



सहायक महाप्रबंधक

Assistant General Manager

र.मं.प.-निर्गम एवं सूचीबद्धता प्रभाग-1 / RAC- Division of Issues and Listing-1

निगम वित्त विभाग / Corporation Finance Department

SEBI/HO/CFD/RAC-DIL2/P/OW/2024/23170/1

July 16, 2024

Sumedha Fiscal Services Ltd.
C-703 "Marathon Innova"
Off Ganapatrao Kadam Marg
Opp. Peninsula Corporate Park
Lower Parel (W), Mumbai – 400 013

Kind Attn: Shri Ajay K Laddha

महोदया / महोदय,

Madam / Sir,

विषय / Sub: Proposed Rights Issue of Orient Green Power Company Limited

- उपरोक्त से संबंधित प्रारूप प्रस्ताव दस्तावेज (डी.एल.ओ.एफ.), भारतीय प्रतिभूति और विनिमय बोर्ड (सेबी) द्वारा मांगे गए स्पष्टीकरणों और उसके संबंध में दिए गए उत्तरों के संदर्भ में, यह सूचित किया जाता है कि इनकी जाँच करने पर यह पाया गया है कि इनमें कमियाँ हैं / भारतीय प्रतिभूति और विनिमय बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 [सेबी (इश्यू ऑफ कैपिटल एंड डिस्क्लोज़र रिक्वायरमेंट्स) रेग्यूलेशन्स, 2018] के प्रावधानों और दिए गए अनुदेशों का पालन नहीं किया गया है, और आपके लिए यह जरूरी है कि आप स्टॉक एक्सचेंज और / या कंपनी रजिस्ट्रार के पास प्रस्ताव दस्तावेज दाखिल करने से पहले उन कमियों को दूर करें और संबंधित प्रावधानों तथा दिए गए अनुदेशों का पालन करें। उपरोक्त के संबंध में की गई टिप्पणियों का और जिन शर्तों आदि का पालन किया जाना है, उनका जिक्र संलग्नक 'I' और संलग्नक 'II' में किया गया है। कृपया यह भी नोट करें कि संलग्नक में जो कमियाँ बताई गई हैं / कुछ और प्रकटीकरण (डिस्क्लोज़र) करने की बात कही गई है, यह सब आपको केवल उदाहरण के तौर पर ही बताया गया है। यह सुनिश्चित करने की जिम्मेदारी आपकी है कि सभी और सही प्रकटीकरण किए जाएं।

With reference to the draft letter of offer in respect of captioned issue, clarifications sought by SEBI and the replies submitted therein, it is stated that on scrutiny of the same, deficiencies / instances of non-compliance of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as SEBI (ICDR) Regulations, 2018) and instructions have been observed, which are required to be rectified / complied with by you before filing the offer document with the Stock Exchange and/ or ROC. Observations on the captioned issue and other conditions to be complied with are indicated in Annexure 'I' and 'II'. It may be noted that the deficiencies / requirement of additional disclosures listed in the Annexure are merely illustrative and not exhaustive. It is your responsibility to ensure full and true disclosures.

2. बुक रनिंग लीड मैनेजर होने के नाते, आप यह सुनिश्चित करेंगे कि स्टॉक एक्सचेंज / कंपनी रजिस्ट्रार के पास प्रस्ताव दस्तावेज दाखिल करने से पहले संलग्नक में दी हुई टिप्पणियों / शर्तों आदि के अनुसार प्रस्ताव दस्तावेज में बदलाव कर लिए जाएं। कंपनी रजिस्ट्रार / स्टॉक एक्सचेंज के पास अंतिम प्रस्ताव दस्तावेज दाखिल करने से पहले आपको हमें एक पत्र भेजकर इस बात की पुष्टि करनी होगी कि अपेक्षानुसार बदलाव कर लिए गए हैं और साथ ही यह भी बताना होगा कि प्रत्येक टिप्पणी / शर्त आदि के अनुसार बदलाव कैसे किए गए हैं। इसके अलावा और कोई भी बदलाव सेबी से लिखित सहमति लिए बिना नहीं किए जाएंगे।

