

NATIONAL STOCK EXCHANGE OF INDIA LIMITED**Initial Public Offer – Main Board****Documents to be submitted at RHP Stage**

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

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.

NATIONAL STOCK EXCHANGE OF INDIA LIMITED**Initial Public Offer – Main Board**

Documents to be submitted on T+1 day (i.e. within 1 working days from the closure of the issue)

Sr. No.	Particulars
1	Confirmation from the Issuer as per Annexure I
2	Confirmation from the Merchant Banker(s) as per Annexure II
3	Proof of SEBI Scores Registration of the Issuer
4	i. Material Contracts for the Issue ii. Material Documents for the Issue

General Instructions:

1. Provide Material Contracts and Material documents in chronological order.
2. Agreements need to be stamped and dated.
3. Documents/details provided by the issuer must be duly certified by the Company Secretary/Compliance officer/Authorized person.

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

Dear Sir/Madam,

Sub: Initial Public Offer of (Name of Issuer) of (No of Equity Shares) of Face Value INR (Face Value) /- each.

We hereby, inter alia, confirm the following: -

- i. That we are in compliance with the eligibility criteria of NSE;
- ii. That the dividend entitlement for the current year, for all the existing shares including the shares issued in the public issue shall rank pari-passu;
- iii. That we are in compliance with the Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours faithfully,

(Name and Designation)
CFO/ Company Secretary / Compliance Officer

Annexure II
(On the letterhead of the Merchant Banker)

Date

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

Dear Sir/Madam,

Sub: Initial Public Offer of (Name of Issuer) of (No of Equity Shares) of Face Value INR (Face Value) /- each.

We hereby, inter alia, confirm the following: -

- i. That devolvement notices have been sent to underwriters (**applicable in case of under subscribed issue**);
- ii. That the issue has received minimum subscription as specified under Regulation 45(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Yours faithfully,

(Name and Designation)

NATIONAL STOCK EXCHANGE OF INDIA LIMITED**Initial Public Offer – Main Board****NSE is Designated Stock Exchange****Part A - Documents to be submitted on T+1 day (Before 6 p.m.)**

Sr. No	Particulars
1	Prospectus
2	Confirmation from the Registrar as per Annexure I
3	Details of the allocation made to QIBs.
4	Proceeding of meetings of the Registrar, Merchant Banker(s) and the Issuer
5	Basis of Allotment of equity shares.
6	Category wise breakup of the total applications received and rejected on technical grounds and those considered for allotment separately for Retail investors, Non-Institutional investors, QIB, if any
7	Confirmation from the Managing Director / Company Secretary of the Issuer as per Annexure II

Annexure I
(On the letterhead of the Registrar)

Date

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

Sub: Initial Public Offer of (Name of Issuer) of (No of Equity Shares) of Face Value INR (Face Value) /- each.

Dear Sir/Madam,

We hereby, inter alia, confirm the following: -

- i. That no other exception to rejected cases have been made except those mentioned in the Proceeding of meetings of the Registrar, Merchant Banker(s) and the Issuer;
- ii. That we have checked and verified all the final certificates issued by the controlling branch and the same have been found in order
- iii. The validation of the electronic bid details with the depository's records for DP ID, client ID and PAN.

Yours faithfully,

(Name and Designation)

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

Dear Sir/Madam,

Sub: Initial Public Offer of (Name of Issuer) of (No of Equity Shares) of Face Value INR (Face Value) /- each.

We hereby, inter alia, confirm that there is no injunction / prohibition order of a competent court of law on the issue or on a part of any particular category of the issue.

Yours faithfully,

(Name and Designation)
Managing Director / Company Secretary

NATIONAL STOCK EXCHANGE OF INDIA LIMITED**Initial Public Offer – Main Board****NSE is not Designated Stock Exchange****Information to be uploaded on NEAPS platform on T+1 day**

Sr. No	Particulars
1	Prospectus
2	Proceeding of meetings of the Registrar, Merchant Banker(s) and the Issuer
3	Statement of computation of the quantum of equity shares available for allotment to the Employees, Shareholders, QIB, NII and RII (wherever reservations have been made).
4	Signed copy of the proposed basis of allotment of equity shares

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Initial Public Offer – Main Board

Documents to be submitted on T+2 days (Before 1:00 p.m.)

