

SCHEDULE II - CONTENTS OF AGREEMENT BETWEEN LEAD MANAGER(S) AND ISSUER

[See regulations 23(5), 69(5), 71(2), 121(5), 184 (1) and 245(5)]

The agreement between the issuer and the lead manager(s) may contain various clauses governing their relationship with respect to the issue, including the following:

- (1) Representation by the issuer to include representations in respect of the following matters:
 - a) Compliance with all statutory formalities under these regulations, the Companies Act, 1956 and/ or the Companies Act, 2013, as applicable and other conditions, instructions and advices issued by the Board and other relevant statutes relating to an issue.
 - b) All statements made in the draft offer document or the draft letter of offer and the offer document shall be complete in all respects and shall be true and correct.
- (2) Covenants by the issuer shall include covenants in respect of the following matters:
 - a) All necessary information shall be made available to the lead manager(s) and under no circumstances, the issuer shall neither give nor withhold any information which is likely to mislead the investors.
 - b) All documents to enable the lead manager(s) to corroborate the information given in the draft offer document or the draft letter of offer have been provided.
 - c) All necessary facilities shall be extended by the issuer to the lead manager(s) to interact on any matter relevant to the issue with the solicitors or legal advisors, auditors, consultants, advisors to the issue, public financial institutions, scheduled commercial banks or any other organisation and any other intermediary associated with the issue.
 - d) Details and particulars of statutory compliances which have to be fulfilled before the issue.
- (3) The issuer shall ensure that all advertisements released in connection with the issue conform to these regulations and the instructions given by the lead manager(s) from time to time and that it shall not make any misleading or incorrect statement in any public communication or publicity material including corporate, and issue advertisements of the issuer. The interviews by the issuer's promoters, directors, duly authorized employees or representatives of the issuer, documentaries about the issuer or its promoters, periodical reports and press releases issued by the issuer or research report made by the issuer, any intermediary connected with the issue or their associates or at any press, stock brokers' or investors' conferences, shall also conform to these regulations .
- (4) The issuer shall appoint other intermediaries (except self certified syndicate banks) and other persons associated with the issue only with the prior consent of the lead manager(s).
- (5) The issuer shall, whenever required and wherever applicable, in consultation with the lead manager, enter into an agreement with the intermediaries associated with the issue, clearly setting forth their mutual rights, responsibilities and obligations. A certified true copy of such agreements shall be furnished to the lead manager.

- (6) The issuer shall take such steps as are necessary to ensure completion of allotment and despatch of letters of allotment/credit to demat accounts and refund orders/unblocking of funds to the applicants within the prescribed time.
- (7) The issuer shall take steps to pay fees, underwriting commission, brokerage to the underwriters, stock brokers, SCSBs, registered intermediaries, lead manager(s) etc. within the time specified in the agreement with such intermediaries or within a reasonable time.
- (8) The issuer undertakes to furnish such information and details regarding the issue as may be required by the lead manager(s), to enable them to file a report with the Board or place it on their websites.
- (9) The issuer shall keep the lead manager(s) informed if it encounters any problem due to dislocation of communication system or any other material adverse circumstance which is likely to prevent or which has prevented the issuer from complying with its obligations, whether statutory or contractual, in respect of the matters pertaining to allotment, despatch of certificate, demat credit, making refunds/ unblocking of funds, share/debenture certificates etc.
- (10) The issuer shall not resort to any legal proceedings in respect of any matter having a bearing on the issue except in consultation with and after receipt of advice from the lead manager(s).
- (11) The issuer shall refund/unblock the monies of the applicants, if required to do so for any reason such as failing to get listing permission or under any direction or order of the Board. The issuer shall pay requisite interest amount if so required under the laws or direction or order of the Board.
- (12) The agreement shall specify any offer related rights of lead manager(s) with respect to the issuer.
- (13) The agreement shall specify the grounds for breach of the agreement and consequences of any breach.