As Book Running Lead Manager (LM), you shall ensure that all changes are effected based on the observations / conditions contained in the Annexure before you file the offer document with the stock Exchange / ROC. A letter confirming these changes and explaining, in seriatim, the manner in which each observation / condition has been dealt with along with your comments should be submitted to us, before filing the final offer document with ROC / Stock Exchange. **NO FURTHER CHANGES SHOULD BE EFFECTED WITHOUT SPECIFIC WRITTEN CONSENT OF SEBI.**

3. यह स्पष्ट किया जाता है कि भारतीय प्रतिभूति और विनिमय बोर्ड (सेबी) के पास प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) दाखिल करने का अर्थ किसी भी तरह से यह न लगाया जाए कि सेबी द्वारा इसे मंजूरी प्रदान कर दी गई है। सेबी न तो इस बात की कोई जिम्मेदारी लेता है कि जिस स्कीम या परियोजना (प्रोजेक्ट) के लिए निर्गम (इश्यू) लाए जाने का प्रस्ताव है उसकी वित्तीय स्थिति अच्छी है और न ही इस बात की जिम्मेदारी लेता है कि प्रस्ताव दस्तावेज में दी गई जानकारी या व्यक्त की गई राय सही है। अग्रणी प्रबंधकों (लीड मैनेजर्स) ने यह प्रमाणित किया है कि प्रस्ताव दस्तावेज में जो प्रकटीकरण (डिस्क्लोज़र) किए गए हैं वे मोटे तौर पर पर्याप्त हैं और जो प्रकटीकरणों (डिस्क्लोज़र) तथा निवेशक संरक्षण के संबंध में उस समय लागू सेबी के विनियमों के प्रावधानों के अनुसार किए गए हैं। अग्रणी प्रबंधक यह भी सुनिश्चित करेंगे कि ऐसा भारतीय प्रतिभूति और विनिमय बोर्ड [पैजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 [सेबी (इश्यू ऑफ कैपिटल एंड डिस्क्लोज़र रिक्वायरमेंट्स) रेग्यूलेशन्स, 2018] के अनुसार भी किया जाए। ऐसा करना इसलिए जरूरी है, ताकि निवेशक प्रस्तावित निर्गम (इश्यू) में निवेश करने के संबंध में सोच-समझकर निर्णय ले सकें।

It is to be distinctly understood that submission of offer document to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the offer document. The LMs have certified that the disclosures made in the offer document are generally adequate and are in conformity with SEBI regulations for disclosures and investor protection in force for the time being. The LMs are advised to ensure the same with respect to SEBI (ICDR) Regulations, 2018. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue.

4. यह भी पूरी तरह से स्पष्ट किया जाता है कि यद्यपि इस बात की जिम्मेदारी मुख्य रूप से निर्गमकर्ता (इश्युअर) कंपनी की होती है कि प्रस्ताव दस्तावेज में समस्त जरूरी जानकारी प्रकट की जाए और जो सही और पर्याप्त हो, फिर भी अग्रणी प्रबंधकों (लीड मैनेजर्स) से अपेक्षित है कि वे यह सुनिश्चित करने के लिए पूरी तत्परता (ड्यू डिलिजेंस) बरतें कि कंपनी अपनी जिम्मेदारियाँ सही ढंग से निभाए, और इसी उद्देश्य से अग्रणी प्रबंधकों ने भारतीय प्रतिभूति और विनियम बोर्ड (इश्यू ऑफ कैपिटल एंड डिस्क्लोज़र रिक्वायरमेंट्स) रेग्यूलेशन, 2018 के अनुसार सेबी के पास पूरी तत्परता बरते जाने के संबंध में तारीख May 15, 2024 का प्रमाणपत्र (ड्यू डिलिजेंस सर्टिफिकेट) प्रस्तुत किया है।

It should also be clearly understood that while the Issuer Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the offer document, the LMs are expected to exercise Due Diligence to ensure that the Company discharges its responsibility adequately in this behalf and towards this purpose, the LMs have furnished to SEBI a Due Diligence Certificate dated May 15, 2024 in accordance with SEBI (ICDR) Regulations, 2018.

