



## **Annexure A**

### **Comprehensive Scheme Governing Offer For Sale of shares through the stock Exchange Mechanism.**

Securities & Exchange Board of India (SEBI) has provided comprehensive guidelines on sale of shares through Offer for Sale (OFS) mechanism vide circular no. CIR/MRD/DP/18/2012 dated July 18, 2012, Circular no. CIR/MRD/DP/04/2013 dated January 25, 2013 and Circular no. CIR/MRD/ DP/17/2013 dated May 30, 2013 to facilitate offer for sale of shares by promoters / non-promoters of companies through a separate window. In order to encourage retail participation in OFS, enable other large shareholders to use the OFS mechanism and to expand the universe of the companies to use this framework, SEBI has further modified the OFS framework vide Circular no. CIR/MRD/DP/24/2014 dated August 8, 2014 and CIR/MRD/ DP/32/2014 dated Dec 01, 2014.

With an objective to facilitate orderly use of Offer for Sale of Shares by promoters / non-promoters “herein after term as OFS facility” on Exchange platform and to make various conditions and /or requirements governing the use of OFS facility in a transparent manner and to have its due and strict compliance, the scheme containing various terms / conditions is formulated as under:-

#### **Applicability**

These schemes are applicable to promoters / promoters’ group and any non-promoter shareholder of eligible companies holding at least 10 % of share capital of the eligible companies and the entities of companies who intend to dilute / offload their holding in listed companies in a transparent manner with wider participation.

For the purpose of this scheme,

Sellers mean all promoter(s) / promoter group entities that satisfy the criteria as set by the SEBI or Exchange from time to time and any non-promoter shareholder of eligible companies holding atleast 10% of share capital of the eligible companies.

“Exchange platform means bidding platform provided by the Exchange for the purpose of OFS.



## **Rights of NSEIL**

NSEIL shall be entitled to amend its statutory requirements, instructions, circulars, etc. unilaterally and the seller shall be deemed to have consented to them, and accordingly be bound by the statutory requirements, instructions, circulars, etc. prevailing from time to time.

## **General**

- Non-Exclusivity: The OFS facility made available by the NSEIL shall be on a non-exclusive basis and shall be available only at the discretion of NSEIL.
- Seller shall provide all information as required for OFS and any other document as specified by the SEBI / Exchange from time to time.
- The seller shall appoint trading member of the Capital market segment of the Exchange, through which seller can approach Exchange for OFS facility.
- Buyer can bid through the eligible trading member of the capital market segment of the Exchange.
- Trading members who participate in OFS as buyer broker/ seller broker shall comply with all the provisions of the scheme herein specified in the circular.

## **1 Eligible Buyers for OFS**

- All investors registered with the brokers of the aforementioned stock exchanges other than the promoter(s)/ promoter group entities.
- In case a non-promoter shareholder offers shares through the OFS mechanism, promoters/ promoter group entities of such companies may participate in the OFS to purchase shares subject to compliance with applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- Eligible trading member of the capital market segment of the Exchange shall be eligible to bid in their own account for offer for sale.



- Any other criteria as specified by the Exchange / SEBI from time to time.

## **2 Eligible Sellers for OFS**

- i. All promoter(s)/ promoter group entities of such companies that are eligible for trading and are required to increase public shareholding to meet the minimum public shareholding requirements in terms Rule 19(2)(b) and 19A of Securities Contracts (Regulation) Rules, 1957 (SCRR), read with clause 40A (ii) (c) of Listing Agreement.
- ii. All promoter(s)/ promoter group entities of top 200 companies based on average market capitalization in any of the last four completed quarters.
- iii. Any non-promoter shareholder of eligible companies holding at least 10% of share capital may also offer shares through the OFS mechanism.
- iv. For (i), (ii) and (iii) above, the promoter/promoter group entities/ non-promoter shareholder should not have purchased and/or sold the shares of the company in the 12 weeks period prior to the offer and they should undertake not to purchase and/or sell shares of the company in the 12 weeks period after the offer. However, within the cooling off period of +12 weeks, the promoter(s)/promoter group entities can offer their shares only through OFS/ Institutional Placement Programme (IPP) with a gap of 2 weeks between successive offers. The above shall also be applicable on promoter(s) /promoter group entities who have already offered their shares through OFS/IPP.
- v. Sellers who wish to avail this facility shall furnish details including names of the Exchanges(s) and the Designated Stock Exchange (DSE) as per Annexure – I. Further, Sellers shall also furnish request letter to the Exchange for availing OFS facility as per the format provided in Annexure - II.
- vi. Any other criteria as specified by the Exchange / SEBI from time to time.

