ANNEX – A

INVESTOR CHARTER- PUBLIC ISSUE 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:

DETAILS OF SERVICES PROVIDED TO INVESTORS – PUBLIC ISSUE:

1. Upload Draft Offer Document on stock exchange/ lead manager/ SEBI/ Issuer's website. Invite public comments within seven working days therefrom.
2. Upload the application form and the abridged prospectus on the lead managers' website.
3. Ensure material contracts and documents are available for inspection as per details in the offer document.
4. Issuer to publish a statutory advertisement, on or before the issue opening date in accordance with SEBI (Issue and Listing of Non-convertible Securities) Regulations, 2021 (NCS Regulations).
5. Issuer and stock exchange(s) to disseminate all information and reports including compliance reports by placing them on their websites.
6. Material developments relating to the issue up to the commencement of listing and trading shall be publicly disseminated through public notices/ advertisements.
7. 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).
8. Listing and the commencement of trading on the stock exchanges shall be within six working days of the offer closing date or such other time as may be prescribed by SEBI.
9. Disclose on lead managers' websites - Track record of the performance of the public issues managed by it, for a period of three financial years from the date of listing for each public issue.
10. Disclose the entire process of basis of allotment in the final offer document.
11. Debenture trustees to ensure independent assessment and diligence for the security offered for the proposed issue and also ensure dissemination of information as per the NCS Regulations.
12. Issuer can roll-over the debt securities by providing notice and publicly disseminating such information as per the applicable regulations.

13. Issuer to promptly inform the stock exchange(s) all information bearing on its performance/ operation, price sensitive information or any action that shall affect payment of interest/ coupon or redemption of the debt securities.

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 stock exchanges, lead manager, issuer and SEBI.
2	Receipt of public comments on offer document	Seven working days from draft offer document filing.	-
3	Statutory advertisement	On or before the Issue opening date.	Newspaper advertisement
4	Issue opening date	On or after statutory advertisement.	Final offer document available on websites of stock exchanges, lead manager, issuer and SEBI .
5	Availability of application forms with abridged prospectus	Till issue closure date	Websites of stock exchanges and lead manager.
6	Display of total demand in the issue	Issue opening date till issue closure date.	Updated on websites of stock exchanges.
7	Commencement of trading – pubic issue	On or before six working days from Issue closure date	Final offer document available on websites of stock exchanges, lead manager, issuer and SEBI.
8	Unblocking ASBA Accounts	Within five working days	In case of delay the issuer shall pay interest at the rate of 15% per annum (Reg. 35(2) of NCS Regulations).
9	Allotment status and allotment advice	Completion of basis of allotment.	By email/ post/ SMS
10	Track record of public issue	Listing date	Lead manager's website

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. Multiple applications can be bided through a single PAN and re-categorization is also done basis PAN clubbing and total bid amount.
3. Option to modify the bid except for modification of either DP Id/ Client ID or PAN Id but not both.
4. Modification to the bid details to be undertaken by approaching the respective intermediary. Facility of re-initiation/ resend of UPI mandate shall be available only on bid entry day up to 5:00 pm.

5. Investor can withdraw his/ her application prior to the issue closing date. Post issue closure, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the basis of allotment.
6. The investor shall be compensated for delay in allotment, demat credit and refunds, unblocking of funds/ refunds, beyond the time limit as may be prescribed under applicable statutory and/ or regulatory requirements.
7. An investor can submit the bid-cum-application form through the App or web interface developed by stock exchanges.
8. Investors get email and SMS messages w.r.t. allotment status. Allotment advice is sent through email/ physical to successful allottees post completion of allotment.
9. Right to attend meetings as and when such meetings are called by the debenture trustees.
10. Right of free transferability and nomination subject to applicable laws and regulations.
11. Such other rights, as may be available to the holder of debt securities under the Companies Act, the Listing Regulations and the Articles of Association of the Company and other applicable laws.

