**ANNEXURE-'A'**

# INVESTOR CHARTER-IPOs & FPOs (including OFS)

**VISION STATEMENT:**
To continuously earn trust of investors and emerge as solution provider with integrity.

**MISSION STATEMENT:**

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

**DESCRIPTION OF ACTIVITIES / BUSINESS OF THE ENTITY**
**IPOs & FPOs – Act as a Merchant Banker to the Issuer / Selling Shareholder**

**DETAILS OF SERVICES PROVIDED TO INVESTORS**

1. Upload Draft Red Herring Prospectus (DHRP) on SEBI / Stock Exchanges / Lead Managers Website for public comments and also upload RHP/Prospectus.
2. Publish public announcement within two days of filing the draft offer document with SEBI
3. Disclose price performance summary of preceding past 10 public issues handled by lead managers in draft offer document
4. Disclose on lead managers' website the track record of the performance of the public issues managed by them
5. Publish details of anchor investor allocation on the website of stock exchanges before the issue opens
6. Keep Issue Open for 3 working days (extendable up to maximum 10 working days)
7. Ensure material contracts and documents are available for inspection as per details in Offer Document
8. Publish price band advertisement in newspaper at least two working days before opening of the issue
9. Ensure pre-filled application forms are available on the websites of the stock exchange(s)
10. Ensure listing and commencement of trading within six working days of the offer closing date
11. Publish details of subscription, basis of allotment, date of credit of specified securities and date of filing of listing application, etc. in newspapers within ten days from the date of completion of each activity.

**TIMELINES**

| Sr. No. | Activity | Timeline for which activity takes place | Information where available |
|---|---|---|---|
| 1 | Filing of draft offer document by company for public comments | 0 | Websites of SEBI, Stock Exchanges, Lead Managers |

| | | | |
|---|---|---|---|
| 2 | Public Announcement | Within 2 days of filing DoD with SEBI | Newspaper - English, regional, Hindi |
| 3 | Details of anchor investors allocation | 1 day before issue opening date | Stock Exchanges website |
| 4 | Issue opening date | 3 working days after filing RHP with RoC | Stock Exchanges website |
| 5 | Availability of application forms | Till issue closure date | Stock Exchanges website |
| 6 | Availability of material documents for inspection by investors | Till issue closure date | Address given in Offer Document |
| 7 | Availability of General Information Document | Till issue closure date | LM website and stock exchange website |
| 8 | Price Band Advertisement | 2 working days prior to issue opening date | Newspaper advertisement |
| 9 | Total demand in the issue | Issue closure date | Stock exchanges website on hourly basis |
| 10 | Commencement of trading | within 6 working days | Newspaper advertisement |
| 11 | Delay in unblocking ASBA Accounts | More than 4 working days | Compensation to investor @Rs. 100/day by intermediary causing delay |
| 12 | Advertisement on subscription and basis of allotment | Within 10 days | Newspaper advertisement |
| 13 | Allotment status and allotment advice | Completion of basis of allotment | By email / post |

**RIGHTS OF INVESTORS**

1. Investors can request for a copy of the offer document and / or application form from the issuer/ Lead Manager(s)
2. Retail investors are allowed to cancel their bids before issue closing date
3. In case of delay in unblocking of amounts blocked through the UPI Mechanism exceeding four working days from the offer closing date, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking
4. Investors will get SMS w.r.t. allotment status and allotment advice will be sent in through email / physical to successful allottees

5. If allotted shares, all Rights as a Shareholder (as per Offer Document)

**DOS AND DON'TS FOR THE INVESTORS**

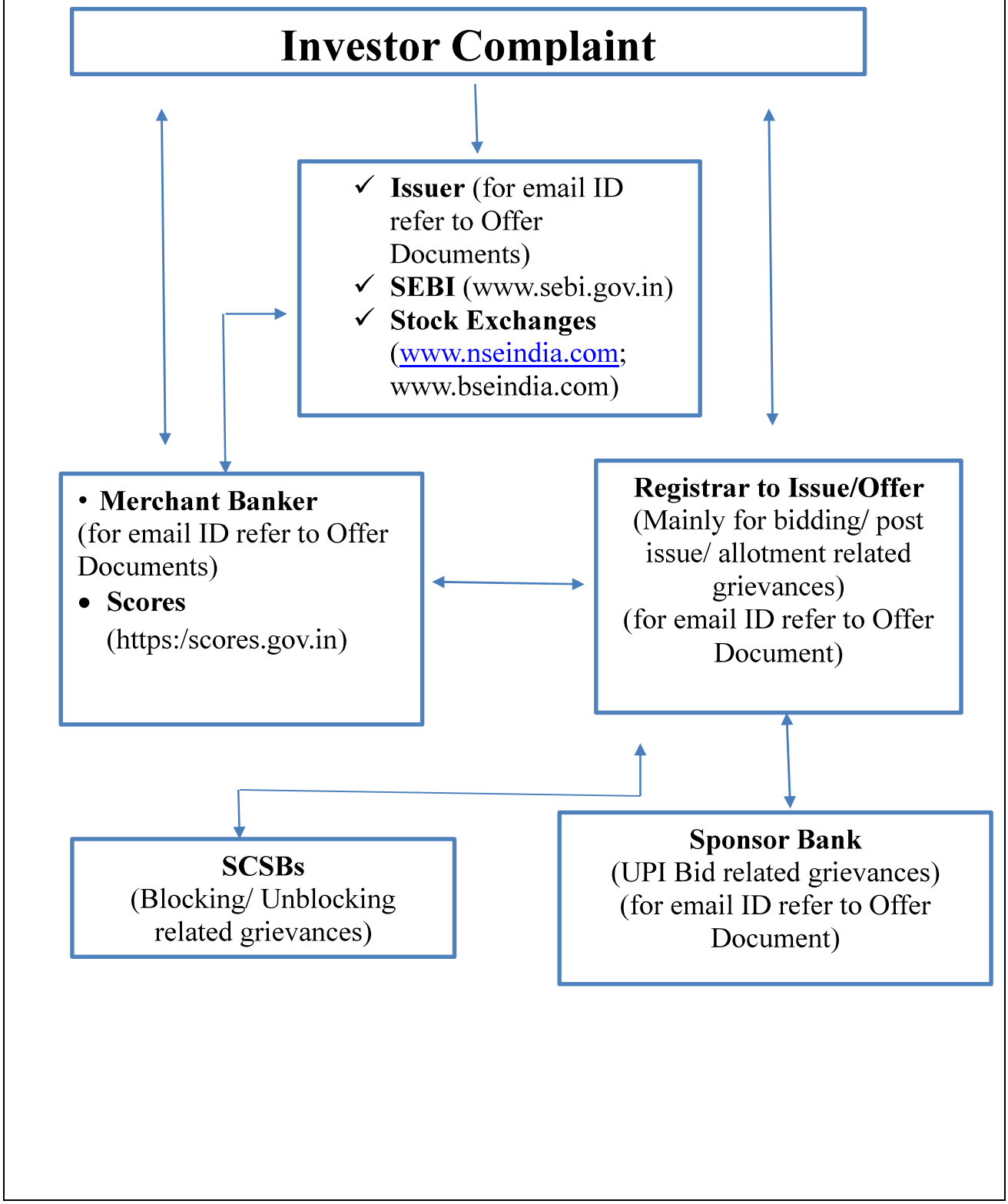
**Dos**

1. Check eligibility to invest in the RHP and under applicable law, rules, regulations, guidelines and approvals
2. Submit bids only thru ASBA (other than Anchor Investors)
3. Read all instructions carefully in the Bid cum Application Form
4. Ensure that Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time
5. Ensure you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB
6. Ensure that name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant

**Don'ts**

1. Do not Bid for lower than the minimum Bid size
2. Do not submit the Bid for an amount more than funds available in your ASBA account
3. If you are a Retail bidder and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID
4. Do not submit a Bid/revise a Bid with a price less than the Floor Price or higher than the Cap Price

**INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT**



**TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES IN IPOs /FPOs)**

| Sr. No | Activity | No. of calendar days |
|---|---|---|
| 1 | Investor grievance received by the lead manager | T |
| 2 | Manager to the offer to identify the concerned intermediary and it shall be endeavoured to forward the grievance to the concerned intermediary/ies on T day itself | T+1 |
| 3 | The concerned intermediary/ies to respond to the lead manager with an acceptable reply / proof of resolution | X |
| 5 | Lead manager, the concerned intermediary/ies and the investor shall exchange between themselves additional information related to the grievance, wherever required | Between T and X |
| 4 | LM to reply to the investor with the reply / proof of resolution | X+3 |
| 5 | Best efforts will be undertaken by lead manager to resolve the grievance within T+30 | |

**Nature of investor grievance for which the aforesaid timeline is applicable**

1. Delay in unblocking of funds
2. Non allotment / partial allotment of securities
3. Non receipt of securities in demat account
4. Amount blocked but application not bid
5. Application bid but amount not blocked
6. Any other nature as may be informed from time to time

**Mode of receipt of investor grievance**

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

1. Letter from the investor addressed to the lead manager at its address mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
2. E-mail from the investor addressed to the lead manager at its e-mail ID mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
3. On SEBI Complaints Redress System (SCORES) platform.

**Nature of enquiries for which the lead manager shall respond to / escalated promptly**

1. Availability of application form
2. Availability of offer document

3. Process for participating in the issue / mode of payments
4. List of SCSBs / syndicate members
5. Date of issue opening / closing / allotment / listing
6. Technical setbacks in net-banking services provided by SCSBs / UPI mechanism
7. Any other query of similar nature

**RESPONSIBILITIES OF INVESTORS (EXPECTATIONS FROM THE INVESTORS)**

1. Read and understand the terms of offer documents, application form, and issue related literature carefully and fully before investing.
2. Consult own tax consultant with respect to the specific tax implications
3. Provide full and accurate information in the application form as maybe required while making an application and keep records of the same.
4. Ensure active demat/ broking account before investing.
5. Ensure correctness of all Demographic Details Bidder's address, name of the Bidder's father or husband, investor status, occupation, bank account details, PAN and UPI ID
6. Provide full and accurate details when making investor grievances to merchant bankers.
7. After the company is listed Investor to keep abreast of material developments and corporate actions like mergers, de-mergers, splits, rights issue, bonus, dividend etc.

# INVESTOR CHARTER- RIGHTS ISSUE

**VISION STATEMENT:**

To continuously earn trust of investors and emerge as solution provider with integrity.

