

FREQUENTLY ASKED QUESTIONS
RIGHTS ISSUE OF EQUITY SHARES OF MEGASOFT LIMITED

Set out below are the frequently asked questions (“FAQs”) to guide investors in gaining familiarity with the application process for subscribing to the rights issue of equity shares (“Issue” or “Rights Issue”) by Megasoft Limited (“Company”) in terms of the letter of offer dated July 14, 2021 (“Letter of Offer”) filed with the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE” and together with BSE, (“Stock Exchanges”). These FAQs are not exhaustive, nor do they purport to contain a summary of all the disclosures in the Letter of Offer or the entire application process in the Issue or all details relevant to prospective investors (“Investors”). Further, these FAQs should be read in conjunction with, and are qualified in their entirety by, more detailed information appearing in the Letter of Offer, including the sections “Notice to Overseas Investors”, “Risk Factors” and “Terms of the Issue” on pages 11, 20, and 206, respectively, of the Letter of Offer. Readers are advised to refer to the Letter of Offer which is available on the website of the Registrar to the Issue, Lead Manager, Stock exchanges and the Company at <https://rights.cameoindia.com/megasoft>; www.fedsec.in; www.bseindia.com and www.nseindia.com, and www.megasoft.com. Unless otherwise defined herein, all capitalised terms shall have such meaning as ascribed to them in the Letter of Offer.

A) GENERAL FAQS:

1) What is the Rights Issue schedule?

ISSUE OPENING DATE	July 22, 2021
LAST DATE FOR ON MARKET RENUNCIATION	July 30, 2021
ISSUE CLOSING DATE	August 05, 2021
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	August 13, 2021
DATE OF ALLOTMENT (ON OR ABOUT)	August 13, 2021
DATE OF CREDIT (ON OR ABOUT)	August 17, 2021
DATE OF LISTING/ COMMENCEMENT OF TRADING OF RIGHTS EQUITY SHARES ON THE STOCK EXCHANGES (ON OR ABOUT)	August 20, 2021

Please note that the Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, *i.e.*, August 05, 2021 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date.

2) How can an Eligible Equity Shareholder access the details of his respective Rights Entitlement?

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.cameoindia.com/megasoft>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of the Company (i.e. www.megasoft.com).

3) How will the Basis of Allotment be decided?

Subject to the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Rights Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlement either in full or in part and also to the Renouncee(s), who has/ have applied for the Rights Equity Shares renounced in their favour, in full or in part. Allotment to Non-Resident Renouncees shall be subject to the permissible foreign investment limits applicable to our Company under FEMA.
- (b) For Rights Equity Shares being offered under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than one (1) Equity Share or not in multiples of three (3) Equity Shares as on Record Date, the fractional entitlement of such Eligible Equity Shareholders shall be ignored. Those Equity Shareholders holding less than 1 Equity Share and therefore entitled to 'Zero' Rights Equity Shares under this Issue shall be sent an Application Form with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of 1 (One) Additional Rights Equity Share if, such Equity Shareholders have applied for the Additional Rights Equity Shares, subject to availability of Rights Equity shares post allocation towards Rights Entitlement applied for. However, they cannot renounce the same to third parties. Application Forms with zero entitlement will be non-negotiable/ non-renounceable Eligible Equity Shareholders whose fractional entitlements are being ignored would be considered for Allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares(s). Allotment under this head shall be considered if there are any un-subscribed Equity Shares after Allotment under (a) above. If the number of Rights Equity Shares required for Allotment under this head is more than number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.
- (c) Allotment to Eligible Equity Shareholders who having applied for the Rights Equity Shares in full and have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there is an under-subscribed portion after making Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of the Board/Committee of Directors of our Company in consultation with the Designated Stock Exchange, as a part of the Issue and not as a preferential Allotment.