DOs AND DON'Ts FOR INVESTORS:

(for complete dos and don'ts, may refer to offer document)

DOs:

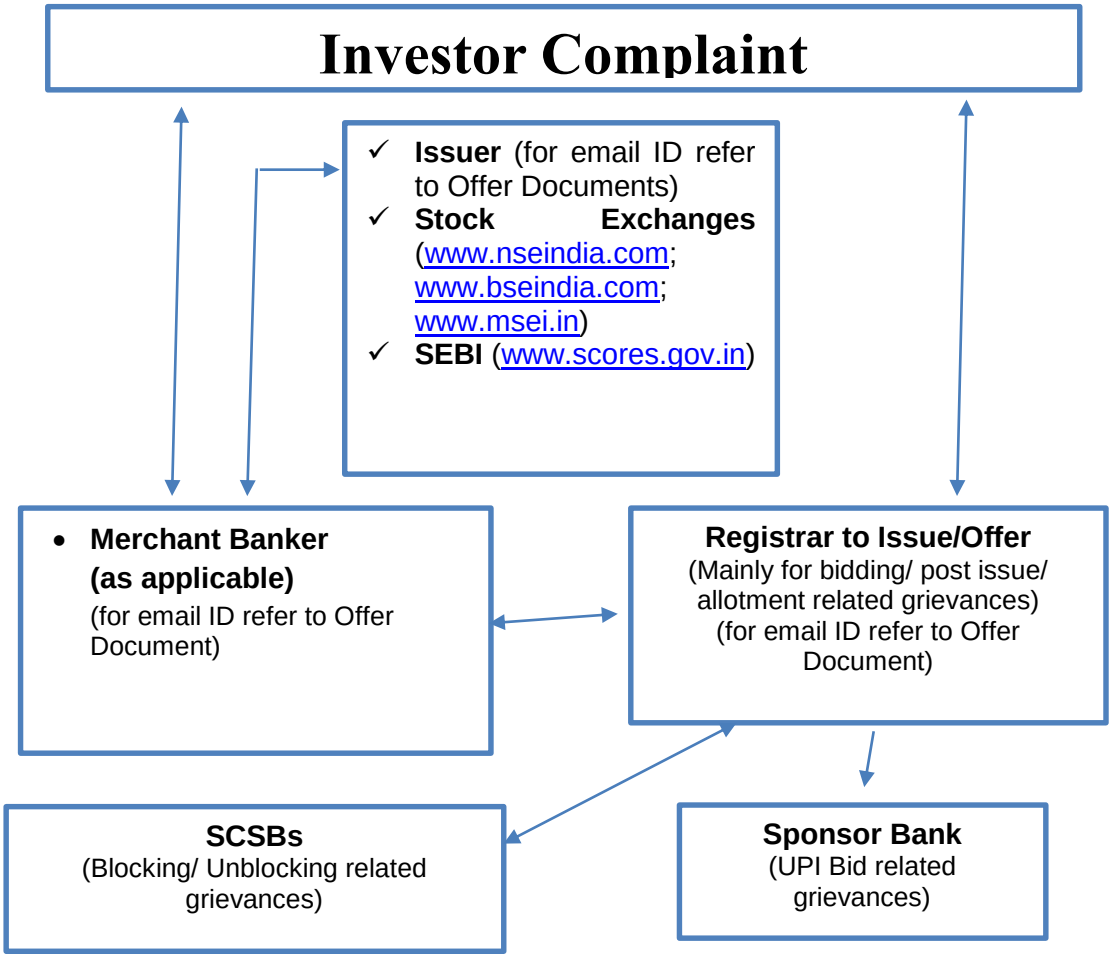
1. Check the eligibility to apply as per the terms of the offer document and applicable laws, including Indian Contract Act, 1872.
2. Read all the instructions carefully and complete the application form.
3. Submission of bids – only ASBA *(by either writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms; or mentioning UPI ID in order to block the funds*).
4. Retail individual investors using the UPI Mechanism to ensure that they submit bids up to the application value of ₹2,00,000 (or as stipulated by SEBI).
5. Ensure availability of sufficient funds in the ASBA Account before submitting the application form.
6. Read all the instructions carefully and complete the bid- cum-application form, as the case may be, in the prescribed form.
7. Ensure that application form is submitted to the designated intermediary, before the closure of application hours on the issue closing date.
8. For joint applications, ensure that the beneficiary account is held in the names of the same applicants and such names are in the same sequence in which they appear in the application form.
9. Ensure an acknowledgement slip is collected as proof.
10. Obtain all the necessary approvals from the relevant statutory and/ or regulatory authorities before applying.
11. Ensure that the application form is signed by the ASBA account holder in case the investor is not the account holder.
12. Ensure that the bidder's depository account is active, the correct DP ID, Client ID, PAN, UPI ID, as applicable, are mentioned in the bid-cum-application form.

