

PART B
[See regulation 106I(1)]

**DISCLOSURES IN ABRIDGED LETTER OF OFFER FOR RIGHTS ISSUE OF INDIAN
DEPOSITORY RECEIPTS**

- (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 letter of offer shall be printed in a font size which shall not be visually smaller than Times New Roman Size 10.
 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 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. 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 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% 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 moneys 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 IDR.
- (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.]**

**C. B. BHAVE
CHAIRMAN**