
g. Details of any Credit rating(s) obtained, if any

4. Terms of the issue

a. Terms of the offer including number of units, price, issue opening date, issue closing date, terms and conditions and any other information as may be required for the investor to make an informed decision
b. Policy of distributions to the unit holders including method of calculation and the frequency for distribution
c. Listing of units
    i. Names of designated stock exchanges
    ii. Timelines for listing
    iii. Declaration that prior in-principle approval has been obtained from the designated stock exchanges
d. Commitment received from strategic investors, if any

5. Market overview

a. General market overview of the infrastructure sector
b. Overview of the sub-sector in which the InvIT has invested or proposes to invest.

6. Description of the assets under the InvIT

a. General consolidated details of all assets of the InvIT
    i. Breakup or proposed breakup of InvIT assets in terms of Reg 18(5)(a) and (b)
    ii. Details of proposed structure of investment by the InvIT in infrastructure projects
    iii. Details of the [423][holdco or the SPV(s)] through which the projects are held or proposed to be held including capital structure, holding pattern, holding

[423] Substituted for "SPV" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

of InvIT in the [424][holdco or the SPV(s)], rights of InvIT in the[425] [holdco or the SPV(s)], etc. pre-issue (current) and post-issue(proposed). Also, details of key terms of debt and other instruments in the [426][holdco or the SPV(s)] shall be disclosed.

iv. In case the projects are held or proposed to be held directly by the InvIT, details of holding of all the owners of the projects including per cent. of ownership, rights of InvIT vis-à-vis other owners, etc. pre-issue (current) and post-issue(proposed)

v. Status of lender's consent with respect to underlying projects and amendment in lender agreement, if any pursuant to acquisition of the assets by InvIT

vi. Confirmation of adequate Insurance of all the infrastructure assets by the Trustee

b. Project-wise details of infrastructure assets held or proposed to be held by the InvIT

i. Name, location, pictures and other details of the project.

ii. Structure of ownership of the project by the InvIT

iii. Special features of the infrastructure projects, if any

iv. Description of key agreements and restrictions relevant to the project such as terms of concession agreement, power purchase agreements, etc.

v. Life of the asset (both contractually and physical life requiring maintenance, replacement) and right available to extend this life

vi. Summary of Land diligence

vii. Technical reports specific to the sub-sector such as traffic data report, wind or solar report, etc.

[424] Substituted for "SPV" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[425] Substituted for "SPV" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[426] Substituted for "SPV" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

viii. Month-wise revenue [427][from the date of the latest financial statements included in the offer document or placement memorandum until the completed month before filing of the Draft offer document/offer document or Placement Memorandum]

c. For under-construction projects, the following additional disclosures shall be made project-wise:

i. Stage of construction along with per cent. of completed construction as at the end of the year

ii. Progress of development

iii. Expected completion

iv. Status of approval or assessment from various authorities including statutory assessment & environment considerations

v. Key risks involved in delay

7. <u>Business Details and Strategy</u>

a. Investment strategy

- Description of investment strategy of the InvIT
- Description of ROFR, if any, by the sponsor, with respect to any future assets including valuation methodology for future acquisitions from Sponsors in such cases
- Capital and risk management strategy

b. Use of proceeds

- purpose of the issue
- Issue Expenses

8. <u>Leverage</u>

[427] Substituted for "since COD of the project till date" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

a. Capital structure of the InvIT assets including any borrowings or deferred payments with respect to the InvIT assets prior to the issue and post-issue (Standalone and consolidated)
b. Borrowing policy

9. Related party transactions

a. Procedure for dealing with related party transactions
b. Details of any related party transactions [428][which are undertaken in the last three financial years and current financial year] as well as any such transactions proposed in the future

10. Valuation

a. Summary of valuation as per the latest full valuation report
b. Valuation methodology
c. Frequency of valuation and declaration of NAV

11. Financials

a. Operating cash flow from the projects (project-wise) under the InvIT for the previous 3 years
b. Summary of the financial statements of the InvIT, Investment Manager and sponsor for the previous 3 years, as applicable
c. Management's Discussion and Analysis of factors by directors of the Investment Manager affecting financial condition and results of operations
d. Projections of revenue and operating cash flows by InvIT, project-wise over next three years including assumptions details as certified by the auditor
e. Details on payment history and working capital

[428] Substituted for "undertaken prior to the offer" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

f. Contingent liabilities [429][as on the date of the latest financial information disclosed in the offer document/ placement memorandum]

12. Rights of Unit Holders

a. Rights of unit holders
b. Proposed disclosures to the unit holders either directly or by public dissemination on the designated stock exchange website
c. Frequency and manner of meetings of unit holders

13. Title and approval disclosures, litigations and regulatory actions

a. Title disclosure of the projects including any material litigations pertaining to the projects
b. Regulatory authorities involved and status of approvals with respect to the underlying projects and approvals periodically required for the project as per any Act or rules or regulations or guidelines by the government or regulatory authority
c. Brief description of the material litigations and regulatory actions, [430][which are pending, against the InvIT, sponsor(s), Investment Manager, Project Manager(s),or any of their associates [431][, sponsor group(s)] and the trustee], if any [432][***]

