

Executive Committee

The Executive Committee was constituted pursuant to the resolution of our Board on June 03, 2026. The terms of reference of the Executive Committee include the following:

1. To periodically review and monitor and to act upon: (a) statutory approvals required for Bagmane Prime Office REIT, the Holdco and Asset SPVs and their respective assets/businesses; (b) progress of under-construction properties; (c) pending litigations involving Bagmane Prime Office REIT, the Manager, Holdco and Asset SPVs; and (d) compliance with applicable SEBI regulations and other applicable laws, including the SEBI (Real Estate Investment Trusts) Regulations, 2014, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Insider Trading) Regulations, 2015, together with all related circulars, notifications and guidelines.
2. To apply for, obtain, renew and surrender memberships and registrations, as determined necessary by the Executive Committee.
3. To formulate, approve, implement and revise from time to time Standard Operating Procedures (“SOPs”) and Delegation of Authority Matrix for day-to-day management of the business, including monetary limits, appointment of consultants/advisors/contractors, authority for filings with government authorities, communication to Unitholders and execution of documents, and to delegate such powers to employees of the Manager.
4. To appoint, replace or remove nominee shareholders to hold shares on behalf of Bagmane Prime Office REIT in any Holdco or Asset SPV from time to time.
5. To open, operate, close and/or modify operating instructions relating to bank accounts, demat accounts, escrow accounts and investment accounts, and to authorize any person(s): (a) to execute applications, forms, KYC documents, declarations, disclosures, affidavits and other submissions required in relation to such accounts; and (b) to operate such accounts from time to time, including availing online access, net banking, cash management and treasury management facilities from banks, depository participants and other intermediaries.
6. To undertake all necessary actions for managing and mitigating any crisis relating to the portfolio of Bagmane Prime Office REIT.
7. To authorize and permit the Holdco and/or Asset SPV and/or any other person to use any trademark or logo which Bagmane Prime Office REIT or the Manager is entitled to use pursuant to agreements entered into by Bagmane Prime Office REIT.
8. To authorize any persons to attend, represent and vote on behalf of Bagmane Prime Office REIT and/or the Manager at meetings, including general meetings (and/or through postal ballot or any other mode permitted under applicable law), of any company or limited liability partnership in which Bagmane Prime Office REIT and/or the Manager is a shareholder, member, secured or unsecured creditor, or partner.
9. To appoint vendors, service providers, consultants, advisors and agencies as may be legally or otherwise required from time to time and to negotiate, approve, execute, deliver and perform: (a) non-disclosure agreements, engagement letters and service agreements in relation to their appointment and/or cessation; and (b) any modifications or amendments thereto.
10. To receive, review and evaluate proposals relating to: (a) acquisition of properties or real estate projects, whether directly or through a Holdco or special purpose vehicle including Asset SPVs; and/or (b) expansion, alteration or modification of existing projects and properties (“Acquisition Opportunities”); to execute non-disclosure agreements in relation thereto; and to appoint, replace or remove lawyers, valuers, surveyors, architects, chartered accountants, property consultants, brokers and other consultants, advisors and service providers for the assessment and evaluation of such Acquisition Opportunities.

11. To make donations and contributions in connection with the ESG (including CSR) initiatives of Bagmane Prime Office REIT, the Manager and its SPVs.
12. To negotiate, approve, execute, deliver and perform/issue certificates, non-disclosure agreements, engagement letters, consents, forms, applications, agreements, deeds, letters and other documents relating to accounting, audit, valuation, statutory registrations and approvals.
13. To consider, approve (including appointment of signatories wherever necessary), sign and submit:
 - (a) applications, submissions, forms, letters, reports, certificates, statements, confirmations, intimations, notices, replies and other documents for obtaining or renewing any certificate, registration, membership, access login or facility from depositories, stock exchanges, SEBI, RBI, statutory authorities, tax authorities, ministries, government departments, local authorities, corporations, municipalities and other regulatory authorities;
 - (b) documents and submissions to trustees, debenture trustees, security trustees, valuers, auditors, depositories, credit rating agencies, stock exchanges, SEBI, RBI and other statutory or regulatory authorities as may be required under applicable laws or contractual arrangements; and
 - (c) any amendments, modifications, supplements or variations to such documents and/or signatory authorizations.
14. To make administrative arrangements for meetings of unitholders, including selection and booking of venues, appointment of service providers for printing and dispatch of notices/reports, provision of e-voting facilities, audio-visual participation facilities, appointment of scrutinizers and undertaking ancillary activities connected with such meetings.
15. To approve issuance of notices, letters and demands relating to matters concerning Bagmane Prime Office REIT and/or the Manager and to file complaints, suits, petitions, applications, affidavits, declarations, undertakings, written statements, replies, rejoinders, consents and settlements in connection with disputes or litigation, and to authorize any individual, consultant, company or firm to represent Bagmane Prime Office REIT and/or the Manager before courts, tribunals, consumer forums and regulatory, statutory or judicial authorities.
16. To open folio(s), invest, divest and/or redeem funds of Bagmane Prime Office REIT, its entities and/or the Manager in fixed deposits, securities, mutual funds, liquid or money market instruments or any other instruments permitted under applicable law, and to authorize employees of the Manager or any other person to undertake activities incidental thereto.
17. In relation to: (a) granting loans or credit facilities to Asset SPVs of Bagmane Prime Office REIT; (b) subscribing, purchasing, selling or redeeming debt securities issued by Asset SPVs; and (c) providing guarantees and/or security in respect of borrowings or debt securities of Asset SPVs, the Executive Committee shall be authorized to undertake all acts, matters and things incidental thereto, including approving terms, drawdowns, repayments, guarantees, security creation, execution of transaction documents (including but not limited to Mortgage, Hypothecation and such other required documents), obtaining approvals, appointment of advisors and framing SOPs and authority matrices.
18. To approve the terms and conditions including the rate of interest in connection with loans extended by Bagmane REIT to its Holdco/SPVs.
19. To implement the policies approved by the Board from time to time in relation to Bagmane Prime Office REIT, the Holdco or Asset SPVs, establish necessary systems and procedures, appoint officials, consultants and advisors as may be required in this regard, and resolve any issues or difficulties arising in implementation of such policies.