13. Ensure that the application form bears the stamp of the relevant designated intermediary(ies) to whom it is submitted.
14. Tick the relevant column "Category of Investor" and option/ series of debt securities in the application form.
15. Guardians applying for minor applicants need to mention the PAN of the minor.

Don'ts:

1. Do not apply for lower than the minimum application size.
2. Do not pay the application amount in cash, by money order, postal order or by stock invest.
3. Do not apply or submit the bid for an amount more than the funds available in your ASBA account or than the applicable investment limit.
4. Do not submit a bid using UPI ID, if you are not a retail individual investor.
5. Do not bid through an incorrect UPI handle or using a bank account of a SCSB and/ or mobile applications not mentioned in the SEBI list.
6. Do not submit more than five application forms per ASBA Account.
7. Do not use any third-party bank account or third-party linked bank account UPI ID.
8. Do not submit the application form without inserting date of birth for first/ sole applicant.
9. Do not submit application without an Indian registered address for the investor.
10. Do not submit applications made by an investor who is ineligible as per relevant regulatory guidelines, as mentioned in the offer document.
11. Investors should not submit applications seeking allotment in dematerialized form whose demat accounts have been 'suspended for credit'.
12. Do not submit applications to the designated intermediaries at centres other than those mentioned in the application form.

INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT



TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES:

Best efforts should be undertaken by lead manager (LM) to resolve the grievances within T+30 days. A desirable indicative timeline is as follows:

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 endeavour 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

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

1. Delay in unblocking of funds.
2. Non allotment/ partial allotment of non-convertible debt securities.
3. Non receipt of non-convertible debt securities in demat account.
4. Amount blocked but application not bid.
5. Non-receipt of interest/ coupon/ redemption amount.
6. Application bid but amount not blocked.
7. 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/ email from the investor addressed to the lead manager at its address/ email id, mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc.
2. On the SCORES mechanism.

NATURE OF ENQUIRIES FOR WHICH THE LEAD MANAGER SHALL BE 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 offer documents, terms of investment, issue process and timelines, application form, and issue related literature carefully and fully before investing.
2. Consult his or her own tax consultant with respect to the specific tax implications.
3. After the company is listed, investors should regularly check for such information on the stock exchange website regarding all the material developments and material corporate announcements.

INVESTOR CHARTER - PUBLIC ISSUE OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES (NCRPS)

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:

IPO: Act as Merchant Banker to Issuer

DETAILS OF SERVICES PROVIDED TO INVESTORS:

1. Draft offer document hosted on the website of the issuer, merchant bankers and the stock exchanges for seeking public comments for a period of seven working days.
2. Final offer document, abridged prospectus and application form uploaded on the websites of the lead managers and the issuer for dissemination.
3. Advertisement in a national daily with wide circulation, on or before the issue opening date containing necessary disclosure as required under regulations.
4. Bidding process through an electronically linked transparent bidding facility provided by the stock exchange(s).
5. Listing and the commencement of trading of the NCRPS on the stock exchanges within the timeline as prescribed by SEBI.
6. Disclose on its website, the track record of the performance of the public issues managed by it.

TIMELINES:

Sr. No.	Activity	Timeline for which activity takes place	Information where available/ Remarks
1	Filing of draft offer document by company for public comments	T	Websites of stock exchanges, lead manager, issuer and SEBI.
2	Receipt of public comments on offer document	Seven working days from DRHP filing.	-
3	Statutory advertisement	On or before the Issue opening date.	Newspaper advertisement.
4	Issue opening date	On or after statutory advertisement.	Final Offer Document available on websites of stock exchanges, lead manager, issuer and SEBI.

Sr. No.	Activity	Timeline for which activity takes place	Information where available/ Remarks
5	Availability of application forms	Issue opening date till issue closure date.	Final offer document available on websites of stock exchanges, lead manager, issuer and SEBI.
6	Total demand in the issue	Issue closure date.	Updated on websites of stock exchanges .
7	Commencement of trading	On or before six working days from Issue closure date.	Final Offer Document available on websites of stock exchanges, lead manager, issuer and SEBI
8	Unblocking ASBA Accounts	Within five working days.	In case of delay the issuer shall pay interest at the rate of 15% per annum (Reg. 35(2) of NCS).
9	Allotment status and allotment advice	Completion of basis of allotment.	By email/ post/ SMS.
10	Track record of IPOs	Listing date	Lead Manager's website.