**MISSION STATEMENT:**

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

**DESCRIPTION OF ACTIVITIES / BUSINESS OF THE ENTITY:**

**Act as Lead Manager to Rights Issue by a Listed Company**

**SERVICES PROVIDED TO INVESTORS:**

- **Letter of Offer and other Rights Issue materials: should contain all** material disclosures.
- Upload Draft LoF on website of the Lead Managers.
- Make a public announcement, within 2 days of filing of the DLoF with SEBI, and invite comments from
- Make available the Abridged Letter of Offer ("ALoF"), application form and Rights Entitlement Letter.
- Make material contracts and documents available for inspection at the time and place mentioned in the LoF
- **Record Date, Rights Issue Price, Rights Entitlement ("RE") ratio, Issue Period:**
- Announce the record date to determine eligible shareholders SEBI (LODR) Regulations.
- Record date, price, RE ratio, renunciation period, Rights Issue period in the LoF, ALoF etc.
- A link to the SEBI website that includes the list of SCSBs registered with SEBI, which offer the facility of ASBA to be given in LoF.
- **Availability of LoF and other issue materials:**
- ALoF, along with application form, sent to all the existing shareholders at least 3 days before the date of opening of the Rights Issue.
- Copy of the LoF also hosted on the website of issuer, SEBI, Stock Exchanges and Lead Managers. Existing shareholders can get a copy of the LoF from the issuer/ Lead Manager(s).
- Pre-Issue Advertisement, published at-least 2 days before Rights Issue opens.
- **Application Procedure:** Applications in a Rights Issue can only be made through Applications Supported by Blocked Amount ("**ASBA**") through Self Certified Syndicate Banks ("**SCSBs**") in the following manner:
- Physical ASBA – Application form to be printed, filled-in and submitted to the designated branches of the SCSBs.
- Online ASBA – Online/ electronic application to be made through using the website of the SCSBs.
    - ***Plain Paper Applications:*** Shareholders who have neither received the application form nor are in a position to obtain a duplicate application form can make an application through plain paper as per details provided by such shareholders are disclosed in the LoF. Shareholders should note that applicants applying on plain paper cannot renounce their rights. Further, if application is made on plain paper and application form, both are liable to be rejected.

- SEBI may also prescribe any other application methods for a Rights Issue and the same will be suitably disclosed in the LoF.
- **Credit of electronic REs:**
- A separate ISIN is created for REs and remains frozen till the issue opening date.
- REs credited to the demat account of the shareholders as on the record date, before the issue opening date.
- REs credited to suspense escrow account in cases where such as shares held in physical form, shares under litigation, frozen demat account, details of demat account not available, etc.
- **How can investors check their REs?:**
- Rights entitlement letter is sent to the shareholders and also available on the website of the Registrar.
- Receipt of credit message from NSDL/ CDSL.
- Demat statement from depository participant showing credit of REs.
- **Options available to shareholders relating to REs:**
- Apply to full extent of REs or for a part of the RE (without renouncing the other part)
- Apply for a part of RE and renounce the other part of the RE
- Apply for full extent of RE and apply for additional rights securities
- Renounce the RE in full
- **Trading in Electronic REs:** Investors can trade REs in electronic form during the renunciation period in the following manner:
- **On Market Renunciation:**
    - Buy/ sell on the floor of the stock exchanges through a stock broker with T+2 rolling settlement.
    - Closes 4 working days prior to the closure of the Issue.
- **Off Market Renunciation:**
    - Buy/ sell using delivery instruction slips.
    - To be completed in such a manner that the REs are credited to the demat account of the renouncees on or prior to the Rights Issue closing date.
- **Allotment procedure, Credit of Securities and Unblocking:**
- The allotment is made by the issuer as per the disclosures made in the LoF.
- Securities are allotted and/ or application monies are refunded or unblocked within such period as may be specified by SEBI and disclosed in the LoF.
- Allotment, credit of dematerialised securities, refunding or unblocking of application monies, as may be applicable, are done electronically.
- A post-issue advertisement with prescribed disclosures including details relating to subscription, basis of allotment, value and percentage of successful allottees, date of completion of instructions to SCSBs by the Registrar, date of credit of securities, and date of filing of listing application, etc. is released within 10 days from the date of completion of the various activities.
- **Investors should also note:**
- REs which are neither renounced nor subscribed, on or before the issue closing date will lapse and shall be extinguished after the Issue Closing Date.

- Investors who purchase REs from the secondary market must ensure that they make an application and block/ pay the Rights Issue price amount.
- No withdrawal of application is permitted after the issue closing date.
- All allotments of securities shall be made in the dematerialised form only.
- Physical shareholders are required to provide their demat account details to the Issuer/ Registrar to the Issue for credit of REs not later than 2 working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date.

**TIMELINES - RIGHTS ISSUES**

| Sr. No. | Activity | Timeline for which activity takes place | Information where available/ Remarks |
|---|---|---|---|
| 1 | Filing of DLoF by Issuer for public comments (if not a fast track Rights Issue) | DLoF made public for at-least 21 days from the date of filing the DLoF | Websites of SEBI, Stock Exchanges, Lead Managers |
| 2 | Public Announcement w.r.t. DLoF filing and inviting the public to provide comments in respect of the disclosures made in DLoF | Within 2 days of filing of the DLoF with SEBI | Newspaper - english, hindi, regional (at the place where the registered office of the Issuer is situated) |
| 3 | Record Date | Advance notice of at-least 3 working days (excluding the date of intimation and the Record Date) | Websites of Stock Exchanges; Record Date also disclosed in LoF, ALoF, Application Form, Pre-Issue Advertisement |
| 4 | Dispatch of ALoF along with Application Form and RE Letter | Must be completed at-least 3 days before the date of opening of the issue | Dispatched through registered post or speed post or by courier service or by electronic transmission |
| 5 | Pre-Issue Advertisement | At-least 2 days before the date of opening of the issue | Newspaper Advertisement (english, hindi, regional) with information such details of date of completion of dispatch of ALoF and Application Form; obtaining duplicate Application Forms, (c) application procedure etc. |
| 6 | Availability of electronic copy Application Form and ALoF | Before issue opening | Websites of Stock Exchanges, Registrar to Issue and SCSBs |

| | | | |
|---|---|---|---|
| 7 | Availability of LoF | Typically uploaded on the same day as filing with the Stock Exchanges | Website of Issuer, SEBI, Stock Exchanges and Lead Managers. Existing shareholders can also request for copy of the LoF and the same shall be provided by the issuer/ Lead Manager(s) |
| 8 | Rights Entitlement Information | - | RE Information available in RE Letter sent to shareholders, available on Registrar's website, credit message from NSDL/ CDSL when electronic REs are credited and demat statement from depository. |
| 9 | Credit of Rights Entitlement to the demat account of the shareholders as on Record Date | Before the issue opening date | Credit message from NSDL/ CDSL (e-mail/ SMS); Demat statement from depository participant showing credit of REs; Last date for credit of REs mentioned in LoF. |
| 10 | Issue opening date | Difference of at-least 3 days between dispatch of the ALoF alongwith Application Form and issue opening date + at-least 2 days between issue of Pre-Issue Advertisement and issue opening date | Stock Exchange website; Disclosure made in LoF, ALoF, Application Form, Pre-Issue Advertisement |
| 11 | On Market Renunciation | 4 working days prior to issue closing date | Information on the procedure for On Market Renunciation disclosed in LoF; Last date for On Market Renunciation disclosed in LoF, Application Form alongwith ALoF, Pre-Issue Advertisement |
| 12 | Off Market Renunciation | REs must be credited to the demat account of the renouncees on or prior to the issue closing date | Information on the procedure for Off Market Renunciation disclosed in LoF; Disclosure that REs must be credited to the demat account of the renouncees on or prior to the issue closing date in LoF |
| 13 | Physical shareholders (if any) can provide | 2 days prior to issue closing date | Disclosure made in LoF |

| | | | |
|---|---|---|---|
| | their demat account details to Issuer/ Registrar | | |
| 14 | Credit of REs of demat accounts of Physical Shareholders, as provided by them to the Issuer/ Registrar | 1 day prior to issue closing date | Disclosure made in LoF; Intimation of credit by e-mail/ SMS |
| 15 | Withdrawal/ Cancellation of bids | Issue closing date | Disclosure made in LoF |
| 16 | Issue closing date | Rights Issue kept open for a minimum period of 15 days and maximum period of 30 days | Stock Exchange website; Disclosure made in LoF, ALoF, Application Form, Pre-Issue Advertisement |
| 17 | Credit of securities, allotment status and allotment advice | Within 15 days from issue closing date | Credit confirmation by e-mail/ SMS from depository; Allotment advice through electronic/ physical intimations |
| 18 | Lapsed REs are extinguished and ISIN for REs is permanently deactivated | On completion of allotment, the ISIN for REs is deactivated in the depository system by the depositories | REs which are neither renounced nor subscribed by shareholders, shall lapse after closure of the Issue. Issuer shall ensure that lapsed REs are extinguished from depository system once securities are allotted pursuant to the Issue. Once allotment is done, the ISIN for REs shall be permanently deactivated in the depository system by the depositories. |
| 19 | Unblocking ASBA Accounts/ refunds | Within 15 days from issue closing date | In case of any delay in giving the instructions, the Issuer shall undertake to pay interest at the rate of 15% per annum to the shareholders within such time as disclosed in the LoF |
| 20 | Commencement of trading | Typically the working day after the date of credit of securities to the allottees | Notices posted on websites of Stock Exchanges |
| 21 | Post issue advertisement on subscription and basis of allotment | Within 10 days from the date of completion of the various activities | Newspaper - english, hindi, regional (at the place where the registered office of the Issuer is situated) |

**RIGHTS OF INVESTORS**

- Receive transferable and transmittable rights shares that rank *pari passu* in all respects with the existing shares of the Issuer Company.
- Receive ALoF with Application Form prior to Issue Opening Date.
- Receive REs in dematerialized form prior to Issue Opening Date.
- Receive allotment advice and letters intimating unblocking of ASBA account or refund (if any).
- Existing shareholder has the right to request for a copy of LoF and the same shall be provided by the Issuer/ Lead Manager.
- All such rights as may be available to a shareholder of a listed public company under the Companies Act, the Memorandum of Association and the Articles of Association.

