

**SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2009**

**SCHEDULE XVIII
[See regulation 84(1)]**

DISCLOSURES IN PLACEMENT DOCUMENT

- (1) Disclaimer to the effect that the Memorandum relates to an issue made to qualified institutional buyers under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 and that no offer is being made to the public or any other class of investors.
- (2) Glossary of terms/abbreviations
- (3) Financial statements contained herein
- (4) Merchant bankers/merchant bankers to the placement and other advisors
- (5) Summary of the offering and eligible security
- (6) Risk factors
- (7) Market price information: Disclose particulars of:-
 - (a) high, low and average market prices of equity shares of the issuer during the preceding three years;
 - (b) monthly high and low prices for the six months preceding the date of filing of the prospectus;
 - (c) number of equity shares traded on the days when high and low prices were recorded in the relevant stock exchange during period of (i) and (ii) above, and total volume traded on those dates;
 - (d) the stock market data referred to above shall be shown separately for periods marked by a change in capital structure, with such period commencing from the date the concerned stock exchange recognizes the change in the capital structure (e.g., when the equity shares have become ex-rights or ex-bonus)
 - (e) the market price immediately after the date on which the resolution of the board of directors approving the issue was approved
 - (f) the volume of securities traded in each month during the six months preceding the date on which the offer document is filed with Registrar of Companies;
 - (g) along with high, low and average prices of shares of the issuer, details relating to volume of business transacted should also be stated for respective periods.
- (8) Use of proceeds:
 - (a) purpose of the issue;
 - (b) break-up of the cost of project for which the money is raised through issue;
 - (c) the means of financing such project; and
 - (d) proposed deployment status of the proceeds at each stage of the project.
- (9) Capitalization Statement
- (10) Dividends
- (11) Selected Financial and other Information
- (12) The audited consolidated or unconsolidated financial statements prepared in accordance with Indian GAAP shall contain the following:
 - (a) Report of Independent Auditors on the Financial Statements
 - (b) Balance sheets
 - (c) Statements of income

- (d) Schedules to accounts
 - (e) Statements of changes in stockholders' equity
 - (f) Statements of cash flows
 - (g) Statement of accounting policies
 - (h) Notes to financial statements
 - (i) Statement relating to subsidiary companies (in case of unconsolidated financial statements)
- (13) Management's Discussion and Analysis of financial condition and results of operations
 - (14) Industry description
 - (15) Business description
 - (16) Organizational structure and major shareholders
 - (17) Board of directors and senior management
 - (18) Taxation aspects relating to the eligible securities
 - (19) Legal proceedings
 - (20) Accountants
 - (21) General Information
 - (22) Such other information as is material and appropriate to enable the investors to make an informed decision.