

# Brookfield

**THIS NOTICE IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES**

August 8, 2023

The Managing Director  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai, India 400 001

Dear Sir/Madam,

**Sub: Notice of a proposed offer for sale of units of Data Infrastructure Trust (the “Trust”, and such units, the “Units”) through the stock exchange OFS mechanism, by BIF IV Jarvis India Pte. Ltd., a sponsor of the Trust (the “Seller” or the “Sponsor”, and this notice, the “Notice”)**

We hereby notify you that the Seller proposes to sell up to 182,200,000 Units (the “**Base Offer Size**”) (representing 6.9996% of the total outstanding Units of the Trust) on August 9, 2023 (the “**Offer Date**”) to Eligible Bidders (defined below), with an option to additionally sell up to 78,000,000 Units (representing 2.9965% of the total outstanding Units of the Trust) (the “**Oversubscription Option**” and in the event the Oversubscription Option is exercised, the Units forming part of the Base Offer Size and the Oversubscription Option will, collectively, hereinafter be referred to as the “**Offer Units**”, but in the event the Oversubscription Option is not exercised, the Units forming part of the Base Offer Size will hereinafter be referred to as the “**Offer Units**”) on the separate designated window provided by BSE Limited (“**BSE**”) for this purpose, in accordance with:

- (a) Chapter 21 of the Master Circular for Infrastructure Investment Trusts (circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115) dated July 6, 2023 (“**Master Circular for InvITs**”) issued by the Securities and Exchange Board of India (the “**SEBI**”) in relation to the manner of achieving minimum public unitholding for InvITs;
- (b) the circular in relation to comprehensive framework on offer for sale (OFS) of shares through stock exchange mechanism issued by the SEBI through its circular no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023, as amended pursuant to the circular no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/134 dated August 3, 2023 in relation to offer for sale framework for sale of units of Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs) (together, the “**SEBI OFS Circular**”); and
- (c) the revised detailed operational instructions and guidelines for participation in the OFS segment issued by BSE through its notice no. 20230804-47 dated August 4, 2023, and, to the extent applicable, the previous notices issued by BSE in this regard.

Such offering of Offer Units shall be referred to as the “**Offer**”.

The Offer shall be undertaken exclusively through the Seller’s broker on a separate window provided by BSE for this purpose. The Seller has appointed Axis Capital Limited as the Seller’s broker.

The Trust is privately placed and listed infrastructure investment trust registered with the SEBI under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“**InvIT Regulations**”). The Units of the Trust are exclusively listed on BSE. The Offer is being undertaken by the Sponsor for achieving compliance with minimum public unitholding requirements applicable to the Trust under Regulation 14(1A) of the InvIT Regulations.

This Notice is being issued to BSE, pursuant to paragraph (A)(5.2) of the SEBI OFS Circular, to announce the Seller’s intention to undertake the Offer, and contains details with respect to the Offer, including certain information that is

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required to be disclosed pursuant to the SEBI OFS Circular. Bidders, as well as their brokers, are requested to read the entire contents of this Notice, before participating in the Offer.

<b>Name of Seller</b>	BIF IV Jarvis India Pte. Ltd.
<b>Category of Seller</b>	Sponsor of the Trust under the InvIT Regulations
<b>Name of the infrastructure investment trust (InvIT) whose units are proposed to be sold and ISIN</b>	<b>Name:</b> Data Infrastructure Trust <b>ISIN:</b> INE0BWS23018
<b>Name of the stock exchange where orders shall be placed</b>	BSE
<b>Name of the designated clearing corporation</b>	NSE Clearing Limited
<b>Date and time of opening and closing of the Offer</b>	The Offer shall remain open only for one trading day ( <u>i.e.</u> , T day) and shall take place on a separate window of BSE on the Offer Date (August 9, 2023), commencing at 9:15 a.m. (Indian Standard Time) and shall close at 3:30 p.m. (Indian Standard Time).
<b>Eligible Bidder</b>	<b>Please note that only Eligible Bidders (defined below) shall be allowed to participate in the Offer.</b>  “ <b>Eligible Bidder</b> ” means an investor that bids for Offer Units of a minimum bid lot size of 200,000 Units and in multiples of 200,000 Units, thereafter, being the trading lot of the Trust in the secondary market, in accordance with the InvIT Regulations.  In accordance with SEBI OFS Circular, it is clarified that retail investors are not eligible to participate in the Offer.
<b>Allocation methodology</b>	The allocation in the Offer will be in multiples of bid lot size of 200,000 Units, subject to a minimum allocation of 200,000 Units.  The allocation shall be at or above the Floor Price (set out below) on a price priority basis (at multiple clearing prices) in accordance with the SEBI OFS Guidelines.  <b>Allocation methodology</b>  No single bidder other than mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended (“ <b>Mutual Funds</b> ”) and insurance companies registered with the Insurance Regulatory and Development Authority of India under the Insurance Regulatory and Development Authority Act, 1999 as amended (“ <b>Insurance Companies</b> ”) shall be allocated more than 25% of the Offer Units being offered in the Offer.  A minimum of 25% of the Offer Units shall be reserved for Mutual Funds and Insurance Companies, subject to receipt of valid bids at or above the Floor Price (defined below) and as per the allocation methodology.