(d) Allotment to the Renouncees, who having applied for the Rights Equity Shares renounced in their favour have also applied for additional Rights Equity Shares, provided there is an under-subscribed portion after making full Allotment in (a), (b) and (c) above. The Allotment of such additional Rights Equity Shares will be made on proportionate basis and at the sole discretion of our Board or any committee of our Board but in consultation with the Designated Stock Exchange, as a part of the Issue and not as a preferential allotment.

(e) Allotment to any other person as our Board may in its absolute discretion deem fit provided there is surplus available after making Allotment under (a), (b), (c), and (d) above, and if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'

4) When will the Rights Equity Shares be credited to the demat account?

On or About August 17, 2021

5) When will the Rights Equity Shares get listed on the exchanges?

On or About August 18, 2021

6) How to withdraw an Application made through ASBA or R-WAP platform?

An Investor who has applied in the Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted or sending the email withdrawal request to priya@cameoindia.com in case of Application through R-WAP facility. However, no Investor, whether applying through ASBA facility or R-WAP facility, may withdraw their Application post the Issue Closing Date.

7) What are the details of the Issue?

Rights Equity Shares offered in the Issue	Up to 2,95,02,748 Rights Equity Shares
Rights Entitlement	2 (Two) Rights Equity Share for every 3 (three) fully paid-up Equity Share(s) held on the Record Date
Record Date	July 13, 2021
Face Value per Rights Equity Share	₹10/- each
Issue Price	₹10.00/-
Issue size	₹s29,50,27,480 (Rupees Twenty Nine-Crore Fifty Lakh Twenty-Seven Thousand Four Hundred and Eighty)

8) What are the options available to an Eligible Equity Shareholder in rights Issue?

The Eligible Equity Shareholders will have the option to

- Apply for his Rights Entitlement in full;
- Apply for his Rights Entitlement in part (without renouncing the other part);
- Apply for his Rights Entitlement in full and apply for additional Rights Equity Shares;
- Apply for his Rights Entitlement in part and renounce the other part of the Rights Equity Shares; and
- Renounce his Rights Entitlement in full.

9) Where can I get the Rights Issue documents if I have not received any mail?

the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material will be sent/ dispatched only to the Eligible Equity Shareholders. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue materials. Further, the Letter of Offer will be provided through e-mail by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, and the Stock Exchanges, and on R-WAP, subject to the applicable lawIn the event that e-mail addresses of the Eligible Equity Shareholders were not available with our Company/ Depositories or the Eligible Shareholders had not provided valid e-mail addresses to our Company/ Depositories, our Company has dispatched the Abridged Letter of Offer, Application Form and other applicable Issue materials by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address.

Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- a) Our Company at www.megasoft.com
- b) the Registrar to the Issue at <https://rights.cameoindia.com/megasoft>
- c) the Lead Manager at www.fedsec.in
- d) the Stock Exchanges at www.bseindia.com and www.nseindia.com; and
- e) the Registrar's web-based application platform at <https://rights.cameoindia.com/megasoft> ("R-WAP").

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e. <https://rights.cameoindia.com/megasoft>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.megasoft.com).

Our Company, Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

10) Can an application in the rights Issue be made using third party bank account?

No. Investors can make payment only using bank account held in their own name. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

11) Can a joint bank account be used to make applications on behalf of shareholders?

In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant

When application is made through R-WAP and the payment for the application money is made from a bank account where the first holder of shares is a joint holder, then the scanned copy of the cheque leaf with name of all holders printed on it, should be scanned and uploaded in the R-WAP portal to validate the compliance with third party payment regulation.

12) Can an application be made by cash / cheque?

No.

13) Can an application be made by visiting the Company, Registrar, and / or the Lead Manager's office?

No.

14) Can the broker collect the application form and submit the application?

No.

15) Will R-WAP system provide a confirmation email / message that the application has been accepted?

Yes. Investors will be provided acknowledgment upon successful completion of Application.

16) How can an Investor understand that the application has been successfully made?

Investors will be provided acknowledgment / confirmation email upon successful completion of Application. Also the investor can verify if the application money had been debited from their bank account.

