

**SCHEDULE VIII - DISCLOSURES IN OFFER DOCUMENT AND ABRIDGED
PROSPECTUS AND LETTER OF OFFER FOR ISSUE OF INDIAN DEPOSITORY
RECEIPTS**

[See regulations 185(2)(b), 193(1), 200(1), 218(2) and 222(1)]

Part A - Disclosures in offer document for issue of Indian depository receipts

[See regulation 185(2)(b) and 200(1)]

A prospectus for issue of Indian Depository Receipts (IDR) shall contain details as specified herein.

(1) General instructions with respect to contents of the offer document:

- (a) The lead manager(s) has the option to file the draft prospectus as a public filing or as a confidential filing, accompanied with fees as prescribed in Rule 5(1)(ii) of the Companies (Issue of Indian Depository Receipts) Rules, 2004.
- (b) Where the lead manager(s) opts for confidential filing of the draft prospectus, it shall subsequently file an updated draft prospectus with the Board (without payment of any additional fees), after incorporating therein changes, if any, specified by the Board. The updated draft prospectus shall be made public for a period of twenty one days from the date of its filing with the Board.
- (c) The contents of the prospectus including the financial statements of the issuing company, its subsidiaries and associates shall be in simple English.
- (d) The term “associate” for the purpose of this Schedule would mean “associate” as defined in Indian Accounting Standards, or IFRS or US GAAP in which the financial statements of the issuing company are disclosed.

- (e) The prospectus shall contain all material information which shall be true and adequate so as to enable the investors to make an informed decision.
- (f) The prospectus shall contain all information and statements specified herein.
- (g) The issuing company shall, through a lead manager(s), file a prospectus certified by two authorized signatories of the issuing company, one of whom shall be a whole-time director and other the Chief Accounts Officer or the Chief Financial Officer, stating the particulars of the resolution of the Board or the shareholders by which it was approved, with the Board and Registrar of Companies, New Delhi, before such issue. They shall also certify that all the disclosures made in the prospectus are correct and adequate.
- (h) The agreement made with the domestic depository shall be furnished along with the prospectus.
- (i) The lead manager(s) who is responsible for conducting due diligence exercise with respect to contents of the draft offer documents/offer document, as per inter-se allocation of responsibilities, shall sign the due diligence certificate.
- (j) A statement shall be made by the lead manager(s) in the prospectus (including a due diligence certificate) in the format as specified in these regulations.
- (k) A statement shall be made by the issuing company, disclaiming responsibility for statements made otherwise than in the prospectus, as follows:
 “The issuing company, its directors and the lead manager(s) accept no responsibility for statements made otherwise than in the prospectus or in the advertisements or any other material issued by at our instance and anyone placing reliance on any other source of information including our website shall be doing so at their own risk.”

(2) **The issue:**

Summary of the terms of the offer, including:

- (a) Offer and listing details
- (b) Plan of distribution
- (c) Markets
- (d) Selling shareholders, if any
- (e) Dilution
- (f) Expenses of the Issue

(3) **Forward-looking statements:**

A paragraph on the statements that are forward-looking and not matters of historical facts shall be incorporated. A statement on the sources of data used in the prospectus and their accuracy shall also be incorporated. A declaration shall also be incorporated on whether these have been independently verified.

(4) **General information:**

- (a) Definitions/terms used in the offer document;
- (b) Name, address and contact information of the registered office of the issuing company;
- (c) Name, address and contact information of the domestic depository, the overseas custodian bank with the address of its office in India, the lead manager(s), the underwriter to the issue, advisors to the issue and any other intermediary which may be appointed in connection with the issue of IDR;
- (d) Names, addresses and contact information of experts and counsel;
- (e) Name, address and contact information of the compliance officer in relation to the issue of IDR;

- (f) Name, address and contact information of stock exchanges where applications are made or proposed to be made for listing of the IDR;
- (g) Disclosure about provisions relating to punishment for fictitious applications;
- (h) Statement/declaration for refund of excess subscription;
- (i) Statement that an interest of 15 per cent. p.a. shall be paid to the investors if the allotment letters/refund orders are not despatched within fifteen days of the closure of the public issue;
- (j) Declaration about issue of allotment letters/certificates/IDR within the stipulated period;
- (k) Date of opening of issue;
- (l) Date of earliest closing of the issue;
- (m) Date of closing of issue;
- (n) Method and expected timetable of the issue;
- (o) A statement that subscription to the issue shall be kept open for at least three working days and not more than ten working days;
- (p) Declaration by the lead manager(s) with regard to adequacy of resources of underwriters to discharge their respective obligations, in case of being required to do so;
- (q) A statement by the issuing company that all monies received out of issue of IDR shall be transferred to a separate domestic bank account, name and address of the bank and the nature and number of the account to which the amount shall be credited;
- (r) Details of availability of prospectus and forms, i.e., period, time, place etc.;
- (s) Amount and mode of payment seeking issue of IDR;
- (t) Disclosure on Investor Grievances and Redressal System:
 - (i) The arrangements or any mechanism evolved by the issuing company for redressal of investor grievances.
 - (ii) The past record (for a minimum period of three years before the date of the prospectus) of investor grievance redressal of the issuing company and its listed subsidiaries/associates including details as to the time normally taken by it for disposal of various types of investor grievances.
 - (iii) The company undertakes to subject itself to the jurisdiction of Indian courts having jurisdiction over the place where the stock exchange is situated regarding grievances of the IDR applicants and IDR holders.

(5) Risk factors:

- (a) Risk factors shall be in relation to the following:
 - (i) Risk factors associated with the issuing company's business
 - (ii) Risk factors associated with the country of the issuing company proposing to issue IDR
 - (iii) Risk factors associated with the IDR/underlying shares
- (b) Risk factors shall be classified as those which are specific to the project and internal to the issuing company and those which are external and beyond the control of the issuing company.
- (c) Risk factors shall be determined on the basis of their materiality. In doing so, the following shall be considered:
 - (i) Some risks may not be material individually but may be found material collectively.
 - (ii) Some risks may have a material impact which is qualitative though not quantitative.
 - (iii) Some risks may not be material at present but may have a material impact in the future.
- (d) Each risk factor shall appear in the following manner:

- (i) Risk as envisaged by the issuer
- (ii) Proposals, if any, to address the risks.

