

FAQs on Tender Offer

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Background:

A tender offer is a bid to purchase some or all equity shares of shareholders in a corporation. Tender offers are typically made publicly and invite shareholders to sell their shares for a specified price and within a particular time frame.

SEBI (Buy Back of Securities) Regulations, 1998 (hereinafter referred to as "Buy Back Regulations"), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as "Takeover Regulations"), SEBI (Delisting of Equity Shares) Regulations, 2009 were amended from time to time to facilitate tendering of shares by the shareholders and settlement of the same, through the stock exchange mechanism as specified by the SEBI.

FAQs:**1. Tender Offer Mechanism is applicable to which types of Issues?**

Tender Offer mechanism is applicable to following 3 types of Issues:

- 1) Buy Back
- 2) Delisting
- 3) Takeover

2. Who can participate in Tender Offer?

Members who are enabled in Capital Market Segment can participate in Tender Offer. For creation of admin users, members may send request to email id msm@nse.co.in mentioning the following details

Member Code	Member Name	Member Admin Mobile Number	Member Admin e-mail id
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3. What is prerequisite for placing of orders in case of Tender Offer?

Members have to ensure that compliant UCC of self (PRO) and it's clients are updated in Unique Client Identification (UCI) system a day prior to the Tender Offer bidding session.

Unique Client Code and PAN as updated/made available by member in UCI database shall be validated at the time of order entry.

Members or it's Clients shall not be able to participate in the bidding session, if the UCC is updated or shall become compliant, on the day of Tender Offer bidding session and accordingly orders shall not be accepted.

Kindly refer circular no. NSE/ISC/52628 dated June 14, 2022, NSE/ISC/52722 dated June 23, 2022 and NSE/CMTR/52776 dated June 29, 2022

4. How can you place order in Tender Offer?

A separate Acquisition Window is provided in web based EIPO bidding platform to facilitate placing of sell orders under the tab: Misc ->Tender tab.

The URL to access the EIPO is as below:

URL: <https://eipo.nseindia.com>

5. During order entry in which mode can members place an order and what are its conditions?

During order entry, members can enter orders for demat as well as physical shares. For orders for demat shares (except for Custodian Participant orders) early pay-in of securities is mandatory prior to placing of order. For Custodian Participant (CP) orders for demat shares early pay-in is mandatory prior to confirmation of order by custodian. In case of CP orders, the custodians shall either confirm or reject orders not later than the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected. In case of orders for physical shares, verification of physical certificates shall be done by RTA. (Refer Page No 4 of Tender Scheme Circular reference No NSE/CMTR/49411 dated August 26, 2021)

6. What is the cut off time for custodian confirmation of bid/order?

Custodian confirmation of bid/order can be provided upto 3:30 pm daily during bidding session and upto 4.00 pm on the last day.

7. Can bids be entered manually?

Yes bids can be entered manually in EIPO Bidding Platform under the tab: Misc-Tender-Add order. The details are mentioned in the NSE Circular reference No NSE/CMTR/49411 dated August 26, 2021.

8. Is Bulk upload facility allowed/permitted?

Yes the bulk upload facility is allowed. The file format is available in EIPO Bidding Platform under the tab: Misc-File Format.

9. What are the price parameters, cancellation and modification criteria under Delisting/Buy Back/Take Over?

Sr No	Particulars	Delisting	Takeover	Buy Back
1	Price Parameters	Reverse Book Building	Fixed	Fixed
2	Modification of Bids	Upward till one day prior to issue closure day	Not Allowed	Allowed
3	Cancellation of Bids	Withdrawal allowed one day prior to issue closure day	Not Allowed	Allowed
4	Last day cancellation/modification of bids	Not Allowed	Not Allowed	Allowed