

TOWER INFRASTRUCTURE TRUST

(Registered in the Republic of India as an irrevocable trust set up under the Indian Trusts Act, 1882, and registered as an infrastructure investment trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, on March 19, 2019 having registration number IN/InvIT/18-19/0009)

Principal place of business: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021

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TOWER INFRASTRUCTURE TRUST (THE “TRUST”) IS PROPOSING AN INITIAL OFFER OF UP TO 2,521,500,000 UNITS THROUGH A PRIVATE PLACEMENT AT A PRICE OF ₹ 100 PER UNIT (THE “ISSUE PRICE”), AGGREGATING UP TO ₹ 252,150 MILLION (THE “ISSUE”).

THE ISSUE PRICE IS ₹ 100 PER UNIT.

THE ISSUE, AND THE DISTRIBUTION OF THE PRELIMINARY PLACEMENT MEMORANDUM, IS BEING MADE ONLY TO ELIGIBLE INVESTORS IN RELIANCE UPON REGULATION 14(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (INFRASTRUCTURE INVESTMENT TRUSTS) REGULATIONS, 2014

SECOND ADDENDUM TO THE PRELIMINARY PLACEMENT MEMORANDUM

This is with reference to the preliminary placement memorandum dated January 13, 2020 (the “**Preliminary Placement Memorandum**”) filed with the Securities and Exchange Board of India (“**SEBI**”) and BSE Limited (“**BSE**” or “**Stock Exchange**”) read with the addendum to the Preliminary Placement Memorandum dated August 26, 2020 (the “**First Addendum**”) filed with SEBI.

This second addendum to the Preliminary Placement Memorandum (“**Second Addendum**”) is dated August 28, 2020.

1. **Updates in relation to the Issue details and timelines**

(i). The Bid/Issue Opening Date is August 31, 2020 and the Bid/Issue Closing Date is August 31, 2020. Accordingly, the Preliminary Placement Memorandum shall be modified as provided below:

(a). The definition of ‘Bid/Issue Opening Date’ in the section entitled “*Definitions and Abbreviations – Issue Related Terms*” on page 9 of the Preliminary Placement Memorandum shall be substituted with the following:

“August 31, 2020, which is the date on which the Application Forms shall be dispatched to Eligible Investors by the Registrar and the date from which, the Registrar shall accept Application Forms”.

The reference to the Bid/Issue Opening Date in the table appearing in the section entitled “*The Issue*” on page 17 of the Preliminary Placement Memorandum shall be deemed to be updated on this basis.

(b). The definition of ‘Bid/Issue Closing Date’ in the section entitled “*Definitions and Abbreviations – Issue Related Terms*” on page 9 of the Preliminary Placement Memorandum shall be substituted with the following:

“August 31, 2020, which is the last date up to which the Application Forms shall be accepted”.

The reference to the Bid/Issue Closing Date in the table appearing in the section entitled “*The Issue*” on page 17 of the Preliminary Placement Memorandum shall be deemed to be updated on this basis.

(ii). The Closing Date is August 31, 2020. Accordingly, the definition of ‘Closing Date’ in the section entitled “*Definitions and Abbreviations – Issue Related Terms*” on page 9 of the Preliminary Placement Memorandum shall be substituted with the following:

“The date on which Allotment of Units pursuant to the Issue shall be made, i.e. on or about August 31, 2020”.

The reference to the Closing Date in the table appearing in the section entitled “*The Issue*” on page 17 of the Preliminary Placement Memorandum shall be deemed to be updated on this basis.

- (iii). The section “*Issue Structure – Indicative Issue Timeline*” on page 190 of the Preliminary Placement Memorandum shall be substituted with the following:

Event	Indicative Date
Bid/Issue Opening Date	August 31, 2020
Bidders to submit completed Application Forms	Bid/Issue Period
Bid/Issue Closing Date	August 31, 2020
Dispatch of CANs to successful Bidders	On or about August 31, 2020
Closing Date	On or about August 31, 2020
Designated Date	On or about August 31, 2020
Initiation of refunds, if any, in excess of the amount which was required to be paid by such Bidder pursuant to the Units Allocated to such Bidder	On or about August 31, 2020
Initiation of refunds, if any, in the event of any failure to obtain final listing and trading approvals within seven Working Days from Bid/Offer Closing Date	On or about September 9, 2020
Listing Date	On or about September 1, 2020

The Preliminary Placement Memorandum and the First Addendum should be read in conjunction with this Second Addendum. The information in this Second Addendum supplements the information provided in the Preliminary Placement Memorandum and the First Addendum. Each of the Preliminary Placement Memorandum and the First Addendum stands amended to the extent of the information stated above. All relevant changes shall be reflected in the Placement Memorandum, as and when filed with SEBI and BSE. All capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Preliminary Placement Memorandum.

This Second Addendum is not soliciting an offer to subscribe or buy Units in any jurisdiction where such offer or sale is not permitted.

The Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Units are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act (“**Regulation S**”) and applicable law of the jurisdictions where such offers and sales occur.

For **Infinite India Investment Management Limited**
(in its capacity as the Investment Manager of the Trust)

Sd/-

For **Reliance Industrial Investments and Holdings Limited**
(in its capacity as the Reliance Sponsor of the Trust)

Sd/-

For **BIF IV Jarvis India Pte. Ltd.**
(in its capacity as the Brookfield Sponsor of the Trust)

Sd/-