Any 'notes' required to be given prominence shall appear immediately after the risk factors.

(6) Recent developments:

Important events in the recent past (two financial years preceding the issue) providing details of important developments on three key areas: Operations & Management, Shareholding Patterns and Business Environment.

(7) Exchange-wise market price information and other information concerning the shares in the domestic market of the issuing company:

This information should be updated as on the last available date before the date of the prospectus.

- (a) Market price of shares for each quarter of the last three calendar years preceding the calendar year preceding the year of the issue of the prospectus (High, Low, Average Daily Trading Volume)
- (b) Market price of shares for each month of the calendar year preceding the year of the issue of the prospectus (High, Low, Average Daily Trading Volume)
- (c) Market price of shares for the month preceding the date of the prospectus (High, Low, Average Daily Trading Volume)
- (d) The opening and closing price on the last day of the month preceding the date of the prospectus along with the volume

(8) Dividends:

- (a) Dividend policy of the issuing company
- (b) Rate of dividend and amount of dividend paid for the last five financial years
- (c) Regulatory framework in the country of incorporation/share listed concerning dividends
- (d) Details of arrangement with the depositories for payment of dividend to the IDR holders
- (e) Changes, if any, in dividends announced and dividends paid and time gap between the dividends announced and dividends paid
- (f) Dividend yield
- (g) Taxation aspects of dividend distribution

(9) Exchange rates:

- (a) Brief history of the pattern of the exchange rates between the country of incorporation/where shares are listed and India
- (b) High, Low and Average exchange rates for the last five years
- (c) High, Low and Average exchange rates for the last twelve months

(10) Foreign investment and exchange controls of the country of incorporation/ where the shares are listed:

Information relating to the relevant foreign investment laws and exchange control regulations of the country of incorporation or country where the underlying equity shares are listed.

(11) Objects of the issue/use of proceeds:

- (a) Purpose of the issue
- (b) Break-up of the cost of the project for which the money is raised through the IDR issue

- (c) Means of financing of the project
- (d) Proposed deployment of the proceeds at each stage of the project.

(12) Interim use of funds:

The issuer company shall keep funds in a bank having a credit rating of 'A' or above by an international credit rating agency.

(13) Capitalisation statement:

Particulars	Pre-issue as at (Rupees in crores)
Short-Term Debt	
Long Term Debt	
Shareholders' Funds	
– Share Capital	
– Reserves	
Total Shareholders' Funds	
Long Term Debt/Equity	

(14) Capital structure:

- (a) Authorised, issued, subscribed and paid-up capital (number of instruments, description, aggregate nominal value)
- (b) Size of the present issue
- (c) Paid-up Capital:
 - (i) before the issue;
 - (ii) after the issue (if the IDR issue involves issue of fresh equity shares); and
 - (iii) share premium account (before and after the issue)
- (d) Detailed notes to the capital structure
- (e) Details regarding holdings of major shareholders i.e., the person or persons who are in over-all control of the company
- (f) Different classes of shares based on different criteria, if any.

(15) Financial information:

General Instructions:

(1) The format of disclosure of financial results may be as per the disclosure requirements of the issuing company in the home country where the issuer is listed.

(2) The issuing company shall mention the type of disclosures that it will follow i.e. whether as per Indian Accounting Standards, IFRS or US GAAP and any change in such format shall be informed to the IDR holders by way of notices to the stock exchanges.

- (a) The audited consolidated or unconsolidated financial statements, prepared in accordance with the Indian Accounting Standards (including all Accounting Standards issued by the Institute of Chartered Accountants of India) or with the International Financial Reporting Standards (IFRS) or US GAAP, for a period of three financial years immediately preceding the date of the prospectus shall contain the following:
 - (i) Report of Auditors on the Financial Statements
 - (ii) Balance Sheets
 - (iii) Statements of Income
 - (iv) Schedules to Accounts
 - (v) Statements of Changes in Stockholders' Equity

- (vi) Statements of Cash Flows
 - (vii) Statement of Accounting Policies
 - (viii) Notes to the Financial Statements
 - (ix) Statement Relating to Subsidiary Companies (in case of unconsolidated financial statements)
 - (x) Related Party Transactions
 - (xi) Liquidity and Capital Resources
- (b) The financial information in the prospectus shall be disclosed in the issuing company's functional currency/reporting currency/national currency and the reporting currency shall be restricted to Sterling Pound/Euro/Yen/US Dollar.
- (c) In case the financial results are prepared as per IFRS or US GAAP, the financial results shall be audited by a professional accountant or certified public accountant or equivalent (by whatever name called in the home country in accordance with the International Standards on Auditing (ISA)).
- (d) Where the law of the home country requires annual statutory audit of the accounts of the issuing company, a report of the statutory auditor on the audited financial statements of the issuing company for each of the three financial years immediately preceding the date of the prospectus including the profits or losses, assets, liabilities and cash-flow statement of the issuing company at the last date to which the accounts of the issuing company were made in the specified form:
 Provided the gap between date of opening of issue and date of report shall not exceed 120 days.
- (e) The report prepared by the statutory auditors of the issuing company should disclose financial statements (as per relevant period in the annual report) in Indian Rupees (at the closing rate of exchange, as at the date on which the financial information is presented), compiled in a tabular form and include the consolidated or unconsolidated income statement, consolidated or unconsolidated cash flow statements, consolidated or unconsolidated balance sheet and the capitalisation statement required under item (12).
- (f) The interim audited financial statements in respect of the period ending on a date which is less than 180 days prior to the date of opening of the issue have to be included in the report, if the gap between the ending date of the latest audited financial statements disclosed as above and the date of the opening of the issue is more than 180 days:
 Provided that if the gap between such date of latest audited financial statements and the date of opening of issue is 180 days or less, the requirement above shall be deemed to be complied with, if disclosures in respect of material changes in the financial position of issuing company for such gap are disclosed in the prospectus:
 Provided further that in case of an issuing company which is a foreign bank incorporated outside India and which is regulated by a member of the Bank for International Settlements or a member of the International Organization of Securities Commissions which is a signatory to a Multilateral Memorandum of Understanding, the requirement above, in respect of period beginning with last date of period for which the latest audited financial statements are made and the date of opening of the issue shall be satisfied, if the relevant financial statements are based on limited review report of such statutory auditor.
- (g) In case the issuing company opts to prepare and disclose the financial results as per US GAAP, a reconciliation statement vis-a-vis Indian Accounting Standards and summary of significant differences between the Indian Accounting Standards and US GAAP has to be annexed with the report. If financial results are prepared in accordance with IFRS, issuing company shall annex the summary of significant differences between the Indian Accounting Standards and IFRS.