14. Risk factors

[429] Substituted for "as on date" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[430] Substituted for "whether completed or pending, against the InvIT, sponsor(s), Investment Manager, Trustee, or any of their associates" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016
[431] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.
[432] The words "in the last 5 years" omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

15. **Brief details on taxation and regulatory aspects to enable the investors to make an informed decision**

16. **Other general information**

Policy of appointment of auditor and auditing standards to be followed

17. **Sector specific information**

Any information pertaining to the sector or sub-sector that may be relevant for an investor to invest in units of the InvIT

18. **Supporting Documents**

a. Full Valuation Report
b. Auditors Report
c. Any other such report

19. **Such other information as is material and appropriate to enable the investors to make an informed decision**

20. **Declarations [433][(to be signed by the board of directors of the investment manager and sponsor)]**

[433] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[434][The documents to be provided to the Board,-

a) **Full valuation report, alongwith offer document/placement memorandum**
b) **Project implementation/management agreement, alongwith draft offer document or the placement memorandum**
c) **Due diligence certificate alongwith draft offer document and offer document/placement memorandum**

In principle approval from the exchange(s)]

[434] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

SCHEDULE IV

[See regulation 23(5)]

MANDATORY DISCLOSURES

[435][Part-A] Mandatory Disclosures in the Annual Report

(A privately placed InvIT may only disclose the items, as may be applicable to its structure and activities)

1. Investment Manager's brief report of activities of the InvIT and summary of the audited consolidated financial statements for the year of the InvIT
2. Management discussion and analysis by the directors of the Investment Manager on activities of the InvIT during the year, forecasts and future course of action
3. Brief details of all the assets of the InvIT, project-wise
4. Details of revenue during the year, project-wise from the underlying projects
5. Brief summary of the valuation as per full valuation report as at the end of the year
6. Any information or report pertaining to the specific sector or sub-sector that may be relevant for an investor to invest in units of the InvIT
7. Details of changes during the year pertaining to
    a. Addition and divestment of assets including the identity of the buyers or sellers, purchase or sale prices and brief details of valuation for such transactions
    b. Valuation of assets and NAV (as per the full valuation reports)
    c. Borrowings or repayment of borrowings(standalone and consolidated)
    d. Credit rating
    e. Sponsor, Investment Manager, Trustee, valuer, directors of the Trustee or Investment Manager or sponsor, etc.

[435] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

f. Clauses in trust deed, investment management agreement or any other agreement entered into pertaining to activities of InvIT

g. Any regulatory changes that has impacted or may impact cash flows of the underlying projects

h. Change in material contracts or any new risk in performance of any contract pertaining to the InvIT

i. Any legal proceedings which may have significant bearing on the activities or revenues or cash flows of the InvIT

j. Any other material change during the year

8. Revenue of the InvIT for the last 5 years, project-wise

9. Update on development of under-construction projects, if any

10. Details of outstanding borrowings and deferred payments of InvIT including any credit rating(s), debt maturity profile, gearing ratios of the InvIT on a consolidated and standalone basis as at the end of the year

11. The total operating expenses of the InvIT along with detailed break-up, including all fees and charges paid to the Investment Manager and any other parties, if any during the year

12. Past performance of the InvIT with respect to unit price, distributions made and yield for the last 5 years, as applicable

13. Unit price quoted on the exchange at the beginning and end of the financial year, the highest and lowest unit price and the average daily volume traded during the financial year

14. [436][(1)] Details of all related party transactions during the year, value of which exceeds five per cent. of value of the InvIT [437][assets]

[438][2. Details regarding the monies lent by the InvIT to the holding company or the special purpose vehicle in which it has investment in.]

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[436] Clause numbered by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017

[437] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[438] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, w.e.f. 15.12.2017

15. Details of issue and buyback of units during the year, if any

16. [439][Brief details of material and price sensitive information]

17. Brief details of material litigations and regulatory actions, [440][which are pending, against the InvIT, sponsor(s), Investment Manager, Project Manager(s), or any of their associates [441][, sponsor group(s)] and the Trustee] if any, as at the end of the year

18. Risk factors

19. Information of the contact person of the InvIT

Mandatory annexure to the annual report

1. Summary of the full valuation report
2. Auditor's report

[442][Part-B] Mandatory disclosures in the Half-yearly report

(A privately placed InvIT may only disclose the items, as may be applicable to its structure and activities)

1. All details as provided above (other than clause (2) and mandatory annexures) for annual report for the previous half-year or as at the end of the half-year as applicable
2. [443][***] [444][Financial] statements for the half year; (Standalone and consolidated)

