



प्रबंधक

Manager

निर्गम एवं सूचीबद्धता प्रभाग-1 / Division of Issues and Listing-1

निगम वित्त विभाग / Corporation Finance Department

SEBI/HO/CFD/RAC-DIL1/P/OW/2024/3029/1

January 18, 2024

GreteX Corporate Services Limited
Office No. 13, 1st Floor, New Bansilal Building
9-15, Homi Modi Street, Fort Near BSE
Mumbai - 400001

Kind Attention: Mr. Alok Harlalka

महोदय / महोदया,
Dear Sir / Madam,

विषय / Sub: Proposed IPO of Akme Finttrade (India) Limited

- उपरोक्त से संबंधित प्रारूप प्रस्ताव दस्तावेज (ड्राफ्ट ऑफर डॉक्यूमेंट), 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) रेग्यूलेशन, 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 offer document 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 विनियम 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 विनियम बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 [सेबी

(इश्यू ऑफ कैपिटल एंड डिस्कलोजर 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 (इश्यूअर) 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 विनिमय बोर्ड (इश्यू ऑफ कैपिटल एंड डिस्कलोजर रिक्वायरमेंट्स) रेग्यूलेशन्स, 2018 के अनुसार सेबी के पास पूरी तत्परता बरते जाने के संबंध में तारीख June 27, 2023 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 June 27, 2023 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 डाक्यूमेंट) 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 25(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 25(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।

The proposed issue can open for subscription within a period of 12 months from the date of issuance of this observation letter.

9. आपसे अनुरोध है कि इस पत्र की प्राप्ति के 15 दिवस के भीतर अपना उत्तर प्रस्तुत करें।

You are requested to submit your response within 15 days of the receipt of this letter.

स्थान / Place: मुंबई/Mumbai



Dhruva Jyoti Das
प्रबंधक
Manager

Annexure I

OBSERVATIONS

1. Please refer to our letters/emails dated July 20, 2023 and your letters/emails dated August 04, 10, 2023, December 05, 2023, January 10 and all other correspondences exchanged. LM is advised to ensure compliance with the same.
2. With regard to above, LM is advised to ensure that the changes made pursuant to our clarifications are duly incorporated in the updated DRHP and RHP and Abridged Prospectus.
3. Clause 24 (3) of SEBI (ICDR) Regulations, 2018, requires LM to exercise due diligence and satisfy himself about all aspects of the issue including the veracity and adequacy of disclosures in the offer document. In view of the same, LM is advised to ensure that:
 - a) The offer document shall not contain any information where no responsibility is taken by the BRLMs or the Issuer Company / Expert.
 - b) The "Industry Overview" section represents a fair and true view of the comparable industry scenario and the same is neither exaggerated nor have any underlying assumptions been omitted for investors to make an informed decision.
 - c) LM is further advised to include industry report in the list of material documents for inspection and also provide a link in the offer document for online access of industry report.
4. Risk Factors - (i) every risk factor shall be provided with a cross-reference to the detailed description of the facts / reasons in the DRHP, wherever applicable. (ii) in all risk factors, wherever either only percentages or the absolute values are mentioned, LM shall ensure to disclose both the absolute values and percentages.
5. Wherever the LM has undertaken to modify / delete the risk factors or in other relevant section of the DRHP in its replies, the same shall be duly modified and incorporated in the updated DRHP / RHP.
6. Wherever the LM has mentioned "*Complied with*" or "*Noted for compliance*" or "*Complied with and noted for compliance*" or "*Complied with to the extent applicable*" or "*Complied with, to the extent applicable and noted for compliance*" or "*Complied with and noted for compliance, to the extent applicable*" in its replies, LM shall ensure that the same are duly complied with.

