INVESTOR CHARTER- BUYBACK OF SECURITIES

VISION STATEMENT:

To continuously earn trust of investors and emerge as solution provider with integrity.

MISSION STATEMENT:

- 1. Act in investors' best interests by understanding needs and developing solutions.
- 2. Enhance and customise value generating capabilities and services.
- 3. Disseminate complete information to investors to enable informed investment decision.

DESCRIPTION OF ACTIVITIES / BUSINESS OF THE ENTITY

Act as Manager to the Offer of Buyback of securities.

SERVICES PROVIDED FOR INVESTORS

- 1. Advertisement is published in one English National Daily, one Hindi National Daily and one Regional language daily, at the place where the Registered Office of the company is situated;
- **2.** Detailed process and methodology disclosed in the:
 - a. public announcement in case of buyback through open market; and
 - b. Letter of offer along with details of buying broker through which settlement takes place;
- 3. Physical Shareholders can also participate in the tender offer buyback by submitting documents disclosed in the public announcement and/or letter of offer; Physical Shareholders can participate in the open market buyback after dematerialising their Shares
- **4.** All eligible shareholders may place orders in the Acquisition Window provided by stock exchange, through their respective stock brokers;
- **5.** Post closure, offer closing advertisement is published.

A. TIMELINES - BUYBACK (OPEN MARKET)									
Sr.		Timeline for which activity takes	Information where						
No.	Activity	place	available						
1	Public	Within 2 WDs from Board or	Website of SEBI, Stock						
	Announcement	Shareholder's meeting in which	Exchanges & Company						
		buyback proposal is approved							
2	Opening of offer	Within 7 WDs from PA	Website of Stock Exchanges						
3	Securities bought	Daily basis till closure of offer	Website of Stock Exchanges						
	back		and Company						
4	Closure of offer	Earlier of:	Website of Stock Exchanges						
		Six months; or							
		Total buyback size utilised; or							
		50% of total buyback size utilised							
		and board of directors chooses to							
		close							
5	Acceptance of	Upon the relevant pay out by Stock	Website of Stock Exchanges						
	Equity Shares	Exchanges							



6	Verification of acceptances	Wit	thin 15 days from payment date	NA						
7	Extinguishment of	on or before 15th day of the		Website of Stock Exchanges						
	security certificates		succeeding month but not later than		and Company					
			ays of expiry of Buyback Period							
8	Post Offer	Within two working days from		Website of SEBI, Stock						
	Advertisement	exp	expiry of buyback period		Exchanges & Company					
	MELINES BUYBACK	(T)	ENDER METHOD)							
Sr.	Activity		Timeline for which activity takes		Information where					
No.			place		available					
1	Public Announcement		Within 2 WDs from Board or		Website of SEBI, Stock					
			Shareholder's meeting in which		Exchanges & Company					
			buyback proposal is approved							
2	Dispatch of Final Lett		Within 5 WDs from the date of		Website of SEBI, Stock					
	of Offer to Shareholders		receipt of observation letter from		Exchanges & Company					
			SEBI							
3	Opening of offer		Within 5 WDs from the date of		Website of Stock					
			dispatch .The offer shall be kept		Exchanges					
1	A '1 1'1' CTD 1		open for 10 WDs Till the closure of offer		Walaita of CEDI Ctaala					
4	Availability of Tender		Till the closure of offer		Website of SEBI, Stock					
5	form		Till the closume of offer		Exchanges & Company Address is given in the					
3	Availability of materia documents for inspect				letter of offer					
	by Shareholders	1011			letter of offer					
6	Modification/cancella	tion	Till the closure of offer		NA					
	of orders and multiple									
	bids from a single									
	Eligible Shareholder									
7	Closure of offer		10th WDs		Website of Stock					
					Exchanges					
8	Acceptance and		Within 7 WDs		NA					
	Settlement of shares									
9	Extinguishment of		Within 15 days from Acceptance	е	Website of Stock					
	security certificates		date but not later than 7 days of		Exchanges					
			expiry of Buyback Period							

RIGHTS OF INVESTORS

- 1. In case of any grievances relating to the Buyback (including non receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach either of the Compliance Officer, Manager to the Buyback, Registrar to the Buyback for redressal thereof.
- 2. Shareholders have rights to inspect the material documents as listed out in the letter of offer during the tendering period.