5. हालाँकि, कंपनी प्रस्ताव दस्तावेज दाखिल कर देने से ही कंपनी अधिनियम, 2013 की धारा 34 के तहत दी गई किसी भी बाध्यता से मुक्त नहीं हो जाती या वह कानूनी प्रावधानों के अनुसार ली जाने वाली मंजूरी या ऐसी कोई अन्य मंजूरी लेने से मुक्त नहीं हो जाती, जो प्रस्तावित निर्गम के संबंध में लेनी जरूरी हो। हालाँकि, सेबी प्रस्ताव दस्तावेज में कोई अनियमितता या कमी पाए जाने पर कभी भी अग्रणी प्रबंधकों के खिलाफ कार्रवाई कर सकता है।

The filing of offer document does not, however, absolve the company from any liabilities under Section 34 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed issue. SEBI further reserves the right to take up, at any point of time, with the LMs any irregularities or lapses in offer document.

6. किसी भी प्रचार सामग्री या विज्ञापन में ऐसा कुछ भी उल्लेख नहीं किया जाएगा, जो प्रारूप प्रस्ताव दस्तावेज (ड्राफ्ट ऑफर डॉक्यूमेंट) में दी गई जानकारी से भिन्न हो। इस संबंध में आपका ध्यान विशेष रूप से कंपनी अधिनियम, 2013 की धारा 36 के प्रावधानों की ओर आकर्षित किया जाता है।

Any publicity materials / advertisements should not contain matters extraneous to the information contained in the draft offer document. **Attention is specifically drawn to the provisions of Section 36 of the Companies Act, 2013.**

7. अग्रणी प्रबंधक यह सुनिश्चित करें कि भारतीय प्रतिभूति और विनियम बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 के विनियम 71(1) और अनुसूची- III के अनुसार उपरोक्त निर्गम (इश्यू) के संबंध में फाइलिंग फीस की गणना किस प्रकार की गई है उसका एक विस्तृत विवरण, यथास्थिति, कंपनी रजिस्ट्रार के यहाँ प्रॉस्पेक्टस दाखिल किए जाने के सात दिनों के भीतर / स्टॉक एक्सचेंज के पास



प्रस्ताव-पत्र (लेटर ऑफ ऑफर) दाखिल किए जाने के सात दिनों के भीतर, सेबी के पास प्रस्तुत कर दिया जाए और साथ ही अब तक अदा की गई फाइलिंग फीस का ब्यौरा भी दिया जाए।

The LMs are advised to ensure that a detailed calculation of filing fees in relation to the captioned issue in terms of regulation 71(1) and Schedule III of the SEBI (ICDR) Regulations, 2018 is submitted to SEBI within seven days of filing the Prospectus with ROC/ within seven days of filing the Letter of Offer with the stock exchange, as the case may be, along with details of filing fees paid till date.

आपने जो फीस अदा की है, यदि वह वास्तव में अदा की जाने वाली फीस से कम हो, तो ऐसे में अग्रणी प्रबंधक यह सुनिश्चित करेंगे और इस बात की पुष्टि करेंगे कि सेबी को शेष फीस अदा किए जाने के संबंध में इन विनियमों की अनुसूची-III के प्रावधानों का पालन किया गया है।

If filing fees paid by you is less than the actual fees required to be paid, the LMs are advised to ensure and confirm compliance with the provisions of Schedule III of the said Regulations in regard to payment of the balance fees to SEBI.