7. LM is advised to ensure that UDRHP contains necessary updated disclosures justifying the offer price under Section “Basis for offer price”, “Risk Factors” etc., particularly emphasizing on appropriate Key Performance Indicators as applicable to the industry in which the issuer company operates, in quantitative terms, with corresponding suitable explanations so as to justify the offer price.
8. LM is advised to ensure that accounting ratios disclosed in support of basis of the issue price are duly verified by LM and designated Chartered Accountants or firms. Further, KPIs disclosed in the offer document shall be certified by the statutory auditor(s) or Chartered Accountants or firm of Chartered Accountants and certificate issued with respect to KPIs shall be included in the list of material documents for inspection.
9. LM is advised to update the details of pre-IPO placement/transfer of shares as mentioned in their submissions in all relevant places in the DRHP, if any.
10. LM is advised to also ensure that the entire DRHP, 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.
11. LM is advised to disclose the face value of the Issuer Company where the number of shares has been mentioned in the DRHP.
12. LM is advised make refer to exact page no. of DRHP, wherein the details of information have been disclosed.
13. LM is advised to incorporate all the certificate certified by the Chartered Accountants under section Material contracts and documents for inspection.
14. LM is advised to ensure that disclosure made with respect to Offer Price and Price Band are in compliance with Part VII of Chapter II of SEBI (ICDR) Regulations, 2018. LM is advised to refrain from making any disclosure in the offer document w.r.t. offer price which are not in line with SEBI (ICDR) Regulations, 2018. LM is advised to make necessary changes in the offer document wherever applicable. LM is advised to ensure for all future issues as well.

Summary of the Offer Document:

15. LM is advised to disclose the percentage wise business from rural and semi urban areas.

16. LM to disclose the amount of money proposed to be raised and give brief details regarding the object of the issue i.e Augmenting the capital base of our company.

Risk Factors (RF):

17. LM is advised to rearrange the risk factors based on materiality.

18. LM is advised to review all risk factors and rephrase them in easily understandable language and disclosures should be crisp and directly specify the risks associated with supporting quantifiable data. Also, delete general vague statements that do not specify any risks/ add value to risk factors and for which cross-references can be provided to other sections in the DRHP.

19. LM is advised to confirm that all past instances having material impact on the company have been disclosed along with quantifiable data.

20. As part of the Risk Factors generic statements are being made without clear indication of the situation. The LMs to ensure that any description of risk or description of the possibility of occurrence of an event/ situation shall necessary follow with a statement of disclosure whether such an event having material impact had occurred in past along with quantifiable data. If not, then a categorical statement disclosing that no such event had ever happened in the past.

21. LM is advised to include separate Risk Factor under appropriate heading disclosing the risk involved on following points:

- i. LM is advised to disclose that the business of the issuer company is concentrated in rural areas- resulting in risk of difficulties in recovery along with NPA details in rural areas.
- ii. LM is advised to disclose the risk due to the concentration of business in Rajasthan with 84.39% in terms of revenue and its impact of the same.
- iii. LM is advised to disclose the details of the corporate guarantee given as mentioned on page 23 and impact of the same on the profitability of the issuer company as a risk factor under the suitable heading.
- iv. LM is advised to disclose the amount and percentage of unsecured loans with respect to total loans as risk factor in DRHP.
- v. LM is advised to ensure that correct and exact cross-references are provided in the DRHP.

22. **Risk Factor 2:** LM is advised to disclose in the heading of the Risk Factor that as of March 2023, the company's NPAs are higher as compared to some of the Peer group companies.

23. Risk Factor 3:

- a) LM is advised to shift the Risk Factor from top 5.
- b) LM is advised to include the following sentence in the instant Risk Factor- *'The company's submissions with respect to the non-compliances observed by RBI in its periodic inspections are still being examined by RBI, and in the future, the company may face any penal or supervisory action from RBI.'*

24. Risk Factor 4:

- a) LM is advised to re-phrase the heading of the Risk Factor in the following manner- *"Our company has changed its shareholding by more than 26% during FY 2021-22 and FY2022-23 and has changed our management during the FY 2021-22 without taking the prior approval from RBI."*
- b) LM is advised to update the Risk Factor as of date incorporating all further communications with RBI and fresh non-compliances made during FY-2022-23 regarding changes in shareholding. Further, LM is also advised to suitably incorporate the following phrase in the instant Risk Factor- *'The above matter is still being examined by RBI, and in the future, the company may face any penal or supervisory action from RBI.'*

25. Risk Factor 5: LM is advised to shift the Risk Factor from the top 10.

26. Risk Factor 6: LM is advised to move the instant Risk Factor to the top 5 along with updated information on the matter. Further, LM is advised to disclose the details of charges and sections invoked, the status of the chargesheet filed if any, and names of individuals in the search report and entities involved, and the maximum penalty prescribed under these sections. The details of the same shall be under the material document for inspection.

