

# National Stock Exchange of India Limited

## Circular

Department: Capital Market Segment	
Download Ref No: NSE/CMTR/62927	Date: July 12, 2024
Circular Ref. No: 93/2024	

All Members

### Revised operating guidelines of Offer for Sale

This is in continuation and partial modification to our circular no. NSE/CMTR/60811 dated February 21, 2024 regarding revised operating guidelines of Offer for Sale. Further, SEBI vide circular no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/82 dated June 14, 2024, has provided modified framework for Offer for Sale of shares to Employees through Stock Exchange Mechanism.

Members/ Participants and Sellers are requested to abide by the revised operating guidelines and terms & conditions of this circular (Annexure - A) or any other circular(s) issued from time to time regarding OFS by NSEIL and such other requirements as prescribed by SEBI, or any other regulatory authority.

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For and on behalf of  
National Stock Exchange of India Limited

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**CIRCULAR**

**SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/82**

**June 14, 2024**

**To**

**All Recognized Stock Exchanges**

**All Recognized Clearing Corporations**

**All Depositories**

Sir/Madam,

**Subject: Modification in Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism**

1. SEBI vide Master Circular No. SEBI/HO/MRD2/PoD-2/CIR/P/2023/171 dated October 16, 2023 at paragraph 19 of Chapter 1 has specified the comprehensive framework on Offer for Sale (OFS) of shares through stock exchange mechanism. Further, SEBI vide Circular No. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/6 dated January 23, 2024 issued Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism.
2. Paragraph 5 of SEBI Circular dated January 23, 2024 prescribed the procedure for offering of shares to the employees in OFS through stock exchanges. Paragraphs 5 (i) and (vi) of the said circular states as under:

*“5. (i) OFS to employees shall be on T+1 day along with the retail category under a new category called as "Employee".*

...

*(vi) Employees shall place bids only at cut-off price of T+1 day. The allotment price shall be based on the Cut-off of the retail category, subject to discount, if any.”*

3. Based on the feedback received from certain stakeholders and deliberations in the Secondary Market Advisory Committee of SEBI (SMAC), it has been decided that employees shall place bids on T+1 day at cut-off price of T day.
4. Accordingly, paragraph 5(vi) of SEBI Circular dated January 23, 2024 shall be read as under:

*“5. (vi) Employees shall place bids only at cut-off price of T day. The allotment price shall be based on the Cut-off of the T day, subject to discount, if any.”*
5. All other provisions of the aforesaid circulars shall remain unchanged.
6. The provisions of this circular shall come into effect from **30<sup>th</sup> day** of issuance of this circular.
7. All MIs are advised to:
  - i. take necessary steps and put in place necessary systems for implementation of the above.
  - ii. make necessary amendments to the relevant bye-laws, rules and regulations, wherever required, for the implementation of the above; and
  - iii. bring the provisions of this circular to the notice of the market participants (including investors) and disseminate the same on their website.
8. This circular is issued in exercise of the powers conferred under section 11(1) of the Securities and Exchange Board of India Act 1992 read with regulation 51 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, section 26(3) of the Depositories Act, 1996 and regulation 97 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.

9. This circular is available on SEBI website at [www.sebi.gov.in](http://www.sebi.gov.in) at “Legal Framework - Circulars.”

Yours faithfully,

**Hruda Ranjan Sahoo**

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## Annexure A

### Comprehensive scheme governing offer for sale of shares through the stock Exchange Mechanism (Revised operating guidelines and terms & condition)

Securities & Exchange Board of India (SEBI) has provided comprehensive guidelines on sale of shares through Offer for Sale (OFS) mechanism vide circular no. CIR/MRD/DP/18/2012 dated July 18, 2012, Circular no. CIR/MRD/DP/04/2013 dated January 25, 2013 and Circular no. CIR/MRD/ DP/17/2013 dated May 30, 2013 to facilitate offer for sale of shares by promoters / non-promoters of companies through a separate window. In order to encourage retail participation in OFS, enable other large shareholders to use the OFS mechanism and to expand the universe of the companies to use this framework, subsequently SEBI has modified the OFS framework vide Circular no. CIR/MRD/DP/24/2014 dated August 8, 2014, CIR/MRD/ DP/32/2014 dated December 01, 2014, CIR/MRD/ DP/12/2015 dated June 26, 2015, circular no. CIR/MRD/DP/36/2016 dated February 15, 2016, circular no. CIR/MRD/DP/65/2017 dated June 27, 2017, SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018, SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 and SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/134 dated August 03, 2023.

SEBI has issued the broad framework for interoperability among clearing corporations vide circular ref. no. CIR/MRD/DRMNP/CIR/P/2018/145 dated November 27, 2018 to allow market participants to consolidate their clearing and settlement functions at a single Clearing Corporation (CC), irrespective of the stock exchange on which the trade is executed.

Exchange vide circular no. NSE/ CMTR /47711 dated March 22, 2021 shall not allow placing of price bids from retail investors (on T+1 day) in RS series below the cut-off price determined in the non-retail category.

Exchange vide circular no. NSE/ISC/52628 dated June 14, 2022 has also informed that compliant UCCs ONLY will be allowed to place bids in Offer for Sale (OFS) effective from July 01, 2022 and through subsequent circular no. NSE/ISC/52722 dated June 23, 2022 informed about revised effective date of the said UCC related changes to July 04, 2022.

