

MEMORANDUM

Restrictions on Advertisements and Research Publications

1. General

- 1.1 This memorandum sets out the principal restrictions under Indian law with regard to advertisements in relation to the offering of Non-Convertible Debentures pursuant to the provisions of Part A and Part B of Chapter III of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, ("**NCS Regulations**"), to the public, ("**Issue**"), by the ("**Company**").
- 1.2 Please note that the international counsel, if any, will separately advise you in relation to the restrictions applicable under foreign jurisdictions and this note only sets out restrictions under Indian Law.
- 1.3 These restrictions apply to the Company, its Directors, key managerial personnel, senior management, officers and employees, the promoters, subsidiaries and affiliates/associates of the Issuer and their respective shareholders, directors, officers, employees, management and other persons directly connected with the Issue and all persons acting on their behalf (including any employees or financial advisors and public relations firm) (collectively the "**Company**"). Corporate Professionals Capital Private Limited, the Lead Manager to the Issue and its affiliates ("**Lead Manager** or "**Corporate Professionals Capital Private Limited**"); any other intermediaries connected with the Issue and their associates, if any, and other members of the working group for the Issue to ensure compliance with applicable Indian laws and regulations, must also observe these restrictions (collectively, the "**Issue Participants**").
- 1.4 We strongly recommend that the Company and the Issue Participants contact Rajani Associates, Advocates and Solicitors, ("Legal Counsel" or "**RA**"), as early as possible when approached by the press, invited to any conference or planning any event that is likely to generate publicity. It is recommended that RA be consulted before issuing an advertisement to ensure compliance with local requirements.
- 1.5 It would be advisable for the Company to designate a member of the management team to review all proposed press releases, analyst presentations, speeches and other publicity, including any information to be posted on the Company's website, to ensure compliance with these guidelines, and to contact the Legal Counsel in the event of any questions.
- 1.6 Please ensure that all directors and officers and management personnel are aware of these restrictions.
- Please also refer to **Annexure A** in this behalf.

2. Advertisement Guidelines

- 2.1 Although the NCS Regulations do not lay down any specific restrictions and/or norms in connection with publicity material in relation to a public issue of non-convertible debentures, based on past practices, and as a matter of prudence, the Company ought to adhere to the NCS Regulations, (*to the extent applicable*), if any, which deals with issuance of publicity material in respect of any offering of securities by companies.
- 2.2 The Lead Manager and the Company must ensure that the requirements under the NCS Regulations on advertisement and publicity restrictions are complied with.
- 2.3 Prior to the filing of the Draft Prospectus with the Stock Exchange(s) and SEBI:
- 2.3.1 The Company should ensure that all advertisements to be released are pre-cleared by RA and the Lead Manager. In the event of any existing advertising, the Company should contact RA, to have the same

also pre-cleared, for further release.

2.4 The advertisements should not contain any reference to the proposed issue of non-convertible debentures to the public or the valuation of the securities of the Company.

2.5 All public communication from the date of filing with SEBI/stock exchanges till the date of allotment is to be consistent with past practice of the Company. If it is not so consistent, the fact of inconsistency must be prominently displayed/announced on the public communication.

2.6 Post the filing of the Draft Prospectus with the Stock Exchange(s) and SEBI:

2.6.1 All public communication (including corporate and product advertisements of the Company, interviews by its promoters, directors, duly authorized employees or representatives of the Company, documentaries about the Company or its promoters, periodical reports and press releases, issued or published in any media) from date of filing draft prospectus with the stock exchanges/SEBI to the date of allotment shall comply with the following:

2.6.1.1 It shall be prominently displayed that the Company proposes to make an issue of non-convertible debentures under the provisions of Part A and Part B of Chapter III of the NCS Regulations and has filed the draft prospectus with the stock exchange(s).

2.6.1.2 The draft prospectus shall be placed on the website of the concerned stock exchange(s) and of the Company with a disclaimer to the effect that it is in connection with an issue to the public under Chapter III of the NCS Regulations.

