

## CLARIFICATIONS

1. Please clarify the defect in title of Appeal Number 2 read with Para 22 line 04 of the Moot Problem.

**In the event of any inconsistency in this regard, please go by the title in Appeal No. 2.**

2. Please clarify whether the company Zero-cubed FinTech Limited is incorporated as a Private Limited Company or unlisted public company in Para 03 of the moot problem.

**No clarification required.**

3. In Paragraph No. 12, it is mentioned that ZCFL was going to enter into a contract with Raider which would constitute "60% of the total business". What does this 'business' refer to? Whether this means 60% of the total share capital of ZCFL?

**No clarification required.**

4. Since PIPE deals are of varied types and can be classified into different categories, kindly clarify the type of PIPE Transaction employed in the Moot Proposition.

**No clarification required.**

5. Please clarify the class of the scrip issued in PIPE transaction i.e. Equity shares or Preference shares and whether or not they carry DVR i.e. differential voting rights.

**Equity shares. No differential voting rights.**

6. Please clarify as to the market reaction on crystallization of PIPE transaction i.e. how did the market perceive this information; positively or negatively.

**No clarification required.**

7. Kindly clarify whether the information about possible PIPE transaction was available in public domain pursuant to distribution of Investment Memorandum in Para 06 of the Moot Problem.

**No clarification required.**

8. Since a PIPE transaction requires approval by Board of Directors, please clarify Para 06 Line 6 and 7.

**No clarification required. In any case, there is no dispute as to whether required corporate approvals were obtained for the PIPE transaction.**

9. Since the moot problem is silent as to the fact, kindly clarify whether the Investment Memorandum was filed with the relevant stock exchange.

**Yes.**

10. Please clarify the nature of the Skylight technology Investment Fund.

**No clarification required.**

11. Is Skylight Capital Partners a Qualified Institutional Buyer as per Regulation 2(zd) of SEBI ICDR Regulations, 2009?

**No clarification required**

12. Is Skylight Capital Partners registered with SEBI under any of the following regulations:

- a) SEBI AIF Regulations, 2012;
- b) SEBI FVCI Regulations, 2000;
- c) SEBI Foreign Portfolio Investors Regulations 2014?

**It was registered with SEBI as a foreign portfolio investor.**

13. Please clarify whether IPAI is a registered body under Central/ State/ any other Act.

**No clarification required.**

14. 'Separately, adjudication Officers were also commenced in respect of both the matters, and the adjudication proceedings were also commenced in respect of both the matters, and the Adjudicating Officers respectively imposed a penalty of INR 1 Crore in relation to the transactions covered by the First Show-Cause Notice and INR 50 Lakh in respect of those covered by the Second-show cause Notice'. (para 20) So, is the penalty imposed collective or individual?

**Collective.**

15. Please clarify whether the compensation which is being asked by investors of INR 2 crores is either asked individually or collectively.

**Please see response to question 14 above.**

16. In Para 13 of the moot proposition, whether the price of Rs. 460 was the bid price by Skylight Partners or were the shares allotted at this price at the discretion of ZCFL.

**It was the final price agreed between Skylight Partners and ZCFL based on the bid price quoted by Skylight Partners.**

17. In Para 14 line 06, the word used 'in particular' may provide a restrictive meaning to the allegations levied. So, as per the line 6, whether the allegations are restricted to only disclosure made by ZCFL to Skylight and the subsequent acquisitions by Skylight or does the line imply an inclusive meaning to the allegations, meaning thereby that there could be more violations mentioned in the 'First Show Cause Notice'.

**No clarification required.**

18. In the para 15 of the moot proposition, please clarify whether the general happening of a potential deal with ZCFL; without any specifications known to every department of Goreman Bushing Investment Company.

**No clarification required.**

19. SEBI in his first show cause notice alleged ZCFL of breach of the provisions of SEBI Act, 1992 and relevant regulations issued pursuant to that legislation. But there has been no clear mention of which provisions of SEBI has been breached and which regulation by

## CLARIFICATIONS

SEBI is pursuant. It is requested to throw light on that area to bring to our knowledge whatever you feel necessary.

**No clarification required.**

20. Please clarify whether Directors of ZCFL in title of Appeal No.1 and 2 also include Independent Directors in the board of ZCFL.

**No clarification required.**

21. Whether it will be safe to assume that the investigation process by SEBI (search and seizure of mobile phones) was done as per mandated provisions.

**No clarification required.**