**DO's and DON'Ts FOR INVESTORS**

**DO's:**

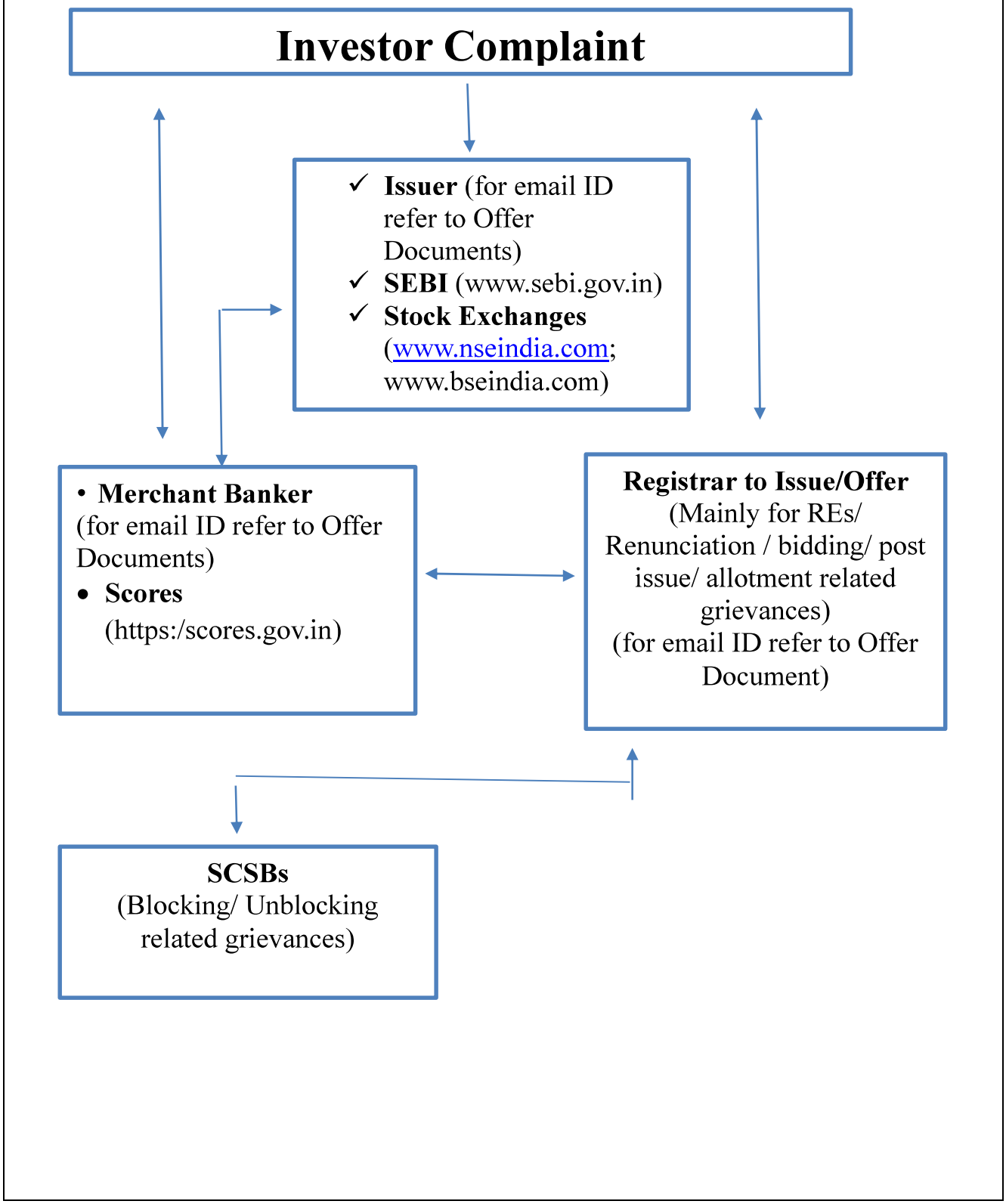
- Carefully read through and fully understand the LoF, ALoF, Application Form, rights entitlement letters, application procedure and other issue related documents, and abide by the terms and conditions.
- Ensure accurate updation of demographic details with depositories - including the address, name, investor status, bank account details, PAN, e-mails addresses, contact details etc.
- Have/ open an ASBA enabled bank account with an SCSB, prior to making the Application.
- Ensure demat/ broking account is active.
- Provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form, and also provide signature of the ASBA Account holder (if the ASBA Account holder is different from the Investor).
- All Investors including Renouncees, must mandatorily invest in the Issue through the ASBA process only and/ or any other mechanism as prescribed by SEBI and disclosed in the LoF/ ALoF.
- In case of non-receipt of Application Form, request for duplicate Application Form or make an application on plain paper.
- Submit Application Form with the designated branch of the SCSBs before the Issue Closing Date with correct details of bank account and depository participant
- Ensure that sufficient funds are available in the ASBA account before submitting the same to the respective branch of SCSB.
- Ensure an acknowledgement is received from the designated branch of SCSB for submission of the Application Form in physical form.
- All Investors should mention their PAN number in the Application Form, except for Applications submitted on behalf of the Central and the State Governments, residents of Sikkim and the officials appointed by the Courts.
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Trading of REs should be completed in such a manner that they are credited to the demat account of the renouncees on or prior to the Rights Issue closing date.
- Investors who purchase REs from the secondary market must ensure that they make an application and block/ pay the Rights Issue price amount.

- All communication in connection with application for the rights shares, including any change in address of the Investors should be addressed to the Registrar prior to the date of allotment quoting the name of the first/ sole Investor, folio numbers/ DP Id and Client Id. Further, change in address should also be intimated to the respective depository participant.
- In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the sequence in which they appear in the Application Form.
- Investors holding Equity Shares in physical form, who have not provided the details of their demat account to the Issuer Company or the RTA, are required to provide such details to the RTA, no later than two working days prior to the Issue Closing Date to enable the credit of their REs by way of transfer from the suspense Demat escrow account to their respective Demat accounts, at least one day before the Issue Closing Date.
- Investors may withdraw their Application at any time during Issue Period by approaching the SCSB where application was submitted.
- Sign and/ or submit all such documents and do all such acts that are necessary for allotment of Rights shares in the Issue.
- Provide accurate information and investor details while filing for investor complaints/ grievances.

**DON'Ts**

- Investors should not apply on plain paper after submitting CAF to a designated branch of the SCSB.
- Investor should not pay the application money in cash, by cheque, demand draft, money order, pay order or postal order.
- Physical Application Forms should not be sent to the Lead Manager/ Registrar/ to a branch of the SCSB which is not a designated branch; instead those are to be submitted only with a designated branch of the SCSB.
- GIR number should not be provided instead of PAN as the application is liable to be rejected.
- Do not apply with an ASBA account that has been used for five or more Applications.
- Do not instruct the SCSBs to release the funds blocked under the ASBA process.
- Investors cannot withdraw their Application post the Issue Closing Date.

**INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT**



**TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES- RIGHTS ISSUES**

| Sr. No | Activity | No. of calendar days |
|---|---|---|
| 1 | Investor grievance received by the lead manager | T |
| 2 | Lead Manager to the offer to identify the concerned intermediary and it shall be endeavoured to forward the grievance to the concerned intermediary/ies on T day istelf | T+1 |
| 3 | The concerned intermediary/ies to respond to the lead manager with an acceptable reply | X |
| 4 | Investor may escalate the pending grievance, if any, to a senior officer of the lead manager of rank of Vice President or above | T+21 |
| 5 | Lead manager, the concerned intermediary/ies and the investor shall exchange between themselves additional information related to the grievance, wherever required | Between T and X |
| 6 | LM to respond to the investor with the reply | Upto X+3 |
| 7 | Best efforts will be undertaken by lead manager to respond to the grievance within T+30 | |

**Nature of investor grievance for which the aforesaid timeline is applicable**

1. Delay in unblocking of funds
2. Non allotment/ partial allotment of securities
3. Non receipt of securities in demat account
4. Amount blocked but application not made
5. Application made but amount not blocked
6. Any other grievance as may be informed from time to time

**Mode of receipt of investor grievance**

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

1. Letter from the investor addressed to the lead manager at its address mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
2. E-mail from the investor addressed to the lead manager at its e-mail address mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
3. On SEBI Complaints Redress System (SCORES) platform.

**Nature of enquiries for which the Lead manager shall endeavour to resolve such enquiries/ queries promptly during the issue period.**

1. Availability of application form, ALoF
2. Availability of offer document
3. Credit and trading in Res; Options available to shareholders relating to REs
4. Process for participating in the issue/ mode of payments
5. List of SCSBs

6. Record Date, Rights Issue Price, RE ratio, Issue Period, date of allotment, date of listing
7. Technical setbacks in services provided by SCSBs/ other payment mechanisms
8. Any other query of similar nature

**RESPONSIBILITIES OF INVESTORS**

- Read the LoF, ALoF, application form, rights entitlement letters and other issue related literature carefully and fully before investing, including the risk factors section.
- Fully understand the terms of investment and timelines involved in the issue process as disclosed in the LoF, ALoF, application form, and issue related literature.
- Consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
- Provide full and accurate information in the application form as maybe required while making an application and when making investor grievances; Also keep records of the same.
- Ensure active demat/ broking account before investing.
- Shareholders should ensure to register E-mail Id with the Company or Depository for timely updates on Corporate actions.
- Keep abreast of material developments relating to the company inter alia by checking the company's website or the websites of the Stock Exchanges including for corporate actions like mergers, de-mergers, splits, rights issue, bonus, dividend etc.

# INVESTOR CHARTER-QUALIFIED INSTITUIONS PLACEMENT (QIPs)

**VISION STATEMENT:**
To continuously earn trust of investors and emerge as solution provider with integrity.

**MISSION STATEMENT:**

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

**DESCRIPTION OF ACTIVITIES / BUSINESS OF THE ENTITY:**
**Act as Lead Manager to QIP**

**SERVICES PROVIDED TO INVESTORS:**

**(1) Select QIBs receive Offer Documents (PPD/ PD):** Preliminary Placement Document ("**PPD**") and Placement Document ("**PD**") contain material information required under applicable laws**.** The PPD and PD are serially numbered and copies the same are circulated only to select QIBs. PPD and PD placed on websites of the relevant Stock Exchange(s) and of the issuer.

**(2) Key terms of the QIP** included in the PPD which is sent to select QIBs on issue opening date, include the following:

- the relevant date (typically the date when the issuer's board of directors or committee of directors duly authorised by the board of directors decides to open the QIP)
- the floor price (determined in terms of the SEBI (ICDR) Regulations)

**(3) QIP Closing Date:** QIBs participating in the QIP should look out for the outcome of the meeting of the board of directors of the issuer or a committee of directors, notifying the date of closure of the QIP and the final QIP price. In this regard, a minimum notice period of at-least 2 working days (excluding the date of notice and the date of meeting) is required to be provided by the issuer under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations.

**(4) Application Process:** QIBs submit the filled-in application forms to the lead managers along with credit of their subscription monies (which is kept in a separate bank account), on or prior to the close of the QIP.

**(5) Allotment:** QIBs should take note of the following regarding allotment pursuant to QIP:

- QIP issue size <= Rs.250 crores; minimum 2 allottees.
- QIP issue size > Rs.250 crores; minimum 5 allottees.
- Minimum 10% to be allotted to mutual funds. However, any unsubscribed portion may be allotted to other QIBs.

- No allotment, either directly or indirectly, to any QIB who is a promoter or any person related to the promoters of the issuer.
- No individual allottee is allowed to have more than 50% of the total amount issued.
- QIB under the same group/ under same control is considered as single allottee.
- On approval of the allotment by the board of directors of the issuer/ committee of directors, QIBs which have received allotment in the QIP receive a serially numbered PD (including the final QIP price, issue period details etc.) and confirmation of allotment note (CAN). Thereafter, the credit of shares to successful allottees takes place.

**(6) Disclosure of list of investors** in the PD and Stock Exchange websites:

- Names of the allottees and the percentage of their post-issue shareholding is disclosed in the PD.
- The names of the allottees are also be mentioned in PAS-3 (ROC form for allotment to be filed by the Company).
- In case, any QIB belonging to the same group/ under same control is allotted more than 5% of the equity shares, their names along with the number of equity shares allotted are disclosed on the websites of the stock exchanges

**(7) Restrictions on Transferability:** QIBs should note that specified securities issued under a QIP are subject to lock-in for 1 year, unless sold on the floor of stock exchange.