आपने जो फीस अदा की है, यदि वह वास्तव में अदा की जाने वाली फीस से अधिक हो, तो ऐसे में आप सेबी को सूचित करेंगे कि कितनी फीस लौटाई जानी है, साथ ही आप यह भी बताएंगे कि आपने लौटाई जाने वाली फीस की रकम की गणना कैसे की है और सेबी को किसके नाम पर चेक जारी करना होगा।

If filing fees paid by you are more than the actual fees required to be paid, you are advised to inform SEBI about the amount to be refunded, along with detailed calculation of amount refundable and name of the person in whose favour, the cheque may be issued by SEBI.

8. प्रस्तावित निर्गम (इश्यू) इस अभिमत पत्र के जारी होने की तारीख से 12 महीनों के भीतर पैसा लगाने (अभिदान करने / सब्सक्रिप्शन) के लिए खोला जा सकता है। आपसे अनुरोध है कि इस पत्र की प्राप्ति के 15 दिवस के भीतर अपना उत्तर प्रस्तुत करें।

The proposed issue can open for subscription within a period of 12 months from the date of issuance of this observation letter. You are requested to submit your response within 15 days of the receipt of this letter.

Place: Mumbai


Sanjukta Mahala

Annexure I

OBSERVATIONS

1. Please refer to our letter dated June 06, 2024 and your response dated June 20, 2024 and all other correspondences exchanged. Wherever the LM has undertaken to modify the risk factors in its replies, the same shall be duly modified and incorporated in the updated Letter of Offer/Letter of Offer.
2. LM is advised to ensure that the changes made pursuant to our initial and subsequent clarifications are duly incorporated in the updated Letter of Offer/Letter of Offer.
3. Wherever the LM has undertaken to modify the risk factors in its replies, the same shall be duly modified and incorporated in the updated Letter of Offer/Letter of Offer.
4. Wherever the LM has mentioned "Noted for compliance" or "Complied with and noted for compliance" in its replies, LM shall ensure that the same are duly complied with.
5. Definitions and Abbreviations: for Technical, Company / Industry related Terms or Abbreviations, along with the expanded form, suitable meaning / explanation to be provided in simple language.
6. The LM to also ensure that the entire DLOF the language used is lucid, usage of abbreviations is limited, abbreviations to be used in the para, if already quoted in the same page /heading, any expressions, jargons or nomenclatures from other languages or not commonly used, are explained clearly at every place where they are used.
7. LM is advised to ensure that the disclosure of risk factors are based on materiality, to be supported by quantifiable data to bring out the risk and to make cross-reference the exact page no. of DLOF, wherein the details of information has been disclosed.
8. LM is advised to disclose the face value of the Issuer Company where the number of shares has been mentioned in the DLOF.
9. LM is advised to incorporate all the certificate certified by the Chartered Accountants under section Material contracts and documents for inspection.

Summary of the Letter of Offer

10. Simple conversational language to be used. No abbreviations shall be used. LM is advised to remove adjectives (such as leading, reputed, strong, etc.) unless substantiated with data across the document.
11. LM is advised to disclose compliance with clause (1) of Schedule VI-Part B read with Regulation 70(2) of the SEBI ICDR Regulations, 2018.
12. LM is advised to disclose the details of listing of the shares of the company, shareholding pattern of promoter companies.
13. LM is advised to disclose the details of Trust i.e Trustee, Beneficial Owners, Settlers of SVL Trust which is the major shareholder of the promoter.
14. LM is advised to disclose the past operations of the issuer company and the details of business operations and revenue model.
15. LM is advised to disclose the corporate structure of issuer company.