- (h) Where the law of the home country does not require annual statutory audit of the accounts of the issuing company, a report, prepared in accordance with Indian accounting standards certified by Chartered Accountant in practice within the terms and meaning of the Chartered Accountants Act, 1949 on the financial statements/ results of the issuing company for each of the three financial years immediately preceding the date of prospectus including the profits or losses, assets, liabilities and cash-flow statement of the issuing company at the last date to which the accounts of the issuing company were made in the specified form:

Provided that the gap between date of opening of issue and date of report shall not exceed 120 days.

- (i) The report prepared by the Chartered Accountants should disclose financial statements in Indian Rupees (at the closing rate of exchange, as at the date on which the financial information is presented), compiled in a tabular form and include the consolidated or unconsolidated income statement, consolidated or unconsolidated cash flow statements, consolidated or unconsolidated balance sheet and the capitalisation statement required under item (13).
- (j) The interim financial statements in respect of the period ending on a date which is less than 180 days prior to the date of opening of the issue have to be included in report, if the gap between the ending date of the latest financial statements disclosed above and the date of the opening of the issue is more than 180 days:
Provided that if the gap between such date of latest audited financial statements and the date of opening of issue is 180 days or less, the requirement above shall be deemed to be complied with if disclosures in respect of material changes in the financial position of issuing company for such gap are disclosed in the prospectus.
- (k) If the proceeds of the IDR issue are used for investing in other body(ies) corporate, following details of such body(ies) corporate shall be given:
- (i) Names and address of the body(ies) corporate;
 - (ii) The reports as stated above in respect of those body(ies) corporate also.

(16) Statement on material developments subsequent to the date of the last financial statements as disclosed in the offer document:

A statement by the directors of the issuing company whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the prospectus any which materially and adversely affect or is likely to affect the trading or profitability of the issuing company, or the value of its assets, or its ability to pay its liabilities within the next twelve months, and if so, an outline of such circumstances and an assessment of their likely impact.

(17) Management discussion and analysis of the financial statements (by comparing the recent financial year with the previous three financial years):

- (a) A summary of the past financial results after adjustments as given in the auditors report for the past three years containing significant items of income and expenditure shall be given
- (b) Overview of the business of the issuing company
- (c) Factors that may affect the results of the operations
- (d) An analysis of reasons for the changes in significant items of income and expenditure, *inter alia*, containing the following:
- (i) unusual or infrequent events or transaction
 - (ii) significant economic changes that materially affected or are likely to effect income from continuing operations
 - (iii) known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

- (iv) future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known
- (v) extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices
- (vi) total turnover of each major industry segment in which the issuing company operated
- (vii) status of any publicly announced new products or business segment
- (viii) extent to which business is seasonal
- (ix) any significant dependence on a single or few suppliers or customers
- (x) competitive conditions

(18) Industry and business overview:

Market including details of the competition, past production numbers for the industry, existing industry capacity, past trends and future prospects regarding exports (if applicable), demand and supply forecasts (if given, should be essentially with assumptions unless sourced from a market research agency of repute), etc. Source of data shall be mentioned.

(19) Details of the issuing company:

- (a) Main object, history and present business of the issuing company
- (b) Location of the project, if any
- (c) Installed capacity and the details of plant and machinery, infrastructure facilities, technology etc., where applicable
- (d) Schedule of implementation of the project and progress made so far, if applicable
- (e) Nature of product(s)/ services, consumer(s), industrial user(s)
- (f) Research and development, patents and licenses, etc.
- (g) Property, plants and equipment
- (h) Financial and other defaults, if any
- (i) Underwriting
- (j) Experts
- (k) Where you can find additional information
- (l) Enforcement of civil liabilities against foreign persons

(20) Subsidiaries and associates of the issuing company:

- (a) The following information for the last three years based on the audited statements in respect of subsidiaries and associates of the issuing company:
 - (i) Date of incorporation
 - (ii) Nature of activities
 - (iii) Equity capital
 - (iv) Reserves (excluding revaluation reserve)
 - (v) Sales
 - (vi) Profit After Tax (PAT)
 - (vii) Earnings Per Share (EPS) and
 - (viii) Net Asset Value (NAV)
- (b) If the subsidiaries and associates are not required to prepare such audited statements as per the laws prevailing in those countries, the same may be certified as true and correct by the Board of Directors and the management of such companies, provided a certificate from a certified public accountant or equivalent practicing in the concerned country is submitted to the Board.

(21) Management:

- (a) Details with respect to the promoters and their background. If there are no identifiable promoters, the details and background of all persons who hold 5 per cent. or more equity share capital of the issuer.
 - (b) Details of the board of directors and the key managerial personnel (i.e. name, address of directors, manager, managing director or other principal officers of the issuing company, date of birth, age, qualifications, industry experience, other directorships).
 - (c) Remuneration of the Directors and the Key managerial personnel with detailed breakup, sitting fees, their relation with promoters/controlling shareholder(s), if any, their equity holding in the issuing company, duration of their association with the issuing company.
 - (d) Organisation structure.
 - (e) Practices of the Board of Directors
 - (f) Employees
- (22) **Securities market of the country of incorporation where the shares are listed:**
- (a) Brief history
 - (b) Stock exchange regulations
 - (c) Listing regulations
 - (d) Details of the securities market regulator of the country of the issuing company
 - (e) Whether the securities market regulator of the country of the issuing company has signed any MoU with the Board/IOSCO
 - (f) Disclosure under the Companies Act and Securities Regulations (or equivalent thereof)
 - (g) Stock exchanges
 - (h) Takeover Code/Buy back Code
 - (i) Reforms in some key sectors of the economy
 - (j) Restriction on foreign ownership of securities
 - (k) Overview of the financial sector
 - (l) Nature of the securities trading market in that country
 - (m) A statement of how the enforcement of Indian securities laws would be affected by the fact that the issuing company is located outside India
 - (n) A comparative analysis of the corporate governance provisions that would be followed by the issuing company vis-à-vis that is applicable to Indian listed companies
- (23) **Description of the IDR and rights of IDR holders:**
- (a) Brief description of the IDR
 - (b) Dividends, other distributions and rights of IDR holders
 - (c) Voting rights if any and the manner of their exercise by IDR holders, if any
 - (d) Record dates and how the same will be disclosed.
 - (e) Reports and other communication to which the IDR holders will be entitled.
 - (f) Procedure of conversion of IDR into shares
 - (g) Governing law regarding various aspects of IDR and transactions therein
- (24) **Provisions regarding transfer of shares and depository receipts:**
- (a) Provisions regarding transfer of IDR
 - (b) Outline of provisions regarding transfer of underlying shares after conversion
- (25) **Information relating to the depository - Indian and international:**
Brief details of the domestic depository, overseas custodian bank and depository agreement.
- (26) **Approvals of the government/regulatory authorities:**