Further, as per SEBI circular no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023, in case of undersubscription in the non-retail category, the retail investors shall be allowed to place their bids at floor price on T+1 day in RS series.

Further, in order to enhance efficiency, ease of compliance and reduce cost, based on deliberations in the Secondary Market Advisory Committee of SEBI and discussions with stock exchanges and clearing corporations SEBI has issued framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism vide circular no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/6 dated January 23, 2024.

Subsequently, SEBI vide circular no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/82 dated June 14, 2024, has modified the Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism. Accordingly, paragraph 5(vi) of SEBI Circular dated January 23, 2024 shall be read as

under: “5. (vi) Employees shall place bids only at cut-off price of T day. The allotment price shall be based on the Cut-off of the T day, subject to discount, if any.”

With an objective to facilitate orderly use of Offer for Sale of Shares by promoters / non-promoters “herein after term as OFS facility” on Exchange platform and to make various conditions and /or requirements governing the use of OFS facility in a transparent manner and to have its due and strict compliance, the scheme containing various terms / conditions is formulated as under:-

### 1. Applicability

This scheme is applicable to all Eligible Sellers defined below in Eligible Sellers for OFS.

For the purpose of this scheme, Sellers mean all promoter(s) / promoter group entities that satisfy the criteria as set by the SEBI or Exchange from time to time and any non-promoter shareholder of eligible companies.

Exchange platform means bidding platform provided by the Exchange for the purpose of OFS.

### 2. Rights of NSEIL

NSEIL shall be entitled to amend its statutory requirements, instructions, circulars, etc. unilaterally and the Seller shall be deemed to have consented to them, and accordingly be bound by the statutory requirements, instructions, circulars, etc. prevailing from time to time.

### 3. General

- a. Non-Exclusivity: The OFS facility made available by the NSEIL shall be on a non-exclusive basis and shall be available only at the discretion of NSEIL.
- b. Seller shall provide all information as required for OFS and any other document as specified by the SEBI / Exchange from time to time.
- c. The Seller shall appoint trading member of the Capital Market segment of the Exchange, through which Seller can approach Exchange for OFS facility.
- d. Buyer can bid through the eligible trading member of the Capital Market segment of the Exchange.
- e. Trading members who participate in OFS as buyer broker/ seller broker shall comply with all the provisions of the scheme herein specified in the circular.
- f. OFS for sale of units of REITs and InvITs by sponsor(s) or sponsor group entities, and other unitholders shall be permitted only in units of listed REITs and listed InvITs. The OFS framework for REITs and InvITs shall be equivalent to the OFS framework prescribed for equity shares of listed companies. Provided that in case of OFS for listed InvITs, the trading lot shall be same as the trading lot prescribed for such InvITs in the secondary market in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014. Provided further that

since there is no participation of retail investors in private listed InvITs, the provisions related to retail investors as specified in paragraph-A of SEBI circular No.SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 shall not be applicable in case of OFS for such InvITs and the OFS shall remain open only for one day (i.e. T day).

- g. It may be noted that the procedure for OFS to employees of the eligible companies through the Stock Exchange Mechanism is an additional option to the existing procedure (outside the stock exchange mech) available to eligible sellers.

#### 4. Eligible Buyers for OFS

- a. All investors registered with the brokers of the aforementioned stock exchanges other than the promoter(s)/promoter group entities.
- b. In case a non-promoter shareholder offers shares through the OFS mechanism, promoters/promoter group entities of such companies may participate in the OFS to purchase shares subject to compliance with applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- c. Eligible trading member of the Capital Market segment of the Exchange shall be eligible to bid in their own account for offer for sale.
- d. Any other criteria as specified by the Exchange / SEBI from time to time.

#### 5. Eligible Sellers for OFS

- a. All promoter(s)/ promoter group entities of such companies that are eligible for trading and are required to increase public shareholding to meet the minimum public shareholding requirements in terms of Rule 19(2)(b) and 19A of Securities Contracts (Regulation) Rules, 1957 (SCRR), read with Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- b. The Companies with the market capitalization of Rs. 1000 crores and above, with the threshold of market capitalization computed as the average daily market capitalization of six months period prior to the month in which the OFS opens.
- c. In case a non-promoter shareholder offers shares through the OFS mechanism, promoter(s) or promoter group entities of such companies may participate in the OFS to purchase shares subject to compliance with applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018, SEBI (Substantial Acquisition of Shares and takeovers) Regulation, 2011 and Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- d. Promoters of eligible companies shall be permitted to sell shares within a period of 2 (two) weeks from the OFS transaction to the employees of such companies. The offer to employee shall be considered as a part of the said OFS transaction.

## 6. Cooling off period

- a. The cooling off period for transaction (i.e. purchase or sale prior to and after the offer) in the shares of the company for the promoter(s)/promoter group entities/ non-promoter shareholder for offering the shares through OFS mechanism shall be based on the liquidity of the shares on the exchange and are as under:
  - i. For most liquid shares:  $\pm$  2 Weeks
  - ii. For liquid shares:  $\pm$  4 Weeks and
  - iii. For illiquid shares:  $\pm$  12 Weeks
- b. Notwithstanding the cooling off period mentioned above, the promoter(s) / promoter group entities of the companies whose shares are either liquid or illiquid can offer their shares only through OFS / Qualified Institutional Placement (QIP) with a gap of 2 weeks between successive offers.
- c. In case of under subscription of OFS of a company whose shares are either liquid or illiquid and if the original OFS is made for compliance with Minimum Public Shareholding (MPS) norms, the promoter(s) / promoter group entities are allowed to offer the unsubscribed portion of the OFS only for the purpose of MPS compliance in the open market with a gap of 2 weeks from the closure of OFS, subject to compliance with all other applicable conditions.
- d. Sellers who wish to avail this facility shall furnish details including names of the Exchanges(s) and the Designated Stock Exchange (DSE) as per Annexure - I. Further, Sellers shall also furnish request letter to the Exchange for availing OFS facility as per the format provided in Annexure - II.
- e. Any other criteria as specified by the Exchange / SEBI from time to time.

