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

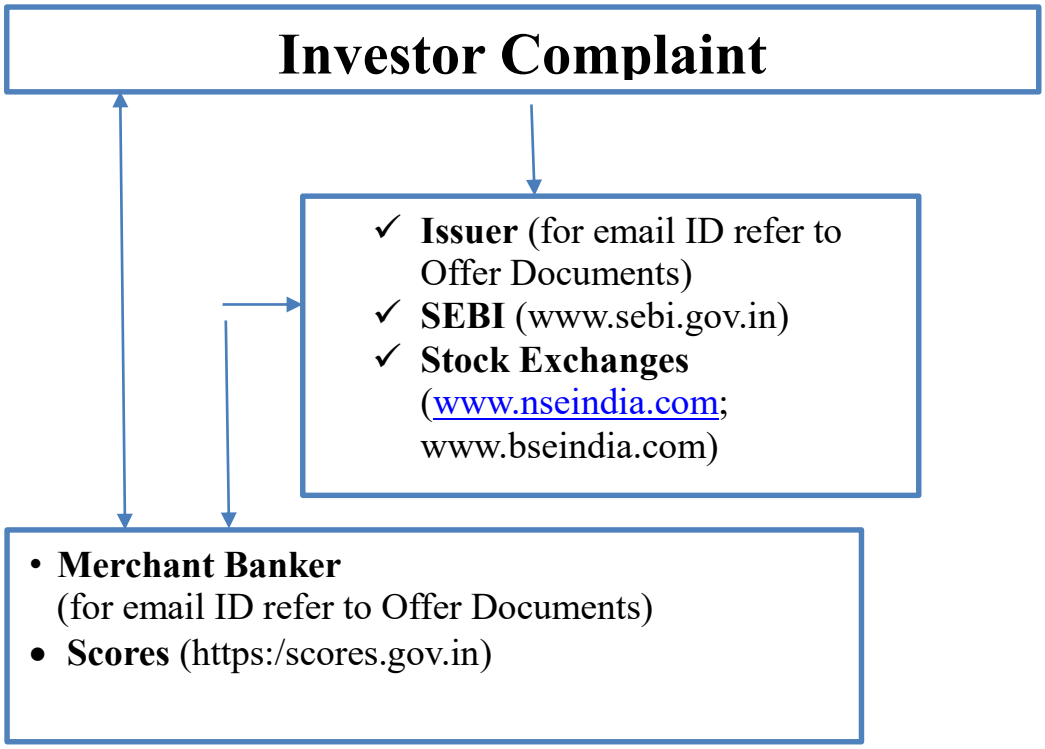
DO's:

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.