Information relating to statutory and regulatory approvals required in home country for the issue and the related aspects and their status, and approvals from Indian regulatory authorities

(27) Taxation framework in India and the country of incorporation/ where shares are listed:

Information relating to relevant provisions of taxation law, tax treaties and their impact for IDR holders

(28) Outstanding litigations and defaults:

- (a) Material litigation/liabilities/defaults including arrears/potential liabilities of the issuing company, its promoters/controlling shareholders/directors and its subsidiaries and associates.
- (b) Materiality shall be determined on the basis of factors which are specific to the project and to the issuing company, its promoters/controlling shareholders/directors, its subsidiaries and associates, which may have a bearing on the performance of the issuing company.
- (c) Materiality shall be decided taking the following factors into account:
 - (i) Some litigation/defaults may not be material individually but may be material when considered collectively.
 - (ii) Some litigation/defaults may have material impact which is qualitative though not quantitative.
 - (iii) Some litigation/defaults may not be material at present but may have a material impact in the future.

(29) Basis of issue price:

- (a) Earnings Per Share (EPS) pre-issue for the last three years (as adjusted for changes in capital)
- (b) P/E pre-issue
- (c) Average return on net worth in the last three years
- (d) Minimum return on increased net worth required to maintain pre-issue EPS
- (e) Net Asset Value per share based on last balance sheet
- (f) Net Asset Value per share after issue and comparison thereof with the issue price
- (g) Comparison of all the accounting ratios of the issuing company as mentioned above with the industry average and with the accounting ratios of the peer group (i.e. companies of shares and of the IDR). The aggregate face value of the total equity shares underlying a single comparable size in the same industry. *[The source from which industry average and accounting ratios of the peer group has been taken should be indicated].*
- (h) The face value of the IDR shall also be given.

Provided that the projected earnings shall not be used as a justification for the issue price in the prospectus.

Provided further that the accounting ratios disclosed in the prospectus in support of basis of the issue price shall be calculated after giving effect to the consequent increase in capital on account of compulsory conversions outstanding, as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.

(30) Main provisions of articles of association/main charter of the issuing company

(31) Material contracts and documents for inspection:

Place at which inspection of the documents specified under rule 7 of the Companies (Issue of Indian Depository Receipts) Rules, 2004, the prospectus, the financial statements and auditor's report thereof will be allowed during the normal business hours.

(32) Other information:

- (a) Disclosure of mandatory vetting of the prospectus by the legal counsel to the issuing company operating at the place where the registered office of the Issuing company is situated.
- (b) Consent of the lead manager(s), overseas custodian bank, the domestic depository and all other intermediaries associated with the issue of IDRs.
- (c) Fees and expenses payable to the intermediaries involved in the issue of IDRs.

Part B - Disclosures in an abridged prospectus for Indian depository receipts

[See regulation 193(1)]

General Instructions:

- (I) A copy of the abridged prospectus shall be submitted to the Board.
- (II) The abridged prospectus shall be printed in a booklet form of A4 size paper and, along with the application form and revision form, shall not exceed five sheets, printed both sides. Additional sheets may be appended for bidding centres.
- (III) The abridged prospectus shall be printed in a font size which shall not be visually smaller than Times New Roman size 11 (or equivalent) with 1.0 line spacing.
- (IV) The application form shall be so positioned that on the tearing-off of the application form, no part of the abridged prospectus is mutilated.
- (V) The format of the abridged prospectus should include the following:

The abridged prospectus for the issue of Indian Depository Receipts (IDR) shall contain the following disclosures:

(1) General Information:

- (a) The name of the issuing company and address of the registered office of the issuing company, along with telephone number, e-mail address and website address, and if there has been a change in the address of the registered office or name of the issuing company, details thereof.
- (b) Name, address and contact information of the registered office of the issuing company;
- (c) Name, address and contact information of the domestic depository, the overseas custodian bank with the address of its office in India, the lead manager(s), the underwriter to the issue, the advisors to the issue and any other intermediary which has been appointed in connection with the issue of IDRs;
- (d) Name, address and contact information of the compliance officer in relation to the issue of IDRs. The compliance officer should be based in India
- (e) Name, address and contact information of the stock exchanges where applications have been made or are proposed to be made for listing of the IDRs;
- (f) Date of opening of issue;
- (g) Date of closing of issue;
- (h) Method and expected timetable of the issue;
- (i) Date of earliest closing of the issue;

- (j) Details of availability of prospectus and forms, i.e., date, time, place etc.;
- (k) Amount and mode of payment seeking issue of IDRs;
- (l) Disclosure on Investor Grievances and Redressal System;
- (m) Undertaking that the issuing company shall subject itself to the jurisdiction of the Indian Courts having jurisdiction over the place where the stock exchange is situated regarding grievances of the IDR applicants and IDR holders.