Risk Factors

16. Risk Factors – The risk factors, to the extent possible, should disclose the specific as well as financial/economic impact on the company rather than being generic.
17. Every Risk Factor shall be provided with a cross-reference to the detailed description of the facts/reasons in the updated Letter of Offer/Letter of Offer, wherever applicable with exact page number. LM is advised to provide comparable data in a tabular format and include data in risk factors at all applicable places.
18. LM is advised to rearrange the risk factors based on materiality
19. LM is advised to confirm and disclose whether all material events as disclosed in the DLOF have been disclosed on the stock exchanges in compliance with the applicable SEBI Regulations. Similar disclosures to be made for all the RFs in the RFs itself and at other places in the document involving disclosure of material events or information.
20. LM is advised to disclose past instances in all risk factors or else provide negative confirmation.
21. With respect to all External Risk Factors, LM is advised to ensure that the same is factually correct and no irrelevant information shall be disclosed.
22. RF 1 – LM is advised to disclose the following:
 - operation of the BWFPL including the power production and cash reserves for the last three years and refer the page no. of DLOF having the details in this regard.
 - the amount of issue proceeds to be utilised towards each of the subsidiaries mentioned.
 - the details of loans availed by the subsidiary companies i.e period of disbursement, interest rate, terms, utilisation of loan etc for which the issue proceeds are proposed to be utilised. LM to disclose the Auditors certificate certifying the utilisation of such loan proceeds
23. RF 2 - LM is advised to disclose the data of utilisation in heading of the risk factor.
24. RF 3 - LM is advised to disclose the state-wise revenue percentage.
25. RF 5 - LM is advised to disclose the percentage of revenue through third parties. LM to disclose the percentage holding of issuer in the subsidiaries mentioned therein and their brief financial information.
26. RF 6 - As regards the business unviability of Amrit Environmental Technologies Private Limited, LM is advised to bring more clarity. Also, disclose the details of investment and loss of Amrit Environmental Technologies Private Limited in the present risk factor. Also, disclose the correct page no. of DLOF having the details regarding subsidiaries of the Company.
27. RF 7 – As regards the settlement filed before the Hon'ble National Company Law Tribunal, Mumbai, LM is advised to disclose the filing date and update the status in this regard.
28. RF 8 & 10 – LM is advised to bring the said risk factor to Top 5 risk factor.

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- 29.RF 13– Regarding the identification of land by the EPC contractor, LM is advised to make a disclosure that the identified land is not under the category of non-agricultural land.
- 30.RF 14 – Regarding the lands purchased by the subsidiaries, LM is advised to make a disclosure that the said lands are not under the category of non-agricultural land.
- 31.RF 17 – LM is advised to disclose the following:
- As regards the loan availed by SVL Limited, LM is advised to disclose the details of amount of loan availed, its utilization, its repayment etc and provide the utilization certificate from the auditor for the said loan.
 - Disclose the pledged shares in a tabular format
 - Regarding pledge agreement with Axis Trustee Services Private Limited for securing the loan availed by an associate company of the Promoter of the issuer company, LM is advised to disclose the name of the promoter company, details of amount of loan availed, its utilization, and provide the utilization certificate from the auditor for the said loan.
 - Also provide the reason for failure to make repayment and update the status of the company pursuant to the default.
- 32.RF 18 – LM is advised to disclose about the Solon India Private Limited, the EPC contractor that the issuer company appointed for the new project. Also, disclose the capability of such type of projects at the identified place.
- 33.RF 20 – Regarding the unsecured loan from the promoters and the subsidiaries, LM is advised to make disclosure that there is sufficient cash flow with the Company for the repayment of loans and provide auditor certificate in this regard.
- 34.RF 22 – Regarding transmission facilities, LM is advised to disclose the detailed information.
- 35.RF 24 – LM is advised to make a disclosure for the lands as mentioned in the said risk factor are coming under the category of non-agricultural land.
- 36.RF 29 – LM is advised to modify the captioned risk factor suitably by incorporating the details of insurance coverage and claims of the issuer company.
- 37.RF 41 – LM is advised to disclose the absolute along with the percentage figures for the expenses of the issuer company.
- 38.RF 45 & 46 – LM is advised to make the said risk factor to Top 10 risk factor.
- 39.RF 66 – LM is advised to ensure that the information regarding the Rights Entitlement are adequately informed to the shareholders.
- 40.LM is advised to disclose the RF 7, RF 10, RF,13, RF,35, RF 48 as Top 15 risk factors.
- 41.LM is advised to bring separate risk factor for the following:
- the details of renunciation by promoters as mentioned in page 88
 - the details of invocation of pledge of shares by promoters.
 - capacity utilisation of issuer company and subsidiaries
 - past non – compliances of issuer with the stock exchanges

- the impact on settlement and financial impact of the material litigation (page 284)
- risk due to dependency of SALON, EPC contractor for execution of project as a separate RF under suitable heading along with the data.