Sr. No.	Particulars
1	Listing Agreement, duly executed on non-judicial stamp paper of Rs.100/- (Appendix – I)
2	Resolution passed by the Board of Directors for allotment of securities
3	Shareholding pattern of Issuer (pre issue, issue and post issue) in format given as per Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Post issue shareholding pattern in PDF without PAN
5	All Advertisements published relating to IPO
6	Certificate regarding compliance with the latest provisions of Regulation 17 to 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 relating to corporate governance (as per latest SEBI format)
7	Confirmation from the Issuer as per Annexure I
8	Confirmation from the Merchant Banker(s) as per Annexure II
9	List of allottees for all categories (in excel format)
10	Confirmation from Statutory Auditors/ Practicing Chartered Accountant/ Practicing Company Secretary as per Annexure III
11	Lock-in confirmation from Depositories/RTA
12	Initial Listing Fees and Annual Listing Fees as applicable plus taxes* (https://www.nseindia.com/companies-listing/raising-capital-public-issues-listing-fees)

**Payment to Processing Fees with effect from December 1, 2018 has to be paid by the company in IDBI Bank unique virtual account number made based on PAN No of the company, which will be created within 1 day from registration on NEAPS by Company*

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

Dear Sir/Madam,

Sub: Initial Public Offer of (Name of Issuer) of (No of Equity Shares) of Face Value INR (Face Value) /- each.

We hereby, inter alia, confirm the following:-

- i. That the copies of all advertisements published as regards the current issue have been submitted to the Exchange.
- ii. That the issue is in compliance with all requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and any other applicable law, Rules and Regulations.
- iii. That all securities required to be under lock-in are subjected to lock-in, as mentioned in Offer Document for the issue.
- iv. That we are in compliance with the common agency requirements as specified by SEBI.

Yours faithfully,

(Name and Designation)

Annexure II
(On the letterhead of the Merchant Banker(s))

Date

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

Dear Sir/Madam,

Sub: Initial Public Offer of (Name of Issuer) of (No of Equity Shares) of Face Value INR (Face Value) /- each.

We hereby, inter alia, confirm the following:-

- i. That the copies of all advertisements published as regards the current issue have been submitted to the Exchange.
- ii. That the issue is in compliance with all requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and any other applicable law, Rules and Regulations.
- iii. That all securities required to be under lock-in are subjected to lock-in, as mentioned in Offer Document for the issue.

Yours faithfully,

(Name and Designation)

Annexure III
**(On the letterhead of the Statutory Auditors/Practicing Chartered Accountant/
Practicing Company Secretary)**

Date

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

Dear Sir/Madam,

Sub: Initial Public Offer of (Name of Issuer) of (No of Equity Shares) of Face Value INR (Face Value) /- each

We hereby, inter alia, confirm the following: -

- i. Allotment has been made as per the basis of allotment approved by the Designated Stock Exchange.
- ii. Total securities issued by the Issuer as follows: -

Number of securities	Distinctive numbers		Type of Security (F-Fully Paid, P – Partly Paid, L – Lock –in etc)	Lock in date		Physical/ Demat
	From	To		From	To	

Yours faithfully,

(Name and Designation)

NATIONAL STOCK EXCHANGE OF INDIA LIMITED**Initial Public Offer – Main Board****Documents to be submitted on T+2 days (Before 7:30 pm)**

Sr. No	Particulars
1	Copy of the letter from Registrars and Merchant Banker(s) regarding dispatch of share certificates, allotment advice and uploading of electronic credit of Securities
2	Confirmation from the depositories regarding the credit of beneficiary accounts of the security holders.
3	Basis of allotment advertisement