(2) **Capital Structure of the Issuing Company:**

Sr. No.	Particulars	Pre Issue number of shares	% Holding of Pre Issue
1.	Promoter & Promoter Group		
2.	Public		
	Total		

Note: Information required for each class of shares

(3) **Terms of the Present Issue:**

- Issue details, including issue size
- Names of stock exchanges where IDRs are proposed to be listed
- Designated stock exchange
- Procedure
- Indicative timeline

(4) **Instructions for Applicants:**

- (a) How to apply, availability of prospectus, abridged prospectus and application forms, mode of payment and book building procedure, if relevant.
- (b) In the application form, the declaration relating to nationality and residency shall be shown prominently as under:
 "Nationality and Residency (Tick whichever is applicable)
 (i) I am/We are Indian National(s) resident in India and I am/We are not applying for the said equity shares as nominee(s) of any person resident outside India or Foreign National(s).
 (ii) I am/We are Indian National(s) resident in India and I am/We are applying for the said equity shares as Power of Attorney holder(s) of Non- Resident Indian(s) mentioned below on non-repatriation basis.
 (iii) I am/We are Indian National(s) resident outside India and I am/We are applying for the said equity shares on my/our own behalf on non-repatriation basis."
- (c) The application form should contain necessary instructions/provisions for the following:
 - (i) Instructions to applicants to mention the number of application form on the reverse of the instruments to avoid misuse of instruments submitted along with the applications for shares/debentures in public issues.
 - (ii) Provision in the application form for inserting particulars relating to bank account number and the name of the bank with whom such account is held, to enable printing of the said details in the refund orders or for refunds through Electronic Clearing System.
 - (iii) Instruction to applicants to disclose Permanent Account Number in the application form, irrespective of the amount for which application/bid is made, along with the instruction that applications without Permanent Account Number would be rejected.

- (iv) PAN/GIR number.
- (v) Details of options, if any, to receive securities subscribed for and a statement that trading in securities on the stock exchanges in physical form will be available only subject to limits prescribed by the Board.
- (d) Any special tax benefits for issuing company and its shareholders (Only section numbers of the Income Tax Act and their substance should be mentioned, without reproducing the text of the sections).
- (e) Restrictions on investments in IDRs/fungibility of IDRs.

(5) **Particulars of the Issue:**

- (a) Objects of the issue
- (b) Project cost
- (c) Means of financing
- (d) Name of the Appraising Agency, if any
- (e) Name of the Monitoring Agency, if any

(6) **Description of the IDRs and Rights of IDR Holders:**

- (a) Brief description of the IDRs
- (b) Dividends, other distributions and rights of IDR holders
- (c) Voting rights and their manner of exercise by IDR holders, if any
- (d) Record dates and how the same will be disclosed
- (e) Reports and other communication to which the IDR holders will be entitled
- (f) Conversion procedure of IDRs into shares
- (g) Governing law regarding various aspects of IDRs and transactions therein.

(7) **Business Model/ Business Overview and Strategy** (500 word limit in total)

(8) **Exchange-wise stock market data:**

This information should be updated as on the last available date before the date of the prospectus

- (a) Market price of shares for each quarter of the last three calendar years preceding the calendar year preceding the year of the issue of the prospectus (High, Low, Average Daily Trading Volume)
- (b) Market price of shares for each month of the calendar year preceding the year of the issue of the prospectus (High, Low, Average Daily Trading Volume)
- (c) Market price of shares for the month preceding the date of the prospectus (High, Low, Average Daily Trading Volume)
- (d) The Opening and Closing price on the last day of the preceding month of the date of the prospectus along with the volume

(9) **Internal Risk Factors:** Minimum 5 and maximum 10 risk factors to be specified (500 word limit in total)

(10) **Outstanding Material Litigations and Defaults**

A. Total number of outstanding litigations against the company and amount involved

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved

- (11) **Material Developments:** Any material development after the date of the latest balance sheet and its impact on performance and prospects of the company.

(12) **Board of Directors**

Sr. No.	Name	Designation (Independent/ Whole time / Executive / Nominee)	Experience including current / past position held in other firms (20 - 40 words for each Director)

- (13) **Financial Performance of the Issuing company for the last three years** (Figures to be taken from the audited annual accounts in a tabular form):

- (a) Balance Sheet Data: Equity Capital, Reserves (State Revaluation Reserve, the year of revaluation and its monetary effect on assets) and borrowings
- (b) Profit and Loss data: Sales, Gross profit, Net profit, dividend paid, if any
- (c) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the issuing company
- (d) Following information as extracted from the report of the auditors reproduced in the main prospectus:
 - (i) net profit before accounting for extra ordinary items
 - (ii) extra ordinary items
 - (iii) net profit after accounting for extra ordinary items

- (14) Disclosure on Investor Grievances and Redressal System

- (15) Information relating to relevant provisions of taxation law, tax treaties and their impact for IDR holders.

- (16) Brief details of the domestic depository, overseas custodian bank and depository agreement.

- (17) Signatories to the Prospectus.

Part C - Disclosures in the addendum to an offer document for rights issue of Indian depository receipts

[See regulation 218 (2)]

- (1) A listed issuer making a rights issue of IDRs shall make the disclosures as specified in this Part in the form of an addendum to the offer document.
- (2) Notwithstanding the above, where disclosures of matters similar or equivalent to those set out in this Schedule are required by home country regulations to be made in a particular form or by reference to particular requirements of such regulations, the same shall prevail over the requirements of this Schedule and shall be deemed to be complied with by disclosures made in the offer document on the basis of the home country regulations, but a reference shall be

made in the addendum, to the concerned page numbers of the offer document where such disclosures are made.

(I) Cover page:

(A) Front cover page:

- (1) The front outside cover page of the addendum for a rights offering shall contain the following details:
 - (a) The name of the issuer, its logo, address of its registered office, principal office in India, its telephone number, fax number, contact person, website address and e-mail address.
 - (b) The number and price of IDRs offered and issue size, as may be applicable.
 - (c) The following disclaimer and advisory on general risk:

"Investment in IDRs involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities being offered in the issue have not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document."
 - (d) Specific attention of investors shall be invited to the statement of "Risk factors" given on page number(s) under the section "General Risks".
 - (e) Save where a form of responsibility statement is required in the offer document in accordance with the home country regulations, the following clause on 'Issuer's Absolute Responsibility' shall be incorporated in a box format:

"The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that the offer document and the addendum contains all information with regard to the issuer and the issue, which is material in the context of the issue, that the information contained in the offer document and the addendum is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make these documents as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect."
 - (f) The name, logo and address of the lead manager(s) and the designation of the officers/employees who have signed the due diligence certificate and filed the offer document and the addendum with the Board, along with their telephone numbers, fax numbers, website addresses and e-mail addresses.
 - (g) The name, logo and address of the registrar to the issue, along with its telephone number, fax number, website address and e-mail address.
 - (h) Issue schedule:
 - (i) Date of opening of the issue.
 - (ii) Date of closing of the issue.
 - (iii) Last date for request for split.
 - (iv) The names of the stock exchanges where the IDRs of the issuer are listed and the details of in-principle approval for listing of the IDRs proposed to be offered in the rights issue.