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	<p>In the event of under-subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other bidders.</p> <p>In case of oversubscription in the Offer, subject to the allocation for Mutual Funds and Insurance Companies, the orders or bids received at the last price point/ cut-off price shall receive proportionate allocation, subject to the minimum bid lot allocation criteria being satisfied. Further, the proportion in which allocation is provided may not be exactly proportionate due to the minimum bid lot allocation principle. For such orders or bids (or portions, thereof), which fall below the minimum bid lot on proportion, such orders or bids (or portions thereof), may not receive allocation.</p> <p>Further, in case of oversubscription in the Offer, the Seller may choose to exercise the Oversubscription Option, which will be informed to BSE after trading hours (on or before 5:00 p.m. (Indian Standard Time)) on the Offer Date. Accordingly, allocation to Eligible Bidders shall be from the Units forming part of the aggregate of the Base Offer Size and the Oversubscription Option, if exercised.</p>
<b>Total number of Units being offered in the Offer</b>	Up to 18,22,00,000 Units of the Trust (representing 6.9996% of the total outstanding Units of the Trust), <u>i.e.</u> , the Base Offer Size
<b>Green Shoe Option</b>	Up to 7,80,00,000 Units representing 2.9965% of the total outstanding Units of the Trust), <u>i.e.</u> , the Oversubscription Option
<b>Names of the broker on behalf of the Seller</b>	Axis Capital Limited (BSE: 6105)
<b>Floor Price</b>	INR 155.00 per Unit
<b>Minimum Bid Lot</b>	Each bid should be for bid lot size of 200,000 Units and in multiples of 200,000 Units thereafter.
<b>Conditions for withdrawal of the Offer</b>	<p>The Seller reserves its right to not proceed with the Offer at any time prior to the opening of the Offer on the Offer Date.</p> <p>In such a case, there shall be a cooling off period of 10 trading days from the date of such withdrawal, before another offer for sale through the stock exchange mechanism is undertaken.</p>
<b>Conditions for cancellation of the Offer</b>	<p>Cancellation of the Offer shall not be permitted during the bidding period.</p> <p>If the Seller fails to get sufficient demand from Eligible Bidders at or above the Floor Price on the Offer Date, then the Seller may choose, in its sole discretion, to cancel the Offer, post-bidding, in full, on the Offer Date, and not proceed with the Offer. The Seller may also choose to conclude the Offer or cancel it in full, in case of defaults in settlement obligation.</p>
<b>Conditions for participating in the Offer</b>	<ol style="list-style-type: none"> <li>1. Only Eligible Bidders bidding for the Minimum Bid Size (described above) will be eligible to participate in the Offer. Orders or bids below the Floor Price (described above) shall be rejected.</li> <li>2. Non-institutional investors shall deposit 100% of the bid value in cash upfront with the clearing corporation at the time of placing bids for the Offer.</li> </ol>