**TIMELINES - QIPs**

| Sr. No. | Activity | Timeline for which activity takes place | Information where available/ Remarks |
|---|---|---|---|
| 1 | Issue opening date | Typically the same day when Issuer's Board/ Committee decides to open the issue | Websites of Stock Exchanges; Also disclosed in the PPD, PD |
| 2 | Availability of PPD | Typically available on the same day as when the Issuer's Board/ Committee decides to open the issue | BRLMs circulate serially numbered copies of the PPD to select QIB investors; Copies of PPD also available in the websites of Stock Exchanges and Issuer |
| 3 | Availability of details of Lead Managers, Escrow Bank | Part of PPD, PD, Application Form | Details available in PPD, PD, Application Form |
| 4 | Availability of the Floor Price, key terms of the issue etc. | Part of PPD, PD | Floor Price typically disclosed in the outcome to the Board/ Committee meeting. Floor Price, key terms etc. disclosed in the PPD, PD |
| 5 | Availability of application forms | No later than issue closing | BRLMs circulate application forms to select investors; Sample application form is sometimes also available in the PPD |

| | | | |
|---|---|---|---|
| 6 | Submission of filled-in application forms and subscription monies | No later than issue closing | Application forms submitted by QIB investors to BRLMs; Subscription monies credited to a separate bank account, as per details provided to the QIB investors |
| 7 | Outcome of Issuer's Board or Committee meeting to decide final QIP price; Availability of final QIP price | Post completion of the Board/ Committee meeting | Websites of Stock Exchanges; QIP price also disclosed in the PD and CAN |
| 8 | Issue closing date | Typically the same date as the Issuer's Board or Committee meeting to decide final QIP price | Websites of Stock Exchanges; Also disclosed in the PD |
| 9 | Confirmation of Allocation Note (CAN) and serially numbered PD sent to successful allottees | Typically on the same day as the issue closing or the next day | BRLMs to circulate serially numbered CANs and PDs to successful applicants; CAN includes details of securities allocated to each QIB applicant, issue price and bid amount, probable date of credit of securities to the applicant's demat account |
| 10 | Availability of PD | Typically on the same day as the issue closing or the next day | BRLMs circulate serially numbered copies of the PD to QIB applicants which have received allocation; Copies of PD also available in the websites of Stock Exchanges and Issuer |
| 11 | List of allottees | Part of PD | Included in PD and Form PAS-3 (ROC form for allotment to be filed by the Issuer) |
| 12 | Board/ Committee meeting to approve allotment | Typically the same day as circulation of CANs and PD to successful allottees | Outcome of meeting uploaded on websites of Stock Exchanges |
| 13 | List of allottees allotted more than 5% of the securities offered | Typically given together with the outcome of Board/ Committee meeting for allotment | Websites of the Stock Exchanges |
| 14 | Credit of securities to demat accounts of allottees | Corporate action by Issuer on the same day as | Confirmation of credit to allottees through e-mail/ SMS by DP |

| | | | |
|---|---|---|---|
| | | approval of allotment or next working day | |
| 15 | Commencement of trading | Typically, application to the Stock Exchanges is made at the same time as the corporate action for credit of securities | Notices posted on websites of Stock Exchanges |

**RIGHTS OF INVESTORS**

1. Receive transferable and transmittable equity shares that rank *pari passu* in all respects with the existing equity shares of the Issuer Company.
2. Receive PPD, PD, application form, CAN from the Issuer Company/ Lead Managers.
3. Response to investor queries.
4. All such rights as may be available to a shareholder of a listed public company under the Companies Act, the Memorandum of Association and the Articles of Association.

**DO's and DON'Ts FOR INVESTORS**

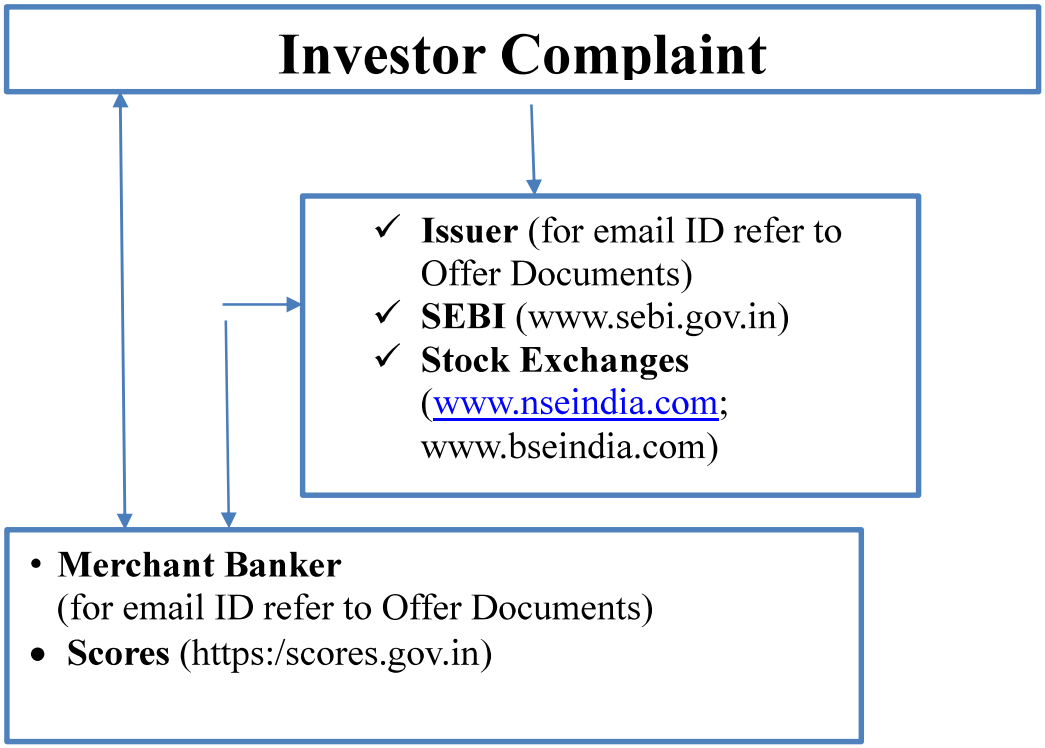
**DO's:**

1. Carefully read through and fully understand the PD, PD, application form, CAN and other issue related documents, and abide by the terms and conditions.
2. Ensure accurate updation of demographic details with depositories - including the address, name, investor status, bank account details, PAN, e-mails addresses, contact details etc.
3. Ensure active demat/ broking account before investing, as securities will be allotted in dematerialized form.
4. EnsEnsure valid QIB registration.
5. Provide full and accurate information in duly filled-in application form.
6. Review Stock Exchange website for the outcome of the meeting of the board/ committee of directors of the Issuer, notifying the date of closure of QIP, the final QIP price etc.
7. Submit duly filled-in application forms to Lead Managers along with credit of the subscription monies, which is kept in a separate bank account on or prior to the close of QIP.
8. Provide accurate information and investor details while making any query.

**DON'Ts**

1. Investors should not sell securities allotted in a QIP during the lock-in period, except on the floor of the Stock Exchanges.
2. Investors should not trade in the securities allotted in a QIP, prior to the receipt of final listing and trading approvals from Stock Exchanges.
3. Investors should not participate in the Issue, if the Investor is not an eligible QIB as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations.
4. Investors should not forward, circulate or distribute the application form, PPD, PD and CAN or any accompanying issue related documents sent to them to any third party.
5. Investors cannot withdraw, modify, cancel or revise their application downwards after the Issue Closing Date.

## INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT




## TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES IN QIPs

| Sr. No | Activity | No. of calendar days |
|---|---|---|
| 1 | Investor grievance received by the lead manager | T |
| 2 | Lead manager to identify the concerned person (company/ intermediary) and it shall be endeavoured to forward the grievance to the said person on T day istelf | T+1 |
| 3 | The company/ concerned intermediary to respond to the lead manager with an acceptable reply | X |
| 4 | Investor may escalate the pending grievance, if any, to a senior officer of the lead manager of rank of Vice President or above | T+21 |
| 5 | Lead manager, the company/ concerned intermediary/ies and the investor shall exchange between themselves additional information related to the grievance, wherever required | Between T and X |
| 6 | LM to respond to the investor with the reply | Upto X+3 |
| 7 | Best efforts will be undertaken by lead manager to respond to the grievance within T+30 | |

**Nature of investor grievance for which the aforesaid timeline is applicable**

1. Delay in refunds, if any
2. Non-allocation/ allotment of securities after receipt of CAN/ payment of application amount
3. Non receipt of securities in demat account
4. Any other grievance as may be informed from time to time

**Mode of receipt of investor grievance**

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

1. Letter from the investor addressed to the lead manager at its address mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
2. E-mail from the investor addressed to the lead manager at its e-mail address mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
3. On SEBI Complaints Redress System (SCORES) platform.

**Nature of enquiries for which the Lead manager shall endeavour to resolve such enquiries/ queries promptly during the issue period.**

1. Process for applying in the QIP and making payments
2. Terms of the QIP, allotment methodology, Issue Period, date of allotment, date of listing
3. Non-receipt of CANs
4. Any other query of similar nature

## RESPONSIBILITIES OF INVESTORS

1. Read the PPD, PD, application form and other issue related literature carefully and fully before investing.
2. Fully understand the terms of investment and timelines involved in the issue process as disclosed in the PPD, PD, application form, and issue related literature.
3. Consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
4. Provide full and accurate information in the application form as maybe required while making an application and when making investor grievances; Also keep records of the same.
5. Ensure active demat/ broking account before investing.
6. Applications using third party bank accounts are liable for rejection.
7. Shareholders should ensure to register E-mail Id with the Company or Depository for timely updates on Corporate actions like dividend, Buyback, takeover etc.
8. Keep themselves informed of material developments relating to the company inter alia by checking the company's website or the websites of the Stock Exchanges including for corporate actions like mergers, de-mergers, splits, rights issue, bonus, dividend etc.

# INVESTOR CHARTER – PREFENTIAL ISSUE

**VISION STATEMENT:**

To continuously earn trust of investors and emerge as solution provider with integrity.

**MISSION STATEMENT:**

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

**DESCRIPTION OF ACTIVITIES / BUSINESS OF THE ENTITY**

Act as merchant banker/advisor for the transaction

**SERVICES PROVIDED FOR INVESTORS**

1. Issuers disclose all matters w.r.t. objects of issue, maximum number of securities etc as stipulated in SEBI Regulations in the explanatory statement attached notice to shareholder
2. Price of the equity shares to be determined as per SEBI Regulations.
3. Information w.r.t. lock-in provisions, considerations payable at the time of allotment, tenor of convertible securities disclosed in the Explanatory Statement
4. Allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of shareholders resolution.