3. The relevant disclaimer on the website of the Company would be as follows:

3.1 THE DRAFT PROSPECTUS IS BEING FURNISHED SOLELY IN CONNECTION WITH AN ISSUE TO THE PUBLIC AS PER CHAPTER III OF THE SEBI (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, ("**NCS REGULATIONS**").

3.2 ELECTRONIC VERSIONS OF THE DRAFT PROSPECTUS DOCUMENT OR THE PROSPECTUS ("**ISSUE DOCUMENTS**") YOU ARE SEEKING ACCESS TO IS BEING MADE AVAILABLE ON THE WEBSITE BY SMC GLOBAL SECURITIES LIMITED IN GOOD FAITH AND FOR INFORMATION PURPOSES ONLY.

3.3 ACCESS TO THE ISSUE DOCUMENTS HAS BEEN LIMITED SO THAT IT SHALL NOT CONSTITUTE IN ANY JURISDICTION A GENERAL ADVERTISEMENT OR GENERAL SOLICITATION OR DIRECTED SELLING EFFORTS.

3.4 YOU MAY NOT AND ARE NOT AUTHORIZED TO (1) DELIVER THE ISSUE DOCUMENTS TO ANY OTHER PERSON OR (2) REPRODUCE SUCH ISSUE DOCUMENTS IN ANY MANNER WHATSOEVER. ANY DISTRIBUTION OR REPRODUCTION OF THE PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE NCS REGULATIONS OR OTHER APPLICABLE LAWS OF INDIA AND OTHER JURISDICTIONS.

[Please note that additional restrictions will apply if the Issue is being marketed outside India. The International counsel, if any, will separately advise you in relation to the restrictions applicable under foreign jurisdictions and this note only sets out restrictions under Indian Law.]

4. Basis of access

4.1 Public communication or publicity material is to contain only factual information and must not contain projections, estimates, conjectures etc.

4.2 The public communication or the publicity material is not to contain any information which is

extraneous to the Issue Documents filed with the stock exchange(s) and SEBI.

5. Product Advertisements

- 5.1 Product advertisements issued by the Company should not contain any reference, directly or indirectly, to the performance of the Company during the period commencing from the date of approval of terms of the issue by Board of Directors/ Committee till the date of allotment.

6. Do's and Don'ts for Advertisements

6.1 Do's

- 6.1.1 Advertisements must be truthful, fair and clear, and must not contain any untrue or misleading statement.

- 6.1.2 Advertisements reproducing or purporting to reproduce any information contained in the placement document must reproduce such information in full, and must disclose all relevant facts, and must not be restricted to select extracts relating to that reproduced item.

- 6.1.3 Advertisements must be in clear, concise and understandable language.

6.2 Don'ts

- 6.2.1 Advertisements must not extensively use technical or legal terminology, or complex language.

- 6.2.2 Access to electronic versions of these materials is being made available on this website by SMC Global Securities Limited pursuant to the requirements under the NCS Regulations in good faith and for information purposes only. Any person seeking access to this portion of SMC Global Securities Limited's website represents and warrants to SMC Global Securities Limited that they are doing so for information purposes only. Making press announcements and other documents available in electronic format does not constitute an offer to sell or the solicitation of an offer to buy securities in SMC Global Securities Limited. Further, it does not constitute a recommendation by SMC Global Securities Limited or the Lead Manager or any other party to sell or buy securities in SMC Global Securities Limited.

- 6.2.3 Advertisements must not make statements about the performance of activities of the Company, in the absence of necessary explanatory or qualifying statements. Such advertisements that exaggerate the performance or activities will be considered misleading.

- 6.2.4 Advertisements must not portray past performance inaccurately or in a manner that implies that past gains or income will be repeated in the future. Such advertisements will be considered misleading.

- 6.2.5 Advertisements must not contain statements that promise or guarantee a rapid increase in profits.

- 6.2.6 Advertisements must not contain anything that is not present in the preliminary placement document.

- 6.2.7 No models, celebrities, fictional characters, landmarks or caricatures or the like must be displayed on or form part of the offer document.

