

## **Annexure - I (A) - Buyback undertaking**

**(on the letter head of the Company)**

MSD – (Non-Continuous Market Group)  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai-400051

Date:

Dear Sir,

Securities & Exchange Board of India (SEBI) vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 along with circular no. SEBI/HO/DDHS/DDHS/CIR/P/2020/122 and SEBI/HO/DDHS/DDHS/CIR/P/2020/123 dated July 17, 2020 has provided guidelines on Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting to facilitate tendering of shares and units of Infrastructure investment Trusts (InvITs) and Real estate investment Trusts (REITs) by the shareholders / unitholders and settlement of the same, through the stock exchange mechanism.

In view of the above we (Name of the company) wish to offer a buyback of \_\_\_\_\_  
(no. of shares / units) equity shares of face value Rs. (amount) each.

In this connection, we wish to avail the 'Tender Offer facility' provided by the Exchange for acquiring shares / units based on the above SEBI guideline. We, therefore, request you to kindly allow us to use web based Tender offer facilities and oblige. Please find attached details regarding the Offer as enclosed in Annexure I (D).

We shall undertake to comply with all terms and condition of 'Tender offer facility' scheme mentioned in the Exchange Circular \_\_\_\_\_ dated \_\_\_\_\_ and any other circular issued by the Exchange or SEBI in this regard from time to time.

We shall ensure that the buyback of securities will be in compliance with SEBI (Buyback of Securities) Regulations, 1998, Companies Act 2013, and other applicable regulations /guidelines/circulars as may be issued by SEBI / Exchange/Clearing corporation from time to time.

For providing the above mentioned services, we shall pay a sum of Rs. \_\_\_\_\_in advance to the Exchange.

We shall undertake to nominate a contact person to be responsible to coordinate with the Exchange to promptly redress all grievances of the shareholder against the Acquirer / Company.

We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the Exchange from time to time.

Thanking you.

Yours faithfully

For (name of the company)

(Authorized Signatory)

**Annexure – I (B) – Delisting undertaking**  
**(on the letter head of the Acquirer/Company)**

MSD – (Non-Continuous Market Group)  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai-400051

Date:

Dear Sir / Madam,

Securities & Exchange Board of India (SEBI) vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 along with circular no. SEBI/HO/DDHS/DDHS/CIR/P/2020/122 and SEBI/HO/DDHS/DDHS/CIR/P/2020/123 dated July 17, 2020 has provided guidelines on Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting to facilitate tendering of shares and units of Infrastructure investment Trusts (InvITs) and Real estate investment Trusts (REITs) by the shareholders / unitholders and settlement of the same, through the stock exchange mechanism.

In view of the above I/we (Name of the company/acquirer) wish to acquire \_\_\_\_\_ (no. of shares) equity shares of face value Rs. (amount) each.

In this connection, I/We wish to avail the 'Tender Offer facility' provided by the Exchange for acquiring shares / units based on the above SEBI guideline. I/ We, therefore, request you to kindly allow us to use web based Tender offer facilities and oblige. Please find attached details regarding the Offer as enclosed in Annexure I (D).

We shall undertake to comply with all terms and condition of 'Tender offer facility' scheme mentioned in the Exchange Circular \_\_\_\_\_ dated \_\_\_\_\_ and any other circular issued by the Exchange or SEBI in this regard from time to time.

We shall ensure that the acquisition of shares / units under the delisting offer will be in compliance with SEBI (Delisting) Regulations, 2009, Companies Act 2013, and other applicable regulations /guidelines/circulars as may be issued by SEBI / Exchange/Clearing corporation from time to time

For providing the above mentioned services, we shall pay a sum of Rs. \_\_\_\_\_in advance to the Exchange.

I/We shall undertake to nominate a contact person to be responsible to coordinate with the Exchange to promptly redress all grievances of the shareholder/unitholders against the Acquirer / Company.

I/We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the Exchange from time to time.

Thanking you.

Yours faithfully  
For (Acquirer/Company)

(Authorized Signatory)

**Annexure - I (C) - Takeover undertaking**

**(on the letter head of the Acquirer/Company )**

MSD – (Non-Continuous Market Group)  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai-400051

Date:

Dear Sir / Madam,

Securities & Exchange Board of India (SEBI) vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 along with circular no. SEBI/HO/DDHS/DDHS/CIR/P/2020/122 and SEBI/HO/DDHS/DDHS/CIR/P/2020/123 dated July 17, 2020 has provided guidelines on Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting to facilitate tendering of shares and units of Infrastructure investment Trusts (InvITs) and Real estate investment Trusts (REITs) by the shareholders / unitholders and settlement of the same, through the stock exchange mechanism.