- (B) **Back cover pages:** The back inside cover page and back outside cover page of the addendum shall be in white.

(II) Instructions for applicants:

- (A) Disclosure in relation to the process for announcement of record date, terms of payments and procedure and time schedule for allotment and issue of certificates, credit of IDRs to the investors' demat account.
- (B) How to apply, availability of application forms and offer document for rights offering and mode of payment for all category of investors.
- (C) A statement that the IDR holders who have not received the application form may, along with the requisite application money, apply in writing on a plain paper.
- (D) The format to enable the IDR holders to make the application on plain paper specifying therein necessary particulars such as name, address, ratio of rights issue, issue price, number of IDRs held, ledger folio numbers, depository participant ID, client ID, number of IDRs entitled and applied for, additional IDRs if any, amount to be paid along with application, and particulars of cheque, etc. to be drawn in favour of the issuer's account.
- (E) A statement that the IDR holders making the application otherwise than on the application form shall not renounce their rights and shall not utilise the application form for any purpose including renunciation even if it is received subsequently.
- (F) Provisions relating to punishment for fictitious applications, including the disclosures that any person who:
 - (a) makes in a fictitious name an application to a company for acquiring, or subscribing for, any IDRs therein, or
 - (b) otherwise induces a company to allot, or register any transfer of, IDRs therein to such person, or any other person in a fictitious name, shall be punishable in accordance with the provisions of law.
- (G) Mode of making refunds:
 - (1) The mode in which the issuer shall make refunds to applicants in case of oversubscription or failure to list.
 - (2) If the issuer proposes to use more than one mode of making refunds to applicants, the respective cases where each such mode will be adopted shall be disclosed.

(III) General information:

- (A) Name, address and contact information including telephone numbers, fax numbers, contact person, website addresses and e-mail addresses of the domestic depository, the overseas custodian bank with the address of its office in India, the merchant banker, the underwriter to the issue, syndicate member(s), bankers to the issue, self certified syndicate banks, auditors of the issuer, legal advisors to the issue and any other intermediary which may be appointed in connection with the issue of IDRs.
- (B) Names, addresses and contact information of experts and counsel.
- (C) The names, addresses, telephone numbers, fax numbers and e-mail addresses of the Company Secretary and compliance officer of the issuer in India.
- (D) The statement of inter-se allocation of responsibilities among lead manager(s), where more than one merchant banker is associated with the issue.
- (E) The details of underwriting of the IDRs, if any:
 - (1) The names, address, telephone numbers, fax numbers and e-mail address of the underwriters and the amount underwritten by them.
 - (2) A declaration by the board of directors of the issuer that, as far as the directors are aware, the underwriters of IDRs have sufficient resources to discharge their respective obligations.

- (F) In case of partial underwriting of the issue, the extent of underwriting.
- (G) The details of final underwriting arrangement in the addendum for rights offering filed with the designated stock exchange, indicating actual number of IDRs underwritten.
- (H) Method and expected timetable of the issue.
- (I) A statement by the issuing company that all monies received out of issue of IDR shall be transferred to a separate domestic bank account, name and address of the bank and the nature and number of the account to which the amount shall be credited.
- (J) Details of availability of the offer document along with the addendum and forms, i.e., date, time, place etc.
- (K) Amount and mode of payment seeking issue of IDRs.
- (L) A brief statement about the history, corporate structure and business overview of the issuer and major events in the past.
- (M) A brief status or statement on the compliance status of the issuer of its obligations under Depositary Agreement and the provisions of the listing agreement entered between the issuer and the stock exchanges, wherever its securities are listed, including the listing agreement entered with stock exchanges in India.

(IV) Management (Board of Directors):

- (A) Name, date of birth, age, qualifications, experience, address, occupation and date of expiration of the current term of office of executive or whole time directors, giving their directorships in other companies, as the case may be.
- (B) The nature of any family relationship between any of the directors.
- (C) Any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the directors was selected as a director or member of senior management.
- (D) Details of service contracts entered into by the directors with the issuer providing for benefits upon termination of employment and a distinct negative statement in the absence of any such contract.

(V) Financial information of the issuer:

- (A) Convenience translation of the latest annual audited statements of consolidated profit and losses, assets and liabilities and cash flows, in Indian Rupees at the closing rate of exchange, as at the date on which the financial information is presented, as filed with the stock exchanges, pursuant to relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (B) Convenience translation of the latest periodical financial results, in Indian Rupees (at the closing rate of exchange as at the date on which the financial information is presented), as filed with the stock exchanges, pursuant to relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (C) One standard financial unit shall be used in the Letter of Offer.
- (D) Link from where the investors can download the soft copy of detailed Annual Report of the issuer and their periodical filings.

(VI) Risk factors:

- (A) Risk factors shall be disclosed as follows:
 - (1) Risk factors associated with the issuing company's business
 - (2) Risk factors associated with the country of the issuing company proposing to issue IDR
 - (3) Risk factors associated with the IDR / underlying shares

- (B) Risk factors shall be classified as those which are specific to the project and internal to the issuing company and those which are external and beyond the control of the issuing company.
- (C) Risk factors shall be determined on the basis of their materiality. Materiality shall be decided taking the following factors into account:
 - (1) Some events may not be material individually but may be found material collectively
 - (2) Some events may have material impact qualitatively instead of quantitatively
 - (3) Some events may not be material at present but may be having material impacts in future.