- 6.2.8 Advertisements must not appear as crawlers (advertisements that run simultaneously with the program in a narrow strip at the bottom of the television screen) on television.

- 6.2.9 Advertisements must not include any Issue slogans or brand names for the Issue except the normal commercial name of the Company of commercial brand names of its products already in use.

- 6.2.10 Advertisements must not contain slogans, expletives, non-factual or unsubstantiated titles.

6.2.11 Incentives, apart from the permissible underwriting commission and brokerage, must not be offered through any advertisements to anyone associated with the marketing of the Issue.

6.2.12 Do not make any announcement regarding the closing of the Issue until the last closing date.

7. Research Guidelines

7.1.1.1 A research report made by the Company, or any intermediary concerned with the Issue or their associates shall contain only factual information and shall not contain projections, estimates, conjectures, etc. or any matter extraneous to the contents of the offer document;

7.1.1.2 any research report issued or caused to be issued by a Company, any intermediary concerned with the Issue, or their associates shall comply with the following:

- (a) it shall be truthful, fair and shall not be manipulative or deceptive or distorted and it shall not contain any statement, promise or forecast which is untrue or misleading;
- (b) if it reproduces or purports to reproduce any information contained in an offer document, it shall reproduce such information in full and disclose all relevant facts and not be restricted to select extracts relating to that information;
- (c) it shall be set forth in a clear, concise and understandable language;
- (d) it shall not include any Issue slogans or brand names for the Issue except the normal commercial name of the Company or commercial brand names of its products already in use;
- (e) if it presents any financial data, data for the past three years shall also be included along with particulars relating to sales, gross profit, net profit, share capital, reserves, earnings per share, dividends and the book values;
- (f) no Issue advertisement shall appear in the form of crawlers (the advertisements which run simultaneously with the programme in a narrow strip at the bottom of the television screen) on television;
- (g) if a research report contains highlights, it shall also contain risk factors with equal importance in all respects including print size of not less than point seven size;

7.1.2 SEBI strictly monitors compliance with the NCS Regulations and any violation of the NCS Regulations by a Lead Manager may give rise to civil and/or criminal liability. In addition, SEBI may issue directions, which include the imposition of penalties and/or the suspension or cancellation of a Lead Manager's certificate of registration with SEBI.

Annexure A

1. Press Releases and Routine Announcements

- 1.1 The Company may continue to make announcements about the non-financial aspects of its business that are (a) routine, (b) in the ordinary course of business, and (c) consistent with past practice.
- 1.2 The Company should not release any projections, forecasts, estimates or opinions regarding the value of the NCDs or any of its securities.

2. Advertising

- 2.1 Advertising that is consistent with past practice may continue, but the Company should not initiate any new advertising campaigns during this time.

3. Interviews and Responses to Press or Analyst Inquiries

- 3.1 The Company should not schedule any interviews with representatives of the international or Indian press without consulting RA and the Lead Manager first. The Company should not respond to any inquiries from any major international press without consulting Legal Counsel first.
- 3.2 If the Company has previously scheduled interviews with the press, such interviews may be permitted so long as no information regarding the Issue is discussed.
- 3.3 The Company may answer unsolicited telephone inquiries from the press concerning factual information about its business, consistent with past practice, but should avoid making any statement concerning the proposed issue or any financial forecasts or valuation opinions.

4. Meetings with Investors

- 4.1 The Company will not hold any one-on-one meetings or participate in conferences related to the debt issue, nor reference it in other meetings.

5. Industry Conferences

- 5.1 The Company should not schedule any Industry conferences without first consulting RA and the Lead Manager.
- 5.2 If the Company is already scheduled to appear at conferences, please notify us so that we can discuss specific restrictions.

6. Website

- 6.1 The Company should ensure that there is no mention of the Issue on its website, before the filing of the Draft Prospectus.
- 6.2 All information on the website should be consistent with the disclosure in the offer document. The website should not contain financial or operating forecasts or share valuation opinions.
- 6.3 The content and quantity of releases and other information provided on the website should be consistent with past practice.