27. Risk Factor 7: LM is advised to move the instant Risk Factor to the top 5 along with updated/additional information on the matter that has been submitted to SEBI. Further, LM is advised to divide the Risk Factor into two parts one for non-compliance regarding allotment of shares from FY2012 to FY2014 and another for non-compliance regarding allotment of shares from FY2017 to FY2018. Further, all CA and CS certificates relating to the matter shall be kept as material documents for inspection.

28. **Risk Factor 8:** LM is advised to disclose the delay/default in repayments of interest/principal in the instant Risk Factor.
29. **Risk Factor 9:** LM to disclose the bifurcation and percentage of business loans and vehicle loans and their risk due to concentration/impact on future growth and profitability due to limited scope and lack of diversification in the risk factor.
30. **Risk Factor 10:** LM to disclose the material approvals and the validity period/ status of applications, if any.
31. **Risk Factor 15:** In reference to untraceable corporate and secretarial records of the company in connection with the allotment of equity shares, LM is advised to obtain CS certificate confirming receipt of money and allotment of shares; and affidavit confirming the transactions from the allottees and Issuer company. The same shall be disclosed at relevant places in the RHP and these documents shall also form part of material documents available for inspection.
32. **Risk Factor 16:** LM is advised to disclose the updated status of non – compliances and penalties paid.
33. **Risk Factor 17:** LM is advised to update the status of Lender consent in the Risk factor.
34. **Risk Factor 18:** LM is advised to update the status of the compounding application.
35. **Risk Factor 19:** LM is advised to disclose the amount of lease paid, the number of locations, and related parties if any.
36. **Risk Factor 22:** LM is advised to disclose the details of unsecured loans in the table. Further, in the NPA table, LM is advised to disclose the % of NPA to total loans.
37. **Risk Factor 29:** LM is advised to disclose the amount of loans written off in the last three years.
38. **Risk Factor 30:** LM is advised to disclose the number of employees and attrition rate of employees in the heading of Risk Factor.
39. **Risk Factor 32:** LM is advised to quantify the phrase- '*small portion*'.
40. **Risk Factor 43:** LM is advised to update the status of pending registration.

Capital Structure:

41. On page 78, LM is advised to update the disclosure appropriately as per the submissions and also to disclose the CA/CS certificates regarding the compliance requirements as a part of material documents for inspection.

Objects of The Issue:

42. LM is advised to make relevant disclosures in the object of the issue as per LM's additional submission to SEBI on the matter.

Basis for Issue price:

43. LM is advised to delete any qualitative factor not adequately substantiated by facts and data.
44. LM is advised to confirm and disclose that the KPIs disclosed are approved by the Audit committee. Further, LM is advised to disclose operational parameters in the comparative KPI.

Industry Overview:

45. LM is advised to re-examine and ensure superlatives are used only where the same can be substantiated by facts.
46. LM is advised to provide updated data wherever applicable.

Our Management:

47. LM is advised to disclose and confirm that Directors (including nominee directors)/KMPs are not related to any promoter/shareholder/promoter group/KMP of the company, group etc.

Our Promoters and Promoters Group:

48. LM is advised to disclose all the material litigation or action from any government agencies of the companies that are promoted by the same promoter of the issuer company.

Our Group Companies:

49. LM has stated the following in the chapter- *"it is clarified that such details available in relation to Akme Buildmart Private Limited on the website of the Company do not form a part of this DRHP. Anyone placing reliance on any other source of information would be*

doing so at their own risk.” LM is advised to delete such sentences from the DRHP. Further, LM is also advised to confirm and certify that information related to group companies that are available on the company’s website is true and reliable. Further, brief financials of the group companies should be disclosed in the chapter.

50. LM is also advised to disclose if any material/severe litigation or action from any government agencies has been taken against the group companies.

Financial Information:

51. LM is advised to disclose the updated audited financials of the quarter that ended December 31, 2023, in the chapter titled ‘Restated Financial Statements’ and update the figures in terms of the December quarter number across the DRHP wherever, applicable.

Outstanding Litigations and Material Developments

52. With respect to the civil suits filed by Mr. Samirbhai Babubhai Patel and Mr. Sandeep Barjatya against the company, LM is advised to disclose the matter briefly in the DRHP and also update the current status of the matter. Further, if any future adverse remarks from the court have a material impact on the business of the company, the same should be disclosed as a separate Risk Factor.

53. With respect to the Securitisation Application against Demand Notoce filed by Mr. Amrit Lal Kothari against the company, LM is advised to disclose details of the matter. Further, LM/the company is advised to provide comments on the matter.

