

EXHIBIT B - DEED OF ADHERENCE

DEED OF ADHERENCE made on the _____ day of, _____ (“Deed”)

BY:

[Name of new contributor (the “New Contributor”).

RECITALS:

- (A) On _____ day of _____ **Amicorp Trustees (India) Private Limited (“Trustee”),**
ASSET MANAGER PRIVATE LIMITED (Formerly known as Abakkus Asset Manager LLP)
(“Investment Manager”) and _____
 (Name of Contributor) (“Original Contributor”) entered into a Contribution Agreement (the “Contribution Agreement”).
- (B) The Memorandum, Indenture of Trust, Investment Management Agreement, along with the Contribution Agreement Collectively known as the **“Material Documents”** forms a part of this Deed.
- (C) In terms of the provisions of **Clause 2.4.4** of the Contribution Agreement, the Original Contributor has transferred his Units and his rights, interests and obligations in connection therewith, to the New Contributor and such transfer was taken on record by the Trustee on _____ [date] for which purpose the New Contributor desires to execute this Deed as contemplated under **Clause 18.7** of the Contribution Agreement.

NOW THIS DEED WITNESSES as follows:

- 1. Interpretation**
 In this Deed, except as the context may otherwise require, all words and expressions defined in the Material Documents shall have the same meanings when used herein.
- 2. Undertaking**
 The New Contributor hereby undertakes to all persons who are at present or who may hereafter become bound by the Material Documents, to adhere to and be bound by all the duties, burdens and obligations, if any, as may be specified in any of the Material Documents and all documents expressed in writing to be supplemental or ancillary thereto as if the New Contributor had been an original party to the Material Documents since the date thereof.
- 3. Enforceability**
 Each existing Contributor, the Trustee and the Investment Manager shall be entitled to enforce the obligations and duties under the Material Documents against the New Contributor as if the New Contributor had been an original party to the Material Documents since the date thereof.
- 4. Governing Law**
 This Deed of Adherence shall be governed by and construed in accordance with the laws of the Republic of India and the courts of Mumbai shall be the forum for the administration hereof.

IN WITNESS WHERE OF, this Deed of Adherence has been executed as a deed on the date first above written. SIGNED, SEALED AND DELIVERED by the within named [New Contributor]

Sign Here

in the presence of: _____

Name: _____

Title: _____