## 7. Seller broker

- a. Seller shall appoint the broker(s) through which shares related to OFS shall be provided to the Exchange
- b. Eligible Seller broker(s) are the eligible trading member(s) of the Capital Market segment of the Exchange
- c. The Seller's broker(s) may also undertake transactions on behalf of eligible buyers.
- d. In case of multiple Sellers/Seller broker, all Sellers/Seller broker would be represented by single selling broker.

## 8. Announcement or notice of OFS of shares

- a. Seller shall announce intention of sale of shares latest by 5 pm on T-1 days (T day being the day of the OFS) to the stock exchange. Stock exchange shall inform the market immediately upon receipt of the notice. The stock exchange, however, may allow, on a case to case basis



- based on the request of the Seller, the extension of this time upto 6 pm by recording reasons for granting such extension.
- b. Seller shall disclose the floor price latest by 5 pm (or latest by 6 pm, if extension is granted by stock exchange in terms of above) on T-1 day to the stock exchange. The stock exchange shall inform to the market immediately.
  - c. Seller may offer discount to retail investors. The details of discount and percentage of reservation for retail investors shall be disclosed upfront in the notice of OFS to the exchange
  - d. The promoters may at their discretion offer these shares to employees at the price discovered in the said OFS transaction or at a discount to the price discovered in the said OFS transaction.
  - e. Promoters shall make necessary disclosures in the OFS notice to the exchange including number of shares offered to employees and discount offered, if any.
  - f. The Seller shall furnish required details to the stock exchange as per Annexure I.
9. Size of the offer for sale of shares
- a. The size of the offer shall be a minimum of Rs. 25 crores. However, size of offer can be less than Rs. 25 crores so as by promoter(s) or promoter group entities to achieve minimum public shareholding in a single tranche.
  - b. Any other criteria as specified by the Exchange / SEBI from time to time.
10. Timelines
- a. The Seller can determine the bidding period which shall be offered to the market.
  - b. The duration of the offer for sale shall be as per the trading hours of the secondary market.
  - c. The placing of bids on the exchange system shall take place only during trading hours.
  - d. Non-retail bidders shall have the option to carry forward their Un-allotted bids on T+1 day as per the trading hours of the secondary market.
  - e. Any unsubscribed portion of non-retail category after allotment shall be eligible for allocation in the retail category and vice versa.
  - f. In case of shares under offer for sale, the trading in the normal market shall also continue.
  - g. In case of market closure due to the incidence of breach of “Market wide index based circuit filter”, the offer for sale shall also be halted till such time as applicable for capital market segment of the Exchange. Further, if OFS markets close during cooling period there shall not be any extension.
  - h. The bidding period cannot be extended or reduced once announced to the market.
  - i. Any other period as specified by the Exchange / SEBI from time to time.
11. Bidding
- a. Trading member can enter bids through e-OFS (web based platform) and as well as through API.
  - b. Trading Members will need to raise a request for Admin user creation on ENIT portal <https://enit.nseindia.com/MemberPortal/> on the below path:

## ENIT-NEW-TRADE→Membership→Enablement→eOFS

- c. An email shall be sent with Member Admin User credentials and password reset link on the email id as provided by Trading Member on ENIT.
- d. Facility is provided to Trading Members to create branch and user ids under them.
- e. Trading members shall be able to place bids during the bidding period.
- f. **Trading Members shall ensure that compliant UCC of self (PRO) and it's clients are updated in Unique Client Identification (UCI) system a day prior to the OFS bidding session. Trading Members or it's Clients shall not be able to participate in the bidding session, if the UCC is updated or shall become compliant, on the day of OFS bidding session and accordingly orders shall not be accepted. UCCs identified as compliant of Capital Market segment by the Exchange at 22.00 hrs. on the previous day shall be considered as permitted to trade for the next bidding day.**
- g. CP orders shall be validated at order entry level against the margin indicator maintained by the CCs/Exchange. Only valid orders (post check of margin indicator and UCI) shall flow to respective CCs for blocking of funds.
- h. Non-CP orders post UCI validations shall flow to respective CCs for blocking of funds.
- i. Bulk upload formats for new/carry forward order entry, branch/user creation and client master upload are provided in Annexure III.
- j. On the commencement of OFS on T day only non-retail investors shall be permitted to place their bids.
- k. Non-retail investors shall be allowed to place only limit orders or bids.
- l. During bid entry, members can opt for either 100% margins or 0% Margins for institutional investors. For non-institutional bids, members can select only Full Margin (100%).
- m. For all bids where 100% upfront margin is paid, Modification / Cancellation of bids will be allowed during the period of the offer.
- n. For all institutional bids where no upfront margin is paid, Modification of bids will be allowed during the period of the offer only for making upward revision in either price or the quantity. Cancellation of these bids are not permitted. Further, for institutional bids, member can enter bids with custodian participant code.
- o. Retail investor is identified with the PAN having category as 'Individual' / 'HUF' / 'NRI' in the Unique Client Identification (UCI) database.
- p. The retail investors shall bid on T+1 day and bids can be placed at limit price or at/or above cut-off price.
- q. **Retail investor with PAN having any other categories other than 'Individual' / 'HUF' / 'NRI' shall not be allowed to place bids on T+1 day.**
- r. Cut off price shall be determined based on the bids received on T day.
- s. Multiple orders from a single buyer shall be permitted.
- t. The non-retail investors shall have an option to carry forward unallocated bids to T+1 day at a price equal to cut off price or higher as per the bids. Only carried forward bids shall be considered towards allotment on T+1 day.
- u. Modification (Quantity / Price) and cancellation of carry forward non retail investor bids on T+1 day shall be on similar lines as T day.
- v. Bids with generic CP code 'INST' shall not be permitted.