(VII) Capital structure:

- (A) The authorised, issued and subscribed capital after suitable incorporation of the outstanding convertible securities (number of securities, description and aggregate nominal value).
- (B) Paid-up capital.(segregating IDRs).
- (C) The following details of outstanding instruments:
 - (1) Details of options, if any.
 - (2) Details of convertible securities, if any.
- (D) The shareholding pattern and IDR holding pattern as per the latest filing with the stock exchange(s).
- (E) The details of the shareholders holding more than three per cent. of the share capital of the issuer.
- (F) The details of IDRs lock-in, pledge of and encumbrance on such IDRs held by promoters, if applicable.
- (G) The details of IDRs acquired by promoters and promoter group, if applicable in the last six months immediately preceding the date of filing of the offer document along with addendum for rights offering with the designated stock exchange, in case of a fast track issue and in any other case, the date of filing draft offer document along with addendum for rights offering with the Board.

(VIII) Particulars of the issue:

- (A) Objects of the Issue:
 - (1) The purpose of the issue.
 - (2) Break-up of the cost of project for which the money is raised through the IDR issue.
 - (3) The means of financing such project.
 - (4) The proposed deployment status of the proceeds at each stage of the project.
 - (5) Interest of promoters (if any) and directors, as applicable to the project or objects of the issue.
- (B) Interim Use of Funds: The issuer company shall keep funds in a bank having a credit rating of 'A' or above by an international credit rating agency.
- (C) Any special tax benefits to the IDR holders.

(IX) Market price information and other information concerning the shares/ IDRs:

Following information should be provided exchange-wise, if the securities are listed in more than one exchange. This information should be updated as on last practicable date before the date of the offer document.

- (A) Week-end prices for the last four weeks and highest and lowest prices of equity shares during the period with the relative dates.
- (B) Stock market quotation of shares of the company (high/low price in each of the last three years and monthly high/low price during the last six months).
- (C) The same details shall be provided for IDRs listed in stock exchange.

(X) Exchange rates:

- (A) Brief history of the pattern of exchange rates between the country of incorporation/where shares are listed and India.
- (B) High, Low, Average Rates for the last twelve months.

(XI) Material litigations and defaults:

- (A) Material litigation/liabilities/defaults including arrears/potential liabilities of the issuing company, its promoters/controlling shareholders/directors and its subsidiaries and associates.
- (B) Materiality shall be determined on the basis of factors which are specific to the project and to the issuing company, its promoters/controlling shareholders/directors, its subsidiaries and associates, which may have a bearing on the performance of the issuing company.
- (C) Materiality shall be decided taking the following factors into account:
 - (1) Some litigation/defaults may not be material individually but may be found material collectively.
 - (2) Some litigation/defaults may have material impact qualitatively instead of quantitatively.
 - (3) Some litigation/defaults may not be material at present but may be having a material impact in future.

(XII) Material development:

Any material development after the date of the latest balance sheet and its impact on performance and prospects of the issuer in accordance with the home country regulations.

(XIII) Material contracts and documents for inspection:

Place at which inspection of the documents specified under rule 7 of the Companies (Issue of Indian Depository Receipts) Rules, 2004, the offer document along with the addendum, the financial statements and auditor's report thereof will be allowed during the normal business hours.

(XIV) Other regulatory and statutory disclosures:

- (A) Authority for the issue and details of resolution passed for the issue.
- (B) A statement by the issuer that the issuer, promoters, directors or person(s) in control of the promoter or the issuer, if applicable, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by the Board or the securities regulator of its home country.
- (C) It may be disclosed whether the issuer, promoters, the relatives of promoters, group companies, if applicable, are identified as wilful defaulters in India or in its home country.
- (D) Disclaimer clauses:
The addendum for rights offering shall contain the following disclaimer clauses in bold capital letters:
 - (1) Disclaimer Statement with respect to SEBI:

(To be written in bold capital letter)

"It is to be distinctly understood that submission of the offer document and the addendum to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the offer document and the addendum. Lead manager(s), has certified that the disclosures made in the addendum are generally adequate and are in conformity with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in force for the time being. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue.

It should also be clearly understood that while the issuer is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the addendum, the lead manager(s) is expected to exercise due diligence to ensure that the issuer discharges its responsibility adequately in this behalf and towards this purpose, the lead manager(s) has furnished to the Securities and Exchange Board of India (SEBI) a due diligence certificate datedwhich reads as follows: *(due diligence certificate submitted to the Board to be reproduced here)*

The filing of the offer document along with the addendum does not, however, absolve the issuer from any liabilities under the Companies (Issue of Indian Depository Receipts) Rules, 2004 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed issue. SEBI further reserves the right to take up, at any point of time, with the lead manager(s) any irregularities or lapses in the offer document and the addendum."

(2) Disclaimer Statement from the issuer and lead manager(s):

A statement to the effect that the issuer and the lead manager(s) accept no responsibility for statements made otherwise than in the offer document for the rights offering or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in the issue will be deemed to have been represented by the issuer and lead manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire IDRs of the Company, and are relying on independent advice / evaluation as to their ability and quantum of investment in this issue.

(3) Disclaimer in respect of jurisdiction: A brief paragraph mentioning the jurisdiction under which provisions of law and the rules and regulations are applicable to the offer document for rights offering.

(4) Disclaimer statement of the stock exchanges, if any.

(5) Disclaimer statement of the Reserve Bank of India (if applicable).

(E) Broad details of fees payable to various intermediaries involved in the IDR rights offering.

- (F) Arrangements or any mechanism evolved by the issuer for redressal of investor grievances in respect of IDRs and the time normally taken by it for disposal of various types of investor grievances.

(XV) Undertakings by the issuer in connection with the issue:

The issuer shall undertake that:

- (1) the complaints received in respect of the issue shall be attended to by the issuer expeditiously and satisfactorily.
- (2) that steps for completion of the necessary formalities for listing and commencement of trading at all stock exchanges where the IDRs are to be listed are taken within seven working days of closing of the issue.
- (3) funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
- (4) that where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
- (5) that adequate arrangements shall be made to collect all applications.
- (6) that adequate arrangements shall be made to collect all ASBA applications and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
- (7) that the IDRs shall be credited to the demat account / refunds made within a period of fifteen days and interest in case of delay in refund at the prescribed rate.

(XVI) Utilisation of issue proceeds: The addendum for the rights offering shall contain a statement of the board of directors of the issuer in relation to the use of issue proceeds.

(XVII) Restrictions on foreign ownership of Indian securities, if any:

- (A) Investment by NRIs.
- (B) Investment by [foreign portfolio investors].

