INVESTOR CHARTER FOR PRIVATE PLACEMENT OF DEBT SECURITIES

VISION STATEMENT:

To continuously earn trust of investors and emerge as a 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 Arranger to Private Placement, if appointed by the Issuer;

DETAILS OF SERVICES PROVIDED TO INVESTORS:

1. Issuers disclosure of all covenants of the issue (including side letters, accelerated payment clause, etc.) in the placement memorandum.
2. Issuers may assist non-QIB Investors to register on the electronic bidding provider platform as a one-time exercise

TIMELINES:

Sr. No.	Activity	Timeline for which activity takes place	Information where available/ Remarks
1	Company to make intimation to the stock exchange(s) at least two business days prior to the passing of the Board resolution in relation to the Issue.	Two days prior to the board resolution	Stock exchange
2	Board resolution for approving the issuance (shareholder's approval is not required for private placement of debt if the issuance is within the borrowing limits under Section 180(1)(c) of the Companies Act).	Within 30 minutes	Stock exchange
3	Investor needs to do register on the EBP platform.	At least two days before the scheduled date of bidding.	Stock exchange

Sr. No.	Activity	Timeline for which activity takes place	Information where available/ Remarks
4	Companies with issue size of Rs. 50[1] crore and above will have to register themselves on the EBP mechanism of the Stock exchange(s) and the entire process-right from uploading of information memorandum, mapping of investors/ arrangers, bidding, pay-ins, allocation will happen through the EBP mechanism.	Two days before the scheduled date of bidding.[2]	Stock exchange
5	Issue opens and closes	Issue should remain open for minimum one hour.	Stock exchange
6	Issuer to conduct committee/ board meeting to identify the investors and issue the private placement offer letter to the identified investors.	Within one hour of the closure of bidding	-
7	Allotment and receipt of funds	To be completed by the investors latest within two working days of closure of issue.	-
8	Filing of listing application and obtaining trading approval from the stock exchange(s).	To be completed latest within four trading days of closure of issue.[3]	Stock exchange

RIGHTS OF INVESTORS:

1. Receive clear, accurate and easy to understand, issue related documents from the Issuer in order to make a well informed investment decision.
2. Material modification in the structure of debt securities shall be made by the Issuer only after obtaining the consent of the requisite majority of investors.
3. Right to attend meetings as and when such meetings are called by the debenture trustees.
4. Right of free transferability (or early redemption under the Liquidity Window facility framework, if opted by the Issuer[4]), nomination subject to applicable laws and regulations.
5. Such other rights, as may be available to the holder of securities under the Companies Act, the SEBI Listing Regulations and the Articles of Association of the Company and other applicable laws.

---

[1] *Minimum Issue Size for applicability Electronic Book Provider platform has been reduced to Rs. 50 crores vide circular SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/00139 dated October 10, 2022 (the provisions of the October 10, 2022 circular came into effect from January 1, 2023);*

[2] *Five days in case of issuers issuing debt securities through EBP platform for the first time vide circular SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/00139 dated October 10, 2022 (the provisions of the October 10, 2022 circular came into effect from January 1, 2023);*

[3] *Within three working days as per SEBI circular SEBI/HO/DDHS/CIR/P/2020/198 dated October 05, 2020; and SEBI/HO/DDHS/DDHS_Div1/P /CIR/2022/167 dated November 30, 2022 (the provisions of the November 30, 2022 circular came into effect from January 1, 2023);*

[4] *Introduced vide SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/141 dated 16-10-2024 titled "Introduction of Liquidity Window facility for investors in debt securities through Stock Exchange mechanism"*

DOs AND DON'Ts FOR INVESTORS:

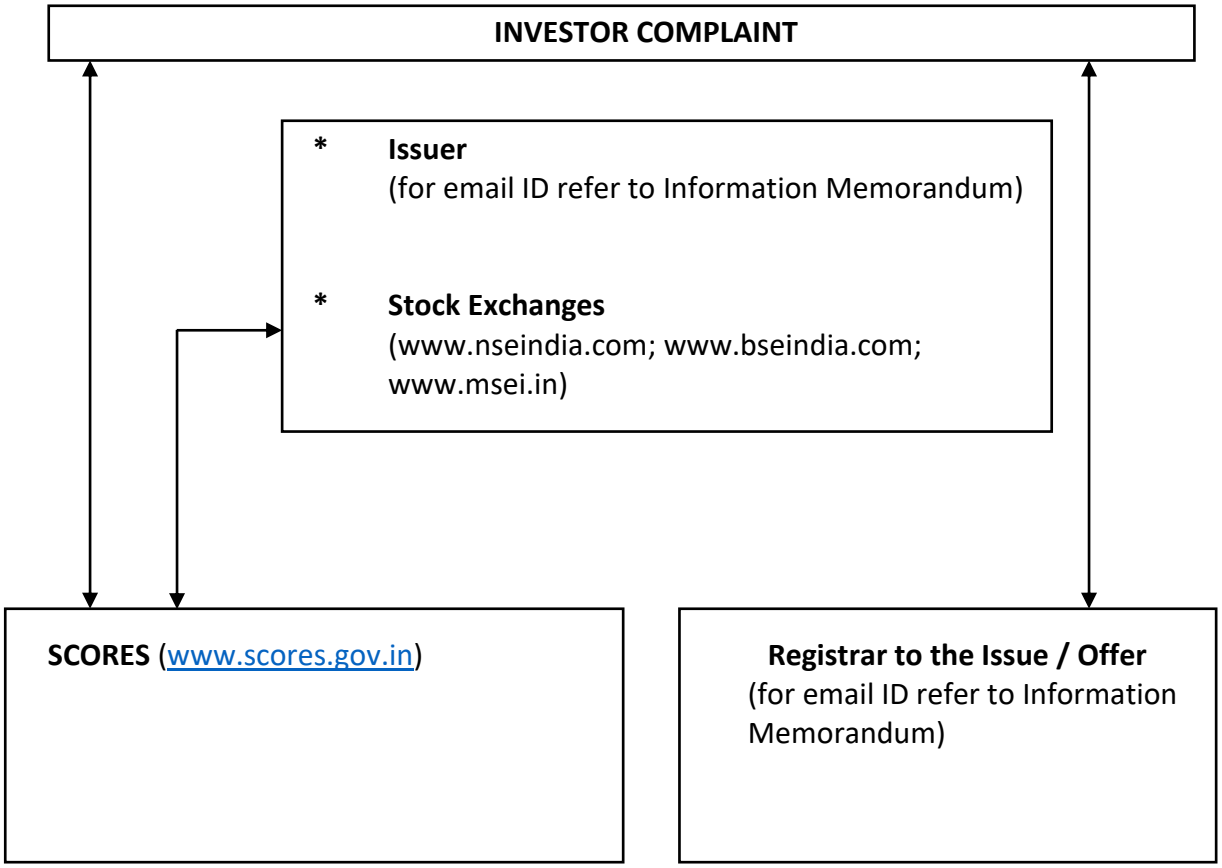
DOs:

1. Check the eligibility to apply as per the terms of the placement memorandum and applicable laws, including the Indian Contract Act, 1872.
2. The investor is advised to go through the information memorandum, its terms and conditions, all types of covenants, clauses pertaining to security, events of defaults, cross defaults, etc. thoroughly.
3. The applicants should submit the required KYC documents along with the application form.
4. All applications duly completed and accompanied with necessary documents are to be submitted to the Company.
5. The subscription amount shall be remitted by way of RTGS/ NEFT to the clearing corporation account of the exchange.
6. Abide by the terms and conditions of the investment and timelines involved in the issue process.
7. Ensure accurate update of demographic details with depositories - including the address, name, investor status, bank account details, PAN, e-mails addresses, contact details, etc.
8. Ensure active demat/ broking account before investing as securities will be allotted in dematerialized form.
9. Issuer, debenture trustee and stock exchange(s) to disseminate all information and reports including compliance reports by placing them on their websites, in case of debt securities, as applicable under the NCS Regulations.
10. Debenture trustees to ensure independent assessment and diligence for the security offered for the proposed issue of secured debt securities.

DON'TS:

1. Do not pay the application amount in cash, by money order, postal order or by stock invest.
2. Do not submit application on plain paper or on incomplete or illegible application forms.
3. Do not apply if your demat account has been 'suspended for credit'.
4. Apart from the dos and don'ts mentioned herein above, investors are required to read the information memorandum and application form carefully.

INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT



TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES

Best efforts should be undertaken by the Issuer to resolve the grievances within T+30 days[5]. A desirable indicative timeline is as follows:

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

NOTE:

It is not mandatory for the issuer to appoint a merchant banker or any other entity as advisor or arranger for the private placement of debt and even if appointed, they are NOT involved in the entire process of issuance and hence the investors will have to take up their grievance/s directly with the Company.

NATURE OF INVESTOR GRIEVANCES FOR WHICH THE AFORESAID TIMELINE IS APPLICABLE:

1. Non-allocation/ allotment of non-convertible debt securities after payment of application amount.
2. Non receipt of non-convertible debentures in demat account.
3. Non receipt of interest/ coupon/ redemption amount by the investor.
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/ email from the investor addressed to the issuer and/ or to the RTA at address/ email ID mentioned in the information/ placement memorandum, detailing nature of grievance, details of application/ bidding, details of bank account, date of application/ date of bidding on electronic book mechanism, etc.
2. On the SCORES mechanism.

[5] *To be redressed within 21 calendar days vide SEBI (Facilitation of Investors Grievance Redressal Mechanism) (Amendment) Regulations, 2023 w.e.f. 18-8-2023*

NATURE OF ENQUIRIES/ QUERIES FOR WHICH THE ISSUER AND/ OR THE RTA SHALL ENDEAVOUR TO RESOLVE/ ESCALATE PROMPTLY:

1. Process for applying in the private placement of non-convertible debentures and making payments.
2. Terms of the private placement, allotment methodology, issue period, date of allotment, date of listing.
3. Any other query of similar nature.

RESPONSIBILITIES OF INVESTORS (EXPECTATIONS FROM THE INVESTORS):

1. Pay-in towards the allotment of securities shall be done from the account of the bidder/ investor.
2. Consult his or her own tax consultant with respect to the specific tax implications.
3. Investors should provide full and accurate information in the application form as maybe required while making an application and keep records of the same.
4. Investors should ensure active demat/ broking account before investing.
5. Investors need to read all the terms and conditions and disclosures carefully before investing. Merchant bankers merely act in the capacity of arrangers to the issue.
6. Investor to confirm that it is not declared as wilful defaulter as per RBI circular.