- w. On T day orders or bids below floor price shall be rejected. On T+1 day the orders or bids from retail investors below cut-off price of the non-retail category or the floor price, whichever is applicable, shall be rejected.
- x. There shall be no restriction on number of bids from single buyer.
- y. Individual retail investor shall have the option to bid in the retail category and the general category (non-retail). However, if the cumulative bid value of such investors exceeds Rs.2 lakhs, the bids in the retail category shall become ineligible.

#### Employee Category in OFS

- z. Bidding for Employee Category shall be available during trading hours only on T+1 day along with Retail Category. (T being the first day of bidding for Non-retail Category)
- aa. A new series “ES” is introduced for Employee bidding. Eligible employees can bid in “ES” series in addition to existing (IS/RS) series.
- bb. Floor price of the retail category shall be disclosed to the participants under the Employee category.
- cc. Employees can bid only at Cut-off price of T day.
- dd. Multiple bids shall be allowed. The maximum amount per bid shall be Rs.5,00,000/- (Five Lakhs) only.
- ee. Member shall be allowed to place bids with 100% margin only.
- ff. The details of subscription of Employee bids and indicative price shall not be disclosed on the Exchange website.
- gg. Modification/ cancellation shall be allowed during bidding window.
- hh. Clients with UCC Categories as Individual and NRI in UCI database shall be allowed to place bids under ES series.
- ii. Valid orders shall flow to respective CCs for blocking of funds.
- jj. Custodian bids shall not be accepted in ES series.

The category wise details are shown below:

Bid category	Series	Margin Type	Modification (during market hours)	Cancellation (during market hours)
Non institutional bid (T day)	IS	100% Margin	Bid can be modified	Bid can be cancelled
Institutional bid (T day)	IS	0% Margin	Bid can be modified only to increase the bid quantity or bid price	Bid cannot be cancelled
		100% Margin	Bid can be modified	Bid can be cancelled
Retail bid (T+1 day)	RS	100% Margin	Bid can be modified	Bid can be cancelled

Employee bid (T+1 day)	ES	100% Margin	Bid can be modified	Bid can be cancelled
Non institutional bid (carried forward on T+1 day)*	IS	100% margin	Bid can be modified only for quantity or bid price at or above cut-off price).	Bid can be cancelled
Institutional bids (carried forward on T+1 day)*	IS	0% margin	Bid can be modified to increase quantity or price (bid price at or above cut-off price).	Bid cannot be cancelled
		100% Margin	Bid can be modified for quantity or price (bid price at or above cut-off price).	Bid can be cancelled

\* - Trading members who want to carry forward their unallocated non-retail bids on T+1 shall have an option to modify such bids and opt to carry forward the bids from Order Management -> Carry forward orders on e-OFS. Once the trading member has opted to carry forward such bids, they cannot opt out of the same.

- Trading Members are requested to ensure sufficiency of collaterals before initiating carry forward of order on T+1 day, if such orders are rejected once due to insufficiency of margins, they cannot be placed again.

## 12. Allotment

- a. The allocation shall be done by the Designated Stock Exchange.
- b. The method of allocation would be a single price or multiple prices based on the specification from the Seller in this regard.
- c. No allocation will be made in case of bid below floor price.
- d. Any unsubscribed portion of non-retail category after allotment shall be eligible for allocation in the retail category and vice versa.
- e. Minimum of 25% of the shares offered shall be reserved for mutual funds and insurance companies, subject to allocation methodology. Any unsubscribed portion thereof shall be available to the other bidders.
- f. No single bidder other than mutual funds and insurance companies shall be allocated more than 25% of the size of offer for sale. All bids by clients other than bids by Mutual Funds and Insurance companies shall be restricted to 25% of the offer for sale.
- g. Minimum 10% of the offer size shall be reserved for retail investors. For this purpose, retail investor shall mean an individual investor / HUF / NRI who places bids for shares of total value of not more than Rs.2 lakhs aggregated across the exchanges. Retail investor is identified with the PAN having category as 'Individual' / 'HUF' / 'NRI' in the Unique Client Identification (UCI) database. If the cumulative bid value across exchanges exceeds Rs.2 lakhs, bids in retail category shall become ineligible.