In view of the above I/we (Name of the company/acquirer) wish to acquire \_\_\_\_\_ (no. of shares) equity shares of face value Rs. (amount) each.

In this connection, I/We wish to avail the 'Tender Offer facility' provided by the Exchange for acquiring shares / units based on the above SEBI guideline. I/ We, therefore, request you to kindly allow us to use web based Tender offer facilities and oblige. Please find attached details regarding the Offer as enclosed in Annexure I (D).

We shall undertake to comply with all terms and condition of 'Tender offer facility' scheme mentioned in the Exchange Circular \_\_\_\_\_ dated \_\_\_\_\_ and any other circular issued by the Exchange or SEBI in this regard from time to time.

We shall ensure that the acquisition of shares/units under the takeover offer will be in compliance with SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011, Companies Act 2013, and other applicable regulations /guidelines/circulars as may be issued by SEBI / Exchange/Clearing corporation from time to time

For providing the above mentioned services, we shall pay a sum of Rs. \_\_\_\_\_in advance to the Exchange.

I/We shall undertake to nominate a contact person to be responsible to coordinate with the Exchange to promptly redress all grievances of the shareholder/unitholders against the Acquirer / Company.

I/We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the Exchange from time to time.

Thanking you.

Yours faithfully

For (Acquirer/Company)

(Authorized Signatory)

**Annexure - I (D) - Buyback/Takeover/Delisting issue details**

**(on the letter head of the Merchant banker)**

MSD – (Non-Continuous Market Group)  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai-400051

Date:

I/We (name of the company/acquirer) intend to use the ‘Tender Offer Facility’ for our upcoming Buyback/Takeover/Delisting offer under the SEBI (Buy Back of Securities) Regulations, 1998 / SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011 / SEBI(Delisting of Equity Shares) Regulations, 2009. The details of the offer are as under:

|   |                              |
|---|------------------------------|
| Tender offer type                                       | Buyback/ Takeover/ Delisting |
| Target Company/ Security name                           |                              |
| Symbol  |                              |
| ISIN  |                              |
| Stock Exchange on which Tender Offer shall be available |                              |
| Offer Quantity  |                              |
| Indicative Price (Only in case of Delisting)            |                              |
| Lot size  |                              |
| Face value  |                              |
| Tick size   |                              |
| Floor Price/Offer price                                 |                              |
| Offer start date  |                              |
| Offer end date  |                              |
| Buyer Member name (Clearing Member)                     |                              |
| Buyer Member code (Clearing Member)                     |                              |
| Acquirer/Company name and email id                      |                              |
| Merchant banker email id                                |                              |

|  |                       |
|--|-----------------------|
| RTA Name, contact no. and email id   |                       |
| Demat a/c no. of Acquirer/Company (16 digit)   |                       |
| Escrow Bank name, Branch name and IFSC code.   |                       |
| Escrow Bank account number   |                       |
| Cutoff date & time (for RTA to provide Acceptance details to NSCCL)                                      | Date - Time -11:00 AM |
| Acquirer/ Company's Contact Person for shareholder/unitholder grievance redressal                        |                       |
| <b>Enclosures:</b> Bank Confirmation Letter for initial deposit as specified by SEBI in its Regulations. | To be attached        |

The information furnished above is true to the best of our knowledge and belief and I/we undertake to inform that all necessary checks have been performed by us.

Yours sincerely,

For (name of the BRLM)

Authorized Signatory



## **Annexure - I (E) - Letter of Appointment**

**(On the letter head of the Acquirer/Company)**

MSD – (Non-Continuous Market Group)  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai-400051

Date:

SUB: Letter of appointment of Clearing Member & Merchant banker for the (Buyback/Takeover/Delisting) offer under the ‘Tender Offer Facility’

Dear Sir / Madam,

This is to confirm that we have appointed M/s (Name of the company) a clearing member of the Exchange having member code (TM Code) as a buying clearing member and M/s (Name of the company) as a merchant banker for the (Buyback/Takeover/Delisting) offer of (Name of the Target Company) under the ‘Tender Offer Facility’. The Offer open period is from (Start date) to (End date).

