

## Mrunmayee Apte

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**From:** Mukesh Garg, IIFLCAP <mukesh.garg@iiflcap.com>  
**Sent:** 27 April 2023 20:26  
**To:** cfddil@sebi.gov.in  
**Cc:** Pinkesh Soni, IIFLCAP  
**Subject:** Proposed IPO of JNK India Private Limited: Promoter Group Exemption Application  
**Attachments:** JNK\_SEBI Exemption Application (Promoter Group) (April 27 2023).pdf; B.1\_Letter of communication by way of Registered Post\_March 6, 2023.zip; B.2\_Email dated 06.03.2023.zip; B.3 Reminder letter to the letter\_Post RD.zip; B.4.Email dated 24.03.2023.zip; B.5. Reminder letter through registered\_AD.zip; B.6\_Email dated 06.04.2023.zip

Dear Ma'am/ Sir,

JNK India Private Limited is proposing to undertake an initial public offering of Equity Shares and in this regard it is proposing to file the draft red herring prospectus with SEBI.

The company is seeking exemption for promoter group under Regulation 300 of the SEBI ICDR Regulations. Please find attached the exemption application on behalf of the Company alongwith annexures.

For the exemption application, the company has paid Rs. 100,000/- towards fees vide reference number SBIN523116105330 and Rs. 18,000 towards GST vide reference number SBIN523116105223 .

Please let us know in case you require anything further for the same.

Thanks,  
Mukesh  
7045020612

**RE: Proposed IPO of JNK India Private Limited: Promoter Group Exemption Application**

SONAL SAMBHAJI PEDNEKAR &lt;sonalp@sebi.gov.in&gt;

Mon 5/8/2023 4:29 PM

To: Mukesh Garg, IIFLCAP &lt;mukesh.garg@iiflcap.com&gt;

Cc: VANDANA JOGLEKAR &lt;vandanaj@sebi.gov.in&gt;; Pinkesh Soni, IIFLCAP &lt;pinkesh.soni@iiflcap.com&gt;

Sir,

With reference to the exemption application, you are advised to conduct due diligence and provide comments on the submissions made by the Company with regard to its exemption application.

Thanks and Regards,

Sonal Pednekar

*Assistant General Manager*

Corporation Finance Department

**Securities and Exchange Board of India**

SEBI Bhavan | C4-A, G Block | Bandra Kurla Complex | Mumbai - 400 051 | INDIA |

Office: +91 22 2644 9609 | e-mail: [sonalp@sebi.gov.in](mailto:sonalp@sebi.gov.in)

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**From:** Mukesh Garg, IIFLCAP <mukesh.garg@iiflcap.com>**Sent:** 03/05/2023 11:58**To:** SONAL SAMBHAJI PEDNEKAR <sonalp@sebi.gov.in>**Cc:** VANDANA JOGLEKAR <vandanaj@sebi.gov.in>; Pinkesh Soni, IIFLCAP <pinkesh.soni@iiflcap.com>**Subject:** FW: Proposed IPO of JNK India Private Limited: Promoter Group Exemption Application

Dear Ma'am,

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Mukesh

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**From:** Mukesh Garg, IIFLCAP [<mailto:mukesh.garg@iiflcap.com>]**Sent:** 27 April 2023 20:26**To:** '[cfddil@sebi.gov.in](mailto:cfddil@sebi.gov.in)'**Cc:** Pinkesh Soni, IIFLCAP**Subject:** Proposed IPO of JNK India Private Limited: Promoter Group Exemption Application

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Please let us know in case you require anything further for the same.

Thanks,  
Mukesh  
7045020612

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Compliance Officer Contact Details: Name: Prasad Umarale, Email id- [complianceofficer@iifl.com](mailto:complianceofficer@iifl.com), Contact No: +91 22 46464600

 <b>IIFL SECURITIES</b>	 <b>ICICI Securities</b>
<b>IIFL Securities Limited</b> 10th Floor, IIFL Centre, Kamala City Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013 Maharashtra, India Tel: +91 22 4646 4728 E-mail: jnk.ipo@iiflcap.com Investor grievance email: ig.ib@iiflcap.com Website: www.iiflcap.com SEBI registration no.: INM000010940 CIN: L99999MH1996PLC132983	<b>ICICI Securities Limited</b> ICICI Venture House Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Maharashtra, India Tel: +91 22 6807 7100 E-mail: jnk.ipo@icicisecurities.com Investor grievance email: <a href="mailto:customercity@icicisecurities.com">customercity@icicisecurities.com</a> Website: www.icicisecurities.com SEBI registration no: INM000011179 CIN: L67120MH1995PLC086241

May 18, 2023

**Securities and Exchange Board of India**  
Corporation Finance Department  
Division of Issues and Listing - I  
SEBI Bhavan, Plot No. C4 A, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051, India

**Kind attention:** Ms. Sonal Pednekar, Assistant General Manager

**Re: Proposed initial public offering of equity shares (“Equity Shares”) of JNK India Private Limited (“Company”) comprising a fresh issue of Equity Shares (“Fresh Issue”) and an offer for sale of Equity Shares by certain existing shareholders of the Company (the “Offer”)**

Dear Madam,



This is in relation to your email dated May 8, 2023 seeking our comments on the submissions made by the Company in its letter dated April 27, 2023 (“**Exemption Application**”) addressed to the Securities and Exchange Board of India (“**SEBI**”), containing the request for exemption from strict enforcement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) under Regulation 300(1)(c) of the SEBI ICDR Regulations, from disclosing Mrs. Prajwal Kamath, immediate relatives of Mrs. Prajwal Kamath (i.e. any parent or sibling of Mrs. Prajwal Kamath), Mr. Tanishk Kamath (i.e., son of Mrs. Prajwal Kamath and Mr. Arvind Kamath) (collectively referred hereinafter as “**Prajwal Kamath Family Members**”) and any connected entities of Mrs. Prajwal Kamath or Prajwal Kamath Family Members as a part of the “promoter group” of the Company (which together with Prajwal Kamath Family Members shall collectively be referred to as “**Prajwal Kamath Group**”).

In this regard, we enclose herewith as **Annexure A**, a note explaining the diligence process undertaken by us, in relation to the Exemption Application.

Should you require any further information, please feel free to contact any of the following persons of IIFL Securities Limited:

Contact Person	Mobile No.	E-mail
Mr. Pinkesh Soni	+91 99675 80730	<a href="mailto:pinkesh.soni@iiflcap.com">pinkesh.soni@iiflcap.com</a>
Mr. Mukesh Garg	+91 70450 20612	<a href="mailto:mukesh.garg@iiflcap.com">mukesh.garg@iiflcap.com</a>

Thanking you,  
Sincerely,

	
<p>IIFL Securities Limited  10th Floor, IIFL Centre, Kamala City  Senapati Bapat Marg, Lower Parel (West)  Mumbai - 400 013  Maharashtra, India  Tel: +91 22 4646 4728  E-mail: jnk_ipo@iiflcap.com  Investor grievance email: ig_ib@iiflcap.com  Website: www.iiflcap.com  SEBI registration no.: INM000010940  CIN: L99999MH1996PLC132983</p>	<p>ICICI Securities Limited  ICICI Venture House  Appasaheb Marathe Marg  Prabhadevi  Mumbai 400 025  Maharashtra, India  Tel: +91 22 6807 7100  E-mail: jnk_ipo@icicisecurities.com  Investor grievance email: <a href="mailto:custonercare@icicisecurities.com">custonercare@icicisecurities.com</a>  Website: www.icicisecurities.com  SEBI registration no: INM000011179  CIN: L67120MH1995PLC086241</p>

*This signature pages forms an integral part of the letter to be submitted to SEBI for the proposed IPO of JNK India Private Limited*

For and on behalf of **IIFL Securities Limited**

*Mukesh Garg*





**Authorized Signatory**

Name: Mukesh Garg

Designation: SVP

Contact Number: 7045020612

E-mail: Mukesh.garg@iiflcap.com

	
<p><b>IIFL Securities Limited</b>  10th Floor, IIFL Centre, Kamala City  Senapati Bapat Marg, Lower Parel (West)  Mumbai 400 013  Maharashtra, India  Tel: +91 22 4646 4728  E-mail: jnk.ipo@iiflcap.com  Investor grievance email: ig.ib@iiflcap.com  Website: www.iiflcap.com  SEBI registration no.: INM000010940  CIN: L99999MH1996PLC132983</p>	<p><b>ICICI Securities Limited</b>  ICICI Venture House  Appasaheb Marathe Marg  Prabhadevi  Mumbai 400 025  Maharashtra, India  Tel: +91 22 6807 7100  E-mail: jnk.ipo@icicisecurities.com  Investor grievance email: customercare@icicisecurities.com  Website: www.icicisecurities.com  SEBI registration no: INM000011179  CIN: L67120MH1995PLC086241</p>

*This signature pages forms an integral part of the letter to be submitted to SEBI for the proposed IPO of JNK India Private Limited*

For and on behalf of **ICICI Securities Limited**






**Authorized Signatory**

Name: Rupesh Khant

Designation: Vice President

Contact Number: +91 22 6807 7352

E-mail: rupesh.khant@icicisecurities.com

	
<b>IIFL Securities Limited</b> 10th Floor, IIFL Centre, Kamala City Senapati Bapat Marg, Lower Parcel (West) Mumbai 400 013 Maharashtra, India Tel: +91 22 4646 4728 E-mail: jnk.ipo@iiflcap.com Investor grievance email: ig.ib@iiflcap.com Website: www.iiflcap.com SEBI registration no.: INM000010940 CIN: L99999MH1996PLC132983	<b>ICICI Securities Limited</b> ICICI Venture House Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Maharashtra, India Tel: +91 22 6807 7100 E-mail: jnk.ipo@icicisecurities.com Investor grievance email: customercare@icicisecurities.com Website: www.icicisecurities.com SEBI registration no.: INM000011179 CIN: L67120MH1095PLC086241

## Annexure A

### Note explaining the process of diligence undertaken by the book running lead managers (“BRLMs”) in respect of the Exemption Application

#### Background

The Company has filed the Exemption Application as it is not in a position to disclose information, confirmations or undertakings, as required under the SEBI ICDR Regulations, in the Draft Red Herring Prospectus, Red Herring Prospectus, and Prospectus (collectively, the “Offer Documents”), in respect of (i) Mrs. Prajwal Kamath (estranged wife of Mr. Arvind Kamath, one of the promoters of the Company); (ii) Mr. Tanishk Kamath (i.e., son of Mrs. Prajwal Kamath and Mr. Arvind Kamath); (iii) certain relatives of Mrs. Prajwal Kamath (i.e. immediate relatives of Mrs. Prajwal Kamath); (iv) any body corporate in which 20% or more of the equity share capital is held by Mrs. Prajwal Kamath, or a firm or Hindu Undivided Family (“HUF”) in which Mrs. Prajwal Kamath or any of her relatives may be a member; or (v) any body corporate in which any body corporate mentioned under clause (iv) above holds 20% or more of the equity share capital; (vi) any HUF or firm in which the aggregate shareholding of the promoter and their relatives is equal to or more than 20% of the equity share capital (collectively, the “Prajwal Kamath Group”).