- h. The cut-off price i.e the lowest price at which the entire offer gets sold, shall be determined based on all valid bids. The cut off price shall be determined separately for bids received in the retail category and for bids received in the non-retail category.
- i. Upon determining the cut-off price, the offer size reserved for retail investors shall be allocated to eligible bids of retail investors. In case of excess demand in retail category at the cut-off price, allocation shall be on proportionate basis.
- j. In order to ensure that shares reserved for retail investors do not remain unallocated due to insufficient demand by the retail investors, the bids of non-retail investors shall be allowed to carry forward to T+1 day. Similarly, the unsubscribed portion of the non-retail segment shall be allowed for bidding in the retail segment.
- k. Unsubscribed portion of the shares reserved for retail investors shall be allocated to non-retail bidders (un-allotted bidders on T day who choose to carry forward their bid on T+1 day) on T+1 day at a price equal to cut off price or higher as per the bids. In this regard, option shall be provided to such non-retail bidders to indicate their willingness to carry forward their bids to T+1 day. If the non-retail bidders choose to carry forward their bids to T+1 day, then, they may be permitted to revise such bids as per prescribed conditions. Settlement for such bids shall take place as per the existing rules for secondary market transactions.
- l. The orders shall be cumulated by the DSE immediately on close of the offer. Based on the methodology for allocation to be followed as disclosed in the notice, the DSE shall draw up the allocation, i.e., either on a price priority basis (at multiple prices) or on a proportionate basis (at a single clearing price).
- m. The allocation details shall be shared by the DSE with the other exchange after the allocation is finalized.

#### General Category (Non-retail):

- a. Minimum of 25% of the shares allocated shall be reserved for Mutual Funds and Insurance Companies, subject to allocation methodology.
- b. PAN Number of the clients (client code) shall be considered for allocation.
- c. Availability of PAN number in the Unique Client Identification (UCI) database is mandatory for treating the bid as valid for allocation.
- d. If there is an over-subscription
  - o In multiple price method, all the bids at the last price point/cut-off price shall receive proportionate allotment.
  - o In case of single price method, all the bids till the last price point/cut-off price shall receive proportionate allotment.
- e. If the right to carry forward bids to the retail category bidding day is exercised, residual demand in the general category shall be considered for allotment. Such allotment shall be limited to the extent of the undersubscribed portion of the issue size reserved for the retail category and shall be on the basis of price priority.

#### Retail Category:

- a. For RS series (other than Employee) PAN of the clients (client code) with category as “Individual” / “HUF” / “NRI” shall be considered for allotment.
- b. For PAN category “Individual” / “HUF” / “NRI” in the Unique Client Identification (UCI) database, the bid value equal to or less than Rs. 2,00,000 is mandatory for treating the bid as valid for allocation.
- c. If the total value of bids of a retail investor across stock exchanges for a PAN across categories exceeds Rs.2,00,000 then the bids in the retail category shall be considered as invalid and bids in general category (non-retail), if any, shall be taken up for price discovery and allotment in general category.
- d. The cut-off price discovered in general category shall be applicable to retail category
- e. Retail bids below the cut off price of T day or the floor price, whichever is applicable, shall be rejected. Retail bids at cut-off price shall be allocated on proportionate basis in case of over subscription.
- f. If there is an over-subscription in retail category till last price point / cut-off price
  - a. In multiple price method, all the bids in retail category shall receive proportionate allotment at the last price point/cut-off price.
  - b. In single price method, all the bids in retail category till cut-off price shall receive proportionate allotment.
- g. The Seller may extend the discount to retail investor bids on the bid price or cut off price and the allotment price for retail investor PAN shall be determined accordingly
- h. If retail category is not fully subscribed till cut-off price, the bids received in the Retail Category between the cut off price and discounted price (price arrived after applying discount on cut off price) may become eligible for allotment provided that such bids are equal to or above the floor price. Allotment to all such bids shall be done at the discounted price (price arrived after applying discount on cut off price).

#### Employee Category:

- a. Allotment under the “Employee” category shall be based on the PAN details of employees shared by the company on T-1 day. The PAN mis-matched bids shall be rejected.
- b. If the total value of bids for employee category across stock exchanges for a PAN exceeds Rs. 5,00,000 then the bids in the employee category shall be considered as invalid.
- c. The allotment price shall be based on the cut-off price of T day, subject to discount, if any
- d. Each employee is eligible for allotment of equity shares up to INR 2,00,000. Provided that in the event of under-subscription in the employee portion, the unsubscribed portion may be allotted to such employees whose bid amount is more than INR 2,00,000, on a proportionate basis, for a value in excess of INR 2,00,000, subject to the total allotment to an employee not exceeding INR 5,00,000.

### 13. Reports

The following reports shall be downloaded to all Members:

- Order Status Report (Allocation report) giving bid wise confirmation and allocation status as per Annexure IV.
- Retail/Employee bid rejection report which shall contain the list of bids not considered for allotment due to aggregate value of bids at PAN level exceeding permissible limit within/across exchange(s) as per Annexure V.

### 14. Withdrawal of offer

The offer for sale may be withdrawn prior to its proposed opening. In such a case there will be a cooling off period of 10 trading days from the date of withdrawal before an offer is made once again.

### 15. Cancellation of offer

In case the Seller fails to get sufficient demand from non-retail investors at or above the floor price on T day, then the Seller may choose to cancel the offer, post bidding in full (both retail and non-retail) on T day and not proceed with the offer to retail investors on T+1 day. The Seller shall notify to the Exchange its intention for cancellation of the offer, post bidding latest by 5:00 pm on T day.

### 16. Issuance of Contract Notes

The brokers shall be required to issue contract note to the client based on the allotment price and quantity as per format specified by Exchange from time to time.