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[439] Substituted for "Brief report on corporate governance" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[440] Substituted for "whether completed or pending, against the InvIT, sponsor(s), Investment Manager, Trustee or any of their associates," by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[441] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[442] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

[443] Omitted "Audited" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[444] Substituted for "financial" by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

3. Updated valuation report by the valuer taking into account any material developments during the previous half-year
4. Any other material events during the half-year

[445][Part -C Mandatory disclosures in the quarterly report

(A privately placed InvIT may only disclose the items, as may be applicable to its structure and activities)

1. Financial statements for the quarter; (Standalone and consolidated)
2. Updated valuation report by the valuer taking into account any material developments during the previous quarter
3. Any other material events during the quarter]

[445] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, w.e.f. 22.4.2019

SCHEDULE V

[See regulation 21(3)]

MANDATORY MINIMUM DISCLOSURES IN FULL VALUATION REPORT

The full valuation report shall include the following

a. Name and brief details of the valuer along with details of registration under the Companies Act, 2013

b. all material details in relation to the basis of valuation

c. Description and explanation of the valuation methodologies adopted including assumptions used, justification of the assumptions, explanation of the rationale for choosing the particular valuation method if more than one method is or could have been adopted, etc

d. overall structure and condition of the relevant market including an analysis of the supply-demand situation, the market trend and investment activities

e. Any information or report pertaining to the specific sector or sub-sector that may be relevant for valuation of the assets

f. For every project, the following details [446][, to the extent applicable,] shall be mentioned

    i. Details of the project including whether the transaction is a related party transaction

    ii. Latest pictures of the project

    iii. the existing use of the project

    iv. the nature of the interest the InvIT holds or proposes to hold in the project, percentage of interest of the InvIT in the project

    v. Date of inspection and date of valuation

    vi. Qualifications and assumptions

[446] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

vii. Method used for valuation

viii. Valuation standards adopted

ix. Extent of valuer's investigations and nature and source of data to be relied upon

x. Purchase price of the project by the InvIT(for existing projects of the InvIT)

xi. Valuation of the project in the previous 3 years; (for existing projects of the InvIT)

xii. Detailed valuation of the project as calculated by the valuer;

[447][xiii. List of one-time sanctions/approvals which are obtained or pending;

xiv. List of up to date/overdue periodic clearances;

xv. Statement of assets [448][***]included;

xvi. Estimates of already carried as well as proposed major repairs and improvements along with estimated time of completion;

xvii. Revenue pendencies including local authority taxes associated with InvIT asset and compounding charges, if any;

xviii. On-going [449][] material litigations including tax disputes in relation to the assets, if any;

xix. Vulnerability to natural or induced hazards that may not have been covered in town planning/ building control.]

[450][fa. Information regarding the assumed factors while calculating the valuation such as discounting rate, tenure etc.]

[447] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[448] The word "included" omitted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, w.e.f. 10.04.2018.

[449] The words "and closed" omitted ibid.

[450] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

g. any other matters which may affect the project or its value

h. a declaration by the valuer that

i. the valuer is competent to undertake the valuation

ii. the valuer is independent and has prepared the report on a fair and unbiased basis

iii. the valuer has valued the projects based on the valuation standards as specified under sub-regulation 10 of regulation 21

SCHEDULE VI

[See regulation 7(d)]

CODE OF CONDUCT FOR InvIT AND PARTIES TO THE InvIT

1. InvIT and parties to the InvIT shall conduct all affairs of the InvIT in the interest of all the unit-holders of the InvIT.

2. InvIT and parties to the InvIT shall make adequate, accurate, explicit and timely disclosure of relevant material information to all unit holders, exchanges and the Board in accordance with these regulations and as may be specified by the stock exchanges from time to time.

3. InvIT and parties to the InvIT shall try to avoid conflicts of interest, as far as possible, in managing the affairs of the InvIT and keep the interest of all unit holders paramount in all matters. In case such events cannot be avoided, it shall be ensured that appropriate disclosures are made to the unit-holders and they are fairly treated.

4. The InvIT and parties to the InvIT shall ensure that fees charged by them with respect to activity of InvIT shall be fair and reasonable.

5. Investment manager shall carry out the business of the InvIT and invest in accordance

with the investment objectives stated in the offer document [451][or placement memorandum,] and take investment decisions solely in the interest of unit holders.

6. InvIT, parties to the InvIT and any third party appointed by the investment manager shall not use any unethical means to sell, market or induce any person to buy units of the InvIT and where a third party appointed by the investment manager fails to comply with this condition, the investment manager shall be held liable for the same.

7. InvIT and parties to the InvIT shall maintain high standards of integrity and fairness in all their dealings and in the conduct of their business,

8. InvIT and parties to the InvIT shall render at all times high standards of service, exercise due diligence, ensure proper care and exercise independent professional judgment.

9. InvIT and parties to the InvIT shall not make any exaggerated statement, whether oral or written, either about their qualifications or capabilities or experience.