Thanking you.

Yours faithfully

For (name of the company)

(Authorized Signatory)

**Annexure – I (F) – Counter Offer undertaking**

**(on the letter head of the Acquirer/Company)**

MSD – (Non-Continuous Market Group)  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai-400051

Date:

Dear Sir / Madam,

Securities & Exchange Board of India (SEBI) vide circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/35 dated March 13, 2019 has provided mechanism to allow promoter(s) / acquirers (s) to make ‘**Counter Offer**’ in case of price discovery through Reverse Book Building (Delisting) is not accepted.

In view of the above I/we (Name of the company/acquirer) wish to acquire \_\_\_\_\_ (no. of shares) equity shares of face value Rs. (amount) each.

In this connection, I/We wish to avail the withdrawal window and subsequent ‘Counter Offer facility’ provided by the Exchange based on the above SEBI guideline. I/ We, therefore, request you to kindly allow us to use web based withdrawal window and Counter offer facilities and oblige. Please find attached details regarding the Offer as enclosed in Annexure I (G).

The withdrawal window shall open from (Start date) to (End date). Subsequently counter offer shall open from (Start date) to (End date).

We shall undertake to comply with all terms and condition of the scheme mentioned in the Exchange Circular \_\_\_\_\_ dated \_\_\_\_\_ and any other circular issued by the Exchange or SEBI in this regard from time to time.

We shall ensure that the acquisition of shares / units under the delisting offer will be in compliance with SEBI (Delisting) Regulations, 2009 along with SEBI (Delisting of Equity Shares) Regulations, 2015, Companies Act 2013, and other applicable regulations /guidelines/circulars as may be issued by SEBI / Exchange/Clearing corporation from time to time

For providing the above mentioned services, we shall pay a sum of Rs. \_\_\_\_\_in advance to the Exchange.

I/We shall undertake to nominate a contact person to be responsible to coordinate with the Exchange to promptly redress all grievances of the shareholder/unitholders against the Acquirer / Company.

I/We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the Exchange from time to time.

Thanking you.

Yours faithfully  
For (Acquirer/Company)

(Authorized Signatory)

## **Annexure - I (G) – Counter offer delisting issue details**

**(on the letter head of the Merchant banker)**

MSD – (Non-Continuous Market Group)  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai-400051

Date:

(name of the company/acquirer) intend to use the ‘Counter Offer Facility’ for Delisting offer under the SEBI (Delisting of Equity Shares) Regulations, 2009 along with SEBI (Delisting of Equity Shares) Regulations, 2015. The details of the offer are as under:

|   |                                      |
|---|--------------------------------------|
| Offer Type  | Withdrawal & Counter offer Delisting |
| Target Company/ Security name                                       |                                      |
| Symbol  |                                      |
| ISIN  |                                      |
| Exchange on which Tender Offer shall be available                   | NSE (Exclusive) / NSE & BSE          |
| Offer Quantity  |                                      |
| Lot size  |                                      |
| Face value  |                                      |
| Tick size   |                                      |
| Counter Offer price   |                                      |
| Withdrawal Window start date  | DD-MMM-YYYY                          |
| Withdrawal Window end date  | DD-MMM-YYYY                          |
| Buyer Member name (Clearing Member)                                 |                                      |
| Buyer Member code (Clearing Member)                                 |                                      |
| Acquirer/Company name and email id                                  |                                      |
| Merchant banker email id  |                                      |
| RTA Name, contact no. and email id                                  |                                      |
| Demat a/c no. of Acquirer/Company (16 digit)                        |                                      |
| Counter Offer start date  | DD-MMM-YYYY                          |
| Counter Offer end date  | DD-MMM-YYYY                          |
| Cutoff date & time (for RTA to provide Acceptance details to NSCCL) | Date - Time -11:00 AM                |

|  |                |
|--|----------------|
| Acquirer/ Company's Contact Person for shareholder/unitholder grievance redressal                        |                |
| <b>Enclosures:</b> Bank Confirmation Letter for initial deposit as specified by SEBI in its Regulations. | To be attached |

The information furnished above is true to the best of our knowledge and belief and I/we undertake to inform that all necessary checks have been performed by us.

Yours sincerely,

For (name of the BRLM)

Authorized Signatory