The diligence process carried out by us and the legal counsels, namely, Shardul Amarchand Mangaldas & Co (Legal counsel to the Company as to Indian law), and Trilegal (Legal counsel to the BRLMs as to Indian law), appointed for the Offer, in respect of the Exemption Application, commenced with interactions with (i) Mr. Arvind Kamath, one of the Promoters of the Company; and (ii) Company Secretary and Chief Financial Officer of the Company, to gain an understanding of the constitution of the promoter group (as defined under Regulation 2(1)(pp) of the SEBI ICDR Regulations, hereinafter referred to as the “Promoter Group”) of the Company.

Mr. Arvind Kamath has informed us that before filing the Exemption Application, the Company has taken the requisite steps to contact (through various letters and e-mails) and obtain the relevant information from Mrs. Prajwal Kamath about her and Prajwal Kamath Group. However, Mrs. Prajwal Kamath did not respond to such letters and e-mails.

The process of diligence conducted by us to confirm the steps taken by the Company for obtaining information and confirmations from Mrs. Prajwal Kamath and her failure to respond to such intimations to include herself and the Prajwal Kamath Group as part of the Promoter Group of the Company is detailed below:

#### Review of the letters/ e-mails issued by the Company

We have reviewed the (i) letter dispatched by the Company (through registered post) dated March 6, 2023 (annexed hereto as **Annexure I**), (ii) e-mail dated March 6, 2023 (annexed hereto as **Annexure II**); (iii) reminder letter dated March 23, 2023 dispatched by the Company by way of a registered post,

	
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in relation to the previous letter dated March 6, 2023 (annexed hereto as **Annexure III**); (iv) reminder e-mail dated March 24, 2023 (annexed hereto as **Annexure IV**); (v) reminder letter dated April 5, 2023 dispatched by the Company by way of a registered post (annexed hereto as **Annexure V**); and (vi) reminder e-mail dated April 6, 2023 (annexed hereto as **Annexure VI**), to Mrs. Prajwal Kamath.

**Review of arrangement dated March 9, 2020**

We have reviewed the arrangement dated March 9, 2020, entered into between Mr. Arvind Kamath and his estranged wife Mrs. Prajwal Kamath, pursuant to which they mutually decided to resolve their disputes and distribute the movable and immovable properties amongst themselves as per the terms and conditions noted therein. Also, as per this arrangement, Mrs. Prajwal Kamath has agreed to relinquish all her rights over all the businesses and comply with all the legal formalities in this regard.

**Related party transactions during the relevant period as per the financial statements of the Company**

We have reviewed the audited financial statements of the Company for Fiscals 2023, 2022 and 2021 (the “**Financial Statements**”) made available to us by the Company and we note that there are no related party transactions between the Company, Mrs. Prajwal Kamath and the Prajwal Kamath Group.

Further the Company has confirmed to us that Mrs. Prajwal Kamath and Prajwal Kamath Group are not associated with the Company in the capacity of a vendor or supplier or client and does not have any special rights with respect to the Company through any formal or informal arrangement and does not exercise control or has influence over the affairs of the Company, directly or indirectly.

**Shareholding pattern and list of board of directors of the Company**

We confirm that Mrs. Prajwal Kamath and Prajwal Kamath Group do not hold any Equity Shares in the Company. To confirm the same, we have examined the shareholding pattern of the Company as on April 27, 2023 (i.e., the date of exemption application), made available to us by the Company. Further, we have also examined the list of the board of directors of the Company as on April 27, 2023, and confirm that both Mrs. Prajwal Kamath and the individuals forming part of the Prajwal Kamath Group do not have any representation on the board of directors of the Company.

Further, neither Mrs. Prajwal Kamath nor the individuals forming part of the Prajwal Kamath Group are employees or exercise any key managerial role in the Company.

Additionally, the Company has also confirmed to us that Mrs. Prajwal Kamath and the Prajwal Kamath Group does not (directly or indirectly) have any business, financial or other interest in the Company and any role in the management or operations of the Company.





भारतीय प्रतिभूति  
और विनियम बोर्ड  
Securities and Exchange  
Board of India

सहायक महाप्रबंधक Assistant General Manager  
निगम वित्त विभाग Corporation Finance Department  
RAC-Division of Issues and Listing 2  
Tel. (Direct): 022 – 2644 9609  
E-mail: [sonalp@sebi.gov.in](mailto:sonalp@sebi.gov.in)

SEBI/HO/CFD/RAC-DIL2/P/OW/2023/25584/1

June 22, 2023

**IIFL Securities Limited**  
10<sup>th</sup> Floor, IIFL Centre, Kamala City  
Senapati Bapat Marg, Lower Parel (West)  
Mumbai – 400013, Maharashtra

**Kind Attention: Mr. Mukesh Garg, SVP**

**Sub- Application for seeking exemption under Regulation 300(1) (c) of SEBI ICDR Regulations in relation to the proposed initial public offering of equity shares of JNK India Private Limited**

Sir,

1. This has reference to your email dated May 3, 2023 and subsequent communications in the captioned matter.
2. In the aforesaid communications, you have sought exemption under Regulation 300(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as "ICDR Regulations") for relaxation of strict enforcement of Regulation 2 (1) (pp) of the SEBI ICDR Regulations.
3. While seeking exemption from the compliance with Regulation 2(1)(pp) of the ICDR Regulations, the Company has *inter-alia* submitted the following:
  - i. Mr. Arvind Kamath and Mrs. Prajwal Kamath are separated and not living together since March 2020. They have also entered into an arrangement on March 9, 2020, pursuant to which they have mutually decided to distribute the movable and immovable properties amongst themselves as per the terms and conditions noted therein.
  - ii. In relation to Mr. Arvind Kamath, the following persons/entities are required to be identified as part of the promoter group of the Company in terms of Regulation 2(1)(pp) of the ICDR:



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Securities and Exchange  
Board of India

Prajwal Kamath family members include\*:

- a. Mrs. Prajwal Kamath (estranged spouse of the Promoter, Mr. Arvind Kamath);
- b. Mr. Tanishk Kamath (son of Mrs. Prajwal Kamath and the Promoter, Mr. Arvind Kamath);
- c. Mrs. Harini Sharma (mother of Mrs. Prajwal Kamath); and
- d. Mr. Ranjit Sharma (brother of Mrs. Prajwal Kamath);

Prajwal Kamath connected entities include:

- a. Mascot International; and
- b. Power Rubber Industries Private Limited;

*\*There may be other Prajwal Kamath Family Members (other than mentioned above) which the Company is not aware of.*

- iii. Despite repeated attempts in obtaining the relevant confirmations and certifications from Mrs. Prajwal Kamath, which included requests for confirmations and certifications in relation to Prajwal Kamath Group as well, the Company has been unable to obtain any response from her.
- iv. Accordingly, the Company is unable to classify the above mentioned immediate relatives of the promoter and their connected entities as part of the "promoter group" under Regulation 2(1)(pp) of the SEBI ICDR Regulations.

4. Regulation 300 of the ICDR Regulations empowers the Board to relax strict enforcement of any requirement under the ICDR Regulations in case such requirements are procedural in nature or the non-compliance was caused due to factors beyond the control of the issuer.
5. From the submissions of the Company, it is observed that while Mr. Arvind Kamath and Mrs. Prajwal Kamath are separated since March 2020, they are neither formally divorced nor any divorce petition is pending. No separation agreement has been executed between Mr. Arvind and Mr. Tanishk Kamath. There is no other ground for seeking exemption, except for living separately, from being classified as promoter group and does not qualify under Regulation 300 of the ICDR Regulations.
6. Based on the circumstances of the case and the facts mentioned at para 5 above, exemption request of the Company has not been acceded to. You are, therefore, advised as under:
  - a. To disclose Mrs. Prajwal Kamath, Mr. Tanishk Kamath, Mrs. Harini Sharma, Mr. Ranjit Sharma and their connected entities as promoter group and inform them about such inclusion as a promoter group entity.

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Board of India

- b. In case of difficulty in obtaining the confirmations, undertakings and other disclosures as prescribed for the members of the promoter group in the ICDR Regulations, an appropriate Risk Factor shall be included in the Issue Documents.
- c. Separation arrangement dated March 9,2020 shall be made available as 'Material Contracts and Documents for Inspection'.
- d. Applicable disclosures shall be made based on the information as available in the public domain.
- e. Further, this letter along with all your aforementioned communications shall be part of material contracts and documents for inspection as disclosed in the offer documents.