## **3 Seller broker**

- Seller shall appoint the broker(s) through which shares related to OFS shall be provided to the Exchange



- Eligible seller broker(s) are the eligible trading member of the capital market segment of the Exchange
- The Seller's broker(s) may also undertake transactions on behalf of eligible buyers.

#### **4 Size of the offer for sale of shares**

- The size of the offer shall be a minimum of Rs. 25 crores. However, size of offer can be less than Rs. 25 crores so as to achieve minimum public shareholding in a single tranche
- Minimum 10% of the offer size shall be reserved for retail investors. For this purpose, retail investor shall mean an individual investor / HUF / NRI who places bids for shares of total value of not more than Rs.2 lakhs aggregated across the exchanges. If the cumulative bid value across exchanges exceeds Rs.2 lakhs in the retail category, such bids shall be rejected
- Any other criteria as specified by the Exchange / SEBI from time to time.

#### **5 Time lines**

- The seller can determine the bidding period which shall be offered to the market.
- The duration of the offer for sale shall be as per the trading hours of the secondary market and shall not exceed one trading day.
- The placing of bids on the exchange system shall take place only during trading hours.
- In case of institutional trades with upfront margins, the custodians shall conclude the confirmation of bids with the available funds not later than the end of the OFS close session.
- In case of institutional trades with no upfront margins, the custodians shall conclude the confirmation of bids not later than 1300 hrs on T+1
- In case of shares under offer for sale, the trading in the normal market shall also continue.
- In case of market closure due to the incidence of breach of "Market wide index based circuit filter", the offer for sale shall also be halted till such time as applicable for capital market segment of the Exchange. Further, if OFS markets close during cooling period there shall not be any extension.
- The bidding period cannot be extended or reduced once announced to the market.
- Any other period as specified by the Exchange / SEBI from time to time.

## **6 Bidding**

- Separate window is provided in IPO bidding platform to facilitate bidding in OFS. The details of bidding platform will be as specified by the Exchange from time to time.
- The trading member can use their existing connectivity of capital market segment of the Exchange to login to trading system.
- Trading member can use their existing capital market user ids for login into the IPO bidding platform.
- Trading member can enter bids through NEAT as well as CTCL terminal of IPO.
- Trading members shall be able to place bids during the bidding period.
- During bid entry, members can opt for either 100% margins or 0% Margins for institutional investors. For non-institutional bids, members can select only Full Margin (100%).
- For all bids where 100% upfront margin is paid, Modification / Cancellation of bids will be allowed during the period of the offer
- For all institutional bids where no upfront margin is paid, Modification of bids will be allowed during the period of the offer only for making upward revision in either price or the quantity. Cancellation of these bids are not permitted.
- Member can enter bids having attributes 'Regular lot' & 'Day' with limit price. For retail bids, member may enter limit price or cut-off price (where option for cut-off price is given by sellers).
- Facility is provided to enter proprietary as well as client bids. Further, for institutional bids, member can enter bids with custodian participant code.
- Bids with generic CP code 'INST' shall not be permitted.
- In case of floor price is not disclosed, then there shall be no price band applicable for the bids/ placed in the OFS. However, where floor price is disclosed, bids below floor price shall not be accepted.
- There shall be no restriction on number of bids from single buyer.
- Individual retail investor shall have the option to bid in the retail category and the general category (non-retail). However, if the cumulative bid value of such investors exceeds Rs.2 lakhs, the bids in the retail category shall become ineligible.

Bid category	Series	Margin Type	Modification	Cancellation
Retail bid	RS	100% Margin	can be modified during market hours	can be cancelled during market hours
Non institutional bid	IS	100% Margin	can be modified during market hours	can be cancelled during market hours
Institutional bid	IS	0% Margin	Bid can be modified only to increase the bid quantity or bid price	cannot be cancelled
		100% Margin	can be modified during market hours	can be cancelled during market hours

## 7 Risk Management

In case NSE is the Designated Stock Exchange, the selling member(s) shall deposit the entire quantity offered for sale to NSCCL one working day prior to the commencement of offer (T day) by the specified time.