17) How can an Investor understand if the Rights Equity Shares have been allocated?

The Company and/or the Registrar will email Allotment advice to the successful investors who have received allocation.

18) What is the application process to be followed if Investor is unable to make application using ASBA?

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, i.e., the R-WAP facility (accessible at <https://rights.cameoindia.com/megasoft>), has been instituted for making an Application in the Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. On R-WAP, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat. For details, see “Terms of the Issue – Procedure for Application through the R-WAP” on page 210.

19) What is the procedure for making plain paper application and where can the plain paper application be submitted?

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

20) What are fractional entitlements?

As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Further, the Rights Equity Shares are being offered on a Rights Basis to the existing Eligible Equity Shareholders in the ratio of 2 (Two) Rights Equity Shares for every 3 (Three) fully paid-up Equity Shares held as on the Record Date. Accordingly, while calculating the entitlement, the fractional part of such entitlements of Eligible Equity Shareholders shall be ignored by rounding down their Entitlements figure.

Those Equity Shareholders holding less than 1 (One) Equity Share and therefore entitled to ‘Zero’ Rights Equity Shares under this Issue shall be sent an Application Form with ‘Zero’ entitlement. It may however be noted, that no credit of Rights Entitlement will be made in their demat account. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of 1 (One) Additional Rights Equity Share if, such Equity Shareholders have applied for the Additional Rights Equity Shares, subject to availability of Rights Equity shares post allocation towards Rights Entitlement applied for.

However, they cannot renounce the same to third parties. Application Forms with zero entitlement will be non-negotiable/ non-renounceable.

Eligible Equity Shareholders holding Equity shares that are not in multiples of 3 (three) equity shares, the fractional entitlements of Rights Entitlement would be ignored. However, these eligible shareholders would be considered for Allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares(s).

B) FAQs FOR SHAREHOLDERS HOLDING EQUITY SHARES IN A PHYSICAL FORM:

1) What is the process to be followed by a shareholder holding shares in a physical form, for understanding their Rights Entitlements details?

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.cameoindia.com/megasoft>) by entering their Folio Number and PAN. The link for the same shall also be available on the website of the Company (i.e. www.megasoft.com).

2) What is the process to be followed, to make an application in Rights Issue, by a shareholder holding shares in a physical form?

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

3) What is the process of making an application through R-WAP platform by shareholders holding shares in physical form?

Set out below is the procedure followed using the R-WAP:

- (a) In accordance with the circular SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., on or before August 05, 2021 to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date, . The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse and they shall not be eligible to apply in this Issue.
- (b) Resident Investors should visit R-WAP (accessible at <https://rights.cameoindia.com/megasoft>) and fill the online Application Form available on R-WAP in electronic mode. Please ensure to provide correct Folio number, PAN and all other details sought for while submitting the online Application Form.
- (c) Non-resident Investors are not eligible to apply in this Issue through R-WAP.
- (d) The Investors should ensure that Application process is verified through the email / mobile number. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, registered post, speed post, courier, or hand delivery or by uploading the said documents in the “Demat Account Registration” module available in the portal of the Registrar at <https://rights.cameoindia.com/megasoft> so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;

- (e) Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Rights Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.
- (f) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020.
- (g) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.
- (h) Verification in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- (i) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by our Company with the Escrow Collection Bank.

4) What is the process of updating the email ID, phone number, Indian address?

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or the Company, Eligible Equity Shareholders should visit <https://rights.cameoindia.com/megasoft>.

Eligible Equity Shareholders holding shares in physical form can update their Indian address in the records maintained by the Registrar and the Company by submitting their respective copies of self-attested proof of address, passport, etc. at priya@cameoindia.com or to the Depository participant in case of holding in dematerialised form Updation of email id and phone numbers can be done at the portal <https://rights.cameoindia.com/megasoft> for the purpose of applying via R-WAP.

