

Form 2b: Seller's (Non Promoter Shareholders) Undertaking

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: Offer for Sale (OFS) of (name of the co.)

Dear Sir,

I/ We (Non Promoter Shareholders) ("Offerers") 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.

In this regard, I/ we confirm the following:

- a. I/ We am/ are the Non Promoter Shareholders of (Name of the Company)
- b. I/ We am/ are not barred by SEBI or any other regulatory authority to carry out the Offer for Sale
- c. The shares offered are all listed on the Exchange and are in dematerialized mode
- d. I/ We have not bought nor sold shares of the company during the 12 week period prior to the date of Offer for Sale, except selling through OFS/ IPP. Further, it is confirmed that the gap between the proposed date of OFS and the last OFS/ IPP is at least 2 weeks.
- e. The shares being offered for sale are free from all encumbrances and there is no regulatory prohibition on the said shares
- f. I/We are aware MSE can change and amend requirements, guidelines and give further instructions to me/us and we shall bound by such regulatory requirements as intimated by MSE.
- g. I/We shall provide all information as required for OFS as specified by the Exchange from time to time.

Further, I/ we wish to undertake that:

- i. I/ We shall make an announcement of OFS, at least one trading day prior (T-2 day, T being the Day-I of OFS issue) to the commencement of OFS along with the necessary details as given in para 5(b) of the aforesaid circular

- ii. I/ We shall be depositing the shares with the Designated Stock Exchange through the trading member appointed as per (iii) below at least 1 day prior (T-1 day, T being the Day-I of OFS issue) to the opening of the offer
- iii. I/ We shall appoint trading member(s) of MSE to undertake the transaction and shall inform the same to MSE
- iv. I/ We shall bear all the expenses relating to the OFS
- v. I/ We shall not buy/ sell shares of the company for a period of 12 weeks from the closure of OFS as prescribed by SEBI in its aforesaid circular, except offering the shares through OFS/ IPP by maintaining of time gap of at least 2 weeks
- vi. I/ We shall disclose the floor price to MSE (in case MSE is the Designated Stock Exchange) in a sealed envelope where the same is not declared to the market. In such a case, I/ We shall not disclose the floor price to anybody including the trading member(s) appointed to undertake the OFS
- vii. In case of withdrawal of offer for sale prior to its proposed opening, I/ We shall not make an OFS within a period of 10 trading days from the date of such withdrawal
- viii. I/ We shall not cancel the OFS during the bidding period
- ix. I/ We shall co-operate with MSE for completion of the allocation and settlement process in a timely manner as prescribed in the aforesaid SEBI circulars.

Thanking you,
Yours sincerely,

Name(s) of the Selling Non Promoter Shareholders and Signatures