RIGHTS OF INVESTORS:

1. Request for a copy of the offer document and/ or application form from the issuer/ lead manager(s).
2. Get email and SMS messages w.r.t. allotment status and allotment advice through email/ physical to successful allottees post completion of basis of allotment.
3. If allotted NCRPS, all rights as a NCRPS holder (as per offer document).

DOs AND DON'Ts FOR THE INVESTORS:

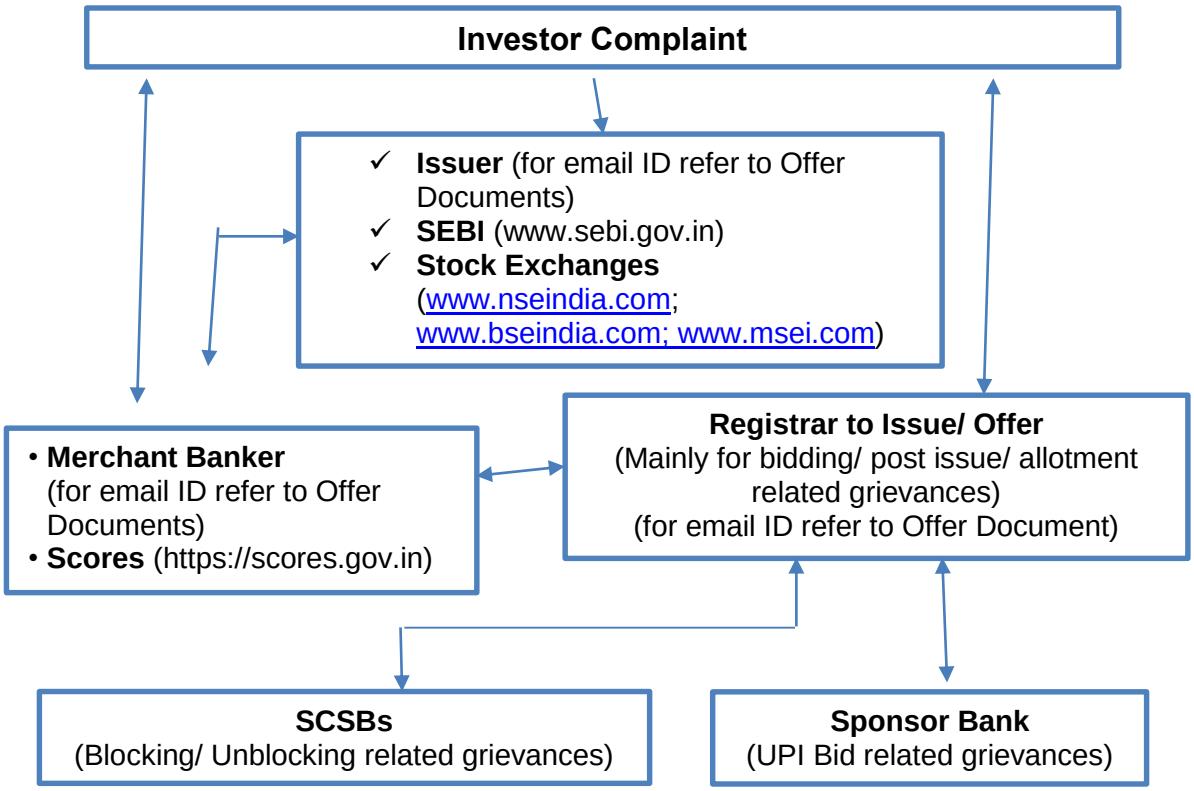
DOs:

1. Check eligibility in prospectus and applicable laws, rules, regulations, guidelines and approvals.
2. Read all the instructions carefully and complete the application form in the prescribed form.
3. Ensure all necessary approvals under applicable laws to participate in the issue are in place before submitting the application form.
4. Ensure that the DP ID, the Client ID and PAN mentioned in the application form, entered into the electronic system of the stock exchange are correct and match with the DP ID, Client ID and PAN available in the depository database; ensure that the depository account is active.
5. Ensure the ASBA Account number (for all applicants other than UPI Investors applying using the UPI Mechanism) is mentioned in the application form.
6. Ensure funds equal to the application amount in the ASBA Account or account used to apply through UPI mechanism is available.
7. Submit application forms at the designated branches of SCSBs or the collection centres provided in the application forms, bearing the stamp of the relevant designated intermediary/ designated branch of the SCSB.