2. The rejection is specific to the present case and shall not be treated as a precedent.

Yours faithfully,

**Sonal Pednekar**

 <b>IIFL SECURITIES</b>	 <b>ICICI Securities</b>
<b>IIFL Securities Limited</b> 10th Floor, IIFL Centre, Kamala City Senapati Bapat Marg Lower Parel (W), Mumbai 400 013 Maharashtra, India Telephone: +91 22 4646 4728 E-mail: jnk.ipo@iiflcap.com Investor grievance e-mail: ig.ibt@iiflcap.com Website: www.iiflcap.com SEBI registration no.: INM000010940 CIN: L99999MH1996PLC132983	<b>ICICI Securities Limited</b> ICICI Venture House Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India Telephone: +91 22 6807 7100 E-mail: jnk.ipo@icicisecurities.com Investor grievance e-mail: customercare@icicisecurities.com Website: www.icicisecurities.com SEBI registration no.: INM000011179 CIN: L67120MH1995PLC086241

### ANNEXURE III

August 22, 2023

**Securities and Exchange Board of India**

Corporation Finance Department  
Division of Issues and Listing  
SEBI Bhavan, Plot No. C4 A, 'G' Block  
Bandra Kurla Complex  
Bandra (E)  
Mumbai 400 051  
Maharashtra, India

Dear Madam/Sir,

**Re: PROPOSED INITIAL PUBLIC OFFERING OF EQUITY SHARES OF FACE VALUE OF ₹2 EACH (THE "EQUITY SHARES") OF JNK INDIA LIMITED (THE "COMPANY")**

This is with reference to the proposed initial public offering of the Equity Shares of the Company comprising of a fresh issue of up to [●] Equity Shares aggregating up to ₹3,000.00 million ("Fresh Issue") and an offer for sale of up to 8,421,052 Equity Shares (the "Offered Shares") aggregating up to ₹ [●] million.

We, IIFL Securities Limited and ICICI Securities Limited (the "BRLMs"), who have been appointed by the Company as book running lead managers to manage the Offer, confirm that:

- (1) We have examined various documents including those relating to litigation, including commercial disputes, criminal disputes, etc. and other material while finalizing the draft red herring prospectus dated August 22, 2023 ("DRHP") pertaining to the Offer. – **Complied with and noted for compliance**
- (2) On the basis of such examination and the discussions with the Company, its Directors and other officers, other agencies and independent verification of the statements concerning the objects of the Offer, price justification, contents of the documents and other papers furnished by the Company and the Selling Shareholders, we confirm that:
  - (a) the DRHP filed with the Securities and Exchange Board of India ("SEBI") is in conformity with the documents, materials and papers which are material to the Offer;
  - (b) all material legal requirements relating to the Offer as specified by the SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and
  - (c) the material disclosures made in the DRHP are true and adequate to enable the investors to make a well informed decision as to the investment in the proposed Offer and such disclosures are in accordance with the requirements of the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable legal requirements.
- (3) Besides ourselves, all intermediaries named in the DRHP are registered with the SEBI and that till date, such registration is valid. – **Complied with and noted for compliance**
- (4) We have satisfied ourselves about the capability of the underwriters to fulfil their underwriting commitments. – **Noted for Compliance**
- (5) Written consent from the Promoters has been obtained for inclusion of its specified securities as part of promoter's contribution subject to lock-in and the specified securities proposed to form part of promoters'

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<p>IIFL Securities Limited 10th Floor, IIFL Centre, Kamala City Senapati Bapat Marg Lower Parcel (W), Mumbai 400 013 Maharashtra, India Telephone: +91 22 4646 4728 E-mail: jnk_ipo@iiflcap.com Investor grievance e-mail: ig_ib@iiflcap.com Website: www.iiflcap.com SEBI registration no.: INM000010940 CIN: L99999MH1996PLC132983</p>	<p>ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India Telephone: +91 22 6807 7100 E-mail: jnk_ipo@icicisecurities.com Investor grievance e-mail: customercare@icicisecurities.com Website: www.icicisecurities.com SEBI registration no.: INM000011179 CIN: L67120MH1995PLC086241</p>



contribution subject to lock-in, shall not be disposed or sold or transferred by the Promoters during the period starting from the date of filing the DRHP with the SEBI until the date of commencement of lock-in period as stated in the DRHP. – **Complied with and noted for compliance**

- (6) All applicable provisions of the SEBI ICDR Regulations, which relate to specified securities ineligible for computation of promoters' contribution, have been and shall be duly complied with and appropriate disclosures as to compliance with the said regulation(s) have been made in the DRHP. – **Complied with and noted for compliance**
- (7) All applicable provisions of the SEBI ICDR Regulations which relate to receipt of promoters' contribution prior to opening of the Offer, shall be complied with. Arrangements have been made to ensure that the promoters' contribution shall be received at least one day before the opening of the Offer and that the auditors' certificate to this effect shall be duly submitted to SEBI. We further confirm that arrangements have been made to ensure that the promoters' contribution shall be kept in an escrow account with a scheduled commercial bank and shall be released to the Company along with the proceeds of the Offer. – **Not Applicable**
- (8) Necessary arrangements shall be made to ensure that the monies received pursuant to the Offer are credited or transferred to in a separate bank account as per the provisions of sub-section (3) of section 40 of the Companies Act, 2013 and that such monies shall be released by the said bank only after permission is obtained from all the Stock Exchanges, and that the agreement entered into between the bankers to the Offer, the Selling Shareholders, and the Company specifically contains this condition. – **Not Applicable**
- (9) The existing business as well as any new business of the Company for which the funds are being raised fall within the 'main objects' in the object clause of the Memorandum of Association or other charter of the Company and that the activities which have been carried in the last ten years are valid in terms of the object clause of the Memorandum of Association. – **Complied with to the extent possible**
- (10) Following disclosures have been made in the DRHP:
- (a) An undertaking from the Company that at any given time, there shall be only one denomination for the Equity Shares of the Company, excluding SR equity shares, where the Company has outstanding SR equity shares. - **Complied with to the extent applicable and noted for compliance. There are no SR equity shares issued by the Company**
- (b) An undertaking from the Company that it shall comply with all disclosure and accounting norms specified by the SEBI. - **Complied with and noted for compliance**
- (11) We shall comply with the regulations pertaining to advertisements in terms of the SEBI ICDR Regulations. – **Noted for compliance**
- (12) If applicable, the entity is eligible to list on the innovators growth platform in terms of the provisions of Chapter X of the SEBI ICDR Regulations. – **Not Applicable**

We enclose in **Annexure III A**, a note explaining the process of due diligence that has been exercised by us including in relation to the business of the Company, the risks in relation to the business, experience of the Promoters and that the related party transactions entered into for the period disclosed in the DRHP have been entered into by the Company in accordance with applicable laws.



We have also enclosed in **Annexure III B**, a checklist confirming regulation-wise compliance with the applicable provisions of the SEBI ICDR Regulations, containing details such as the regulation number, its text, the status of compliance, page number of the DRHP where the regulation has been complied with and our comments, if any.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to such terms in the DRHP.

	
<p><b>IIFL Securities Limited</b>  10th Floor, IIFL Centre, Kamala City  Senapati Bapat Marg  Lower Parcel (W), Mumbai 400 013  Maharashtra, India  <b>Telephone:</b> +91 22 4646 4728  <b>E-mail:</b> jnk_ipo@iiflcap.com  <b>Investor grievance e-mail:</b> ig_ib@iiflcap.com  <b>Website:</b> www.iiflcap.com  <b>SEBI registration no.:</b> INM000010940  <b>CIN:</b> L99999MH1995PLC132983</p>	<p><b>ICICI Securities Limited</b>  ICICI Venture House,  Appasaheb Marathe Marg,  Prabhadevi, Mumbai 400 025  Maharashtra, India  <b>Telephone:</b> +91 22 6807 7100  <b>E-mail:</b> jnk_ipo@icicisecurities.com  <b>Investor grievance e-mail:</b> customercare@icicisecurities.com  <b>Website:</b> www.icicisecurities.com  <b>SEBI registration no.:</b> INM000011179  <b>CIN:</b> L671205MH1995PLC086241</p>

Encl.: Annexures as above

Sincerely,



	
<b>IIFL Securities Limited</b> 10th Floor, IIFL Centre, Kamala City Senapati Bapat Marg Lower Parel (W), Mumbai 400 013 Maharashtra, India <b>Telephone:</b> +91 22 4646 4728 <b>E-mail:</b> jnk ipo@iiflcap.com <b>Investor grievance e-mail:</b> ig@iiflcap.com <b>Website:</b> www.iiflcap.com <b>SEBI registration no.:</b> INM000010940 <b>CIN:</b> L99999MH11995PLC132983	<b>ICICI Securities Limited</b> ICICI Venture House Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India <b>Telephone:</b> +91 22 6807 7100 <b>E-mail:</b> jnk_ipo@icicisecurities.com <b>Investor grievance e-mail:</b> customercare@icicisecurities.com <b>Website:</b> www.icicisecurities.com <b>SEBI registration no.:</b> INM000011179 <b>CIN:</b> L67120MH11995PLC086241

*Signature page to the letter to be submitted to SEBI for the IPO of JNK India Limited*

**For IIFL Securities Limited**

**Authorized Signatory**  
 Name: Mukesh Garg  
 Designation: Senior Vice President  
 Contact Number: +91 22 4646 4757  
 Email: [mukesh.garg@iiflcap.com](mailto:mukesh.garg@iiflcap.com)

	
<b>IIFL Securities Limited</b> 10th Floor, IIFL Centre, Kamala City Senapati Bapat Marg Lower Parel (W), Mumbai 400 013 Maharashtra, India <b>Telephone:</b> +91 22 4646 4728 <b>E-mail:</b> jnk.ipo@iiflcap.com <b>Investor grievance e-mail:</b> ig.ib@iiflcap.com <b>Website:</b> www.iiflcap.com <b>SEBI registration no.:</b> INM000110940 <b>CIN:</b> L99999MH1996PLC132983	<b>ICICI Securities Limited</b> ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India <b>Telephone:</b> +91 22 6807 7100 <b>E-mail:</b> jnk.ipo@icicisecurities.com <b>Investor grievance e-mail:</b> customercare@icicisecurities.com <b>Website:</b> www.icicisecurities.com <b>SEBI registration no.:</b> INM00011179 <b>CIN:</b> L67120MH1995PLC086241

*Signature page to the letter to be submitted to SEBI for the IPO of JNK India Limited*

**For ICICI Securities Limited**




**Authorized Signatory**

**Name:** Rupesh Khant

**Designation:** Vice President

**Contact Number:** +91 22 6807 7352

**Email:** rupesh.khant@icicisecurities.com



## Priyanka Dahotre

---

**From:** Mukesh Garg, IIFLCAP <mukesh.garg@iiflcap.com>  
**Sent:** Thursday, May 18, 2023 10:04 PM  
**To:** 'SONAL SAMBHAJI PEDNEKAR'  
**Cc:** 'VANDANA JOGLEKAR'; Pinkesh Soni, IIFLCAP  
**Subject:** RE: Proposed IPO of JNK India Private Limited: Promoter Group Exemption Application  
**Attachments:** SEBI DD Letter (Exemption Application)\_JNK.pdf; Annexure VI\_Email dated 06.04.2023.zip; Annexure IV.Email dated 24.03.2023.zip; Annexure V. Reminder letter through registered\_AD.zip; Annexure II\_Email dated 06.03.2023.zip; Annexure III. Reminder letter to the letter\_Post RD.zip; Annexure I\_Letter of communication by way of Registered Post\_March 6, 2023.zip

Dear Ma'am,

In relation to the Exemption Application filed by JNK India Private Limited, please find attached a note explaining the diligence process undertaken by the BRLMs.