DO's and DON'Ts FOR INVESTORS

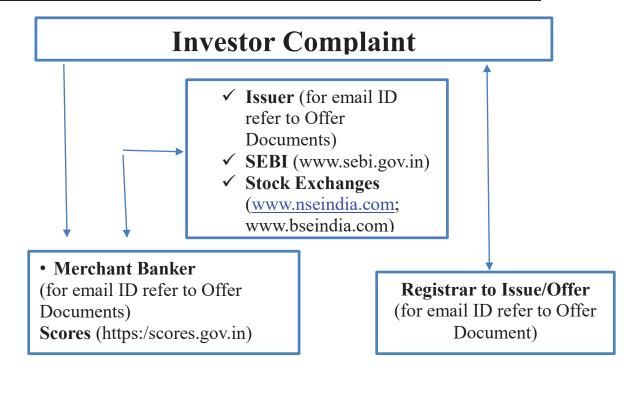
Dos

- 1. Ensure to submit Tender Forms on time; Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to their Seller Member the details of Equity Shares they intend to tender under the Buyback.
- 2. Ensure the demat account and the PAN belong to the same eligible shareholder;
- **3.** In case shares are held in physical Form, shareholder should ensure that the correct share certificates are attached along with the Tender Form
- **4.** Ensure that the signatures registered with the Company and the signature on the Tender Form are the same.

Don'ts

- 1. The tender form and other relevant documents should not be sent to the company or to the manager to the buyback.
- 2. It is not mandatory for eligible shareholders holding and tendering equity shares in demat form to submit the tender form and the Transaction Registration Slip (TRS) given by the Broker on bidding of offer
- **3.** The Equity Shares tendered by Shareholders holding Demat Shares or Physical Shares would be liable to be rejected if the grounds mentioned in Offer Document are not complied with.

INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT





TIMELINES FOR RESOLUTION OF SHAREHOLDER GRIEVANCES IN BUYBACK

Sr. No	Activity	No. of calendar days			
1	Shareholder grievance received by the manager to the offer	Т			
2	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	The concerned intermediary/ies to respond to the manager to the offer with an acceptable reply	X			
4	Shareholder may escalate the pending grievance, if any, to the functional head / head of department of manager to the offer	T+21			
5	Manager to the offer, the concerned intermediary/ies and the Shareholder shall exchange between themselves additional information related to the grievance, wherever required	Between T and X			
6	Manager to the offer to respond to the Shareholder with the reply	X+3			
7	Best efforts will be undertaken by manager to the offer to respond to the grievance within T+30				

Nature of shareholder grievance for which the aforesaid timeline is applicable

- 1. Delay in receipt of consideration upon acceptance of shares
- 2. Any other grievance as may be informed from time to time

Mode of receipt of shareholder grievance

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

- 1. Letter from the shareholder addressed to the manager to the offer at its address mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
- 2. E-mail from the shareholder addressed to the manager to the offer at its e-mail ID mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
- 3. On SEBI Complaints Redress System (SCORES) platform.

Nature of enquiries for which the Manager to the offer shall endeavour to resolve such enquiries/ queries promptly during the offer period.

- 1. Availability of Form of acceptance cum acknowledgement
- 2. Availability of offer document
- 3. Process for tendering of shares in the offer
- 4. Date of offer opening/ closing/ acceptance and settlement of shares
- 5. Any other query of similar nature



RESPONSIBILITIES OF INVESTORS

- 1. Shareholders should keep abreast of corporate announcement made for corporate action like takeover, buyback, dividend, bonus, splits etc.
- 2. For buyback through:
 - a. open market method, shareholders can refer public announcement to understand the no. of shares, quantum, objective of buyback and maximum buyback price; and
 - b. tender method, shareholders can refer public announcement and letter of offer to understand no. of shares, quantum, objective of buyback, entitlement ratio and buyback price;
- 3. Documents related to buyback are made available on the websites of Company, SEBI, Stock Exchange(s) and Investors should read the details carefully
- 4. Shareholders should read letter of offer and public announcement carefully and fully before tendering their shares including its taxation effects
- 5. Shareholders should ensure that their demat account is active.