

NATIONAL STOCK EXCHANGE OF INDIA LIMITED**Initial Public Offer – SME Board****Documents to be submitted at RHP Stage (Three Days prior to Issue Opening at Neaps portal)**

Sr. No	Particulars
1	Undertaking from the Merchant Banker that all the changes have been incorporated in the RHP as confirmed at the time of DRHP (alongwith detailed Comparison)
2	Undertaking from Issuer w.r.t Group Ownership as per Annexure I
3	Abridged Prospectus and Price Band Advertisement
4	Red Hearing prospectus/Prospectus
5	Undertaking from Issuer for Reserved Category as per Annexure II before two days of Issue Opening

Annexure I
(On the letterhead of the Issuer)

Date:

To,
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai– 400051

Sub: Undertaking pursuant to Group Ownership

A	B	C	D	E	F
Symbol	Company Name	Ownership Group	Rationale for providing ownership group	The name of all other listed companies which form part of the same group, if any, along with rationale	ISIN

Yours faithfully,

(Name and Designation)
Managing Director / Company Secretary

Note: This is with reference to the SEBI Circular no. SEBI/ HO/ AFD/ AFD – PoD – 2/ CIR/ P/ 2023/ 148 dated August 24, 2023.

As per the said circular, the companies are required to disclose their ‘corporate group’ and the Exchanges are required to maintain a repository containing names of companies forming a part of each Indian corporate group.

In view of the same, you are requested to identify your own ‘corporate group’ and mention the same in above table, on the basis of following criteria / parameters -

- a) A company and all its subsidiary companies will have the same ownership group. A company is said to be a subsidiary of another company when majority shares (50% or more) are held by the other company in the said company.
- b) All associate companies of a company also belong to the same group. A company is said to be an associate of another company when shares in the range of 20 to 50 per cent are held by the other company in the said company.
- c) If the annual report of the company specifically attributes itself to a group.

- d) If the annual report of a company does not specify its affiliation with an ownership group but the website of the company does, then ownership is determined using the website as the primary source.
- e) Sometimes the parent company of a group might list all its affiliates on its website, this information is also required to be used as a reference for determining the ownership group of a company.
- f) Related party relationships as disclosed in the Annual report are also to be checked for determining the ownership group of an entity.
- g) In case of a company that serves as a joint venture between an Indian group and a foreign group, it is attributed to the Indian group to the company.
- h) If a promoter / promoter group of a company is also a major shareholder of another company, then that another company is considered as part of the same group. For example, if P-1 is promoter / promoter group of company C-1 and if P-1 is a major shareholder of another company -- C-2, then C-2 is part of the same group as C-1.

Please note –

1. The term ‘major shareholder’ in point h) shall mean shareholding of 20% or more of the Paid-up Share Capital of the said company.
2. In case the company does not belong to any corporate group, then the company name shall be the group name (if there is no existing corporate group with the same name).

The details of the grouping of your company/companies are to be given in the above table (highlighted cell “C”) -

You are requested to provide a group name (in the column C) along with the rationale for the same (in the column D) in the above table.

Disclaimer –

Corporate group repository has been formulated only for the purpose of compliance with SEBI circular no. SEBI/ HO/ AFD/ AFD –PoD –2/ CIR/ P/ 2023/148 dated August 24, 2023 and should not be considered as a legal interpretation/ definition of the terms such as ‘group/ related party/ associate companies’ mentioned in any other SEBI Regulation/ Circular/ Act etc.

Annexure II
(On the letterhead of the Issuer)

Date:

To,
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai– 400051

Sub: Undertaking for Reserve Category

We hereby, inter alia, confirm that data provided for reserve category is accurate and final, and there are no further changes.

Yours faithfully,

(Name and Designation)
Managing Director / Company Secretary

Note: Please provide the list in the prescribed format, along with the PAN details of the reserved category.

Request you to provide Reserved Category, which includes eligible employees, shareholders, policyholders.

The file name should be in the following format i.e.
NSE_IPO_<SYMBOL>_RESERVEDCATEGORY.csv

Please find the format of the file below for your reference:

Fields	Data Type	Remarks
Symbol	Alphanumeric (10)	-
PAN	Alphanumeric (10)	-
Category	Char (3)	Value shall be EMP/SHA/POL

File format: .csv