**TIMELINES**

| Sr. No. | Activity | Timeline for which activity takes place | Information where available |
|---|---|---|---|
| 1 | Outcome of the board meeting | 30 mins from completion of board meeting | Website of Company, Stock Exchanges |
| 2 | Advertisement to be made in the principal vernacular language of the district in which the registered office of the company is situated and having a wide circulation in that district and at least once in English language in an English newspaper, having country-wide circulation | 21 days before EGM | Newspapers, website of Company and Stock Exchanges |
| 3 | Relevant Date for determining preferential issue price | 30 days prior to the date of shareholder approval | Notice of EGM sent to shareholder and available of website of Company and Stock Exchanges |
| 4 | Outcome of the board meeting approving allotment | 30 mins from completion of board meeting | Website of Company, Stock Exchanges |

| | | | |
|---|---|---|---|
| 5 | Allotment of Equity shares | within 15 days | Intimation will be sent to all Investors |

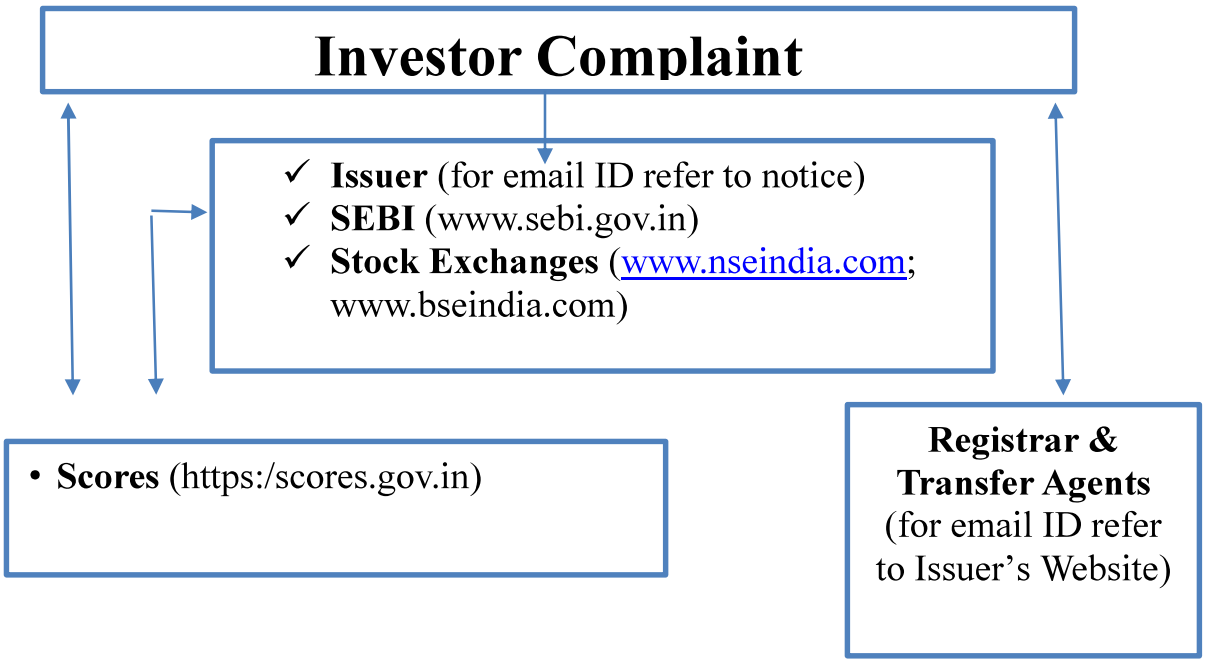
**RIGHTS OF INVESTORS**

1. Receive the notice and the explanatory statement with the required details about the proposed preferential issue
2. Right to seek clarification in accordance with the grievance redressal mechanism policy of the company
3. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the Listing Regulations and the AoA of the Company and other applicable laws

**DO's and DON'Ts FOR INVESTORS**

1. Provide correct and factual details as requested by the Issuer for compliance with requirements under Companies, Act, 2013, SEBI ICDR and other relevant rules and regulations.
2. Pay full consideration at the time of allotment in case of equity shares. In case of warrants, pay at least 25% of the consideration at the time of allotment
3. Not delay in making the payments.
4. Ensure that payment is done only from the allottee's bank account.

**INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT**



**TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES - PREFERENTIAL ISSUE**

| Sr. No | Activity | No. of calendar days |
|---|---|---|
| 1 | Investor grievance received by the Issuer and/or the RTA | T |
| 2 | The Issuer and/or the RTA to respond to the investor with an acceptable reply | T+10 |
| 3 | The Issuer and/or the RTA and the investor shall exchange between themselves additional information related to the grievance, wherever required | Between T and T+10 |
| 4 | In case any further coordination / information is required by Issuer / RTA, final response to the investor should be sent | Up to T+20 |
| 5 | Best efforts will be undertaken by Merchant bank to respond to the grievance within T+30 | |

**Note:**

**It is not mandatory for the Issuer to appoint a Merchant Banker or any other entity as Advisor or Arranger for the Preferential Issue and even if appointed, they are NOT involved in the entire process of Issuance. Hence the Investors will have to take up their grievance/s directly with the Company AND /OR RTAs.**

**Nature of investor grievance for which the aforesaid timeline is applicable**

1. Delay in refunds, if any
2. Non-receipt of notice or other relevant communication
3. Non receipt of securities in demat account
4. Any other grievance as may be informed from time to time

**Mode of receipt of investor grievance**

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

1. Letter from the investor addressed to the merchant bank at its address mentioned in any relevant communication, detailing nature of grievance, details of application, details of bank account, date of application etc
2. E-mail from the investor addressed to the merchant bank at its e-mail address mentioned in the in the notice or any other relevant communication, detailing nature of grievance, details of application, details of bank account, date of application etc
3. On SEBI Complaints Redress System (SCORES) platform.

**Nature of enquiries for which the Merchant bank/Advisor/ Arranger shall endeavour to resolve such enquiries/ queries promptly during the issue period.**

1. Process for applying in the issue and making payments
2. Terms of the issue, pricing, allotment methodology, issue period, date of allotment, date of listing
3. Any other query of similar nature

**RESPONSIBILITIES OF INVESTORS**

1. Stockholders should read notice and other related literature carefully.
2. Investor shall comply with regulatory requirement including investment limit under which it is governed for example insurance companies, FPIs, Mutual Funds etc before investing in listed companies.
3. Investor shall obtain required approval, if any before making investment
4. Investors should fully understand the terms of investment and timelines involved in the issue process as disclosed in the offer document, application form, and issue related literature.
5. Investor to confirm and ensure that it is not directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from directly or indirectly acquiring the Equity Shares.
6. Investor to confirm that it is not declared as wilful defaulter as per RBI circular.
7. Investor shall transfer subscription money to Company in reasonable time to ensure allotment get completed in 15 days from the date of special resolution.
8. Investor should consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
9. Investors should provide full and accurate information in the application form as maybe required while making an application and keep records of the same.
10. Shareholders should ensure to register E-mail Id with the Company or Depository for timely updates on Corporate actions like dividend, Buyback, Takeover etc.

# INVESTOR CHARTER- SME IPOs & FPOs (including OFS)

**VISION STATEMENT:**

To continuously earn trust of investors and emerge as solution provider with integrity.

**MISSION STATEMENT:**

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

**DESCRIPTION OF ACTIVITIES / BUSINESS OF THE ENTITY**

**IPOs & FPOs for SME – Act as a Merchant Banker to the Issuer / Selling Shareholder**

**DETAILS OF SERVICES PROVIDED TO INVESTORS**

1. Upload Draft Offer Document on Stock Exchange (s) / Lead Managers Website. and also upload RHP/Prospectus SEBI / Stock Exchanges / Lead Managers Website
2. Disclose a summary statement in draft offer document of price performance of immediately preceding past 10 public issues handled by lead managers in the current and two immediately preceding financial years
3. Disclose on lead managers' website the track record of the performance of the public issues managed by them for a period of three financial years from the date of listing for each public issue managed by the Lead Manager
4. Publish details of anchor investor allocation on the website of stock exchanges before the issue opens for public subscription.
5. Keep Issue Open for a Period of 3 working days (extendable up to maximum 10 working days)
6. Ensure material contracts and documents are available for inspection as per details in Offer Document
7. If floor price or price band not disclosed in the red herring prospectus, publish price band advertisement in newspaper at least two working days before the opening of the issue and upload on SEBI / Stock Exchanges Website
8. Ensure the relevant financial ratios are disclosed in the price band announcement and pre-filled application forms are available on the websites of the stock exchange(s).
9. Listing and the commencement of trading of the Equity Shares on the Stock Exchanges within six Working Days of the Offer Closing Date or such other time as may be prescribed by SEBI.
10. Publish advertisement details of subscription, basis of allotment, date of credit of specified securities and date of filing of listing application, etc. within ten days from the date of completion of the each activity.

| TIMELINES - SME IPOs & FPOs (including OFS) | | | |
|---|---|---|---|
| **Sr. No.** | **Activity** | **Timeline for which activity takes place** | **Information where available** |
| 1 | Filing of draft offer document by company | 0 | Websites of SEBI, Stock Exchanges, Lead Managers |
| 2 | Details of anchor investors allocation | 1 day before issue opening date | Stock Exchanges website |
| 3 | Issue opening date | 3 working days after filing RHP with RoC | Stock Exchanges website |
| 4 | Availability of application forms | Till issue closure date | Stock Exchanges website |
| 5 | Availability of material documents for inspection by investors | Till issue closure date | Address given in Offer Document |
| 6 | Availability of General Information Document | Till issue closure date | LM website and stock exchange website |
| 7 | Price Band Advertisement | 2 working days prior to issue opening date | - |
| 8 | Delay in unblocking ASBA Accounts | More than 4 working days | Compensation to investor @ Rs. 100/day by intermediary causing delay |
| 9 | Advertisement on subscription and basis of allotment | Within 10 days | Newspaper advertisement |
| 10 | Allotment status and allotment advice | Completion of basis of allotment | By email / post |

**RIGHTS OF INVESTORS**

1. Investors can request for a copy of the offer document and / or application form and the same shall be provided by the issuer/ Lead Manager(s).
2. Retail investors are allowed to cancel their bids before issue closing date. Institutional and Non-institutional investors are allowed to modify and only upward revise their bids during the period the issue is open.
3. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four working days from the offer closing date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four working days from the offer closing date, by the intermediary responsible for causing such delay in unblocking.

4. Investors get email and sms messages w.r.t. allotment status and allotment advice is sent in through email / physical to successful allottees post completion of basis of allotment.
5. If allotted shares, all Rights as a Shareholder (as per Offer Document)

