

## Form 1: Seller's Undertaking for Usage of Exchange's Infrastructure

Date:

The Managing Director  
Metropolitan Stock Exchange of India Limited (MSE)  
Vibgyor Towers, 4th Floor, Plot No C-62, Opp. Trident Hotel  
Bandra Kurla Complex, Bandra (E), Mumbai – 400098

Sub: Usage of the electronic facilities and software of the Exchange for Offer for Sale (OFS) of ..... (name of the co.)

Dear Sir,

I/ We Seller(s) i.e. Promoters/Promoter Group entities/ Non-Promoter Shareholders ("Offerors") of ..... (Name of the Company) intend to make an Offer for Sale (OFS) of approximately ..... (quantity) equity shares ("Shares") of the face value of Rs. ....(amount) each, through the Stock Exchange mechanism in accordance with SEBI circular no. CIR/MRD/DP/36/2016 dated February 15, 2016, CIR/MRD/DP/12/2015 dated June 26, 2015, CIR/MRD/DP/32 /2014 dated December 1, 2014, CIR/MRD/DP/24/2014 dated August 8, 2014, CIR/MRD/ DP/17/2013 dated May 30, 2013, CIR/MRD/DP/04/2013 dated January 25, 2013 and CIR/ MRD/ DP/ 18/ 2012 dated July 18, 2012.

I/ We request the Exchange to allow all the Trading Members of the Exchange to participate in the OFS process through the online OFS platform of the Exchange, subject to such terms and conditions as may be set by the Exchange in this regard including signing of any undertakings etc.

1. Provisions of facilities and Infrastructure.

MSE will make available the software for OFS

It is to be distinctly understood that the permission given by MSE to use their network and software of the Online OFS platform should not in any way be deemed or construed that the compliance with various statutory approved by MSE; 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 the offerers.

It is also to be distinctly understood that the approval given by MSE is only to use the software for participating in OFS process

2. Terms of Operations for the electronic facilities and software for OFS will cover the following:

- a. A complete and continuous back up maintained by MSE, of the data being entered into the OFS system by Trading Members.
  - b. MSE to keep open on-line OFS facilities during those hours and dates as are finalized by MSE in consultation with Offerers and allowed as per the aforesaid SEBI circular.
3. 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 or power or other environmental conditions, or
  - b. Accident, transportation, neglect, misuse, errors, frauds of the trading members or its authorized persons or the agents or any third party including other stock exchange
  - 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 or OFS system including any system issue or fault at other stock exchange
  - d. Act of God, fire, flood, war act of violence, or any other similar occurrence, or
  - e. Any accidental special or consequential damages including without limitation of loss of profit.

#### 4. Charges of MSE

For availing the abovementioned services, I / We will pay the fees as per the schedule of MSE.

Thanking you,  
Yours sincerely,

Name(s) of the Seller(s) and Signature(s)