### General Category (non-retail):

- 100% of the bid value in cash shall be collected from the Trading Members for non-institutional investors at the bid level for every buy bid.
- Institutional investors have an option to either pay 100% upfront margins or pay no margins. In case of 100% upfront margins, the same shall be collected from the Custodians on confirmation of the bid on T day. In case of rejection / non confirmation of institutional bids by the Custodians for upfront margin bids, such bids shall be cancelled and will accordingly lapse.
- For all Institutional bids where no upfront margin is paid, the custodian shall confirm the bids by 1300 hrs on T+1. In case of rejection / non confirmation of such institutional bids by the Custodians, the obligation to fulfill the settlement will fall on the trading member.
- These funds shall not be utilized against any other obligation of the trading member or co-mingled with other segments.



- Members shall input valid CP code for institutional investors.
- Sufficiency of funds shall be checked in case of bid modifications. For all CP bids, bid modification shall remove the custodian confirmation and the revised bid shall be sent to the custodian again for confirmation
- A facility for confirmation of bids bearing Custodian Participant (CP) codes shall be provided to Custodian.

**Retail category:**

- Retail investor is identified with the PAN with the category as ‘Individual’ / ‘HUF’ / ‘NRI’ in the Unique Client Identification (UCI) database.
- 100% of the bid value either in cash or cash equivalent (Fixed Deposit or Bank Guarantee) shall be collected from the Trading Members
- In case seller has given option to the retail investor to place their bids at cut-off, the bids at “Cut-off” shall be margined on the floor price.
- For depositing cash equivalent towards margin:
  - Member can deposit fresh FD/BG instrument or utilize existing FD/BG in capital market segment (subject to utilization in capital market segment) towards margin requirement.
  - To deposit a fresh FD/BG instrument in the Capital Market Segment towards OFS, members are required to provide an additional letter intimating NSCCL for utilising of the same towards OFS as per Annexure III, along with the other relevant documents.
  - To utilize the existing FD/BG available in Capital Market Segment toward OFS, members are required to provide a letter intimating NSCCL for utilising the same towards OFS as per Annexure IV. Partial utilization of existing FD/BG available in Capital Market Segment towards OFS shall not be permitted.
- To ensure timely allocation, members are advised to provide instruction one day in advance.
- Sufficiency of margins shall be checked in case the trading member modifies the retail investor bid.



- The cash/cash equivalent shall not be utilized against any other obligation of the trading member or co-mingled with other segments.
- If the trading member enters non-retail investor bid in the retail book
  - 100% of bid value shall be blocked
  - Such bid shall not be considered for price discovery and allotment in any of the categories i.e. retail category and general category (non-retail).
  - The status of such bids in CIM interface under Funds Utilization report shall be displayed as “Not Individual category PAN. Bid will not be considered for allotment”
  - The members shall have to either cancel such bids or wait till day end for release of margins blocked against such bids

## **8 Allotment**

- The allocation shall be done by the designated stock exchange.
- The method of allocation would be a single price or multiple prices based on the specification from the seller in this regard.
- No allocation will be made in case of bid is below floor price
- No single bidder other than mutual funds and insurance companies shall be allocated more than 25% of the size of offer for sale. All bids by clients other than bids by Mutual Funds and Insurance companies shall be restricted to 25% of the offer for sale.

### **Retail Category:**

- PAN of the clients (client code) with category as “Individual” / “HUF” / “NRI” shall be considered for allotment.
- Availability of PAN in the Unique Client Identification (UCI) database with category as “Individual” / “HUF” / “NRI” and the bids’ value is equal to or less than Rs. 2,00,000 is mandatory for treating the bid as valid for allocation.
- If the retail investor bids clubbed across stock exchanges for a PAN across categories exceed Rs. 2, 00,000 then the bids in the retail category shall be considered as invalid and bids in general categories (non-retail), if any shall be taken up for price discovery and allotment.
- In case the seller has given an option to the retail investor to place their bids at “cut-off”