Pls let us know in case you require anything further for the above.

Thanks,  
Mukesh

---

**From:** SONAL SAMBHAJI PEDNEKAR [mailto:sonalp@sebi.gov.in]  
**Sent:** 16 May 2023 10:12  
**To:** Mukesh Garg, IIFLCAP  
**Cc:** VANDANA JOGLEKAR; Pinkesh Soni, IIFLCAP  
**Subject:** RE: Proposed IPO of JNK India Private Limited: Promoter Group Exemption Application

Sir,

You are kindly requested to provide response at the earliest.

Regards,  
Sonal

---

**From:** SONAL SAMBHAJI PEDNEKAR  
**Sent:** 08/05/2023 16:30  
**To:** 'Mukesh Garg, IIFLCAP' <mukesh.garg@iiflcap.com>  
**Cc:** VANDANA JOGLEKAR <vandanaj@sebi.gov.in>; Pinkesh Soni, IIFLCAP <pinkesh.soni@iiflcap.com>  
**Subject:** RE: Proposed IPO of JNK India Private Limited: Promoter Group Exemption Application

Sir,

With reference to the exemption application, you are advised to conduct due diligence and provide comments on the submissions made by the Company with regard to its exemption application.

Thanks and Regards,

Sonal Pednekar  
Assistant General Manager

Corporation Finance Department

**Securities and Exchange Board of India**

SEBI Bhavan | C4-A, G Block | Bandra Kurla Complex | Mumbai - 400 051 | INDIA |

Office: +91 22 2644 9609 | e-mail: [sonalp@sebi.gov.in](mailto:sonalp@sebi.gov.in)

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**From:** Mukesh Garg, IIFLCAP <[mukesh.garg@iiflcap.com](mailto:mukesh.garg@iiflcap.com)>

**Sent:** 03/05/2023 11:58

**To:** SONAL SAMBHAJI PEDNEKAR <[sonalp@sebi.gov.in](mailto:sonalp@sebi.gov.in)>

**Cc:** VANDANA JOGLEKAR <[vandanaj@sebi.gov.in](mailto:vandanaj@sebi.gov.in)>; Pinkesh Soni, IIFLCAP <[pinkesh.soni@iiflcap.com](mailto:pinkesh.soni@iiflcap.com)>

**Subject:** FW: Proposed IPO of JNK India Private Limited: Promoter Group Exemption Application

Dear Ma'am,

JNK India Private Limited is proposing to undertake an initial public offering of Equity Shares and in this regard it is proposing to file the draft red herring prospectus with SEBI.

The company is seeking exemption for promoter group under Regulation 300 of the SEBI ICDR Regulations. Please find attached the exemption application on behalf of the Company alongwith annexures.

For the exemption application, the company has paid Rs. 100,000/- towards fees vide reference number SBIN523116105330 and Rs. 18,000 towards GST vide reference number SBIN523116105223 .

Please let us know in case you require anything further for the same.

Thanks,

Mukesh

7045020612

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**From:** Mukesh Garg, IIFLCAP [<mailto:mukesh.garg@iiflcap.com>]

**Sent:** 27 April 2023 20:26

**To:** 'cfddil@sebi.gov.in'

**Cc:** Pinkesh Soni, IIFLCAP

**Subject:** Proposed IPO of JNK India Private Limited: Promoter Group Exemption Application

Dear Ma'am/ Sir,

JNK India Private Limited is proposing to undertake an initial public offering of Equity Shares and in this regard it is proposing to file the draft red herring prospectus with SEBI.

The company is seeking exemption for promoter group under Regulation 300 of the SEBI ICDR Regulations. Please find attached the exemption application on behalf of the Company alongwith annexures.

For the exemption application, the company has paid Rs. 100,000/- towards fees vide reference number SBIN523116105330 and Rs. 18,000 towards GST vide reference number SBIN523116105223 .

Please let us know in case you require anything further for the same.

Thanks,

Mukesh

7045020612

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Compliance Officer Contact Details: Name: Prasad Umarale, Email id- [complianceofficer@iifl.com](mailto:complianceofficer@iifl.com), Contact No: +91 22 46464600

# JNK India Pvt Ltd

CIN: U29268MH2010PTC204223

203 to 206, Centrum, Plot No. C-3, S.G. Barve Road, Wagle Estate,

Thane (W) – 400604, Maharashtra, INDIA Tel: 91-22-68858000

Email: admin@jnkindia.com Website: www.jnkindia.com



Date: April 27, 2023

To

## Securities and Exchange Board of India

Corporation Finance Department

Division of Issues and Listing

SEBI Bhavan, Plot No. C4 A, G Block

Bandra Kurla Complex, Bandra (East)

Mumbai 400 051, India

Dear Madam/Sir:

**Sub:** Proposed initial public offering of equity shares (the "Equity Shares") of JNK India Private Limited (the "Company") comprising a fresh issue of Equity Shares ("Fresh Issue") and an offer for sale of Equity Shares by the selling shareholders (the "Offer").

**Re:** Application seeking exemption from the strict enforcement of provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), under Regulation 300(1)(c) of the SEBI ICDR Regulations, from disclosing Mrs. Prajwal Kamath (estranged wife of Mr. Arvind Kamath, one of the Promoters of our Company) and Prajwal Kamath Group (as defined below) as part of the promoter group (as defined in Regulation 2(1)(pp) of the SEBI ICDR Regulations) in the Offer related documents, including the draft red herring prospectus ("DRHP"), the red herring prospectus and the prospectus.

### 1. Background

- 1.1 Our Company was incorporated as "JNK India Private Limited", a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 14, 2010, granted by the Registrar of Companies, Maharashtra at Mumbai (the "RoC"). The registered office of our Company is situated at Unit No. 203, 204, 205 & 206, Centrum IT Park, Thane - West, Thane 400 604, Maharashtra, India.
- 1.2 Our Company is principally engaged in designing, manufacturing, supplying, installing and servicing process fired heaters and reformers.
- 1.3 Subject to market conditions, receipt of necessary approvals, and other considerations, our Company is proposing to undertake the Offer. In relation to the Offer, our Company proposes to file the DRHP with the Securities and Exchange Board of India ("SEBI"), BSE Limited, and National Stock Exchange of India Limited (the "Stock Exchanges"), and subsequently file the red herring prospectus and the prospectus (collectively with the DRHP, the "Offer Documents") with the RoC, SEBI and the Stock Exchanges, in accordance with the provisions of the Companies Act, 2013 ("Companies Act") and the SEBI ICDR Regulations.
- 1.4 Our Company has appointed IIFL Securities Limited and ICICI Securities Limited as the book running lead managers to the Offer.

### Identification of Promoter Group

- 1.5 For the purposes of the Offer, in accordance with the relevant provisions of the Companies Act and the SEBI ICDR Regulations, Mr. Arvind Kamath, Mr. Goutam Rampelli, JNK Heaters Co Limited and Mascot Capital and Marketing Private Limited (collectively, the "Promoters") have been identified as the promoters of our Company. As on the date of this application, the Promoters collectively hold 4,08,00,000 Equity Shares, representing 84.31% of the pre-Offer

issued, subscribed and paid-up Equity Share capital of our Company, and the shareholding of each such Promoter as on the date of this application is as follows:

Name of the Promoter and Promoter Group <sup>#</sup>	Number of Equity Shares held <sup>**</sup>	% of total shareholding
Mr. Arvind Kamath <sup>*</sup>	Nil	Nil
Mr. Goutam Rampelli	57,60,000	11.90%
JNK Heaters Co Limited	1,24,80,000	25.79%
Mascot Capital and Marketing Private Limited	2,25,60,000	46.62%
<b>Total</b>	<b>4,08,00,000</b>	<b>84.31%</b>

<sup>\*</sup>Mr. Arvind Kamath holds 99.90% of the shareholding in Mascot Capital and Marketing Private Limited, therefore, he indirectly has control over the affairs of the Company in accordance with Regulation 2(1)(oo) (ii) of the SEBI ICDR Regulations.

<sup>#</sup>The shareholding of the Promoter Group in the Company is NIL.

<sup>\*\*</sup>The Board of Directors of the Company approved the split of equity shares from ₹10 per equity share to ₹2 per Equity Share in their meeting dated March 16, 2023 and the same has been duly approved by the shareholders of the Company in their meeting dated April 14, 2023. The Company is yet to receive the approval from the RoC.