	<p>3. Institutional investors have an option of placing bids without any upfront payment. In case of such institutional investors who place bids with 100% of the bid value deposited upfront, custodian confirmation shall be within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions and the SEBI OFS Circular.</p> <p>4. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments.</p> <p>5. Modification or cancellation of orders:</p> <p>(i) Orders placed by Eligible Bidders with 100% of the bid value deposited upfront can be modified or cancelled any time during the trading hours on the Offer Date.</p> <p>(ii) Orders placed by institutional investors without depositing 100% of the bid value upfront cannot be cancelled by the investor or stock broker. Further, such orders can be modified only by making upward revision in the price or quantity any time during trading hours on the Offer Date.</p> <p>(iii) In the event of any permitted modification or cancellation of the bid, the funds shall be released or collected on a real-time basis by the clearing corporation.</p> <p>6. Eligible Bidders shall also be liable to pay any other fees in relation to their bids, including securities transaction tax, stamp duty and any other fees or charges as may be levied by BSE.</p> <p>7. Multiple orders from a single bidder shall be permitted.</p> <p>8. In the event of default in pay-in by any bidder, an amount aggregating to 10% of the order value shall be charged as penalty from the bidder and collected from the broker. This amount shall be credited to the Investor Protection Fund of BSE.</p> <p>9. The Units other than the Offer Units shall continue trading in the normal market. However, in the event of market closure due to the incidence of breach of market wide index-based circuit filter, the Offer shall also be halted.</p> <p>10. Any price band for the Units in the normal segment will not apply for orders placed in the Offer. Stock specific tick size as per existing practice in normal trading session will be applicable to the OFS window.</p> <p>11. Given that the Offer is by the Sponsor of the Trust, the Sponsor is not allowed to participate in the Offer as a buyer.</p>
<b>Settlement</b>	<p>1. Settlement shall take place on trade for trade basis. For non-institutional orders or bids and for institutional orders with 100% margin, settlement shall take place on T+1 day. In case of orders or bids of institutional</p>

	<p>investors with no margin, settlement shall be as per the existing rules for secondary market transactions.</p> <ol style="list-style-type: none"><li>2. Funds collected from bidders who have not been allocated Units shall be released after the download of the obligation.</li><li>3. On the day prior to settlement, to the extent of obligation determined, the designated clearing corporation of the Seller's broker under the framework of interoperability among clearing corporations shall transfer such number of Offer Units to the other interoperable clearing corporations. The other interoperable clearing corporations shall transfer funds consideration to designated clearing corporation on settlement day. Excess Offer Units, if any, shall be returned to the Seller's broker. The direct credit of Offer Units shall be given to the dematerialized account of the successful bidder provided such manner of credit is indicated by the broker or bidder.</li></ol>
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## IMPORTANT INFORMATION

The Offer is personal to each prospective bidder registered with the broker of BSE who is eligible to make a bid in the Offer and makes such a bid (each a "**Bidder**"), and neither the Offer nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India.

The Offer is being made in accordance with Chapter 21 of the Master Circular for InvITs, the SEBI OFS Circular and the circulars, rules and regulations issued by BSE from time to time. There will be no public offer of the Offer Units in India under the InvIT Regulations or other applicable law, or in any other jurisdiction. Accordingly, no documents have been or will be prepared, filed or submitted for approval as a "prospectus" or an offer document with the SEBI under the InvIT Regulations or to BSE or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in any jurisdiction, including in India.

Each Bidder acknowledges and agrees that any buy order or bid shall be made solely on the basis of publicly available information and any information available with the SEBI, BSE, the Trust's website, the websites of any of the parties to the Trust (i.e., the trustee, the investment manager, the sponsor or the project manager) and any other information in the public domain, together with the information contained in this Notice, and that it has not relied on any investigation that the Seller's broker or any other person on its behalf may have conducted with respect to the Offer Units or the Trust. The Offer is subject to the further terms set forth in the contract note to be provided to the successful Bidders. Bidders should consult their own advisors regarding the tax, legal and other consequences to them of participating in the Offer and acquiring the Offer Units.

Pursuant to the Offer, the Seller proposes to sell the Offer Units to successful Bidders. Nothing in the Offer is or should be construed as giving rise to a relationship of any nature between the Seller and any other person engaging in a simultaneous offer for sale of Units through the stock exchange mechanism of BSE (either before or after the Offer).

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities, in any of jurisdiction (collectively, "**Other Jurisdictions**") in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, in or to persons in any Other Jurisdictions unless permitted pursuant to an exemption under the relevant local laws or regulations in any such jurisdiction. Prospective Bidders should seek appropriate legal advice prior to participating in the Offer.