- The cut-off price discovered in general category (by considering un-subscribed portion in retail category before allotment) shall be applicable to retail category as well.
- If there is an over-subscription in retail category
  - In multiple price method, all the bids in retail category shall receive proportionate allotment at the last price point/cut-off price.
  - In single price method, all the bids in retail category shall receive proportionate allotment.
  - The residual demand shall not be carried forward for further allotment along with general category (non-retail).
- The issuer may extend the discount to retail investor bids on the bid price or cut off price and the allotment price for retail investor PAN shall be determined accordingly
- If retail category is not fully subscribed till cut-off price, the bids received in the Retail Category between the cut off price and discounted price (price arrived after applying discount on cut off price) may become eligible for allotment provided that such bids are equal to or above the floor price. Allotment to all such bids shall be done at the discounted price (price arrived after applying discount on cut off price).
- In case the seller has not given option to the retail investor to place their bids at cut-off
  - Separate cut-off price shall be discovered in retail category with the valid retail bids.
  - If there is an over-subscription in retail category
    - In multiple price method, all the bids in retail category shall receive proportionate allotment at the last price point/cut-off price.
    - In case of single price method, all the bids in the retail category shall receive proportionate allotment.
    - The residual demand shall not be carried forward for further allotment along with general category (non-retail).
  - If there is an under-subscription in retail category the residual reserved quantity for retail category shall be carried forward and merged with the general category (non-retail) quota.



- The issuer may extend the discount to retail investor bids on the bid price or cut off price and the allotment price for retail investor PAN shall be determined accordingly

**General Category (Non-retail):**

- Minimum of 25% of the shares allocated shall be reserved for Mutual Funds and Insurance Companies, subject to allocation methodology.
- PAN Number of the clients (client code) shall be considered for allocation.
- Availability of PAN number in the Unique Client Identification (UCI) database is mandatory for treating the bid as valid for allocation.
- If there is an over-subscription
  - In multiple price method, all the bids shall receive proportionate allotment at the last price point/cut-off price.
  - In case of single price method, all the bids shall receive proportionate allotment.

**9 Settlement**

- Settlement shall take place on trade for trade basis. For non-institutional bids and for institutional bids with 100% margin in general (non-retail) category, settlement shall take place on T+1 day.
- For bids in retail category and institutional bids with no upfront margin in general category (non-retail), settlement shall take place on T+2 day as per the existing rules of secondary market.
- The settlement of funds and securities shall be effected through the existing settlement bank accounts and securities pool accounts of capital market segment. There shall be no netting of settlement.
- The direct credit of shares shall be given to the demat account of the successful bidder provided it is indicated by the broker/bidder. For the same, the existing facility of client direct payout in the Cash Market Segment shall be available.
- The applicable Securities transaction tax (STT) shall be collected on the respective settlement day from the primary settlement account of the member maintained with the clearing bank.

- Excess pay-in of shares shall be released to the selling member on T+2 day.
- Funds payout shall be made to the selling member after completion of pay-in on the respective settlement day. The amount so credited shall be after deduction of applicable STT.
- The following reports shall be downloaded to all Members / Custodians:
  - Order Status Report (Allocation report) giving bid wise confirmation and allocation status shall be downloaded on T day after custodian confirmation.
  - Final obligation report for settlement shall be downloaded on T day after custodial confirmation.
  - Securities Transaction Tax (STT) report shall be downloaded on T day after custodian confirmation.
  - The payout records of OFS shall be included in Demat Final Receipt Statement (DFRS) downloaded in the capital market segment on T+1 day.
  - DFND reports being currently provided in capital market segment shall also include transactions related to OFS.
- Handling of default in pay-in:
  - In case of default in pay-in by any investor, 10% of the bid value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the Investor Protection Fund of the stock exchange. In such a case, on the settlement day the Custodian / Trading member shall be required to inform NSCCL by way of fax on the shortage details.

## **10 Withdrawal of offer**

- The offer for sale may be withdrawn prior to its proposed opening. The seller shall not make an offer again to the market within 10 trading days.

## **11 Cancellation of offer**

- Seller shall not cancel the offer during the bidding period.

In the event seller fails to get sufficient demand at or above the floor price, seller may choose to either conclude the offer or cancel it in full.

## **12 Issuance of Contract Notes**

The brokers shall be required to issue contract note to the client based on the allotment price and quantity as given in Annexure V

## **13 Dissemination of information**

- The Exchange shall disseminate the OFS related details like name of company, seller name, bidding date and period etc. on Exchange web site.
- If issuer has not opted for ‘Cut-off’, then the exchange shall disseminate the following information on the website at specific time intervals
  - Retail category –
    - Indicative Price
    - Cumulative bids quantity
  - General Category (Non-retail)
    - Indicative Price
    - Cumulative bids quantity for bids with 100% upfront margin and separately in respect of bids placed with no margins
- If issuer has opted for ‘Cut-off’, then the exchange shall disseminate the following information on the website at specific time intervals
  - Retail category –
    - Cumulative bids quantity
  - General Category (non-retail)–
    - Indicative Price
    - Cumulative bids quantity for bids with 100% upfront margin and separately in respect of bids placed with no margins
- The cumulative quantity will be the total bid quantity of all valid bids with the Exchanges available for OFS.
- “Indicative Price” is the Volume Weighted Average Price of all the valid/ bids.
- Any other information as specified by the SEBI / Exchange from time to time.