### 17. Dissemination of information

- a. The Exchange shall disseminate the OFS related details like name of company, Seller name, bidding date and period etc. on Exchange website.
- b. The Exchange shall disseminate the following information on the website at specific time intervals
  - Retail category –
    - Cumulative bid quantity
  - General Category (non-retail)–
    - Indicative Price
    - Cumulative bid quantity for bids with 100% upfront margin and separately in respect of bids placed with no margins
- c. The cumulative quantity will be the total bid quantity of all valid bids with the Exchanges available for OFS.
- d. **“Indicative Price” is the Volume Weighted Average Price of all the valid bids.**
- e. Any other information as specified by the SEBI / Exchange from time to time.

## 18. Investor Grievance

In case of any dispute between the Member and the investor arising out of the OFS, the Exchange shall provide support for the speedy redressal of the dispute through the Investor Grievance Cell.

## 19. Charges Payable

- a. Trading Member - Trading Members acting as Sellers and the trading members on the buying side shall be liable to pay charges as levied by the Exchange from time to time.
- b. Seller - The Seller shall undertake to pay charges related to OFS to the Exchange prior to opening of the bidding process.

## 20. Terms and Conditions

- a. Seller shall abide and comply with all relevant circulars issued/modified by SEBI / Exchange or any other regulatory authority in connection with the OFS scheme from time to time.
- b. If the shares have a price band in the normal segment, the same shall not apply for the orders placed in the OFS. Stock specific tick size as per the extant practice in normal trading session shall be made applicable for this window.
- c. The Seller and the trading member shall abide by the Byelaws, Rules and Regulations of the Exchange including all relevant requirements, instructions, circulars etc. issued/modified by NSEIL from time to time.
- d. The Seller permits the Designated Stock Exchange (DSE) to carry out the allocation as per the pricing methodology specified upfront i.e single price or multiple prices as declared upfront by the Seller in the notice of OFS. Further, within the specified methodology the allocation shall be effected by DSE without further recourse to the Seller.
- e. In the event of the OFS being fully subscribed, the DSE shall go ahead with the allocation without any further recourse to the Seller.
- f. The Seller shall abide with the various timelines prescribed by the Exchange from time to time pertaining to OFS.
- g. All expenses relating to OFS of shares through Stock Exchange (s) shall be borne by the Seller(s).
- h. Advertisement about the OFS of shares through stock exchange(s),if any, shall be made after the announcement or notice of the OFS of shares to the stock exchanges in accordance with the provisions of the circular and its contents shall be restricted to the contents of the notice/announcement of OFS.



- i. The Exchange can withdraw permission or take action against trading members in the event of breach / violation of statutory requirements or any instruction or circular in respect of OFS
- j. It is to be distinctly understood that the permission given by NSEIL to use their network and software of the Online OFS system should not in any way be deemed or construed that the compliance with various statutory and other requirements by Seller are cleared or approved by NSEIL; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory laws and other requirements nor does it take any responsibility for the financial or other soundness of the Seller, its promoters, its management or any scheme or project of the Seller.
- k. The Seller / Trading Member shall indemnify the Exchange against any damage / loss/ liability / claim / expenses arising as a result of Exchange permitting the Seller to offer sale of shares through OFS.
- l. The trading members shall comply with all such requirements related to capital market segment with regards to issuance of contract note, client registration, transfer of securities in client account, brokerage or any other requirement which is issued / modified by Exchange / SEBI from time to time including OFS.
- m. Trading member shall maintain and preserve records, books and documents or any such information pertaining to OFS for such period as may be specified by Exchange from time to time.
- n. 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:
  - 1) Telecom network or system failures including failure of ancillary or associated systems or fluctuation of power or other environmental conditions or
  - 2) Accident, transportation, neglect, misuse, errors, frauds of the Seller / members/ Seller Broker or its authorized persons or the agents or any third party or
  - 3) 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
  - 4) Act of God, fire, flood, war, act of violence, or any other similar occurrence,
  - 5) Any incidental special or consequential damages including without limitation of loss of profit.

## ANNEXURE I

### Information needed from the Seller for OFS

Sr. No.	From the Seller Company				
1.	Name & address of the Seller (promoter or promoter group entities or non-promoter shareholders)				
2.	Name of the Company whose shares are proposed to be sold and ISIN				
3.	Name of the Exchange(s) wherein the orders shall be placed.				
4.	Name of Designated Stock Exchange				
5.	Date and time of the opening and closing of the Offer for Sale				
6.	Allocation methodology - Fixed price / Multiple price – appendix. Retail or/and Employee allocation methodology/ Retail or/and Employee reservation % & Retail or/and Employee Discount (if any)/ Bidding at cut-off for Retail				
7.	Offer Size (No of shares, percentage, face value)				
8.	Maximum number of shares over and above the Offer Size (*)				
9.	Name of Appointed Seller Broker(s) and broker code				
10.	Floor price				
11.	Conditions, if any, for withdrawal or cancellation of the offer				
12.	Conditions for participating in the Offer for Sale				
13.	Settlement				
14.	A Letter from Seller confirming criteria under which the Seller is coming for OFS				
15.	Details of the authorized personnel for the purpose of OFS such as contact number, email id etc.				
16.	Copy of advertisement				
17.	Undertaking from Seller for usage of <b>Exchange's OFS platform as per Annexure – II</b>				
18.	Confirmation from promoter/promoter group entities /Non Promoter shareholders on non-purchase and /or sale of shares of the company in the period as applicable under clause 2.4 of SEBI Circular ref.no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023				
19.	Details of the personnel(s) who shall be present while opening the sealed envelope containing the floor price (if any)				
20.	Provide details of eligible Employee in below format (in excel format):				
	Symbol	ISIN	Date	Name of Employee	PAN number