[451] Inserted by Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, w.e.f 30.11.2016

[452][SCHEDULE VII: GOVERNANCE NORMS

PART A: MINIMUM INFORMATION TO BE PLACED BEFORE BOARD OF DIRECTORS OF THE INVESTMENT MANAGER

[*See* **Regulation 26H (4)]**

The following minimum information to be placed before Board of Directors of the investment manager:

(a) Annual operating plans and budgets and any updates.

(b) Capital budgets and any updates.

(c) Quarterly results for the [453][InvIT] and its operating divisions or business segments.

(d) Minutes of meetings of audit committee and other committees of the Board of Directors.

(e) The information on recruitment and remuneration of senior officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Compliance Officer.

(f) Show cause, demand, prosecution notices and penalty notices, which are materially important.

(g) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.

(h) Any material default in financial obligations to and by the InvIT, HoldCo. and/or SPV.

(i) Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the investment manager or taken an adverse view regarding another enterprise that may have negative implications on the investment manager.

(j) Details of any joint venture or collaboration agreement.

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[452] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2023 w.e.f. 01.04.2023.

[453] Substituted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025. Prior to the substitution the words were "*investment manager*".

(k) Significant labour problems and their proposed solutions, any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

(l) Sale of investments, HoldCo. and/or SPV, assets which are material in nature and not in normal course of business.

(m) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

(n) Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

(o) Reports of tabletop exercises or workshops for identifying risks and vulnerabilities, and specifying risk mitigations and processes for addressing vulnerabilities.

PART B: COMPLIANCE CERTIFICATE

[*See* **Regulation 26H (5)]**

The following compliance certificate shall be furnished by Chief Executive Officer, Chief Financial Officer and Compliance Officer shall state that:

(a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the InvIT's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of their knowledge and belief, no transactions entered into by the investment manager on behalf of InvIT during the year which are fraudulent, illegal or violative of the code of conduct.

(c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the investment manager pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) They have indicated to the auditors and the Audit committee:

(1) significant changes in internal control over financial reporting during the year;

(2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the investment manager's internal control system over financial reporting of InvIT.]

[454][SCHEDULE VIII: STEWARDSHIP CODE

[See Regulation 4(2)(h)]

The following principles of stewardship code shall be complied with by any unitholder holding not less than ten percent of the total outstanding units of the InvIT:

1. They must act in the best interests of the InvIT and its unitholders as a whole;
2. They should formulate a comprehensive policy on the discharge of their stewardship responsibilities and review and update the same periodically;
3. They should have a policy to manage issues of conflict of interest while fulfilling their stewardship responsibilities;
4. They should periodically monitor the InvIT and its investee entities viz. HoldCo(s) and SPV(s);
5. They should have a policy on intervention in the InvIT and its HoldCo(s) and SPV(s);
6. They should have a policy on voting.]

[454] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023, w.e.f 18.08.2023.

[455][**Schedule – IX**

Part A - Minimum Provisions in Trust Deed

[See regulation 17H(4)]

The trust deed shall, inter alia, provide the following:

1. Details of the trust, including:
   (i) Name of the trust;
   (ii) Object of the trust;
   (iii) Details of settlor;
   (iv) Details of scheme(s) administered;
   (v) Source(s) of funds;
   (vi) Description of the manner in which the trust funds shall be used for meeting the objects of the trust;
   (vii) Description of the classes of beneficiaries along with their rights and obligations;
   (viii) Details of trustee.
2. Powers and duties of trustee, including:
   (i) To frame rules for administration of the scheme(s) in compliance with the scheme documents, object(s) of the trust and these regulations;
   (ii) To maintain books of account of the trust as required under law including these regulations;
3. Mode and manner of dissolution of the trust;
4. Duties of the trustee which shall include that:
   (i) the trustee shall act in the interest of employees who are beneficiaries of the trust subject to provisions of these regulations,

[455] Inserted by the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2024, w.e.f. 13.07.2024.

(ii) the trustee shall not act in any manner or include any provision in the trust deed that would be detrimental to the interests of the beneficiaries.

5. Such other clauses as are necessary for safeguarding the interests of the beneficiaries including such other clauses as specified by the Board.

Part B - Terms and Conditions of schemes to be formulated by the Nomination and remuneration committee

[See regulation 17L (2)]

The nomination and remuneration committee is required to formulate the detailed terms and conditions of the schemes which shall, inter alia, include the following provisions:

a. the quantum of options per employee and in aggregate under a scheme;

b. the conditions under which options may vest in employees and may lapse in case of termination of employment for misconduct;

c. the exercise period within which the employee can exercise the options and that options would lapse on failure to exercise the same within the exercise period;

d. the specified time period within which the employee shall exercise the vested options in the event of termination or resignation;

e. the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

f. the procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price in case of any corporate actions. In this regard, the following shall, *inter alia*, be taken into consideration by the nomination and remuneration committee:

    i. the number and price of options shall be adjusted in a manner such that total value to the employee of the options remains the same after the corporate action;

ii. the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options;

g. the grant, vesting and exercise of options in case of employees who are on long leave; and

h. the procedure for funding the exercise of options

Part C - Contents of the explanatory statement to the notice and resolution for unitholders meeting