#### **14 Investor Grievance**

In case of any dispute between the Member and the investor arising out of the OFS, the Exchange shall provide support for the speedy redressal of the dispute through the Investor Grievance Cell.

#### **15 Charges payable**

Trading Members acting as Sellers and the trading members on the buying side shall be liable to pay charges as levied by the Exchange from time to time.



## **Terms and Conditions**

- Seller shall abide and comply with SEBI circular CIR/MRD/DP/18/2012 dated July 18, 2012 on OFS and any other circular issued by SEBI / Exchange in connection with the OFS scheme from time to time.
- The seller and the trading member shall abide by the statutory requirements including instructions, circulars etc. issued by NSEIL from time to time.
- Seller shall announce intention of sale of shares latest by 5 pm on T -2 day (T day being the day of the OFS) to the stock exchange. Stock exchanges shall inform the market immediately upon receipt of notice.
- In case of disclosure of the floor price, seller shall disclose the floor price latest by 5 pm on T-1 day to the stock exchange. Stock exchange shall ensure that the same is informed to the market immediately. Where option for cut-off price is given, sellers shall mandatorily announce floor price latest by 5 pm on T-1 day to stock exchange
- The seller shall undertake to pay charges related to OFS to the Exchange prior to opening of the bidding process.
- The seller permits the Designated Stock Exchange (DSE) to carry out the allocation as per the pricing methodology specified upfront i.e single price or multiple price as declared upfront by the seller. Further, within the specified methodology the allocation shall be effected by DSE without further recourse to the seller.
- In the event of the OFS being fully subscribed, the DSE shall go ahead with the allocation without any further recourse to the seller.
- Transfer of funds and securities:
  - a) The seller shall ensure that the offer quantity is deposited in the DSE depository account by the selling member(s). The cumulative quantity so transferred shall not be less than the offer quantity.



- b) The seller authorizes transfer of shares by the DSE to the other Exchange based on quantity allocated.
- c) The funds pay-out due to the seller shall be intimated to the seller vide mail to a specified mail ID.
- d) The funds after deduction of STT shall be transferred to the selling member. The seller shall receive the funds from the selling member.
- The seller shall abide with the various time lines prescribed by the Exchange from time to time pertaining to OFS.
- The Exchange can withdraw permission or take action against trading members in the event of breach / violation of statutory requirements or any instruction or circular in respect of OFS
- It is to be distinctly understood that the permission given by NSE to use their network and software of the Online OFS system should not in any way be deemed or construed that the compliance with various statutory and other requirements by issuer are cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this seller, its promoters, its management or any scheme or project of this seller.
- The seller / TM shall indemnify Exchange against any loss / liability / expenses arising as a result of Exchange permitting the seller to offer sale of shares through OFS.
- The trading members shall comply with all such requirements related to capital market segment with regards to issuance of contract note, client registration, transfer of securities in client account, brokerage or any other requirement which is issued by Exchange / SEBI from time to time including OFS.
- Trading member shall maintain and preserve records, books and documents or any such information pertaining to OFS for such period as may be specified by Exchange from time to time.



- Trading members undertake to pay charges related to OFS as prescribed by Exchange from time to time.
- The Exchange shall provide its services on a best effort basis. However the exchange shall not be liable for failure of the system or for any loss, damage, or other costs arising in any way out of:
  - a) Telecom network or system failures including failure of ancillary or associated systems or fluctuation of power or other environmental conditions or
  - b) Accident, transportation, neglect, misuse, errors, frauds of the issuer / members/ Seller Broker or its authorized persons or the agents or any third party or
  - c) Any fault in any attachments or associated equipment ( either supplied by the Exchange or approved by the Exchange) which forms or does not form part of the trading workstation installation
  - d) Act of God, fire, flood, war act of violence, or any other similar occurrence,
  - e) Any incidental special or consequential damages including without limitation of loss of profit.