

INVESTOR CHARTER – Vistra ITCL (India) Limited

1. Vision and Mission Statement for Investors

Vision

- Strive to protect the interest of investors in debt securities by acting as a trusted Debenture Trusteeship service provider.

Mission:

- To safeguard the interests of the investors in listed debt securities through adherence to regulatory guidelines.
- To achieve highest level of operational efficiencies through well-defined internal processes and domain expertise.

2. Details of services provided by Debenture Trustee.

- Facilitating documentation, exercising due diligence and timely creation of security for debt securities.
- Ensuring creation of securities by the Issuer and holding of security including safe custody of documents.
- Monitoring of payment of interest/redemption of principal.
- Monitoring security cover and other financial covenants.
- Dissemination of rating revision/interest/redemption information by disclosing on Trustee's website/ with Credit Rating Agencies/SEBI.
- Timely and Effective resolution of investors complaints.
- Ascertain that the debentures have been converted or redeemed in accordance with the conditions under which they were offered to the investors.
- Enforcement of security as per terms of issue/regulatory guidelines.
- Appoint a nominee director on the Board of the issuer company.
- Exercise due diligence to ensure compliance with the provisions of the Companies Act,2013 the SEBI Regulations and the debenture trust deed by the issuer company.

3. Guidance pertaining to timelines for various services provided

Sr. No	Type of Activity/ Service	Timeline (within number of days)
1.	Disclosure by Debenture Trustee on Website or Stock Exchanges, as applicable	
On continuous basis		
a.	Revision in Credit ratings of debt securities	1
b.	Status of payment of interest/principal by the listed entity	1
On quarterly basis		
a.	Monitoring of Asset Cover Certificate for secured non-convertible debentures	60
b.	Statement of value of pledged securities to Stock Exchange	60
c.	Status of Quarterly compliance report submitted by listed entity	60
On half yearly basis		
a.	Details of Debenture issues handled by debenture trustee and their status	60
b.	Status of information regarding breach of covenants/terms of the issue, if any action taken by debenture trustee	60
c.	Complaints received by debenture trustee(s) including default cases	60
d.	Monitoring of Asset Cover Certificate for unsecured non- convertible debentures [as provided by the issuer company]	60
e.	Net worth certificate of guarantor to stock exchange (in case NCDs are secured by way of personal guarantee)	60
On annual basis		
a.	Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor(in case NCDs are secured by way of corporate guarantee)	75
b.	Valuation report and title search report for the immovable/movable assets, if any.	75
c.	Status regarding maintenance of accounts maintained under supervision of debenture trustee	75
d.	Status of information regarding any default by listed entity and action taken by debenture trustee	75
e.	Utilization Certificate submitted by listed entity	75
2.	Other services/activities	
a.	Providing copy of debenture trust deed to investor	7
b.	Redressal of Investor Grievances by Debenture Trustee	30
c.	Notice to be issued by Debenture Trustees in case of change in terms of debt securities including rollover, redemption of debt securities etc.	15

4. Guidance pertaining to special circumstances

BREACH OF COVENANT AND/OR EVENT OF DEFAULT

- The Debenture Trustee(s) shall take following steps in case of breach of covenants or terms of issue and/or event of default:
 - send a notice to the investors within 3 days of breach of covenants or terms of issue and/or event of default.
 - convene the meeting of investors within 30 days of breach of covenants or terms of issue and/or event of default.
 - to enforce security or enter into the Inter Creditor Agreement or as decided in the meeting of investors.

5. Rights and Obligations of Investors

Investor Right – right to

- To inspect debenture trust deed, to obtain copy of debenture trust deed and related documents as per prevailing state stamp laws.
- Receive notice
 - of any change in terms of debt securities including rollover, redemption etc.
 - of breach of covenants and/or event of default from debenture trustees.
 - of compromise or arrangement, to sanction any variation in the rights of the investors and to sanction any compromise or arrangement proposed to be made between the company and investor(s)
- Call for meeting to be convened by the debenture trustee on requisition in writing signed by investors holding at least 1/10th in value of the debentures for the time being outstanding.
- To lodge complaints with respect to their debt securities including non-receipt of interest and or principal etc. with Debenture Trustee.
- Receive information from Issuers as per SEBI Regulations and Companies Act, 2013.

Investor Obligations – under obligation to

- Read the information memorandum and debenture trust deed carefully before taking investment decision.
- Keep updated record with Depository Participant including bank details, address, email ID of first holder, PAN etc. at all times.
- Keep themselves updated with all information on public domain such as, debenture trustee website, Stock exchange, India bond Info etc. and any other platform introduced from time to time.
- Participate in the meeting called by debenture trustee.
- Cooperate with debenture trustee and provide information to debenture trustee
- Respond to debenture trustee's requests/letters/notices with clear and specific mandate within time period specified in the letter/notice by debenture trustee.

6. Details of grievance redressal mechanism

- Investor shall check the website of debenture trustees for the dedicated grievance email ID and other relevant details of the grievance redressal division/compliance officer for the purpose of registering grievances/complaints and any enquiry.
- For lodging the grievance, the investor can write to debenture trustee's dedicated grievance email ids or letter or can directly lodge complaints on link provided by Debenture Trustee on its website.
- While lodging a complaint it is necessary for investor to mention following:
 - Nature of Complaint
 - Name of Issuer Company
 - Holding details including ISIN
 - Full Name of Debenture Holder
 - PAN
 - Correct Email ID
- Upon receipt of the complaint, the Debenture Trustee after due verification shall send intimation of redressal/resolution of complaint via email / letter as applicable within the timeline.
- In case complaint is required to be escalated to issuer company by debenture trustee, same shall be escalated within 7 days of receipt of complaint.
- If the investor is not satisfied with the redressal/resolution of the complaint by the debenture trustee, investor can lodge the complaint on the SEBI Complaints Redress System - SCORES (<https://scores.gov.in/>)