Annexure-I

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Mandate and Boundaries of the MDF Cell:

(A) Mandate:

i. Stand up the MDF governance: notify and seat the GC; publish Secretariat contacts; set meeting calendar.
ii. Draft MDF Guidelines (for GC approval): Including, but not limited to, fund architecture, return waterfalls/first loss principles, portfolio/risk limits, ESG/MRV standards, IIF operating contours, etc.
iii. Run competitive selection: issue EOIs/RFPs, conduct due diligence, and recommend Fund Manager(s) (for MIF) and Implementing Agency(ies) (for IIF) for GC approval.
iv. Build the investment pipeline: source, screen, and prioritize opportunities; prepare screening notes and non binding draft term sheets; maintain a transparent pipeline tracker.
v. Execute enabling documents: NDAs and MoUs (investor & investee) that are explicitly non binding, save for confidentiality/compliance.
vi. Set up the data room & templates: checklists, IC note shells, ESG/MRV schema, claim formats (IIF), reporting dashboards.
vii. Prepare handover: compile complete documentation and transition plans to FM/IA and the GC Secretariat at SMFCL.

Until the Fund Manager (FM) is formally engaged, the MDF Cell shall undertake the aforesaid responsibilities. Upon engagement, the MDF Cell shall handover all relevant materials and processes to the FM. The FM shall retain the right to undertake its own independent and rigorous evaluation for fundraising, investor onboarding, and identification of investment areas and projects.

(B) Boundaries:

i. Approve or commit investments;
ii. Sign definitive transaction documents;
iii. Deploy MDF capital;
iv. Issue binding NBTS;
v. Operate schemes post-handover;
vi. Make public communications without SMFCL/GC approval.

Only **recommendatory powers** are granted to MDF Cell such as shortlist FM/IA for approval of GC, propose Guidelines, provide pipeline screens/term-sheet drafts etc. Approval powers shall vest with GC (for Guidelines, FM/IA appointment, policy) or SMFCL Board/MD (for administrative host matters). No investment or commitment authority shall vest with the MDF Cell.