54. With respect to litigations involving criminal matters and other pending litigations that have been filed by the company, LM is advised to disclose a brief of each case including broad categories and reasons for such action.

55. LM is advised to confirm whether the losses from the litigations have been included in the contingent liabilities.

Main Provisions of the Articles of Association:

56. LM is advised to ensure and disclose that none of the ‘Articles of Association’ are contrary to the Securities Laws and Companies Act 2013.

Miscellaneous:

57. In Qualifications of the Statutory Auditors, LM is advised to also disclose whether there were any qualifications in the audit reports by statutory auditors for the last 3 Financial years (FY) and the stub period.
58. As regards the employees of the Issuer company, LM is advised to disclose whether the statutory dues to the Government and provident fund for all full-time employees have been paid and number of the employees for whom the statutory dues and provident fund are paid. LM shall disclose total PF being paid for number of employees and whether the same is paid as per statutory law/obligation and the amount paid. Such details and bifurcation shall be disclosed for various dues such as PF, ESIC, GST, TDS, other statutory contributions etc shall be given in the document and whether the obligation has been duly discharged in terms of the applicable laws.
59. 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 of the same are made in the Red Hearing Prospectus and other Offer related material along with the disclosures of the financial impact of the same, if any.
60. LM is advised to ensure the utilization and monitoring of the issue proceeds to be precise and any changes shall be in terms of law and as per the revised framework.
61. LM is advised to ensure that relevant disclosures as to all actions/complaints/pending litigations with other Regulatory Authorities are made in the RHP.
62. LM is advised to ensure that the disclosure of details of all the criminal matters initiated by or against the company, group, directors, promoters, subsidiaries which are at FIR stage and no / some cognizance has been taken by court, is incorporated in the UDRHP / RHP along with appropriate risk factors in this regard.
63. LM shall submit the draft advertisement for announcement of Price Band with SEBI before its publication in the newspapers for our comments, if any.
64. The data regarding 'Risk to Investors' shall be updated and disclosed prominently (in the same font size as the price band) in advertisements of Price Band and all further advertisements, website of the company and the stock exchange. Further, any adverse ratio / data in basis for issue price should be disclosed.



65. LM is advised to ensure that UDRHP is filed with SEBI not less than seven working days prior to submission of the draft price band advertisement.

Annexure II

General Observations

1. LM is advised to ensure that prior to filing of RHP 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 RHP 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 42 and Schedule IX of SEBI (ICDR) Regulations, 2018.
5. In terms of Regulation 7.(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 31.(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Issuer Company and the Lead Manger are advised to ensure compliance with the requirement pertaining to shareholding of promoter(s) and promoter group to be held in dematerialised form.
6. LM is advised to ensure that the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021."
7. LMs to include a categorical statement that they have gone through the Articles of Association (AoA) of the Issuer Company and confirm to SEBI that no special rights are available to the Promoters / Shareholders in the AoA, at the time of filing of the offer document.

8. LMs shall confirm to SEBI that as on the date of the offer document, the clauses / covenants of Articles of Association (AoA) of the Issuer Company are in compliance with the Companies Act and the Securities Laws, as applicable.
9. LM is advised to ensure that SCORES authentication is taken by the issuer company prior to listing.
10. In pursuance of Regulation 25 Sub-Regulation 9(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 offer document, while also indicating the page number for the same.

11. 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 centers 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:

- a. The following may appear just below the price information of the issue as shown below:

“PRICE BAND: RS. xx TO RS. xx PER EQUITY SHARE OF FACE VALUE OF RS. xx EACH

THE FLOOR PRICE IS xx TIMES OF THE FACE VALUE AND THE CAP PRICE IS xx TIMES OF THE FACE VALUE

BID CAN BE MADE FOR A MINIMUM OF xx EQUITY SHARES AND IN MULTIPLES OF xx EQUITY SHARES THEREAFTER.

ASBA *

(APPLICATION SUPPORTED BY BLOCKED AMOUNT)

Simple, Safe, Smart way of Application !!!

Mandatory in public issue .No cheque will be accepted



now available in ASBA for retail individual investors.

** 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.”

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

“ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors.

For details on the ASBA and UPI 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 Red Herring Prospectus. The process is also available on the website of AIBI and Exchanges in the General Information Document.”

*ASBA bid-cum application forms can be downloaded from the websites of Bombay Stock Exchange and National Stock Exchange and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in.** List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in**.*