[See regulations 17M (4) and 17Q (9)]

The explanatory statement to the notice and the resolution proposed to be passed for the unit based employee benefit schemes shall, *inter alia*, contain the following information:

a. brief description of the scheme(s);

b. the total number of options to be offered and granted;

c. identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);

d. requirements of vesting and period of vesting;

e. maximum period (subject to these regulations) within which the options shall be vested;

f. exercise price, purchase price or pricing formula;

g. exercise period/offer period and process of exercise/ acceptance of offer;

h. the appraisal process for determining the eligibility of employees for the scheme(s);

i. maximum number of options to be offered and issued per employee and in aggregate, if any;

j. maximum quantum of benefits to be provided per employee under a scheme(s);

k. whether the scheme(s) involves new issue of units by the InvIT or gift or secondary acquisition by the trust or all;

l. maximum percentage of secondary acquisition (subject to limits specified under these regulations) that can be made by the trust for the purposes of the scheme(s);

m. a statement to the effect that the investment manager shall conform to the accounting policies specified in regulation 17Q(7);

n. the method which the investment manager shall use to value the options;

o. period of lock-in.

Part D - Information required in the statement to be filed with recognised Stock Exchange(s)

[See regulation 17N (1)(b)]

Description of Schemes

1. Unit Capital of the InvIT as on date of institution of the scheme/ amendment of the scheme.
2. Date of institution of the scheme/ amendment of the scheme.
3. Validity period of the scheme.
4. Date of notice of unitholders meeting for approving the scheme/for amending the scheme/for approving grants under regulation 22(5)(l) of these regulations.
5. Date of unitholders meeting approving the scheme/amending the scheme/approving grants under regulation 22(5)(l) of these regulations.
6. Kinds of benefit granted under the scheme.
7. Identity of classes of persons eligible under the scheme:

   (a) employees,

   (b) employees outside India,

(c) directors, except independent directors.

8. Total number of units reserved under the scheme, as applicable.
9. Number of units entitled under the grant.
10. Total number of grants to be made.
11. Maximum number of options to be granted per employee per grant and in aggregate.
12. Exercise price or pricing formula.
13. Whether any amount is payable at the time of grant? If so, quantum of such amount.
14. Lock-in period under the scheme.
15. Vesting period under the scheme.
16. Maximum period within which the grant shall be vested.
17. Exercise period under the scheme.
18. Whether employee can exercise all the options vested at one time? Yes/No
19. Whether employee can exercise vested options at various points of time within the exercise period? Yes/No
20. Whether scheme provides for the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of any corporate actions? Clause in scheme describing such adjustment.
21. Description of the appraisal process for determining the eligibility of employees under the scheme.
22. The specified time period within which vested options are to be exercised in the event of termination or resignation of an employee.
23. The specified time period within which options to be exercised in the event of death of the employee.

24. Whether the scheme provides for conditions under which options vested in employees may lapse in case of termination of employment for misconduct? Clause in Scheme describing such adjustment.

25. Whether scheme provides for conditions for the grant, vesting and exercise of options in case of employees who are on long leave? Clause in scheme describing such adjustment.

26. Whether amount paid/payable by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period? Clause in scheme describing such adjustment.

27. Details of approval of unitholders pursuant to sub-regulation (5) of regulation 22 of these regulations with respect to:

    (a) Grant to identified employees, during any one year, equal to or exceeding 1% of the unit capital of the InvIT at the time of grant.

28. Details of the variation made to the scheme along with the rationale therefor and the details of the employees who are beneficiary of such variation:

Sd/-
Company Secretary / Compliance Officer
Place:
Date:

Documents to be filed with the registration statement

1. Copy of scheme, certified by the Company Secretary / Compliance Officer.
2. Copy of notice of unitholder meeting approving the scheme/for amending the scheme/for approving grants under 22(5)(l) of these regulations certified by the Company Secretary / Compliance Officer.
3. Copy of resolution of unitholders for approving the scheme/ for amending the scheme/for approving grants under sub-regulation (5) of regulation 22 of these regulations certified by the Company Secretary / Compliance Officer.

4. List of sponsors as defined under these regulations.
5. Copy of latest Annual Report of the InvIT.
6. Certificate of Secretarial Auditor on compliance with these regulations.
7. Specimen copy of unit certificate, if applicable.
8. Any other relevant documents.

Undertakings

The undersigned investment manager hereby undertakes:

1. To file a post-effective amendment to this statement to include any material information with respect to the scheme of distribution not previously disclosed in the statement or any material change to such information in the statement.
2. To notify the concerned recognised stock exchanges on which the units of the InvIT are listed, of each issue of units pursuant to the exercise of options under the scheme mentioned in this statement, in the specified form, as amended from time to time.
3. That the investment manager shall conform to the accounting policies specified in regulation 17Q(7) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.
4. That the scheme confirms to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.
5. That the investment manager has in place systems / codes / procedures to comply with the Securities and Exchange Board of India (Insider Trading) Regulations, 2015 or any modification or re-enactment thereto.