- 1.6 The shareholding pattern of our Company, as on the date of this application, is enclosed in **Annexure A**.
- 1.7 In connection with the Offer, the 'promoter group' of our Company ("**Promoter Group**") is required to be identified by our Company in accordance with the provisions of Regulation 2(1)(pp) of the SEBI ICDR Regulations and certain confirmations / information are required to be disclosed in the Offer Documents. In terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, the 'promoter group' with respect to the individual promoters consists of the immediate relatives of such promoter which, amongst others, includes the wife of the promoter(s).
- 1.8 In addition, in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, if the promoter is an individual, the following persons / entities shall also be identified as members of the 'promoter group' of our Company:
- Anybody corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family ("**HUF**") in which the promoter or any one or more of their relative is a member;
  - Anybody corporate in which a body corporate specified in paragraph 1.8(a) above, holds 20% or more of the equity share capital; and
  - Any HUF or firm in which the aggregate shareholding of the promoter and their relatives is equal to or more than 20% of the total capital.

(the entities under (a), (b) and (c), collectively referred to as "**Connected Entities**").

Thus, based on the above, in relation to one of our Promoters, Mr. Arvind Kamath, his estranged spouse Mrs. Prajwal Kamath and Prajwal Kamath Group (as defined below) are required to be identified as members of the 'promoter group' of our Company.

- 1.9 Therefore, Mrs. Prajwal Kamath, certain relatives of Mrs. Prajwal Kamath (i.e. any parent or sibling of Mrs. Prajwal Kamath, collectively referred hereinafter as "**Prajwal Kamath Family Members**"), and any Connected Entities of Mrs. Prajwal Kamath or Prajwal Kamath Family Members ("**Prajwal Kamath Connected Entities**", together with Prajwal Kamath Family Members, "**Prajwal Kamath Group**") are required to be identified as part of the promoter group of the Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. Accordingly, the names of the following persons and entities will be included in the DRHP, as members of the Promoter Group of the Company:

**A. As per our best understanding the Prajwal Kamath Family Members includes:**

- Mrs. Prajwal Kamath (estranged spouse of our Promoter, Mr. Arvind Kamath);
- Mr. Tanishk Kamath (son of Mrs. Prajwal Kamath and our Promoter, Mr. Arvind Kamath);
- Mrs. Harini Sharma (mother of Mrs. Prajwal Kamath); and
- Mr. Ranjit Sharma (brother of Mrs. Prajwal Kamath);

There may be other Prajwal Kamath Family Members (other than mentioned above) which our Company is not aware of.

**B. As per our best understanding the Prajwal Kamath Connected Entities includes:**

- (i) Mascot International; and
- (ii) Power Rubber Industries Private Limited;

There may be other Prajwal Kamath Connected Entities (other than mentioned above) which our Company is not aware of.

- 1.10 Further, in terms of the SEBI ICDR Regulations, certain information, confirmations and undertakings regarding the Promoter Group are required to be included in the Offer Documents, including amongst others, confirmations that (i) they have not been debarred or prohibited from accessing the capital markets or from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court, and (ii) are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent in force and applicable. Further, certain information and disclosures including, among others, financing arrangements whereby the Promoters, Promoter Group, the Directors and their relatives have financed the purchase by any other person of the Equity Shares of our Company during a period of six months immediately preceding the date of the DRHP.
- 1.11 However, the relationship between our Promoter Mr. Arvind Kamath and Mrs. Prajwal Kamath is estranged, and they are separated and not living together since March, 2020. Our Promoter, Mr. Arvind Kamath and his estranged wife Mrs. Prajwal Kamath have also entered an arrangement on March 9, 2020, pursuant to which they have mutually decided to distribute the movable and immovable properties amongst themselves as per the terms and conditions noted therein. Further, our Promoter, Mr. Arvind Kamath and his estranged wife Mrs. Prajwal Kamath are neither formally divorced nor is there any divorce petition which is pending.
- 1.12 Further, as mentioned in paragraph 2.3 below, despite repeated attempts in obtaining the relevant confirmations and certifications from Mrs. Prajwal Kamath, which included requests for confirmations and certifications in relation to Prajwal Kamath Group as well, through Mrs. Prajwal Kamath, as such family members and entities are not known to the Company, the Company has been unable to obtain any response from Mrs. Prajwal Kamath. Hence, our Company hereby seeks an exemption from disclosing Mrs. Prajwal Kamath and Prajwal Kamath Group as part of the 'promoter group' in the Offer Documents and therefore from making any disclosures pertaining to Mrs. Prajwal Kamath and Prajwal Kamath Group in the Offer Documents.

**2. Grounds for seeking relaxation:**

**A. Estranged relationship between Mrs. Prajwal Kamath and our Promoter, Mr. Arvind Kamath**

- 2.1. As mentioned in detail in paragraphs 1.11 above, the relationship between our Promoter, Mr. Arvind Kamath and Mrs. Prajwal Kamath is estranged, they are not living with each other since March, 2020. Due to such strained and non-cordial family relationship, the Company, despite multiple attempts at doing so, has not received responses in relation to relevant confirmations and certifications from Mrs. Prajwal Kamath, which included requests for confirmations and certifications in relation to Prajwal Kamath Group through Mrs. Prajwal Kamath, as such family members and entities are not known to the Company.

**B. Unresponsiveness of Mrs. Prajwal Kamath, estranged wife of Mr. Arvind Kamath, our Promoter, and Mr. Tanishk Kamath (son of Mr. Arvind Kamath and Mrs. Prajwal Kamath)**

- 2.2. Since Mrs. Prajwal Kamath, the estranged wife of our Promoter, Mr. Arvind Kamath and Mr. Tanishk Kamath (son of Mr. Arvind Kamath and Mrs. Prajwal Kamath) reside together, our Company has by way of Intimation Letter (as defined below) informed Mrs. Prajwal Kamath, inter alia, that Mr. Tanishk Kamath is being identified as member of the Promoter Group and accordingly, shared format of requisite certification to be provided by Mr. Tanishk Kamath in

order to enable our Company to make necessary disclosures in the Offer Documents. Upon multiple reminders through letters and emails, our Company has not received any response from either Mrs. Prajwal Kamath or Mr. Tanishk Kamath with respect to the certificate to be provided by Mr. Tanishk Kamath.

C. Unresponsiveness of Mrs. Prajwal Kamath to include herself and Prajwal Kamath Group as a member of Promoter Group

- 2.3. Notwithstanding the estranged relationship between Mrs. Prajwal Kamath and our Promoter, Mr. Arvind Kamath, our Company has by way of email and through a letter dated March 6, 2023 ("**Intimation Letter**") informed Mrs. Prajwal Kamath about her and Prajwal Kamath Group being identified as members of the promoter group and accordingly requested her to provide the requisite information, confirmations and certification required to be obtained from her, her family members and her Connected Entities to enable our Company to make necessary disclosures in the Offer Documents. Subsequently, reminder letters dated March 23, 2023, and April 5, 2023, and reminder emails dated March 24, 2023 and April 6, 2023, were also sent to Mrs. Prajwal Kamath seeking responses to the earlier communications (along with the Intimation Letter as "**Promoter Group Communications**"). Further, in our reminder letter dated April 5, 2023, we even requested Mrs. Prajwal Kamath to inform us in writing in case she does not wish to be named as the member of the Promoter Group. The details regarding the Promoter Group Communications are set forth below:

Sr. No.	Nature of correspondence by the Company	Date of letter/email	Date of delivery of letter/email
1.	Letter of communication by way of a registered post	March 6, 2023	March 9, 2023
2.	Email	March 6, 2023	March 6, 2023
3.	Reminder letter to the letter of communication by way of a registered post	March 23, 2023	March 25, 2023
4.	Reminder Email	March 24, 2023	March 24, 2023
5.	Reminder letter through registered post	April 5, 2023	April 8, 2023
6.	Reminder Email	April 6, 2023	April 6, 2023

Copies of the Promoter Group Communications have been enclosed as **Annexure B**.

- 2.4. Upon multiple reminders being circulated to Mrs. Prajwal Kamath through letters and emails as mentioned above, she did not respond to the Promoter Group Communications and hence due to such unresponsiveness on behalf of herself and Prajwal Kamath Group, to be identified, categorized and/or disclosed as a member of the promoter group of our Company, we are unable to obtain details/ consent from Mrs. Prajwal Kamath for the following:
- i. the Company was unable to obtain consent from Mrs. Prajwal Kamath to be disclosed as a member of the promoter group of our Company by virtue of being an 'immediate relative' of our Promoter, Mr. Arvind Kamath;
  - ii. the Company was unable to obtain consent from Mrs. Prajwal Kamath to disclose the names of Prajwal Kamath Family Members as a member of the promoter group of our Company; and
  - iii. the Company was unable to obtain the consent from Mrs. Prajwal Kamath to disclose the names of Prajwal Kamath Connected Entities as a member of the promoter group of our Company.
- 2.5. Further, please note the following for Mrs. Prajwal Kamath:
- i. she does not (directly or indirectly) have any business, financial or other interest, in our Company and any role in the management or operations of our Company or in any of the entities forming part of the promoter group of our Company;

- ii. she is neither on the board of directors of our Company nor the entities forming a part of the promoter group of our Company;
- iii. she is neither an employee nor exercises any key managerial role in the Company;
- iv. she does not have any related party transactions with or any business, financial or other interests, directly or indirectly, in the Company;
- v. she does not hold any equity shares or debt or securities of any other class of our Company;
- vi. she has not had any transactions with our Company (including as a vendor or supplier) in the last three financial years; and
- vii. she does not have any special rights in our Company through any formal or informal arrangements and does not exercise control or influence over the affairs of our Company, directly or indirectly.

2.6. Further, please note the following for Prajwal Kamath Group:

- i. The Prajwal Kamath Group does not hold any equity shares or debt or other securities of any class, directly or indirectly, in the Company;
- ii. The individuals in the Prajwal Kamath Group are not members or represented on the board of directors of the Company nor are they members or represented on any of the entities/body corporates forming part of the promoter group of the Company;
- iii. The individuals in the Prajwal Kamath Group do not have any role in the management or operations of the Company, directly or indirectly, nor does the Prajwal Kamath Group exercise control/ influence over the affairs of the Company, directly or indirectly;
- iv. The individuals in the Prajwal Kamath Group are neither employees nor exercise any key managerial role in the Company;
- v. The Prajwal Kamath Group do not have any related party transactions with or any business, financial or other interests, directly or indirectly, in the Company;
- vi. The Prajwal Kamath Group are not associated with the Company in the capacity of a vendor or supplier or client; and
- vii. The Prajwal Kamath Group do not have any special rights with respect to the Company through any formal or informal arrangements.