DON'Ts:

1. Do not submit application on plain paper or on incomplete or illegible application forms.
2. Do not apply for lower than the minimum application size.
3. Do not pay the application amount in cash, by cheque, by money order or by postal order or by stock invest.
4. Do not submit the application form to any non-SCSB bank.
5. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (wherever applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue.
6. Do not submit the application form without ensuring that the funds equivalent to the entire application amount are available for blocking in the relevant ASBA Account; or in the case of UPI Investors, making application using the UPI Mechanism, in the UPI-linked bank account where funds for making the application are available.

INVESTOR GRIEVANCE REDRESS MECHANISM AND HOW TO ACCESS IT:



TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES:

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

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 itself	T+1
3	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
4	The concerned intermediary/ies to respond to the lead manager with an acceptable reply	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
6	LM to respond to the investor with the reply	Upto X+3

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 grievance as may be informed from time to time.

MODES 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 lead manager at its address/ e-mail ID, mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application, mode of application, etc. Letter/ email to also contain contact information of the investor (e-mail, address and valid phone number).
2. On the SCORES mechanism.

NATURE OF ENQUIRIES FOR WHICH LEAD MANAGER SHALL ENDEAVOUR TO RESOLVE SUCH ENQUIRIES/ QUERIES PROMPTLY DURING THE ISSUE PERIOD:

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. Investors should read offer documents, application form, and issue related literature carefully and fully before investing.
2. 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.
3. Investor should consult his or her own tax consultant with respect to the specific tax implications.
4. Shareholders should ensure to register their correct email ID with the company or depository for timely updates on corporate actions, takeover, etc.
5. Investors should ensure active demat/ broking account before investing.

INVESTOR CHARTER- PRIVATE PLACEMENT OF NON-CONVERTIBLE 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
4	Companies with issue size of Rs. 100 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.	Stock exchange

Sr. No.	Activity	Timeline for which activity takes place	Information where available/ Remarks
5	Issue opens and closes	Issue should remain open for minimum one hour.	Stock exchange
6	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 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 working days of closure of issue.	Stock exchange

RIGHTS OF INVESTORS:

1. Receive clear, accurate and easy to understand, issue related documents in order to make a well informed investment decision.
2. Material modification in the structure of debt securities shall be made 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, 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.

DOs AND DON'Ts FOR THE INVESTORS:

DOs:

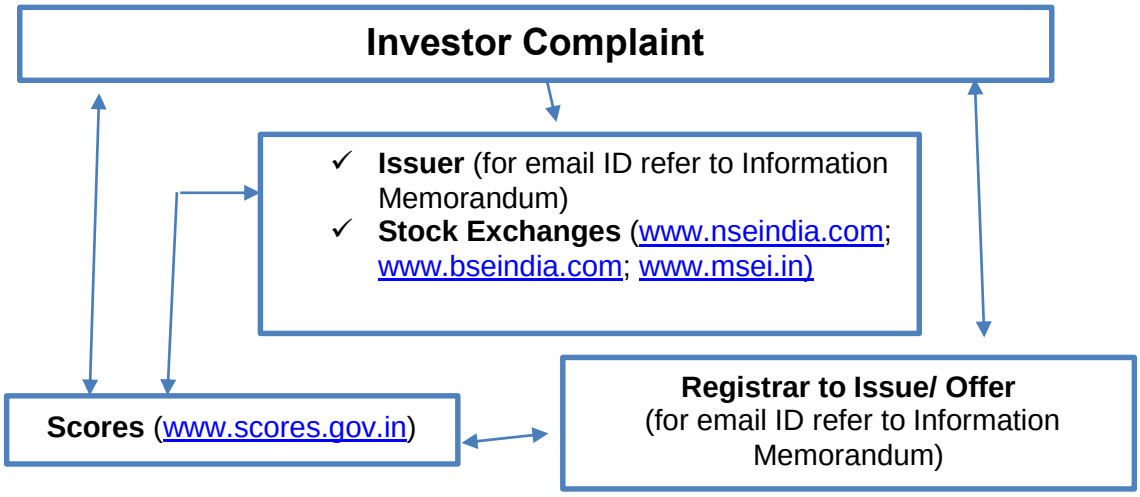
1. Check the eligibility to apply as per the terms of the placement memorandum and applicable laws, including the Indian Contract Act, 1872.
2. The investor is advised to go through the information memorandum, its terms and conditions, all types of covenants, clauses pertaining to security, events of 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 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 will be undertaken by lead manager to resolve the grievance within T+30 days. 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 GRIEVANCE 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.

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.