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The Offer Units have not been and will not be registered under (a) the United States Securities Act of 1933, as amended (the “**Securities Act**”), or under the securities laws of any state of the United States and may not be offered or sold in the United States or (b) any other applicable laws of Other Jurisdictions. The Offer Units are being offered and sold outside the United States in offshore transactions in reliance upon Regulation S under the Securities Act (“**Regulation S**”).

## **No broker may solicit bids for the Offer Units or accept orders for bids for the Offer Units from persons in the United States.**

By submitting a bid in connection with the Offer, each broker will also be deemed to have read and understood this Notice in its entirety and accepted and complied with the terms and conditions set out in this Notice. In addition, each broker, except for the Seller's broker, will be deemed to have represented that (a) it is located outside the United States, (b) it has not accepted an order to submit a bid in connection with the Offer from a person in the United States and (c) none of it, its affiliates or any person acting on its or their behalf has engaged or will engage in any “directed selling efforts” (as defined under Regulation S) in connection with the Offer.

By submitting a bid in connection with the Offer or receiving any Offer Units, each Bidder will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) made the representations, warranties, agreements and acknowledgements set out below:

- it understands that the Offer Units have not been and will not be registered under the Securities Act or under the securities laws of any state of the United States and are being offered and sold to it in offshore transactions in accordance with Regulation S;
- it understands that the offer and sale of the Offer Units is not being made in the United States;
- it was outside the United States (within the meaning of Regulation S) at the time the offer of the Offer Units was made to it and it was outside the United States when its purchase order for the Offer Units was originated and (b) if it is a broker-dealer outside the United States acting on behalf of its customers, each of its customers has confirmed to it that such customer was outside the United States at the time the offer of the Offer Units was made to it and such customer was outside the United States when such customer's buy order for the Offer Units was originated;
- it did not submit a bid for and will not be acquiring the Offer Units as a result of any “directed selling efforts” (as defined in Regulation S);
- it is buying the Offer Units for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Offer Units, it agrees that it will not offer, sell, pledge or otherwise transfer the Offer Units except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to another available exemption from registration requirements under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India;
- it is not an affiliate (as defined in Rule 501(b) under the Securities Act) of the Trust or a person acting on behalf of an affiliate of the Trust;
- where it is submitting a bid as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein;
- where it is submitting a bid for one or more managed accounts, it represents and warrants that it was authorized in writing by each such managed account to purchase the Offer Units for each managed account and to make (and

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it hereby makes) the representations, warranties, agreements and acknowledgments herein for and on behalf of each such account, reading the reference to 'it' to include such accounts;

- the placing of orders for the purchase of the Offer Units and resultant purchase on successful allocation is and will be lawful under the laws of the jurisdictions in which it places such orders to purchase Offer Units, in which it is resident, and in which the sale and purchase of the Offer Units is consummated, including under all applicable Indian laws, regulations and guidelines, including the SEBI OFS Circular and the Foreign Exchange Management Act, 1999 and the rules issued thereunder, each as amended;
- it will not hold or seek to hold the Seller or the Seller's broker or any of their respective affiliates responsible or liable for any misstatements in or omissions from any publicly available information concerning the Trust or the Offer or otherwise responsible or liable in any manner whatsoever in respect of any losses incurred in connection with transactions entered into by the brokers acting on its behalf in connection with the purchase of the Offer Units;
- it agrees to indemnify and hold the Seller and the Seller's broker harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Offer Units; and
- it acknowledges that the Seller and the Seller's broker and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements.

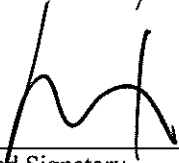
Any resale or other transfer, or attempted resale or other transfer, of the Offer Units made other than in compliance with the above-stated restrictions shall not be recognized by the Trust (acting through its investment manager or trustee, as applicable).

This Notice is not for publication or distribution, in whole or in part, in the United States of America, its territories and possessions, any state of the United States of America, or the District of Columbia (collectively, the "United States").

*[The remainder of this page has been intentionally left blank. Signature page follows.]*

Yours sincerely,

For and on behalf of **BIF IV Jarvis India Pte. Ltd.**



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Authorized Signatory  
Name: Liew Yee Foong  
Designation: Director