2.7. The Company and the Promoters of the Company do not hold shares directly or indirectly, or hold any financial interest, or play any role in the management or operations of the Prajwal Kamath Connected Entities.

2.8. Accordingly, our Company is unable to comply with the requirements prescribed under Part A to Schedule VI of the SEBI ICDR Regulations and other applicable provisions of the SEBI ICDR Regulations, with respect to providing confirmations / information to be disclosed in the Offer Documents in relation to Mrs. Prajwal Kamath and Prajwal Kamath Group as members of the Promoter Group, due to the aforesaid factors, which are beyond our control. Therefore, our Company proposes not to consider Mrs. Prajwal Kamath and Prajwal Kamath Group as a part of the Promoter Group of our Company and also not to include any information with respect to them in the Offer Documents.

2.9. Considering the above, we are filing this application to seek relaxation from the strict requirement of including Mrs. Prajwal Kamath and Prajwal Kamath Group as members of Promoter Group of our Company and also from including disclosures prescribed under the SEBI ICDR Regulations pertaining to Mrs. Prajwal Kamath and Prajwal Kamath Group in the Offer Documents.



### **3. Relaxation Sought**

- 3.1 Regulation 300(1)(c) of the SEBI ICDR Regulations empowers SEBI to relax the strict enforcement of the requirements under the SEBI ICDR Regulations if the non-compliance is caused due to factors beyond the control of the issuer.
- 3.2 As indicated in paragraph 2 above, (i) our Company has not been able to obtain any information and confirmations from Mrs. Prajwal Kamath and Prajwal Kamath Group, despite efforts made towards the same; and (ii) the unresponsiveness of Mrs. Prajwal Kamath to the Promoter Group Communications expressly confirms her unwillingness and Prajwal Kamath Group to be identified, categorized and/ or disclosed as a member of the promoter group of our Company. Accordingly, we request you to kindly grant us relaxation in terms of Regulation 300(1)(c) of the SEBI ICDR Regulations for:
- 3.2.1 Disclosing Mrs. Prajwal Kamath and Prajwal Kamath Group as members of the Promoter Group, in terms of SEBI ICDR Regulations, in the Offer Documents and any other filings to be made by our Company; and
- 3.2.2 Disclosing information and confirmations with respect to Mrs. Prajwal Kamath and Prajwal Kamath Group in the Offer Documents, as required under SEBI ICDR Regulations.
- 3.3 We request you to kindly keep the contents of this application confidential.

### **4. Further Information**

- 4.1 Our Company has made a non-refundable online fee payment of ₹1,00,000 (Rupees one lakh only) in terms of Regulation 300(3) of the SEBI ICDR Regulations, credited to SEBI's bank account number SEBIRCCFDICDREXEMFEE with ICICI Bank Limited. The unique transaction reference number for the payment is SBIN523116105330.
- 4.2 Further, GST on the non-refundable online fee at the rate of 18% amounting to ₹ 18,000 (Rupees eighteen thousand only) been credited to SEBI's bank account number SEBIRCCFDOTHERS with ICICI Bank Limited. The unique transaction reference number for the GST payment is SBIN523116105223.

The details of GST registration of our Company are also provided below:

- GST Registration number of our Company - 27AACCJ3799A1ZJ
  - GST registered Dealer Name of our Company - JNK INDIA PRIVATE LIMITED
  - GST Registered Office Address of our Company - 2nd Floor, Office No 203,204,205,206, Centrum Building, S.G. Barve Road, Opp. TMC office, Wagle Estate Thane West, Thane, Maharashtra, 400604
  - Location from where payment was discharged – Thane
- 4.3 We trust the information included in this letter meets your application requirements and look forward to receiving your approval.

For any further queries, you may please contact:

**At Company**

**JNK India Private Limited**

**Name:** Goutam Rampelli

**Designation:** Executive Director

**Telephone:** +91 9821711799

**E-mail:** r.goutam@jnkindia.com

Thanking you.

Sincerely,

**For and on behalf of JNK India Private Limited**

GOUTAM     Digitally signed by  
KISHTAYYA     GOUTAM KISHTAYYA  
RAMPELLI     RAMPELLI  
RAMPELLI     Date: 2023.04.27  
                   17:11:57 +0530'

**Authorised signatory.**

**Name:** Goutam Rampelli

**Designation:** Executive Director

**DIN :** 07262728

Annexure A

Shareholding Pattern of our Company

Name of Shareholder	No. of Equity Shares*	Percentage (%) of shareholding
Mascot Capital and Marketing Private Limited	2,25,60,000	46.62%
JNK Heaters Co Limited	1,24,80,000	25.79%
Mr. Goutam Rampelli	57,60,000	11.90%
Mr. Dipak Bharuka	49,60,000	10.25%
Mr. Milind Joshi	24,00,000	4.96%
Mr. Deepak Sake	70,000	0.14%
Mr. Mohsin Shaikh	52,000	0.11%
Mr. Sandeep Bapat	40,000	0.08%
Ms. Kritika Vilankar	40,000	0.08%
Mr. Ashwini Warang	20,000	0.04%
Mr. G Sankaranand	10,000	0.02%
<b>Total</b>	<b>4,83,92,000</b>	<b>100.00%</b>

*\*\*The Board of Directors of the Company approved the split of equity shares from ₹10 per equity share to ₹2 per Equity Share in their meeting dated March 16, 2023 and the same has been duly approved by the shareholders of the Company in their meeting dated April 14, 2023. The Company is yet to receive the approval from the RoC.*

**Annexure B**

	<b>Nature of correspondence</b>	<b>Date of letter/email</b>	<b>Date of delivery of letter/email</b>
B.1	Letter of communication by way of a registered post	March 6, 2023	March 9, 2023
B.2	Email	March 6, 2023	March 6, 2023
B.3	Reminder letter to the letter of communication by way of a registered post	March 23, 2023	March 25, 2023
B.4	Reminder Email	March 24, 2023	March 24, 2023
B.5	Reminder letter through registered post	April 5, 2023	April 8, 2023
B.6	Reminder Email	April 6, 2023	April 6, 2023

**From:** Goutam <[r.goutam@jnkindia.com](mailto:r.goutam@jnkindia.com)>  
**Date:** 6 March 2023 at 6:45:39 PM IST  
**To:** [prajwalkamath@gmail.com](mailto:prajwalkamath@gmail.com)  
**Cc:** Arvind <[arvind.kamath@jnkindia.com](mailto:arvind.kamath@jnkindia.com)>  
**Subject:** **Covering Letter & Certificates**

Dear Mrs Prjawal,  
Please find attached letter & certificates for your necessary action .  
Please do the needful

Best regards  
Rampelli Goutam  
Director  
JNK India  
M +91 9821711799

# JNK India Pvt Ltd

CIN : U29268MH2010PTC204223

203 to 206, Centrum, Plot No. C-3, S.G. Barve Road, Wagle Estate,

Thane (W) – 400604, Maharashtra, INDIA Tel : 91-22-68858000

Email: admin@jnkindia.com Website: www.jnkindia.com



Date: 6<sup>th</sup> March, 2023

To,  
Mrs. Prajwal Kamath  
A13 402 Flower Valley, Eastern Express highway,  
near Cadbury Naka, thane 400601

Subject: Request to provide information as a member of Promoter Group of the Company

Dear Ma'am,

The Company is exploring opportunities of fund raising including an initial public offering. As a part of this process, the Company is required to comply with certain disclosure requirements under Applicable Regulations and therefore you and all entities related to you, are identified as the Promoter Group of the Company, by virtue of being Spouse of Mr. Arvind Kamath.

In connection therewith, you and all entities related to you as specified in ICDR Regulations will be named in the Offer Documents and therefore, request you to provide consent and confirmations in a format specified in Appendix I, to the below mentioned address immediately, along with a copy of the self-attested PAN card.

*Address of Company :*

*Kind Attention: The Board of Directors*

*JNK India Limited, Unit No. 203, 204, 205, 206, Centrum IT Park, Thane-West, Maharashtra, India 400 604*

In the event we do not receive a written response providing the requisite information in the specified format within 10 days from the date of receipt of this letter, you will continue to remain a member of the Promoter Group of the Company. Accordingly, you will still be named as the member of Promoter Group in the Offer Documents. For sake of clarity, you will be named only as the member of Promoter Group and not the Promoter of the Company, as per Regulations.

We would humbly request you to please fill all the relevant details correctly and completely as per the attached format and return a signed copy (4 copies) back to us immediately for our further handling. In case of clarifications, feel free to contact our advisors from IMAP India – Paresh Raja ([paresh@imapindia.in](mailto:paresh@imapindia.in) / +919819594900) and Kaushal Chandak ([kaushal@imapindia.in](mailto:kaushal@imapindia.in) / +919819024528)

Request your cooperation to furnish the abovementioned details as sought. Please consider the contents and the information of this letter as strictly confidential.

Sincerely,

For and on behalf of JNK India Private Limited

Name: Goutam Rampelli

Designation: Director



#### Definitions:

BRLM : IIFL Securities Limited and ICICI Securities Limited referred to as the "Book Running Lead Managers" or "BRLMs"

Equity Shares : Equity shares of the Company  
Company : JNK India (Private) limited

Offer : Proposed initial public offering of the Company  
DRHP : Draft Red Herring Prospectus intended to be filed by the Company with SEBI

RHP: Red Herring Prospectus

Prospectus: DRHP and RHP collectively

RoC : Register of Companies, Maharashtra, Mumbai

SEBI : Securities and Exchange Board of India

BSE : BSE Limited

NSE : National Stock Exchange

Stock Exchanges: BSE and NSE, collectively

Offer Documents: DRHP, RHP, and any other Offer related documents forming part of documents to be filed with RoC, SEBI and Stock Exchanges

ICDR Regulations: Securities and Exchange Board of India [Issue of Capital and Disclosure Requirements] Regulations, 2018, as amended

Applicable Regulations : ICDR regulations, provisions under Companies Act 2013, and rules thereunder and other applicable law.