(XVIII) Any other material disclosures (*as deemed necessary*):

(XIX) Declaration:

- (A) The addendum for the rights offering shall be approved by the Board of Directors of the issuer and shall be signed by all directors, the Chief Executive Officer, i.e., the Managing Director or Manager within the meaning of the respective applicable corporate laws of the home country and the Chief Financial Officer, i.e., the whole-time finance director or any other person heading the finance function and discharging that function.
- (B) The following statement shall be disclosed:

“No statement made in this addendum contravenes any of the provisions of the applicable corporate laws in the home country or of provisions of Companies (Issue of Indian Depository Receipts) Rules, 2004. All the legal requirements connected with the issue as also the Regulations, guidelines, instructions, etc., issued by SEBI, Government and any other competent authority in this behalf, have been duly complied with.”
- (C) The signatories shall further certify that all disclosures made in the offer document and the addendum for rights offering are true and correct.

Part D - Disclosures in an abridged letter of offer for rights issue of Indian depository receipts

[See regulation 222(1)]

- (1) A listed issuer making a rights issue of IDRs shall make disclosures, as required under its home country regulations, if any, and as specified in Part B of this Schedule, in the abridged letter of offer for rights offering.
- (2) Notwithstanding the above, where disclosures of matters similar or equivalent to those set out in this Schedule are required to be made in a particular form or by reference to particular requirements of home country regulations, the same shall prevail over the requirements of this Schedule and shall be deemed to be complied with by such disclosures made in the offer document on the basis of the home country regulations.
- (3) The order in which items shall appear in the abridged letter of offer for rights offering shall correspond, wherever applicable, to the order in which items appear in the offer document and the addendum for rights offering.
- (4) The abridged letter of offer for rights offering shall also include the following disclosures:
 - (a) Provisions pertaining to applications forms;
 - (b) Rights entitlement ratio;
 - (c) Fractional entitlements;
 - (d) Renunciation;
 - (e) Application for Additional IDRs;
 - (f) Intention of promoters to subscribe to their rights entitlement, if any.
- (5) General Instructions:
 1. The information to be provided under each of the heads specified below shall be as per the requirement of Part A of this Schedule except when specified otherwise.
 2. The abridged prospectus shall be printed in a font size which shall not be visually smaller than Times New Roman size 11 (or equivalent) with 1.0 line spacing.
 3. The application form shall be so positioned that on the tearing-off of the application form, no part of the information given in the abridged letter of offer is mutilated.

The abridged letter of offer for the issue of Indian Depository Receipts (IDR) shall contain the following disclosures:

I. Instructions for applicants:

How to apply, availability of letter of offer, abridged letter of offer and application forms, mode of payment and how to apply through white sheet, if relevant.

II. General information:

- (A) The name of the issuing company and address of the registered office of the issuing company, along with telephone number, fax number, e-mail address and website address, and where there has been a change in the address of the registered office or name of the issuing company, details thereof.
- (B) Name, address and contact information of the principal office of the issuing company in India.
- (C) Name, address and contact information of the domestic depository, the overseas custodian bank with the address of its office in India, the merchant banker, the underwriter to the issue, advisors to the issue and any other intermediary which may be appointed in connection with the issue of IDRs.
- (D) Names, addresses and contact information of experts and counsel.

- (E) Name, address and contact information of the compliance officer in relation to the issue of IDRs. The compliance officer should be placed in India.
- (F) Name, address and contact information of stock exchanges where applications are made or proposed to be made for listing of the IDRs.
- (G) Disclosure about provisions relating to punishment for fictitious applications.
- (H) Statement/declaration for refund of excess subscription.
- (I) Statement that an interest of 15 per cent. p.a. would be paid to the investors if the allotments letters / refund orders are not despatched within 15 days of the closure of the rights issue, as the case may be.
- (J) Declaration about issue of allotment letters/certificates/ IDR within the stipulated period.
- (K) Date of opening of issue.
- (L) Date of closing of issue.
- (M) Last date for request for split.
- (N) Method and Expected Timetable of the issue.
- (O) Date of earliest closing of the issue.
- (P) Declaration by the merchant banker with regard to adequacy of resources of underwriters to discharge their respective obligations, in case of being required to do so.
- (Q) A statement by the issuing company that all monies received out of issue of IDR shall be transferred to a separate domestic bank account, name and address of the bank and the nature and number of the account to which the amount shall be credited.
- (R) Details of availability of letter of offer and forms, i.e., date, time, place etc.
- (S) Amount and mode of payment seeking issue of IDRs.
- (T) Disclosure on Investor Grievances and Redressal System.
- (U) That the issuing company undertakes to subject itself to the jurisdiction of Indian Courts having jurisdiction over the place where the stock exchange is situated regarding grievances of the IDR applicants and IDR holders.

III. Capital structure of the issuing company:

- (A) Authorised, issued, subscribed and paid-up capital (Number of instruments, description, aggregate nominal value).
- (B) Size of present issue.(Segregating issue of IDRs)
- (C) Paid-up Capital:
 - (1) before the issue;
 - (2) after the issue (if the IDR issue involves issue of fresh equity shares); and
 - (3) share premium account (before and after the issue).

IV. Terms of the present Issue:

- (A) Authority for the issue, terms of payment and procedure and time schedule for allotment and issue of certificates/ refund orders.
- (B) The clause "Interest in Case of Delay in Despatch of Allotment Letters/ Refund Orders" shall appear.

V. Particulars of the issue:

- (A) Objects of the issue.
- (B) Project cost.
- (C) Means of financing.

VI. Company, management and project:

- (A) History and present business of the company.
- (B) Details of major shareholders disclosed in Letter of Offer.

- (C) Names, address and occupation of manager, managing director, and other Directors (including nominee-directors and whole-time directors) giving their directorships in other companies.

VII. Outstanding material litigations and defaults (in a summarised tabular form)

VIII. Material development: Any material development after the date of the latest balance sheet and its impact on performance and prospects of the company.

IX. Time and Place of Inspection of material contracts. (List of material contracts not required)

X. Financial Performance of the Issuing company as per last completed accounting year for which audit has been completed and for the latest stub period for which audit/limited review has been completed.

XI. Disclosure on Investor Grievances and Redressal System.

XII. Brief details of the Domestic Depository, Overseas Custodian Bank and Depository Agreement.

XIII. Signatories to the Letter of offer.