*\*In case of exercise of oversubscription option by the eligible Seller, the Seller is required to also disclose the revised number of shares available to retail category.*

**ANNEXURE II**  
(On the letter head of the Seller)

Non-Continuous Markets 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) has provided comprehensive guidelines on sale of shares through Offer for Sale (OFS) mechanism vide circular no. CIR/MRD/DP/18/2012 dated July 18, 2012, Circular no. CIR/MRD/DP/04/2013 dated January 25, 2013, Circular no. CIR/MRD/ DP/17/2013 dated May 30, 2013, to facilitate offer for sale of shares by promoters / non-promoters of companies through a separate window. In order to encourage retail participation in OFS, enable other large shareholders to use the OFS mechanism and to expand the universe of the companies to use this framework, SEBI has further modified the OFS framework vide Circular no. CIR/MRD/DP/24/2014 dated August 8, 2014 and CIR/MRD/DP/32/2014 dated Dec 01, 2014, CIR/MRD/ DP/12/2015 dated June 26, 2015, circular no. CIR/MRD/DP/36/2016 dated February 15, 2016, circular no. SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018, circular no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 and circular no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/134 dated August 03, 2023.

In view of the above I/ We \_\_\_\_\_ wish to offer our shares/units for sale of \_\_\_\_\_ (no. of shares/units) Equity Shares/Units of REITs/InvITs of face value Rs. (amount) each.

In this connection, I / We wish to avail the Offer for Sale facility provided by the Exchange for offering shares/units based on the above SEBI guideline. I/ We, therefore, request you to kindly allow us to use NSE screen-based facilities and oblige. Please find attached details regarding Offer for Sale as enclosed in Annexure I.

I/We shall undertake to comply with all terms and condition of Offer for Sale (OFS) scheme mentioned in the Exchange Circular \_\_\_\_\_ dated \_\_\_\_\_ and any other circular issued by the Exchange or SEBI in this regards regard from time to time.

I/We shall ensure compliance with the requirements specified in the above SEBI circular and such other requirements as may be specified from time to time by Securities and Exchange Board of India (SEBI)

For providing the above-mentioned services, we shall pay a sum of Rs. \_\_\_\_\_ to NSE.

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

Thanking you.

Yours faithfully,

For (name of the Seller)

## ANNEXURE III

### BULK UPLOAD FILE FORMATS

#### Order entry / cancellation/modification Bulk file upload format

Field	Type	Description
Symbol	String(10)	Symbol
Series	String(2)	Series (IS/RS/ES)
Client Type	String(3)	Proprietary - PRO , Client - CLI
Client Id	String(10)	This field should contain the Client ID/Account Number.  In case of PRO orders, this field should contain trading member id.
Participant Id /TM Id	String(12)	Custodian Participant Number.  In case of PRO orders, this field should contain trading member id.
Margin Type	String(1)	Margin Type of the order placed. For 100% Margin - 1 For 0% Margin - 0.
Quantity	Long	Quantity for which order is placed.
Price	BigDecimal	Price at which order is placed.  Format:  Integer = Max 6  Fraction = Max 2  In case of Market/Cut off orders this field should be "MKT"
Operation Type	String(2)	This field denoted the operation to be performed: 'E' - Order Entry  'M' - Order Modification  'C' - Order Cancellation
Order Id	String(16)	Order number of the bid.  In case of order entry, this field should be blank

### Order Success File format

Field	Type	Description
Symbol	String(10)	Symbol
Series	String(2)	Series (IS/RS/ES)
Client Type	String(3)	Proprietary – PRO Client - CLI
Client Id	String(10)	Client Id
Participant Id /TM Id	String(12)	Participant Id /TM Id
Margin Type	String(1)	Margin Type. For 100% Margin - 1 For 0% Margin - 0.
Quantity	Long	Quantity for which order is placed.
Price	BigDecimal	Price at which order is placed. In case of Market/Cut off orders this field will contain “MKT”
Order Status	String(30)	Order Status
Order Id	String(16)	Order number of the bid. In case of validation error in order entry, this field will be blank

## Order Error File format

Field	Type	Description
Symbol	String(10)	Symbol
Series	String(2)	Series (IS/RS/ES)
Client Type	String(3)	Proprietary – PRO Client - CLI
Client Id	String(10)	Client Id
Participant Id /TM Id	String(12)	Participant Id /TM Id
Margin Type	String(1)	Margin Type. For 100% Margin - 1 For 0% Margin - 0.
Quantity	Long	Quantity for which order is placed.
Price	BigDecimal	Price at which order is placed. In case of Market/Cut off orders this field will contain “MKT”
Order Id	String(16)	Order number of the bid. In case of validation error in order entry, this field will be blank
Error Message (s)	Text	This will contain error/validation message for the order request. Delimited by semicolon “;”

### Carry Forward Bulk file upload format

Field	Type	Description
Symbol	String(10)	Symbol
Series	String(2)	Series (IS)
Client Type	String(3)	Proprietary - PRO , Client - CLI
Client Id	String(10)	This field should contain the Client ID/Account Number.  In case of PRO orders, this field should contain trading member id.
Participant Id/TM Id	String(12)	Custodian Participant Number. In case of PRO orders, this field should contain trading member id.
Margin Type	String(1)	Margin Type of the order placed. For 100% Margin - 1 For 0% Margin - 0.
Quantity	Long	Quantity for which order is to be modified.
Price	Big Decimal	Price at which order is to be modified Format: integer = Max 6 fraction = Max 2
Operation Type	String(2)	This field denoted the operation to be performed:  'CF' – Carry forward
Order Id	String(16)	Order number of the bid.