Signatures

Pursuant to the requirements of the Securities and Exchange Board of India Act, 1992 (15 of 1992) and the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, the investment manager certifies that it has reasonable grounds to believe that it meets all the requirements for the filing of

this form and has duly caused this statement to be signed on its behalf by the undersigned, thereunto, duly authorized

Name of the investment manager

Name of the Compliance Officer

Designation

Date:

Place:

Part E - Format of notification for issue of units

[See regulation 17N(1)(c)]

1. Name of InvIT and address of Registered Office:
2. Name of the recognised Stock Exchanges on which the units of InvIT are listed:
3. Filing date of the statement referred in regulation 17N(1)(b) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 with the recognised Stock Exchange:
4. Filing Number, if any :
5. Title of the Scheme pursuant to which units are issued, if any:
6. Kind of security to be listed :
7. Date of issue of units :
8. Number of units issued :
9. Unit Certificate No., if applicable :
10. Distinctive number of the units, if applicable :
11. ISIN Number of the units :
12. Exercise price per unit:

13. Total issued units after this issue :

14. Total issued unit capital after this issue :

15. Details of any lock-in on the units :

16. Date of expiry of lock-in :

17. Details of listing fees, if payable:

Signature of Company Secretary/Compliance Officer
Date:
Place:

Part F - Disclosures in the annual report of the InvIT

[See regulation 17R(1)]

The investment manager in the annual report of the InvIT shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.

Further, the following details, *inter alia*, shall be disclosed on the InvIT's website and a web-link thereto shall be provided in the annual report.

A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regardfrom time to time.

B. <u>Details related to Unit Option Scheme</u>

(i) A description of each unit option scheme that existed at any time during the year, including the general terms and conditions of each unit option scheme, including -

(a) Date of unitholders' approval

(b) Total number of options approved under unit option scheme

(c) Vesting requirements

(d) Exercise price or pricing formula

(e) Maximum term of options granted

(f) Source of units (primary, secondary, gift or combination)

(g) Variation in terms of options

(ii) Method used to account for unit option scheme - Intrinsic or fair value.

(iii) Option movement during the year (For each unit option scheme):

Particulars	**Details**
Number of options outstanding at the beginning of the period	
Number of options granted during the year	
Number of options forfeited / lapsed during the year	
Number of options vested during the year	
Number of options exercised during the year	
Number of units arising as a result of exercise of options	
Number of options outstanding at the end of the year	
Number of options exercisable at the end of the year	

(iv) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the units.

(v) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -

(a) senior managerial personnel as defined under clause (d) of sub-regulation (1) of regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) any other employee who receives a grant in any one year of option

amounting to 5% or more of option granted during that year; and

(c) identified employees who were granted option, during any one year, equal to orexceeding 1% of the unit capital of the InvIT at the time of grant.

(vi) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

(a) the weighted-average values of unit price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;

(b) the method used and the assumptions made to incorporate the effects of expected early exercise;

(c) how expected volatility was determined, including an explanation of the extentto which expected volatility was based on historical volatility; and

(d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.

C. <u>Details related to Trust</u>

(i) The following details, *inter alia*, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are to be disclosed:

(ii) General information on all schemes

Sl. No.	**Particulars**	**Details**
1.	Name of the Trust	

2.	Details of the Trustee	
3.	Any other contribution made to the Trustduring the year	

(iii) Brief details of transactions in units by the Trust

(a) Number of units held at the beginning of the year;

(b) Number of units acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of unit capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per unit;

(c) Number of units transferred to the employees;

(d) Number of units held at the end of the year.

(iv) In case of secondary acquisition of units by the Trust

Number of Units	**As a percentage of unit capital as at the end of the year immediately preceding the year in which unitholders' approval was obtained**
Held at the beginning of the year	
Acquired during the year	
Transferred to the employees during the year	
Held at the end of the year	

Part G - Disclosure Document

[See regulation 17Q (6)]

A: Statement of Risks

All investments in units or options are subject to risk as the value of units may increase or reduce. In addition, the options /are subject to the following additional risks:

1. Concentration: The risk arising out of any fall in value of units is aggravated if the employee's holding is concentrated in the units of a single InvIT.
2. Leverage: Any change in the value of the unit may lead to a significantly larger change in the value of the options.
3. Illiquidity: The options cannot be transferred to anybody and therefore the employees cannot mitigate their risks by selling the whole or part of their benefits before they are exercised.
4. Vesting: The options will lapse if the employment is terminated prior to vesting. Even after the options are vested, the unexercised options may be forfeited if the employee is terminated for gross misconduct.