General Information

42. Page 87 – BRLM to ensure that the information on Regarding Rights Entitlement (RE), are communicated to the shareholders.
43. LM is advised to disclose and ensure that Gross Proceeds of the issue are monitored by the monitoring agency. Accordingly, disclosure should be made as prescribed under the ICDR Regulations, 2018.

Capital Structure

44. Page 88 – Regarding promoter's renouncement of rights entitlement in favour third parties, LM is advised to ensure that the said renouncement have any impact on substantial acquisition of shares and accordingly, intimation to the stock exchange in this regard.

Object of the Offer

45. As regard the investment in Delta Renewable Energy Private Limited, LM is advised to disclose the following:
- The said investment is in equity or debt and the details of terms and conditions in this regard
 - Justification for 143.5 crore for 19.8 MW solar power project
 - Land details
 - Disclosure about the EPC entity namely SOLON, relation of the issuer company with SOLON
 - the details of MOU with SALON, payment details, and nature and scope of the EPC contract, Land location etc.
 - License details, application of the licenses and its status
46. Repayment/Pre-payment of loans availed by issuer company and its subsidiaries namely GGPPL and CWFP - LM is advised to disclose the following:
- Date of initial loan sanctioned, disbursement, total amount disbursed, utilization etc.
 - Disclose the utilization certificate
 - Details of disclosure to the stock exchanges
 - Auditor certificate confirming that the subsidiaries have generated cash from their business operations and disclose the cash flow for the past three years
 - Disclose that the rate of interest will be same for the whole period
 - Disclose promoters of GGPPL and CWFP suitably
 - Cash flow of GGPPL and CWFP for the past three years and confirm that the said cash flow is from their business operations
 - Disclose the details of loan of the issuer company, its subsidiaries from issuer company, its subsidiaries, promoters, any other entities suitably



47. As regards the objects of issue regarding prepayment of unsecured loans from Gamma Green Power Private Limited and Clarion Wind Farm Private Ltd LM to disclose the following:
- Details of loans availed, past repayments and utilisation of loans as certified by Auditors and confirmation by LM.
 - Status of approvals applied.
48. As regards the objects on lending fresh loan to GGPL and CWFPL, LM is advised to disclose the details of loans availed, past repayments and utilisation of loans as certified by Auditors and confirmation by LM.
49. LM to disclose the brief financial summary of the subsidiaries GGPL and CWFPL in the last three years.
50. As regards the part payment of security deposits towards contractual lease commitments of BWFPL, one of the subsidiaries of the issuer Company, LM is advised to disclose Auditor certificate that BWFPL paid a total security deposit of ₹ 1,531.00 lakhs for lease agreement as disclosed in the DLOF.
51. Monitoring of utilization of funds – As the proceeds of the issue is to be utilized for the subsidiaries, LM is advised to make disclosure that the proper and effective monitoring of issue proceeds to be performed and LM to ensure the said monitoring in this regard.
52. LM is advised to disclose whether the report in the DLOF/LOF is an abstract or complete report. LM shall also disclose whether any material information/detail has not been included. If not, negative confirmation shall be included in this section itself.
53. Company/LM are advised to confirm AoA does not confer any special rights to any person in any manner and AoA is in conformity with SEBI Act and Regulations issued thereunder.
54. LM is advised to ensure that relevant disclosures as to all actions/complaints/pending litigations with Other Regulatory Authorities is made in the Letter of Offer.
55. With respect to all the complaints received by LM/Company/forwarded by SEBI, LM is advised to ensure that there is adequate redressal of the complaint and relevant disclosures as to the same are made in the Letter of Offer and other Offer related material along with the disclosures of the Financial Impact of the same, if any. Further, LM is advised to incorporate a prominent Risk Factor, if required, for such complaints received.
56. LM shall also ensure that all the complaints received by LM/Company or forwarded by SEBI be made part of the material documents for inspection.
57. LM is advised to ensure that the disclosure of details of all the criminal matters initiated by or against the company, subsidiaries which are at FIR stage and no/some cognizance has been taken by court is incorporated in the Letter of Offer along with appropriate risk factors in this regard.
58. LM is advised to update the Letter of Offer in respect to all pending litigations including for any legal notices where the Company is in receipt of such notices post filing of Draft Letter of Offer.