5) Can shareholders holding Equity Shares in a physical form renounce their Rights Entitlement?

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or the Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

6) Will share certificates be provided to shareholder holding Equity Shares in a physical form if demat account is not provided?

No, share certificates will not be provided to shareholder holding Equity Shares in a physical form.

7) Why will physical share certificates not be issued to successful Allottees in Rights Issue?

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only.

8) Can non-resident shareholder holding Equity Shares in physical form use R-WAP platform to subscribe to the Rights Equity Shares in the rights Issue?

No, non-resident shareholders, including non-resident shareholders holding shares in physical form cannot use R-WAP platform to subscribe to the rights Issue.

9) Can shareholders holding Equity Shares in physical form apply through ASBA?

No, shareholders holding Equity Shares in physical form, cannot apply through ASBA.

10) Can shareholders holding Equity Shares in physical form apply through plain paper application at R-WAP or through ASBA?

No, shareholders holding Equity Shares in physical form are required to submit their Applications only through the R-WAP platform.

C) FAQs BY SHAREHOLDERS HOLDING EQUITY SHARES IN DEMAT FORM:

1) What is the process to be followed by a shareholder holding Equity Shares in demat form to make an application in rights Issue?

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in the Issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see “- Procedure for Application through the ASBA Process” and “- Procedure for Application through the R-WAP” on page 210 of the Letter of Offer.

2) What is the process of making an application through R-WAP platform by resident shareholder holding Equity Shares in demat form?

Set out below is the procedure followed using the R-WAP:

- (a) Resident Investors should visit R-WAP (accessible at <https://rights.cameoindia.com/megasoft>) and fill the online Application Form available on R-WAP in electronic mode. Please ensure to provide correct DP ID, Client ID, , PAN and all other details sought for while submitting the online Application Form.
- (b) Non-resident Investors are not eligible to apply in this Issue through R-WAP.
- (c) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Rights Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.
- (d) The Investors who are Renouncees should select the category of ‘Renouncee’ at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renouncees shall also be required to provide the required Application details, such as total number of Rights Equity Shares to be applied for.
- (e) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020.
- (f) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.
- (g) Verification in respect of Application through Investors’ own bank account, shall be done through the latest beneficial position data of our Company containing Investor’s bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.

(h) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by our Company with the Escrow Collection Bank.

3) What is the process of on market and off market renunciation?

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE933B20012 subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one (1) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from July 22, 2021 to July 30, 2021 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE933B20012 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

Should we mention about stamp duty payable on the market transactions ?

(b) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE933B20012, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt

instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

D) FAQs BY INSTITUTIONAL INVESTORS, NON-RESIDENT INVESTORS:

1) Can non-resident Investors use R-WAP platform to subscribe to the Rights Equity Shares in the rights Issue?

Non-resident Investors cannot use R-WAP platform to subscribe in the rights Issue.

2) What is the procedure for Applications by FPIs

In terms of the SEBI FPI Regulations, investment in the Equity Shares by a single FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control) shall be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Non-Debt Rules the total holding by each FPI or an investor group, cannot exceed 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate holdings of all the FPIs, including any other direct and indirect foreign investments in our Company, shall not exceed 24 % of the total paid-up Equity Share capital on a fully diluted basis.

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the capital of an Indian company is subject to certain limits, i.e. the individual holding of an FPI (including its investor group) is restricted to below 10% of the capital of the company. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up equity capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e. 100%). The aggregate limit may be decreased below the sectoral cap to a threshold limit of 24% or 49% or 74% as deemed fit by way of a resolution passed by our Board followed by a special resolution passed by the Shareholders of our Company. In terms of the FEMA Non-Debt Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

3) What is the procedure for applications by AIFs, FVCIs and VCFs

The VCF Regulations and the FVCI Regulations prescribe, amongst other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the AIF Regulations prescribe, amongst other things, the investment restrictions on AIFs.