**DOS AND DON'TS FOR THE INVESTORS**

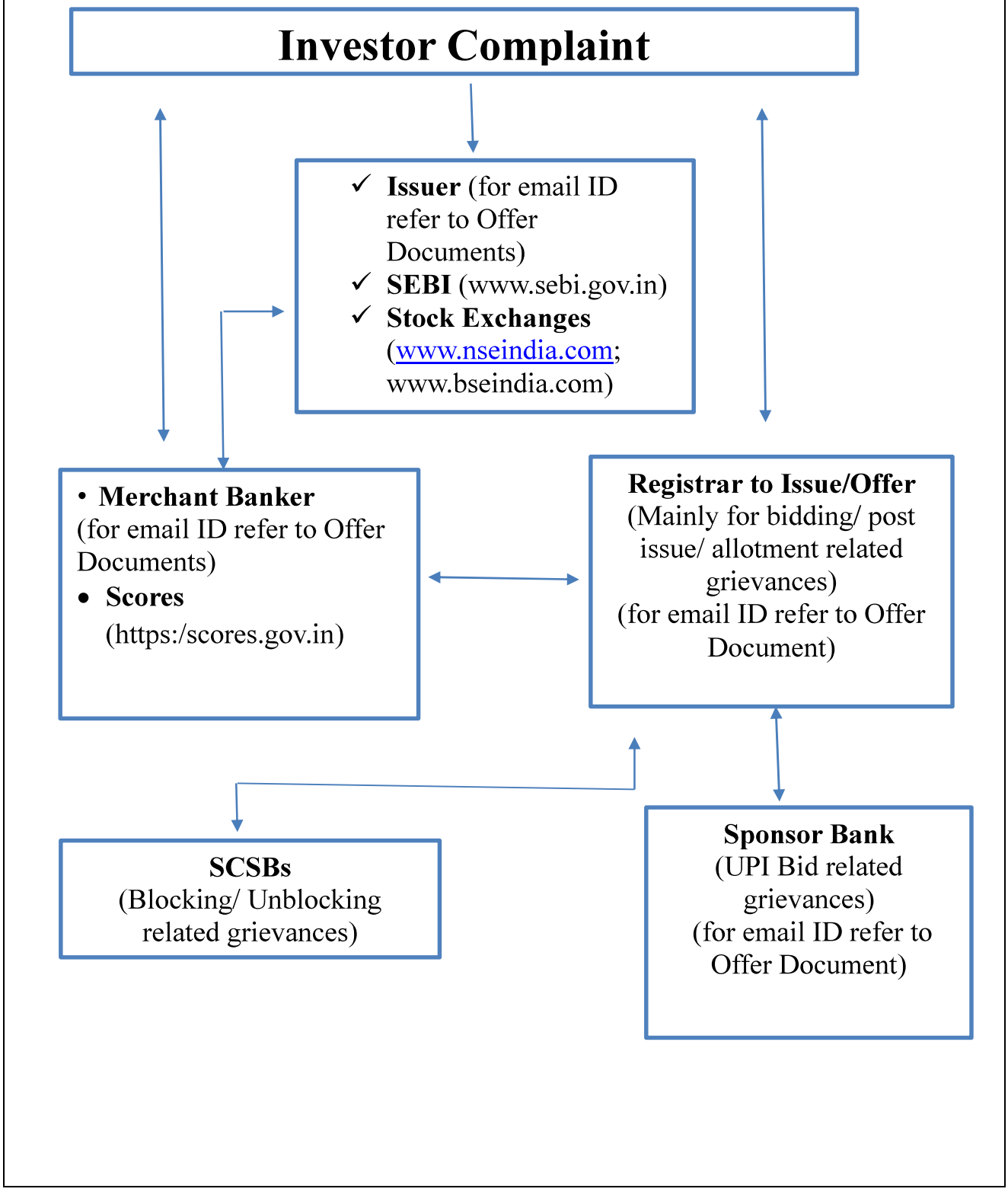
**Dos**

1. Check Eligibility in the RHP and under applicable law, rules, regulations, guidelines and approvals.
2. Submission of Bids – only ASBA (other than Anchor Investors) Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form
3. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time
4. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries
5. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant
6. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database

**Don'ts**

1. Do not Bid for lower than the minimum Bid size
2. Do not submit the Bid for an amount more than funds available in your ASBA account
3. If you are a Retail bidder and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID
4. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID
5. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price
6. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/ Offer Closing Date

**INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT**



**TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES IN IPOs /FPOs)**

| Sr. No | Activity | No. of calendar days |
|---|---|---|
| 1 | Investor grievance received by the lead manager | T |
| 2 | Manager to the offer to identify the concerned intermediary and it shall be endeavoured to forward the grievance to the concerned intermediary/ies on T day itself | T+1 |
| 3 | The concerned intermediary/ies to respond to the lead manager with an acceptable reply / proof of resolution | X |
| 5 | Lead manager, the concerned intermediary/ies and the investor shall exchange between themselves additional information related to the grievance, wherever required | Between T and X |
| 4 | LM to reply to the investor with the reply / proof of resolution | X+3 |
| 5 | Best efforts will be undertaken by lead manager to resolve the grievance within T+30 | |

**Nature of investor grievance for which the aforesaid timeline is applicable**

1. Delay in unblocking of funds
2. Non allotment / partial allotment of securities
3. Non receipt of securities in demat account
4. Amount blocked but application not bid
5. Application bid but amount not blocked
6. Any other nature as may be informed from time to time

**Mode of receipt of investor grievance**

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

1. Letter from the investor addressed to the lead manager at its address mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
2. E-mail from the investor addressed to the lead manager at its e-mail ID mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
3. On SEBI Complaints Redress System (SCORES) platform.

**Nature of enquiries for which the lead manager shall respond to / escalated promptly**

1. Availability of application form
2. Availability of offer document
3. Process for participating in the issue / mode of payments
4. List of SCSBs / syndicate members
5. Date of issue opening / closing / allotment / listing
6. Technical setbacks in net-banking services provided by SCSBs / UPI mechanism
7. Any other query of similar nature

**RESPONSIBILITIES OF INVESTORS (EXPECTATIONS FROM THE INVESTORS)**

1. Read and understand the terms of offer documents, application form, and issue related literature carefully and fully before investing.
2. Consult own tax consultant with respect to the specific tax implications
3. Provide full and accurate information in the application form as maybe required while making an application and keep records of the same.
4. Ensure active demat/ broking account before investing.
5. Ensure correctness of all Demographic Details Bidder's address, name of the Bidder's father or husband, investor status, occupation, bank account details, PAN and UPI ID
6. Provide full and accurate details when making investor grievances to merchant bankers.
7. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Form, or (ii) the UPI ID (in case of retail investors), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Applications made by retail investors using third party bank account or using third party linked bank account UPI ID are liable for rejection.
8. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Retail investors using UPI Mechanism, shall submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

**9.** After the company is listed it has to keep the investors informed of material developments through its page on the stock exchange website including for corporate actions like mergers, de-mergers, splits, rights issue, bonus, dividend etc. Investors should regularly check for such information on the stock exchange website.

# INVESTOR CHARTER- BUYBACK OF SECURITIES

**VISION STATEMENT:**
To continuously earn trust of investors and emerge as solution provider with integrity.

**MISSION STATEMENT:**

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

**DESCRIPTION OF ACTIVITIES / BUSINESS OF THE ENTITY**
**Act as Manager to the Offer of Buyback of securities**.

**SERVICES PROVIDED FOR INVESTORS**

1. Advertisement is published in one English National Daily, one Hindi National Daily and one Regional language daily, at the place where the Registered Office of the company is situated;
2. Detailed process and methodology disclosed in the:
   a. public announcement in case of buyback through open market; and
   b. Letter of offer along with details of buying broker through which settlement takes place;
3. Physical Shareholders can also participate in the tender offer buyback by submitting documents disclosed in the public announcement and/or letter of offer; Physical Shareholders can participate in the open market buyback after dematerialising their Shares
4. All eligible shareholders may place orders in the Acquisition Window provided by stock exchange, through their respective stock brokers;
5. Post closure, offer closing advertisement is published.

**A. TIMELINES - BUYBACK (OPEN MARKET)**

| Sr. No. | Activity | Timeline for which activity takes place | Information where available |
|---|---|---|---|
| 1 | Public Announcement | Within 2 WDs from Board or Shareholder's meeting in which buyback proposal is approved | Website of SEBI, Stock Exchanges & Company |
| 2 | Opening of offer | Within 7 WDs from PA | Website of Stock Exchanges |
| 3 | Securities bought back | Daily basis till closure of offer | Website of Stock Exchanges and Company |
| 4 | Closure of offer | Earlier of:<br>Six months; or<br>Total buyback size utilised; or<br>50% of total buyback size utilised and board of directors chooses to close | Website of Stock Exchanges |
| 5 | Acceptance of Equity Shares | Upon the relevant pay out by Stock Exchanges | Website of Stock Exchanges |

| | | | |
|---|---|---|---|
| 6 | Verification of acceptances | Within 15 days from payment date | NA |
| 7 | Extinguishment of security certificates | on or before 15th day of the succeeding month but not later than 7 days of expiry of Buyback Period | Website of Stock Exchanges and Company |
| 8 | Post Offer Advertisement | Within two working days from expiry of buyback period | Website of SEBI, Stock Exchanges & Company |

**B. TIMELINES BUYBACK (TENDER METHOD)**

| Sr. No. | Activity | Timeline for which activity takes place | Information where available |
|---|---|---|---|
| 1 | Public Announcement | Within 2 WDs from Board or Shareholder's meeting in which buyback proposal is approved | Website of SEBI, Stock Exchanges & Company |
| 2 | Dispatch of Final Letter of Offer to Shareholders | Within 5 WDs from the date of receipt of observation letter from SEBI | Website of SEBI, Stock Exchanges & Company |
| 3 | Opening of offer | Within 5 WDs from the date of dispatch .The offer shall be kept open for 10 WDs | Website of Stock Exchanges |
| 4 | Availability of Tender form | Till the closure of offer | Website of SEBI, Stock Exchanges & Company |
| 5 | Availability of material documents for inspection by Shareholders | Till the closure of offer | Address is given in the letter of offer |
| 6 | Modification/cancellation of orders and multiple bids from a single Eligible Shareholder | Till the closure of offer | NA |
| 7 | Closure of offer | 10th WDs | Website of Stock Exchanges |
| 8 | Acceptance and Settlement of shares | Within 7 WDs | NA |
| 9 | Extinguishment of security certificates | Within 15 days from Acceptance date but not later than 7 days of expiry of Buyback Period | Website of Stock Exchanges |

**RIGHTS OF INVESTORS**

1. In case of any grievances relating to the Buyback (including non - receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach either of the Compliance Officer, Manager to the Buyback, Registrar to the Buyback for redressal thereof.
2. Shareholders have rights to inspect the material documents as listed out in the letter of offer during the tendering period.

**DO's and DON'Ts FOR INVESTORS**

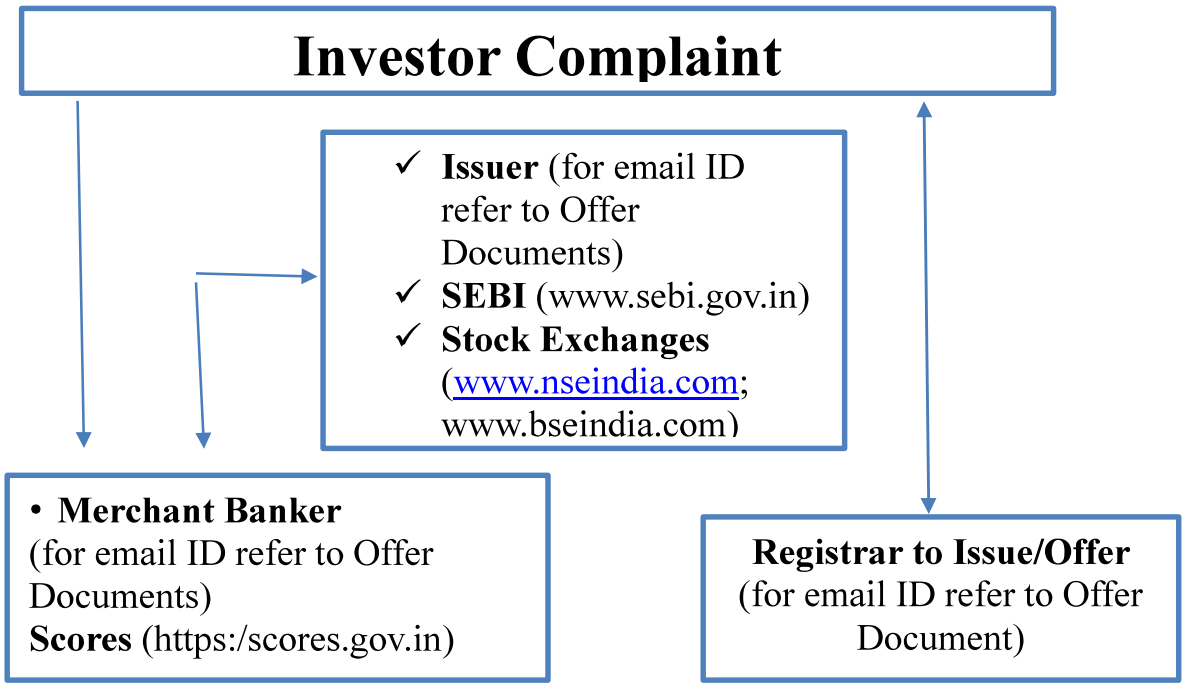
**Dos**

1. Ensure to submit Tender Forms on time; Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to their Seller Member the details of Equity Shares they intend to tender under the Buyback.
2. Ensure the demat account and the PAN belong to the same eligible shareholder;
3. In case shares are held in physical Form, shareholder should ensure that the correct share certificates are attached along with the Tender Form
4. Ensure that the signatures registered with the Company and the signature on the Tender Form are the same.