Promoter Group : As defined under Regulation 2(1)(pp) of the ICDR Regulations which includes

- The promoter or Any immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse) and additionally, where the promoter is an individual;
- any body corporate in which 20% or more of the equity share capital is held by the promoter or an

immediate relative of the promoter or a firm or Hindu Undivided Family ("HUF") in which the promoter or any one or more of their relative is a member;

- any body corporate in which a body corporate specified in the clause above, holds 20% or more, of the equity share capital; and
- any HUF or firm in which the aggregate shareholding of the promoter and their relatives is equal to or more than 20% of the total capital,
- all persons whose shareholding is aggregated under the heading "shareholding of the promoter group".

All capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the DRHP.

# JNK India Pvt Ltd

CIN : U29268MH2010PTC204223  
203 to 206, Centrum, Plot No. C-3, S.G. Barve Road, Wagle Estate,  
Thane (W) – 400604, Maharashtra, INDIA Tel : 91-22-68858000  
Email: admin@jnkindia.com Website: www.jnkindia.com



Date: 6<sup>th</sup> March, 2023

To,  
Mrs. Prajwal Kamath  
A13 402 Flower Valley, Eastern Express highway,  
near Cadbury Naka, Thane 400601

Subject: Request to provide information as a member of Promoter Group of the Company

Dear Ma'am,

The Company is exploring opportunities of fund raising including an initial public offering. As a part of this process, the Company is required to comply with certain disclosure requirements under Applicable Regulations and therefore you and all entities related to you, are identified as the Promoter Group of the Company, by virtue of being Spouse of Mr. Arvind Kamath,

In connection therewith, you and all entities related to you as specified in ICDR Regulations will be named in the Offer Documents and therefore, request you to provide consent and confirmations in a format specified in Appendix I, to the below mentioned address immediately, along with a copy of the self-attested PAN card.

Address of Company :  
Kind Attention: The Board of Directors  
JNK India Limited, Unit No. 203, 204, 205, 206, Centrum IT Park, Thane-West, Maharashtra, India 400 604

In the event we do not receive a written response providing the requisite information in the specified format within 10 days from the date of receipt of this letter, you will continue to remain a member of the Promoter Group of the Company. Accordingly, you will still be named as the member of Promoter Group in the Offer Documents. For sake of clarity, you will be named only as the member of Promoter Group and not the Promoter of the Company, as per Regulations.

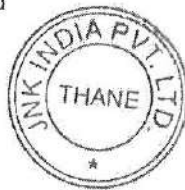
We would humbly request you to please fill all the relevant details correctly and completely as per the attached format and return a signed copy (4 copies) back to us immediately for our further handling. In case of clarifications, feel free to contact our advisors from IMAP India – Paresh Raja ([paresh@imapindia.in](mailto:paresh@imapindia.in) / +919819594900) and Kaushal Chandak ([kaushal@imapindia.in](mailto:kaushal@imapindia.in) / +919819024528)

Request your cooperation to furnish the abovementioned details as sought. Please consider the contents and the information of this letter as strictly confidential.

Sincerely,

For and on behalf of JNK India Private Limited

  
Name: Goutam Rampelli  
Designation: Director



#### Definitions:

BRLM : BFL Securities Limited and ICICI Securities Limited, referred to as the "Book Running Lead Managers" or "BRLMs"

Equity Shares : Equity shares of the Company  
Company : JNK India (Private) Limited

Offer: Proposed initial public offering of the Company

DRHP : Draft Red Herring Prospectus intended to be filed by the Company with SEBI

RHP: Red Herring Prospectus

Prospectus: DRHP and RHP collectively

RoC: Register of Companies, Maharashtra, Mumbai

SEBI: Securities and Exchange Board of India

BSE: BSE Limited

NSE: National Stock Exchange

Stock Exchanges: BSE and NSE, collectively

Offer Documents: DRHP, RHP, and any other Offer related documents forming part of documents to be filed with RoC, SEBI and Stock Exchanges

ICDR Regulations: Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended

Applicable Regulations : ICDR regulations, provisions under Companies Act 2013, and rules thereunder and other applicable law.

Promoter Group : As defined under Regulation 2(1)(pp) of the ICDR Regulations which includes:

- The promoter or Any immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse) and additionally, where the promoter is an individual;
- any body corporate in which 20% or more of the equity share capital is held by the promoter or an

immediate relative of the promoter or a firm or Hindu Undivided Family ("HUF") in which the promoter or any one or more of their relative is a member;

- any body corporate in which a body corporate specified in the clause above, holds 20% or more, of the equity share capital; and
- any HUF or firm in which the aggregate shareholding of the promoter and their relatives is equal to or more than 20% of the total capital.
- all persons whose shareholding is aggregated under the heading "shareholding of the promoter group".

All capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the DRHP.

Date:

To

The Board of Directors  
JNK India Limited  
Unit No. 203, 204, 205, 206  
Centrum IT Park,  
Thane-West,  
Thane 400 604,  
Maharashtra, India

IIFL Securities Limited  
10th Floor, IIFL Centre,  
Kamala City  
Senapati Bapat Marg  
Lower Parel (West)  
Mumbai 400 013  
Maharashtra, India

ICICI Securities Limited  
ICICI Venture House  
Appasaheb Marathe Marg  
Prabhadevi  
Mumbai 400 025  
Maharashtra, India

*As Book Running Lead Managers (BRLMs)*

**Sub: Consent and Confirmations**

Dear Sir/Madam,

I confirm that the information set out in this certificate are true, fair, correct and not misleading in any material respect and without omission of any matter that is likely to mislead. I consent to be named as a member of the Promoter Group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Offer Documents

I form part of the Promoter Group of the Company, by virtue of being Mother of Spouse of Mr. Arvind Kamath

The following are the entities in which I hold more than 20% shareholding:

1. Power Rubber Industries Private Limited

I confirm that:

- (i) I do not hold any Equity Shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (ii) none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;
- (iii) I have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months; and
- (iv) there is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to me.

Further, I confirm that

- I am not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.
- I confirm that my name does not feature on the watch-out investors list.
- I have not been declared as 'Fraudulent Borrower' or identified as 'Wilful Defaulter' as defined under ICDR Regulations.
- I have not been found to be non-compliant with applicable securities laws.
- I have not committed any securities market violations.
- I have neither been, nor currently I am, on the board of directors of any company that was, or has been directed by any RoC to be struck off from the rolls of such RoC under Section 248 of the Companies Act.
- There has been no material regulatory or disciplinary action taken against me by any stock exchange or regulatory authority in the immediately preceding year.
- I am in compliance with the provisions of the Companies Act, 2013 in relation to beneficial ownership, and the SBO Rules, as amended, and any notifications and circulars related thereto.
- There are no financing arrangements whereby I, have financed the purchase by any other person of securities of the Company during the period of six months preceding the date of the DRHP.
- No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.
- I undertake that any transactions in the securities of the Company by me will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.
- I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any. There is no proposal whereby I will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with me in relation to utilization of such proceeds.



- I will immediately communicate any changes to the above information in writing to the Company and BRLM until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.
- I am not registered with SEBI in any capacity or with any financial regulatory body such as RBI, IRDA, etc.

This certificate is for information and for inclusion (in part or full) in Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLMs and the legal advisors appointed by the Company and the BRLMs in relation to the Offer.

I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, relevant stock exchanges and any other regulatory or judicial authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

Yours faithfully,

Name: Harini Sharma

Date: 24/07/2024

**CC:**

Legal Counsel to the Company as to Indian Law

Shardul Amarchand Mangaldas  
Amarchand Towers,  
216 Okhla Industrial Estate, Phase III  
New Delhi, India 110020

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal  
One World Centre  
10th Floor, Tower 2A & 2B  
Senapati Bapat Marg  
Lower Parel, Mumbai, India 400013

**Definitions:**

BRLM: BFL Securities Limited and ICICI Securities Limited (collectively) (group reference to as the "Book Running Lead Managers" or "BRLMs")  
Equity Shares: Equity Shares of the Company.  
Company: NPL India Limited.  
Offer: Proposed initial public offering of the Company.  
DRHP: Draft Red Herring Prospectus submitted to the RoC by the Company with the Securities and Exchange Board of India.  
RoC: Book Running Prospectus.  
RoC: Registrar of Companies.  
SEBI: Securities and Exchange Board of India.  
SSE: SSE India Ltd.  
NSE: National Stock Exchange.  
RBI: Reserve Bank of India.  
IRDA: Insurance Regulatory and Development Authority.  
Stock Exchanges: BSE and NSE, collectively.  
SPO Rules: Companies (Specified Securities) Generalist Rules, 2018, as amended with any modifications and/or changes made thereafter, or under Companies Act, 2013.

Offer Documents: DRHP, DRH, and together Offer related documents forming part of documents to be filed with RoC, SEBI and Stock Exchanges.  
(collectively) and its successors.  
Promoter Group: As defined under Regulation 2(72) of the SEBI (Regulation) (DRHP) Regulations, 2009 and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.  
All capitalized terms used herein but not specifically defined shall have the same meaning as assigned to them in the DRHP.

Date:

To

The Board of Directors  
JNK India Limited  
Unit No. 203, 204, 205, 206  
Centrum IT Park,  
Thane-West,  
Thane 400 604,  
Maharashtra, India

IIFL Securities Limited  
10th Floor, IIFL Centre,  
Kamala City  
Senapati Bapat Marg  
Lower Parel (West)  
Mumbai 400 013  
Maharashtra, India

ICICI Securities Limited  
ICICI Venture House  
Appasaheb Marathe Marg  
Prabhadevi  
Mumbai 400 025  
Maharashtra, India

*As Book Running Lead Managers (BRLMs)*

**Sub: Consent and Confirmations**

Dear Sir/Madam,

We confirm that the information set out in this certificate are true, fair, correct and not misleading in any material respect and without omission of any matter that is likely to mislead. I consent to be named as a member of the Promoter Group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Offer Documents

We form part of the Promoter Group of the Company, by virtue of being company in which Spouse of Mr. Arvind Kamath, holds more than 20% stake.