B: Information about the InvIT

1. Business of the InvIT: A description of the main objects and present business of the InvIT.

2. Abridged financial information: Abridged financial information, for the last five years for which audited financial information is available, as specified by the Board from time to time. The last audited accounts of the InvIT shall also be provided unless this has already been provided to the employee in connection with a previous option or grant or otherwise.

3. Risk Factors: Management perception of the risk factors for the InvIT.

4. Continuing disclosure requirement: The option grantee shall be provided copies of all documents that are sent to the unitholders of the InvIT. This shall include the annual accounts of the InvIT as well as notices of meetings and the accompanying explanatory statements.

C: Salient Features of the Scheme

This Part shall contain the salient features of the scheme of the investment manager including the conditions regarding vesting, exercise, adjustment for corporate actions, and forfeiture of vested options. It shall not be necessary to

include this Part if it has already been provided to the employee in connection with a previous grant and no changes have taken place in the scheme since then. If the scheme administrator provides advisory services to the grantees in connection with the exercise of options or sale of resulting units, such advice shall be accompanied by an appropriate disclosure of concentration and other risks. The scheme administrator shall conform to the code of conduct appropriate for such fiduciary relationships.]

[456][Schedule – X

Illustrative Roles and Responsibilities of Trustees

[See regulation 9(23)]

1. **Asset Management Oversight:**

   The trustee shall:

   i. conduct regular physical inspections of InvIT assets; and

   ii. supervise the maintenance and compliance of assets with safety and operational standards.

2. **Regulatory Compliance and Reporting:**

   i. The trustee shall provide periodic confirmations to SEBI that trustees have not engaged in transactions involving the units of the InvIT they manage.

   ii. The trustee shall ensure that the investment manager submits information to the trustees including:

      a) List of unitholders on quarterly basis;

      b) Shareholding of InvIT in SPV, HoldCo and Investment entity and changes if any on a quarterly basis;

      c) Confirmation on compliance with leverage limit on a quarterly basis and at the time of acquisition and disposal of assets;

[456] Inserted vide Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 w.e.f. 2.4.2025.

d) Trustee may request for due diligence report or such other information in respect of any acquisition;

e) Net worth compliance certificate from investment manager on a half yearly basis;

f) Net worth compliance certificate of sponsor and investment manager from practicing Chartered Accountant on an annual basis; and

g) Confirmation on the details of unclaimed distributions till the previous quarter.

iii. The trustee shall ensure that the distribution of net distributable cash flow has been made by the investment manager in accordance with these regulations and the trust deed.

iv. Where the trustee has reason to believe that the conduct of business of the InvIT is not in accordance with these regulations they shall forthwith take such remedial steps as are necessary by them and shall immediately inform the unitholders and the Board of the violation and the action taken by them.

3. **Managerial Oversight:**

i. The trustee shall hold annual and as-needed meetings with the investment manager's senior management and the chairperson of the audit committee.

4. **Information and Documentation:**

The trustee shall:

i. request and review detailed reports and documents from the investment manager regarding the operational, financial, and compliance status of the InvIT; and

ii. require investment manager to provide due diligence reports, net worth compliance certificates, and confirmations of unclaimed distributions.

5. **Record-Keeping:**

The trustee shall:

i. seek necessary records maintained by the investment manager for compliance with regulation 26(2) of these regulations; and

ii. maintain comprehensive and systematic records of all trustee activities, decisions, and notable transactions to ensure accountability and ease of audit.

6. **Ethics and Conflict of Interest:**

The trustee shall:

i. ensure that the investment manager has not given any undue or unfair advantage to any associates or dealt with any of the associates of the investment manager in any manner detrimental to interest of the unitholders;

ii. ensure that there is no conflict of interest between the manner of deployment of its net worth by the investment manager and the interest of the unitholders;

iii. ensure that the investment manager manages the InvIT independently of other activities and have taken adequate steps to ensure that the interest of investors of the InvIT are not being compromised with other activities of the InvIT or the investment manager; and

iv. abide by the Code of Conduct as specified in the Schedule VI of these regulations.

7. **Auditing and Financial Review:**

The trustee shall:

i. be accountable for, and be the custodian of, the funds and property of the respective InvIT and shall hold the same in trust for the benefit of the unitholders in accordance with these regulations and the provisions of trust deed; and

ii. review the net worth of the investment manager on a half-yearly basis to ensure compliance with the threshold provided in these regulations on a continuous basis.

8. **Due Diligence:**

i. The trustee shall exercise due diligence as under:

A. General Due Diligence:

The trustee shall:

a) be discerning in the appointment of the directors on the Board of the investment manager;

b) review the desirability or continuance of the investment manager if substantial irregularities are observed in the InvIT;

c) ensure that the trust property is properly protected, held and administered by proper persons and by a proper number of such persons;

d) ensure that all service providers are holding appropriate registrations from the Board or concerned regulatory authority;

e) arrange for test checks of service contracts; and

f) immediately report to the Board of any special developments in the trust.