As per the VCF Regulations and FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Venture capital funds registered as category I AIFs, as defined in the AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where

such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

4) What is the procedure for applications by NRIs

Investments by NRIs are governed by FEMA Non-Debt Rules. Applications will not be accepted from NRIs in restricted jurisdictions.

NRIs may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The NRIs who intend to make payment through NRO accounts shall use the Application Form meant for resident Indians and shall not use the Application Forms meant for reserved category.

5) What is the procedure for applications by Mutual Funds

In case of a Mutual Fund, a separate application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the application clearly indicates the scheme concerned for which the application has been made. Applications made by asset management companies or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which application is being made.

E) FAQs IN RELATION TO R-WAP

1) Who can apply through R-WAP?

Only resident Investors can apply through R-WAP. Non-resident Investors cannot use R-WAP.

2) Can shareholders holding Equity Shares in physical form apply through R-WAP?

Yes, subject to such Eligible Equity Shareholder being resident Indian and by following the procedure required to make an Application through the R-WAP as explained on page 210 of the Letter of Offer.

3) Do I need a DEMAT account for applying through R-WAP?

Following can apply through R-WAP

- (a) Shareholders having holding in DEMAT account as on the record date
- (b) Shareholders having holding in Physical folio as on the record date
- (c) Renounce's having Rights Entitlements and also holding a valid Demat account

4) How will the payment of application money be made through R-WAP platform?

At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

5) Can I make payment from any bank?

Yes, In case of an **UPI**.

In case you are using a Net Banking facility for making payment, then the option is available only for below mentioned banks:

AU Small Finance Bank

Axis Bank

Bank Of Baroda Retail

Bank Of India

Canara Bank

City Union Bank

Corporation Bank

Deutsche Bank

Dhanlaxmi

Hdfc Bank Limited

Hsbc Bank

Icici Bank

Idbi Bank

Indian Bank

Indian Overseas Bank

Indusind Bank
Jammu And Kashmir Bank
Limited
Karur Vysya Bank Limited
Kotak Bank
Lakshmi Vilas Bank Retail
Punjab National Bank
Saraswat Bank
SCB Netbanking
Shamrao Vithal Co-Operative
Bank Ltd.
South Indian Bank Ltd
State Bank Of India
Tamilnad Mercantile Bank Ltd.
Union Bank Of India
Yes Bank

6) When I will get refund, if any?

In case of non-Allotment or partial Allotment, surplus Application Money shall be refunded to the Investor after finalization of Basis of Allotment in consultation with Designated Stock Exchange.

7) Is R-WAP platform an alternative for ASBA mechanism?

It is an additional optional mechanism for application in the Issue along with the ASBA mechanism.

8) Is any interest payable to shareholders who are applying through R-WAP system?

No.

9) Can I apply more than my entitled shares?

Yes, you may apply for additional shares along with entitled shares

10) Can I use the bank details of my family / friends for making payment?

No, The bank details to be used for making payment through this platform must have your name as one of the joint holders along with the family / friends otherwise it will be treated as Third party payments and will be rejected as per SEBI circular dated May 06, 2020

11) Can i use a credit card for making payment?

No. Option to use credit card for making payment is not available on this platform

12) What is the maximum amount I can pay through this platform?

In case of Net Banking, there is no restriction on amount on R-WAP. However, maximum amount will be as per the limit set by applicants' respective banks. In case of UPI, the payment can be made only upto Rs. 2 lakhs

13) My payment has failed, whom do I approach?

Please check if you have provided the correct details. You can write to us at priya@cameoindia.com or call us at (7338808559)

14) Payment confirmation is not received however amount debited, whom do I approach?

Please write to us at priya@cameoindia.com or call us at (7338808559) and we shall provide the status

15) In case of wrong information being submitted, do I have the option to revoke or rectify?

No. Once the application is submitted, it is final. However, application can be withdrawn by sending an email with withdrawal request to priya@cameoindia.com during the issue period. Further, no investor may withdraw his/ her/ its application post the issue closing date.