### Client master Bulk file upload format

Sr. No.	Field	Size	Value
1	Client ID	Char(10)	Client ID/account number
2	Client Name	Char(25)	Client Name
3	Participant Id	Char(12)	Participant Id
4	PAN	Char(10)	PAN
5	Operation Type	Char(1)	A-Add, D-Delete

### Branch Bulk Upload Format

Sr No	Field	Type	Description
1	Trading Member Id	CHAR(5)	<ul style="list-style-type: none"> <li>• Mandatory</li> <li>• Fixed length of 5 characters</li> <li>• Alpha-numeric.</li> <li>• Upper case alphabets only</li> </ul>
2	Branch Id	Number(3)	<ul style="list-style-type: none"> <li>• Mandatory</li> <li>• Max length of 3 digits</li> </ul>
3	Branch Name	CHAR(25)	<ul style="list-style-type: none"> <li>• Non Mandatory</li> <li>• Branch Name cannot have special characters other than period and space.</li> </ul>
4	Branch Status	CHAR(10)	<ul style="list-style-type: none"> <li>• Mandatory</li> <li>• Status of the branch can be one of the following: <ul style="list-style-type: none"> <li>- Active</li> <li>- Suspended</li> <li>- Disable</li> </ul> </li> </ul>

### User master Bulk file upload format

Sr. No.	Field	Size	Value
1	Member Id	Char(5)	Trading Member ID
2	Branch Id	Number(3)	Branch ID under which user is to be created.
3	User Name	Char(25)	User Name
4	Type	Char(12)	User Type: 0 - Dealer 5 - Branch Admin
5	Single Order Value Limit	Number(12,2)	This field denotes the " <b>Per Order Value Limit</b> " for this user. Any bid placed/modified by this user cannot exceed this limit.  If numeric value <b>zero</b> is entered here, there will be no limit on the value of bids placed/modified by this user.
6	Single Order Quantity Limit	Number(12)	This field denotes the " <b>Per Order Quantity Limit</b> " for this user. Any bid placed/modified by this user cannot exceed this limit.  If numeric value <b>zero</b> is entered here, there will be no limit on the quantity of bids placed/modified by this user.
7	Price Alert	Number(2,2)	The user will be alerted on the order entry screen if the user enters any order from E-OFS web based platform with price which is % Price alert above the base price for that security.  Note that the user can still go-ahead and place orders. This field must be a valid number between 0 and 100
8	Email ID	Char(256)	Email ID for receiving OTP.
9	Mobile Number	Char(10)	Mobile number to receive OTP for login.

10	API Enable Flag	Boolean	If the user required API access - true If No API access required - false
11	PRO enable flag	Boolean	If the user is to be allowed to place/mod PRO orders - true If not to allow PRO orders - false
12	User Status	Char(5)	User Status Active/Suspend/Disable

## ANNEXURE IV

### Order status report (Allocation report)

**File Name** : Order\_OFS\_T\_<Member Code>\_DDMMYYYYHHMMSS.csv

**File Location** : Members Folder/Reports

**Fields:**

- 1) Member Type (\*)
- 2) Member Code
- 3) Symbol
- 4) Order No
- 5) Client Category
- 6) PAN No
- 7) Client
- 8) Order Status
- 9) Bid Qty
- 10) Bid Price
- 11) Total Bid Amount
- 12) Allotted Qty
- 13) Allotted Price
- 14) Settlement Type (\*)
- 15) Settlement Number(\*)

*\*Note: 1) Settlement Type and Settlement Number shall remain blank.  
2) Member Type shall be "T"*

## ANNEXURE V

### Retail / Employee bid rejection report

**File Name** : NSE\_RIREJ\_<Member Code>\_<ISIN>\_ddmmyyyy.csv

**File Location** : Members Folder/Reports

**Fields:**

- 1) Buyer PAN
- 2) Category ID
- 3) Order No
- 4) Order Quantity
- 5) Order Price
- 6) Order Date
- 7) Order ISIN code
- 8) Reject reason code(\*)

*\*Note: Rejection reason code shall be any one of the following:*

- 1 - Multiple bids, cumulative value exceeding 2 lakhs across Exchanges*
- 2 - Multiple bids, cumulative value exceeding 2 lakhs across retail category in Other Exchange(s)*
- 3 - Multiple bids, cumulative value exceeding 2 lakhs across retail category in NSE*
- 4 - Multiple bids, cumulative value exceeding 2 lakhs across bidding categories in Other Exchange(s)*
- 5 - Multiple bids, cumulative value exceeding 2 lakhs across bidding categories in NSE*
- 6 - Multiple bids, cumulative value exceeding 5 lakhs in Employee category across Exchanges*
- 7 - Multiple bids, cumulative value exceeding 5 lakhs across Employee category in NSE*
- 8 - Multiple bids, cumulative value exceeding 5 lakhs across Employee category in Other Exchange(s)*
- 9 - Non-Employee, PAN mismatch*