B. Specific due diligence:

The trustee shall:

a) obtain audit reports of the investment manager and the InvIT, its HoldCo(s) and SPV(s) at regular intervals from auditors appointed by the investment manager;

b) obtain secretarial compliance reports from the investment manager;

c) consider the reports of the auditor and secretarial compliance reports of InvIT at their board meetings for appropriate action;

d) review the activity of the InvIT on a quarterly basis and place the report of the same before their Board of directors;

e) consider the reports of the auditor and compliance reports of investment manager at their board meetings for appropriate action;

f) maintain records and minutes of the Board of directors' meetings of the trustee for the review of information pertaining to the InvIT;

g) prescribe and adhere to a code of ethics by the trustee, investment manager and its personnel; and

h) communicate in writing to the investment manager of the deficiencies and check on necessary measures taken by investment manager for the rectification of deficiencies.

ii. The trustee shall also exercise due diligence on such matters as may be specified by the Board from time to time.]

UK SINHA

CHAIRMAN

SECURITIES AND EXCHANGE BOARD OF INDIA

Note:

1. The Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 was published in the Gazette of India on September 26, 2014 vide notification No. LAD-NRO/GN/2014-15/10/1577.

2. The Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 was amended on –
    a) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2016, vide No. SEBI/LAD/NRO/GN/2016-17/021, with effect from November 30, 2016.

    b) Securities and Exchange Board of India (Payment of Fees and Mode of Payment) (Amendment) Regulations, 2017, vide No. SEBI/LAD/NRO/GN/2016-17/38, with effect from March 6, 2017.

    c) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2017, vide No. SEBI/LAD-NRO/GN/2017-18/024, with effect from December 15, 2017.

    d) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2018, vide No. SEBI/LAD-NRO/GN/2018/07, with effect from April 10, 2018.

    e) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2019, vide No. SEBI/LAD-NRO/GN/2019/10, with effect from April 22, 2019.

    f) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2020, vide No. SEBI/LAD-NRO/GN/2020/05, with effect from March 02, 2020.

g) Securities and Exchange Board of India (Regulatory Sandbox) (Amendment) Regulations, 2020, vide No. SEBI/LAD-NRO/GN/2020/10, with effect from April 17, 2020.

h) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2020 vide No. SEBI/LAD-NRO/GN/2020/15, with effect from June 16, 2020.

i) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2021 vide No. SEBI/LAD-NRO/GN/2021/27, with effect from July 30, 2021.

j) Securities and Exchange Board of India (Regulatory Sandbox) (Amendment) Regulations, 2021 vide No. SEBI/LAD-NRO/GN/2021/30, with effect from August 3, 2021.

k) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2022 vide No. SEBI/LAD-NRO/GN/2022/83, with effect from May 4, 2022.

l) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2022 vide No. SEBI/LAD-NRO/GN/2022/101 with effect from January 1, 2023.

m) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2023 vide No. SEBI/LAD-NRO/GN/2023/122 with effect from February 14, 2023.

n) Securities and Exchange Board of India (Alternative Dispute Resolution Mechanism) (Amendment) Regulations, 2023 vide No. SEBI/LAD–NRO/GN/2023/137 with effect from July 4, 2023.

o) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023 vide No. SEBI/LAD-NRO/GN/2023/145 with effect from August 16, 2023.

p) Securities and Exchange Board of India (Facilitation of Grievance Redressal Mechanism) (Amendment) Regulations, 2023 vide No. SEBI/LAD-NRO/GN/2023/146 with effect from August 18, 2023.

q) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2023 vide No. SEBI/LAD-NRO/GN/2023/159 with effect from October 23, 2023.

r) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2024 vide No. SEBI/LAD-NRO/GN/2024/182 with effect from May 27, 2024.

s) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2024 vide notification No. SEBI/LAD-NRO/GN/2024/192 with effect from July 13, 2024.

t) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2024 vide notification No. SEBI/LAD-NRO/GN/2024/207 with effect from September 27, 2024.

u) Securities and Exchange Board of India (Investor Charter) (Amendment) Regulations, 2025 vide notification F No. SEBI/LAD-NRO/GN/2025/228 with effect from February 10, 2025.

v) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2025 vide notification No. SEBI/LAD-NRO/GN/2025/240 with effect from April 2, 2025.

w) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2025 vide notification No. SEBI/LAD-NRO/GN/2025/243 with effect from April 29, 2025.

x) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 vide notification No. SEBI/LAD-NRO/GN/2025/259 with effect from September 3, 2025.

y) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Fourth Amendment) Regulations, 2025 vide notification No. SEBI/LAD-NRO/GN/2025/286 with effect from December 11, 2025.

z) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Amendment) Regulations, 2026 vide notification No. SEBI/LAD-NRO/GN/2026/301 with effect from April 17, 2026.

aa) Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2026 vide notification No. SEBI/LAD-DOP/2026/327 with effect from October 16, 2026.

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