59. LM is advised to disclose the following in the Letter of offer:

- i) Rights Entitlements (REs) which are neither subscribed nor renounced on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.
- ii) If no application is made by the purchaser of REs on or before Issue closing date, then such REs will get lapsed and shall be extinguished after the Issue Closing Date. No shares / other securities for such lapsed REs will be credited, even if such REs were purchased from market and purchaser will lose the premium paid to acquire the REs.

Persons who have bought Rights Entitlements (REs), shall require to make an application and apply for shares / other securities offered under Rights Issue, if they want to subscribe to the shares / other securities offered under Rights Issue.

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Annexure II

General Observations

1. LM is advised to ensure that prior to filing of Letter of Offer with Registrar of Companies, the Issuer Company has received crucial clearances / licenses / permissions / approvals from the required competent authority which are necessary for commencement of the activity for which the issue proceeds are proposed to be utilized.
2. LM is advised to ensure that the 'Observation Letter' issued by SEBI is included among the material contracts and documents for inspection.
3. LM is advised to ensure that prior to proceeding with the issue, "No Objection Certificates" are obtained from all the lenders with whom the company has entered into an agreement and the terms of such agreement require an approval to be taken.
4. LM is advised to ensure that adequate disclosures are made to disclose any material development which may have a material effect on the Issuer Company between the date of registering final prospectus or the red herring prospectus or the letter of offer, with the Registrar of Companies or designated stock exchange, as the case may be, and the date of allotment of specified securities, while ensuring compliance with Regulation 83 and Schedule IX of SEBI (ICDR) Regulations, 2018.
5. LM is advised to ensure that exact cross-referencing of page numbers is provided in the letter of offer instead of general cross-referencing.
6. In pursuance of Regulation 71 Sub-Regulation 7(a) of SEBI (ICDR) Regulations, 2018, LM is advised to certify while submitting the in-seriatim reply that all amendments, suggestions and observations advised by SEBI have been complied with and duly incorporated in the letter of offer, while also indicating the page number for the same.
7. ASBA:
 - i) LM is advised to ensure that sufficient number of Physical ASBA forms are printed and dispatched directly to all designated branches of SCSBs which are located in places of mandatory collection centres as specified in Schedule XII of SEBI (ICDR) Regulations, 2018, Syndicate Members and Registered Brokers of Stock Exchanges, the Registrars to an Issue and Share Transfer Agents (RTAs) and Depository Participants (DPs) registered with SEBI, at least two days before the opening of the issue. This shall be in addition to ASBA forms which shall be sent to controlling branch of SCSBs for sending to designated branches other than those located in mandatory collection center.
 - ii) LM is advised to ensure that the ASBA mode of payment is highlighted in bold in all the advertisement / communication informing about the issue. Further, LM is also advised to ensure that the following is suitably incorporated in all advertisements / communications regarding the issue issued by the issuer:



ASBA *

Simple, Safe, Smart way of Application !!!

Mandatory in public issue from January 01, 2016

No cheque will be accepted

Application supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

- a. The following paragraph on ASBA may be inserted in the advertisement/Communications:

"APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors have to apply through the ASBA process. ASBA has to be availed by all the investors except anchor investors.

For details on the ASBA process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure - Issue Procedure of ASBA Bidders" beginning on page xxx of the Letter of Offer."

ASBA bid-cum application forms can also be downloaded from the websites of BSE Limited and National Stock Exchange of India Limited. ASBA form can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in.

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