20. To grant general authorization for filings with various statutory authorities
21. To consider and approve the raising of debt by Bagmane Prime Office REIT through fund raise from financial institutes, issuance of non-convertible debentures, bonds, commercial papers or any other debt instruments permitted under applicable law, whether on a private placement basis or otherwise, within the borrowing limits approved by the Board and unitholders.
22. To approve, finalize and modify the terms and conditions relating to fund raise from financial institutes, issuance of debt securities, including but not limited to size, tenure, coupon, pricing, security, redemption, repayment, utilization of proceeds and other commercial terms.
23. To appoint, replace or remove debenture trustees, arrangers, bankers, legal counsel, rating agencies, registrars, depositories, intermediaries, consultants, advisors and other agencies in connection with raising and servicing debt and related matters.
24. To negotiate, finalize, execute and deliver placement memoranda, disclosure documents, information memoranda, debenture trust deeds, security documents, transaction documents, letters, certificates, declarations, undertakings and all other agreements and writings in connection with borrowings or issuance of debt securities.
25. To create, modify, release or satisfy charges, security interests, liens, pledges, hypothecation, mortgages or any other encumbrances over the assets of Bagmane Prime Office REIT and/or its holdcos and Asset SPVs in connection with borrowings or debt securities, subject to applicable laws and approvals.
26. To open, operate and close escrow accounts, collection accounts, payment accounts and such other bank accounts as may be required in relation to borrowings or debt issuances, and to authorize persons for operation of such accounts.
27. To approve and undertake refinancing, rollover, restructuring, prepayment or repayment of existing debt facilities or debt securities of Bagmane Prime Office REIT and/or its Holdcos/ Asset SPVs/ any other entity as part of the REIT Portfolio.
28. To obtain credit ratings, renewals, surveillance and revisions thereof in relation to debt securities or borrowings and to approve all actions incidental thereto.
29. To approve appointment of signatories and authorize officials, employees, consultants or representatives to execute applications, forms, filings, returns, intimations and other documents with SEBI, stock exchanges, depositories, RBI, RTA, debenture trustees and other regulatory or statutory authorities.
30. To consider and approve listing of debt securities on recognized stock exchanges and undertake all related compliances, filings, disclosures and actions in connection therewith.
31. To approve execution of any deeds, writings, forms, confirmations, powers of attorney, declarations, affidavits, undertakings and documents as may be necessary or expedient for borrowings and debt issuances.
32. To review compliance with the terms of financing documents, debenture trust deeds, security documents and applicable provisions of law relating to borrowings and listed debt securities.
33. To approve and monitor utilization of proceeds raised through debt securities or borrowings in accordance with applicable laws and transaction documents.
34. To undertake all acts, deeds, matters and things as may be necessary in relation to issuance, allotment, listing, trading, redemption and servicing of debt securities issued by Bagmane Prime Office REIT.
35. To delegate any of the powers of the Executive Committee to officials or employees of the Manager or to any other person(s), as may be considered necessary, for efficient implementation of specific matters.

36. To approve filing of applications, disclosures, statements, certificates, intimations and reports with stock exchanges, SEBI, debenture trustees, depositories and other regulatory or governmental authorities in connection with borrowings and debt securities.
37. To authorize representatives to appear before and correspond with stock exchanges, SEBI, debenture trustees, depositories, banks, financial institutions and other authorities in relation to debt securities and financing arrangements.
38. To approve issuance of notices and communications to debenture holders, debenture trustees, stock exchanges and other stakeholders in connection with debt securities issued by Bagmane Prime Office REIT.
39. To invest temporarily surplus monies raised through debt issuances in deposits, liquid mutual funds or other permitted instruments pending utilization, in accordance with applicable laws and financing documents.
40. To do all such acts, deeds, matters and things as may be necessary, incidental or conducive to give effect to the foregoing terms of reference and to carry out the objectives of the Executive Committee.