**Don'ts**

1. The tender form and other relevant documents should not be sent to the company or to the manager to the buyback.
2. It is not mandatory for eligible shareholders holding and tendering equity shares in demat form to submit the tender form and the Transaction Registration Slip (TRS) given by the Broker on bidding of offer
3. The Equity Shares tendered by Shareholders holding Demat Shares or Physical Shares would be liable to be rejected if the grounds mentioned in Offer Document are not complied with.

**INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT**



## TIMELINES FOR RESOLUTION OF SHAREHOLDER GRIEVANCES IN BUYBACK

| Sr. No | Activity | No. of calendar days |
|---|---|---|
| 1 | Shareholder grievance received by the manager to the offer | T |
| 2 | Manager to the offer to identify the concerned intermediary and it shall be endeavoured to forward the grievance to the concerned intermediary/ies on T day itself | T+1 |
| 3 | The concerned intermediary/ies to respond to the manager to the offer with an acceptable reply | X |
| 4 | Shareholder may escalate the pending grievance, if any, to the functional head / head of department of manager to the offer | T+21 |
| 5 | Manager to the offer, the concerned intermediary/ies and the Shareholder shall exchange between themselves additional information related to the grievance, wherever required | Between T and X |
| 6 | Manager to the offer to respond to the Shareholder with the reply | X+3 |
| 7 | Best efforts will be undertaken by manager to the offer to respond to the grievance within T+30 | |

**Nature of shareholder grievance for which the aforesaid timeline is applicable**

1. Delay in receipt of consideration upon acceptance of shares
2. Any other grievance as may be informed from time to time

**Mode of receipt of shareholder grievance**

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

1. Letter from the shareholder addressed to the manager to the offer at its address mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
2. E-mail from the shareholder addressed to the manager to the offer at its e-mail ID mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
3. On SEBI Complaints Redress System (SCORES) platform.

**Nature of enquiries for which the Manager to the offer shall endeavour to resolve such enquiries/ queries promptly during the offer period.**

1. Availability of Form of acceptance cum acknowledgement
2. Availability of offer document
3. Process for tendering of shares in the offer
4. Date of offer opening/ closing/ acceptance and settlement of shares
5. Any other query of similar nature

**RESPONSIBILITIES OF INVESTORS**

1. Shareholders should keep abreast of corporate announcement made for corporate action like takeover, buyback, dividend, bonus, splits etc.
2. For buyback through:
    a. open market method, shareholders can refer public announcement to understand the no. of shares, quantum, objective of buyback and maximum buyback price; and
    b. tender method, shareholders can refer public announcement and letter of offer to understand no. of shares, quantum, objective of buyback, entitlement ratio and buyback price;
3. Documents related to buyback are made available on the websites of Company, SEBI, Stock Exchange(s) and Investors should read the details carefully
4. Shareholders should read letter of offer and public announcement carefully and fully before tendering their shares including its taxation effects
5. Shareholders should ensure that their demat account is active.

# INVESTOR CHARTER- DELISTING OF EQUITY SHARES

**VISION STATEMENT:**
To continuously earn trust of investors and emerge as solution provider with integrity.

**MISSION STATEMENT:**

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

**DESCRIPTION OF ACTIVITIES / BUSINESS OF THE ENTITY**
**Act as Managers to the Offer of Delisting of Equity Shares.**

**SERVICES PROVIDED FOR INVESTORS**

1. Public Announcement is given in English, Hindi and Regional Newspapers;
2. Letter of offer is dispatched through speed post/registered post/courier or email etc.
3. Background of Acquirer/PAC, object of the delisting, floor price, status of frequently or infrequently traded, high low prices for the last 3 years and 6 months preceding the month of Public Announcement disclosed to help shareholders make informed decision;
4. Merchant banker and the Registrar to the resolve any query in relation to non-receipt of letter of offer, tender form, process of tendering of shares for shares held in demat form vis-a-vis shares held in physical form etc.
5. Detailed process for tendering of shares and procedure for acceptance and settlement of shares is disclosed in the letter of offer;
6. Facility to check the status of shares tendered on real time basis during the tendering period on the website of stock exchange;
7. Facility for Physical Shareholders to participate in the delisting process by submitting documents disclosed in the letter of offer;
8. All eligible shareholders may place orders in the Acquisition Window provided by stock exchange, through their respective stock brokers;
9. Post closure of delisting, offer closing advertisement given in the same newspapers wherein facts of the offer whether success or failure, discovered price, date of acceptance and settlement are disclosed.

**TIMELINES - DELISTING**

| Sr. No. | Activity | Timeline for which activity takes place | Information where available |
|---|---|---|---|
| 1 | Shareholder's Approval | Within 45 days from obtaining approval of Board of Directors | Website of Stock Exchanges & Company |
| 2 | Detailed Public Announcement | Within 1 WD of receipt of In-Principle Approval | Website of Stock Exchanges & Company |
| 3 | Dispatch of Letter of Offer | Within 2 WDs of Public Announcement | Website of Stock Exchanges & Company |

| | | | |
|---|---|---|---|
| 4 | Offer Opening | Within 7 WDs from detailed public announcement | NA |
| 5 | Availability of letter of offer and Form of Acceptance | Till issue closure date | Website of Stock Exchanges & Company |
| 6 | Availability of material documents for inspection by Shareholders | Till issue closure date | Address given in Letter of Offer |
| 7 | Closing of the Delisting offer | On 5th WDs | Stock Exchanges website |
| 8 | Acceptance and Settlement of Shares | Within 5 WDs from post offer public announcement or through secondary market settlement mechanism as the case may be | Stock Exchanges website |
| 9 | Date of post offer advertisement | Within 2 WDs of closure of bidding period | Website of Stock Exchanges & Company |
| 10 | Dispatch of Exit letter to residual shareholders | After delisting order of stock exchange and remains valid for 1 year | Website of Company |

## RIGHTS OF INVESTORS

1. All the Public Shareholders registered or unregistered, who own fully paid equity shares of the Company any time before the closure of the Open Offer are eligible to participate in the Open Offer.
2. Rights to inspect the material documents as listed out in the letter of offer during the tendering period.
3. Shareholders can obtain letter of offer along with tender forms from the Registrar to the offer or Manager to the offer and can also download from the website of the Stock Exchanges.

## DO's and DON'Ts FOR INVESTORS

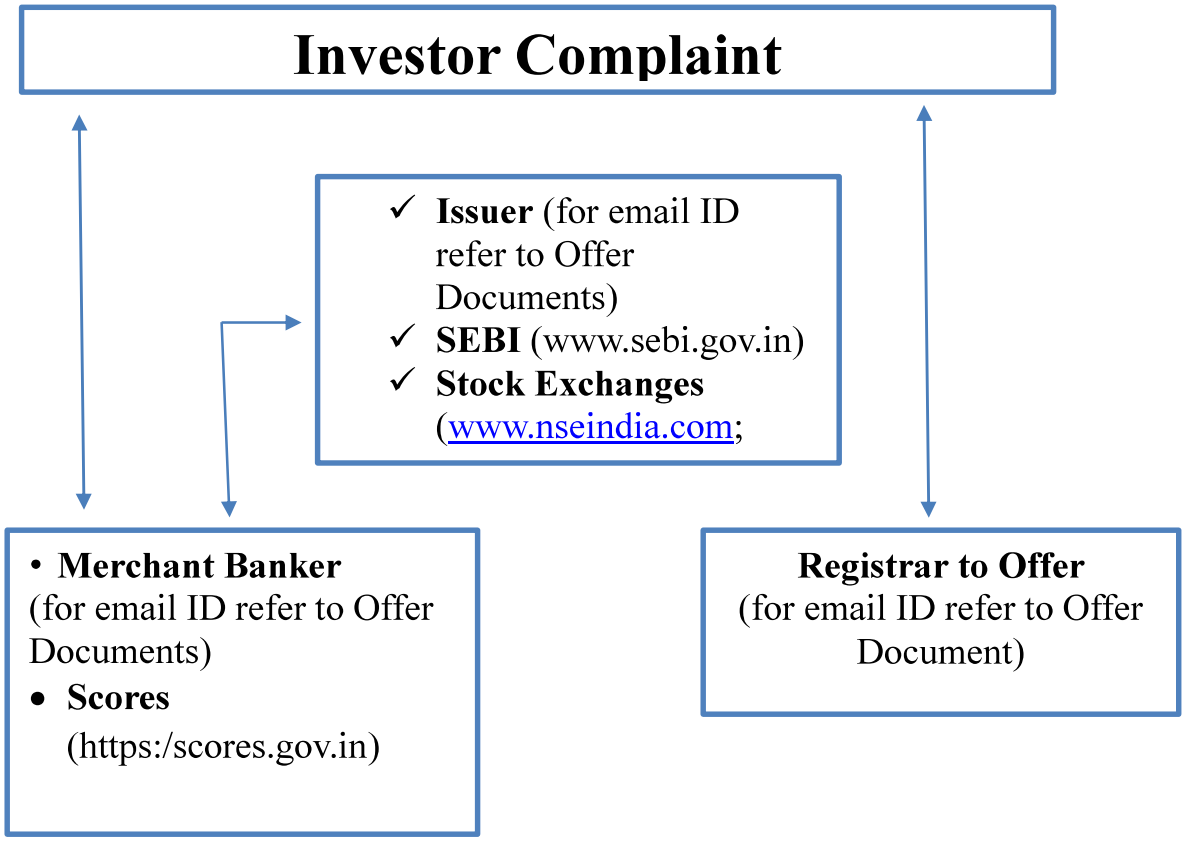
**Dos**

1. Ensure completed Tender Forms are submitted within the period stipulated in the Letter of Offer;
2. Ensure the demat account and the PAN belong to the same eligible shareholder;
3. In case shares are held in physical Form, shareholder should ensure that the correct share certificates are attached along with the Tender Form
4. Ensure that the signatures registered with the Company and the signature on the Tender Form are the same.
5. In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before Offer Closing Date.

**Don'ts**

1. Offer by Shareholders will be rejected if the terms and process mentioned in the Letter of Offer are not followed
2. Shareholders who are holding Physical Shares as on the Record Date should not submit incomplete Tender Form and other documents for placing their bid in demat form;
3. There should be no name mismatch in the demat account of the Eligible Shareholder and PAN; or
4. There should not be any restraint order of a Court/any other competent authority for transfer/disposal/ sale
5. The title to the Equity Shares should not be under dispute and there should not be any restraint.

**INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT**



## TIMELINES FOR RESOLUTION OF SHAREHOLDER GRIEVANCES IN DELISTING

| Sr. No | Activity | No. of calendar days |
|---|---|---|
| 1 | Shareholder grievance received by the manager to the offer | T |
| 2 | Manager to the offer to identify the concerned intermediary and it shall be endeavoured to forward the grievance to the concerned intermediary/ies on T day itself | T+1 |
| 3 | The concerned intermediary/ies to respond to the manager to the offer with an acceptable reply | X |
| 4 | Shareholder may escalate the pending grievance, if any, to the functional head / head of department of manager to the offer | T+21 |
| 5 | Manager to the offer, the concerned intermediary/ies and the Shareholder shall exchange between themselves additional information related to the grievance, wherever required | Between T and X |
| 6 | Manager to the offer to respond to the Shareholder with the reply | Upto X+3 |
| 7 | Best efforts will be undertaken by manager to the offer to respond to the grievance within T+30 | |

**Nature of shareholder grievance for which the aforesaid timeline is applicable**

1. Delay in receipt of consideration upon acceptance of shares
2. Any other grievance as may be informed from time to time

**Mode of receipt of shareholder grievance**

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

1. Letter from the shareholder addressed to the manager to the offer at its address mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
2. E-mail from the shareholder addressed to the manager to the offer at its e-mail ID mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
3. On SEBI Complaints Redress System (SCORES) platform.

**Nature of enquiries for which the Manager to the offer shall endeavour to resolve such enquiries/ queries promptly during the offer period.**

1. Availability of Form of acceptance cum acknowledgement
2. Availability of offer document
3. Process for tendering of shares in the offer
4. Date of offer opening/ closing/ acceptance and settlement of shares
5. Any other query of similar nature

**RESPONSIBILITIES OF INVESTORS**

1. Shareholders should keep abreast of corporate announcement for takeover, buyback, dividend, bonus, splits etc.
2. Shareholders should read public announcement and letter of offer carefully including taxation related issues;
3. Shareholders should ensure that their demat account is active.
4. Shareholders should ensure that the bank account registered with their DP is active for receiving the payment against tendered shares on time.

## INVESTOR CHARTER- SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS

**VISION STATEMENT:**

To continuously earn trust of investors and emerge as solution provider with integrity.

**MISSION STATEMENT:**

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

**DESCRIPTION OF ACTIVITIES / BUSINESS OF THE ENTITY**

**Act as Managers to Offer of Takeover of existing listed Company by an acquirer**

**SERVICES PROVIDED FOR INVESTORS**

1. Letter of offer is dispatched through speed post/registered post/courier or email etc.
2. Detailed Public Statement, Offer Opening Advertisement, Independent Director's recommendation is published in the English, Hindi and Regional newspapers;
3. Background of Acquirer/PAC, object of the offer, offer price, status of frequently or infrequently traded, underlying transaction triggering open offer disclosed in the Offer Documents to enable shareholders take informed decision;
4. Merchant banker and the Registrar to the offer to help resolve any query in relation to non-receipt of letter of offer, tender form, process of tendering of shares for shares held in demat form viz-a-viz shares held in demat form etc.
5. Detailed process for tendering of shares and procedure for acceptance and settlement of shares is disclosed in the letter of offer;
6. Recommendation of independent directors of the target company published in the newspapers to enable shareholders make an informed decision;
7. Facility for Physical Shareholders to participate in the takeover process by submitting documents disclosed in the letter of offer;
8. All eligible shareholders may place orders in the Acquisition Window provided by stock exchange, through their respective stock brokers;
9. Offer closing advertisement is published in the newspapers.

| **TIMELINES - TAKEOVER** | | | |
|---|---|---|---|
| **Sr. No.** | **Activity** | **Timeline for which activity takes place** | **Information where available** |
| 1 | Filing of Public Announcement | 0 | Website of SEBI, Stock Exchanges |
| 2 | Filing of Detailed Public Statement | Within 5 WDs of filing PA with SEBI, Stock Exchange and Target Company | Website of SEBI, Stock Exchanges |
| 3 | Dispatch of Letter of Offer | Within 7 working days of receipt of observation letter from SEBI | Website of SEBI, Stock Exchanges |

| | | | |
|---|---|---|---|
| 4 | Publication of Independent Director's recommendation | 2 WDs prior to commencement of tendering period | Website of SEBI, Stock Exchanges |
| 5 | Offer Opening Ad | 1 WDs prior to commencement of tendering period | Website of SEBI, Stock Exchanges |
| 6 | Offer Opens | not later than 12 WDs from the date of receipt of observation letter from SEBI | Website of Stock Exchanges |
| 7 | Availability of letter of offer and Form of Acceptance | Till offer closure date | Website of SEBI, Stock Exchanges |
| 8 | Availability of material documents for inspection by Shareholders | Till offer closure date | Address given in Letter of Offer |
| 9 | Closure of offer | Within 10 WDs of opening | Stock Exchanges website |
| 10 | Acceptance and Settlement of shares | Within 10 WDs of closure | Stock Exchanges website |
| 12 | Date of post offer advertisement | Within 5 WDs of payment to shareholders | Website of SEBI, Stock Exchanges |

**RIGHTS OF INVESTORS**

1. All the Public Shareholders, who own fully paid equity shares of the Target Company any time before the closure of the Open Offer are eligible to participate in the Open Offer.
2. Shareholders have rights to inspect the material documents as listed out in the letter of offer during the tendering period.
3. Shareholders can obtain letter of offer along with tender forms from the Registrar to the offer or Manager to the offer and can also download from the website of the Stock Exchanges.

**DO's and DON'Ts FOR INVESTORS**

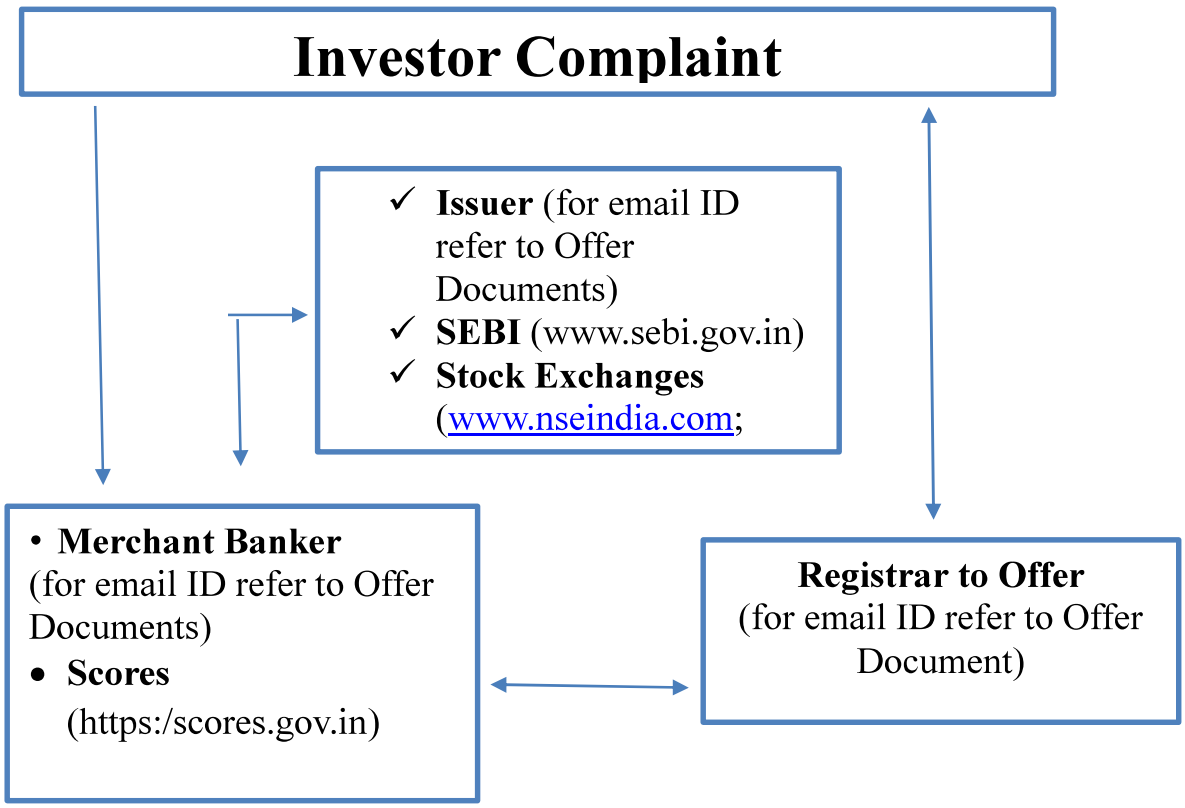
**Dos**

1. Ensure to submit tender forms on time;
2. Ensure the demat account and the PAN belong to the same eligible shareholder;
3. Physical shareholder should ensure that the correct share certificates are attached along with the Tender Form
4. Ensure that the signatures registered with the Company and the signature on the Tender Form are the same.
5. In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before Offer Closing Date.

**Don'ts**

1. Offer from shareholders will be rejected if the terms or the process mentioned in the Letter Of Offer is not followed
2. Shareholders who are holding Physical Shares as on the Record Date should not submit incomplete Tender Form and other documents for placing their bid in demat form;
3. There should be no name mismatch in the demat account of the Eligible Shareholder and PAN; or
4. There should not be any restraint order of a Court/any other competent authority for transfer/disposal/ sale
5. The title to the Equity Shares should not be under dispute and there should not be any restraint.

**INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT**



## TIMELINES FOR RESOLUTION OF SHAREHOLDER GRIEVANCES IN TAKEOVER

| Sr. No | Activity | No. of calendar days |
|---|---|---|
| 1 | Shareholder grievance received by the manager to the offer | T |
| 2 | Manager to the offer to identify the concerned intermediary and it shall be endeavoured to forward the grievance to the concerned intermediary/ies on T day itself. | T+1 |
| 3 | The concerned intermediary/ies to respond to the manager to the offer with an acceptable reply | X |
| 4 | Shareholder may escalate the pending grievance, if any, to the functional head / head of department of manager to the offer | T+21 |
| 5 | Manager to the offer, the concerned intermediary/ies and the Shareholder shall exchange between themselves additional information related to the grievance, wherever required | Between T and X |
| 6 | Manager to the offer to respond to the Shareholder with the reply | Upto X+3 |
| 7 | Best efforts will be undertaken by manager to the offer to respond to the grievance within T+30 | |

**Nature of shareholder grievance for which the aforesaid timeline is applicable**

1. Delay in receipt of consideration upon acceptance of shares
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**Mode of receipt of shareholder grievance**

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

1. Letter from the shareholder addressed to the manager to the offer at its address mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
2. E-mail from the shareholder addressed to the manager to the offer at its e-mail ID mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
3. On SEBI Complaints Redress System (SCORES) platform.

**Nature of enquiries for which the Manager to the offer shall endeavour to resolve such enquiries/ queries promptly during the offer period.**

1. Availability of Form of acceptance cum acknowledgement
2. Availability of offer document
3. Process for tendering of shares in the offer
4. Date of offer opening/ closing/ acceptance and settlement of shares
5. Any other query of similar nature

**RESPONSIBILITIES OF INVESTORS**

1. Shareholders should read letter of offer including the Risk factors mentioned therein.
2. Shareholders can refer to the corporate announcement made by the Target Company for corporate actions.
3. Shareholders are also expected to understand tax implications arising out of proposed offer.
4. Shareholders should ensure that their demat account is active and up to date so as to tender the shares in the hassle-free manner.
5. Shareholders should ensure that the bank account registered with their Depository Participant is active for receiving the payment against tendered shares on time.