The following are the entities in which we hold more than 20% shareholding: NONE

We confirm that :

- (i) we do not hold any equity shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (ii) none of the Equity Shares held or owned (beneficially or otherwise) by us are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;
- (iii) we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
- (iv) there is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to us; and
- (v) we do not have any other interest in the Company.

**We further confirm that**

- We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.
- We confirm that our name does not feature on the watch-out investors list.
- We have not been identified as wilful defaulters as defined under the ICDR Regulations and our name does not appear in any intermediary caution list or list of shell companies or Vanishing Companies.
- We confirm that we have not been declared as 'Fraudulent Borrowers' as defined under ICDR Regulations. Neither our promoters, natural persons in control or directors of our company have been declared as Fugitive Economic Offenders.
- We have not been found to be non-compliant with applicable securities laws.
- There has been no material regulatory or disciplinary action taken against us by any stock exchange or regulatory authority in the immediately preceding year.
- We are in compliance with the provisions of the Companies Act, 2013 in relation to the beneficial ownership, and SBO Rules.
- We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a Sick Company and have not been referred to BIFR or NCLT, and we are not a company under the corporate insolvency resolution process under the IBC.
- We confirm that neither we nor the companies in which any of our directors are in the board of directors have been declared as or associated with a company that was or has been directed by any RoC to be struck off from the rolls of such Registrar of Companies under Section 248 of the Companies Act, 2013.
- None of our equity shares are listed on any stock exchange.
- We are not registered with SEBI or with any financial regulatory body such as RBI, IRDA, etc in any capacity
- We undertake any transactions in the securities of the Company by us will be promptly reported to the Company

- We will not participate in the Offer and will not make any application for Equity Shares in the Offer. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by us to any person for making an application for Equity Shares in the Offer.
- No person related to us shall apply under the Anchor Investor portion of the Offer, if any.
- There is no proposal whereby we will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with us in relation to utilization of such proceeds.
- No shares have been issued to us as at a price which may be lower than the Offer Price
- We have not committed any securities market violations.
- There have been no instances of issuance of equity shares in the past by us to more than 49 investors/ 200 investors, as applicable, in violation of:
  - (a) Section 67(3) of the Companies Act, 1956;
  - (b) relevant sections of the Companies Act, 2013, including Section 42 and the rules notified thereunder;
  - (c) applicable SEBI regulations, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the ICDR Regulations, as amended; and
  - (d) the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, as applicable.
- We will immediately communicate any changes to the above information in writing to the Company and the BLRM until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BLRM and the legal advisors appointed by the Company and the BLRM in relation to the Offer. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, Maharashtra at Mumbai, the relevant stock exchanges and any other regulatory or judicial authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

Yours faithfully,

For and on behalf of Mascot International

**Authorized signatory**

Name:

Date:

Cc:

Legal Counsel to the Company as to Indian Law

Shardul Amarchand Mangaldas  
Amarchand Towers,  
216 Okhla Industrial Estate, Phase III  
New Delhi, India 110020

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal  
One World Centre  
10th Floor, Tower 2A & 2B  
Senapati Bapat Marg  
Lower Parel, Mumbai, India 400013

**Definitions**

BLRM - BFL Securities Group and BFL Securities Limited referred to as the "Book Running Lead Managers" ("BRLMs")  
Equity Shares - Equity Shares of the Company  
Company - BFL India Limited  
Offer - Proposed initial public offering of the Company  
DRHP - Draft Red Herring Prospectus submitted to its issuer by the Company with the Securities and Exchange Board of India  
DRHP Termly Prospectus  
RoC - Registrar of Companies  
SEBI - Securities and Exchange Board of India  
SSE - SSE (BSE) Ltd  
NSEL - National Stock Exchange  
RBI - Reserve Bank of India  
RDA - Directorate of Revenue and Development Authority  
Stock Exchanges - BSE and NSE, collectively  
SRO Rules - Companies (Significant Beneficial Ownership) Rules, 2015, as amended and any modifications and amendments thereto, including Companies Act 2013  
Offer Documents - DRHP, RHP and any other Offer related documents forming part of documents to be filed with SEBI, BSE and Stock Exchanges  
Programme - BRLM and DRHP collectively

Promoter Group - As defined under Regulation 2(1)(g) of the ICDR Regulation  
ICDR Regulation - Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2019, as amended  
Participating Company - Companies identified by the Ministry of Corporate Affairs through its letter to the SEBI dated date of 2014 bearing reference: Co. (M) 3(1)(4) and subsequently notified by the SEBI through its letter dated August 7, 2014, bearing no. SEBI/ICDR/2014/2017/18/23, or under any comparable law of the jurisdiction where incorporated  
Economic Offenders - Eminent economic offenders under section 12 of the Finance Economic Offenders Act, 2018, or under any comparable law of the jurisdiction where incorporated  
Skt. Company - Skt. Company which the ownership of the stockable Skt. Industrial Companies (Skt. Industrial) Act, 1985  
MHA - Ministry of Industrial and Handicrafts, Government of India  
NCLT - National Company Law Tribunal  
IBC - Insolvency and Bankruptcy Code, 2016

All capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the DRHP

## Power Rubber Industries Private Limited

Jay Vailankani Industrial Estate, Behind Gas Godown, Mira Bhayandar, Bhayandar East, Maharashtra 401105  
CIN U25190MH1992PTC067042 | www.powerrubber.co.in | Tel. : +91 22-28195644 | info@powerrubber.co.in

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Date:

To

The Board of Directors  
JNK India Limited  
Unit No. 203, 204, 205, 206  
Centrum IT Park,  
Thane-West,  
Thane 400 604,  
Maharashtra, India

IIFL Securities Limited  
10th Floor, IIFL Centre,  
Kamala City  
Senapati Bapat Marg  
Lower Parel (West)  
Mumbai 400 013  
Maharashtra, India

ICICI Securities Limited  
ICICI Venture House  
Appasaheb Marathe Marg  
Prabhadevi  
Mumbai 400 025  
Maharashtra, India

*As Book Running Lead Managers (BRLMs)*

### Sub: Consent and Confirmations

Dear Sir/Madam,

We confirm that the information set out in this certificate are true, fair, correct and not misleading in any material respect and without omission of any matter that is likely to mislead. I consent to be named as a member of the Promoter Group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Offer Documents

We form part of the Promoter Group of the Company, by virtue of being company in which Mother of Spouse of Mr. Arvind Kamath, holds more than 20% stake.

The following are the entities in which we hold more than 20% shareholding: NONE

We confirm that :

- (i) we do not hold any equity shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (ii) none of the Equity Shares held or owned (beneficially or otherwise) by us are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;
- (iii) we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
- (iv) there is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to us; and
- (v) we do not have any other interest in the Company.

We further confirm that

- We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.
- We confirm that our name does not feature on the watch-out investors list.
- We have not been identified as wilful defaulters as defined under the ICDR Regulations and our name does not appear in any intermediary caution list or list of shell companies or Vanishing Companies.
- We confirm that we have not been declared as 'Fraudulent Borrowers' as defined under ICDR Regulations. Neither our promoters, natural persons in control or directors of our company have been declared as Fugitive Economic Offenders.
- We have not been found to be non-compliant with applicable securities laws.
- There has been no material regulatory or disciplinary action taken against us by any stock exchange or regulatory authority in the immediately preceding year.
- We are in compliance with the provisions of the Companies Act, 2013 in relation to the beneficial ownership, and SBO Rules.
- We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body. We are not a Sick Company and have not been referred to BIFR or NCLT, and we are not a company under the corporate insolvency resolution process under the IBC.
- We confirm that neither we nor the companies in which any of our directors are in the board of directors have been declared as or associated with a company that was or has been directed by any RoC to be struck off from the rolls of such Registrar of Companies under Section 248 of the Companies Act, 2013.
- None of our equity shares are listed on any stock exchange.
- We are not registered with SEBI or with any financial regulatory body such as RBI, IRDA, etc in any capacity

- We undertake any transactions in the securities of the Company by us will be promptly reported to the Company
- We will not participate in the Offer and will not make any application for Equity Shares in the Offer. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by us to any person for making an application for Equity Shares in the Offer.
- No person related to us shall apply under the Anchor Investor portion of the Offer, if any.
- There is no proposal whereby we will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with us in relation to utilization of such proceeds.
- No shares have been issued to us as at a price which may be lower than the Offer Price
- We have not committed any securities market violations.
- There have been no instances of issuance of equity shares in the past by us to more than 49 investors/ 200 investors, as applicable, in violation of:
  - (a) Section 67(3) of the Companies Act, 1956;
  - (b) relevant sections of the Companies Act, 2013, including Section 42 and the rules notified thereunder;
  - (c) applicable SEBI regulations, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the ICDR Regulations, as amended; and
  - (d) the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, as applicable.
- We will immediately communicate any changes to the above information in writing to the Company and the BLRM until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BLRM and the legal advisors appointed by the Company and the BLRM in relation to the Offer. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, Maharashtra at Mumbai, the relevant stock exchanges and any other regulatory or judicial authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

Yours faithfully,

For and on behalf of Power Rubber Industries Private Limited

**Authorized signatory**

Name: Ranjit Sharma (DIN 02221798)

Date: 11/07/2017

**Cc:**

Legal Counsel to the Company as to Indian Law

Shardul Amarchand Mangaldas  
Amarchand Towers,  
216 Okhla Industrial Estate, Phase III  
New Delhi, India 110020

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal  
One World Centre  
10th Floor, Tower 2A & 2B  
Senapati Bapat Marg  
Lower Parel, Mumbai, India 400013

**Definitions**

BLRM = BLM Securities Limited and BCL Securities Limited referred to as BLM "Book Running Lead Managers" or "BRLM";  
Equity Shares = Equity Shares of the Company;  
Company = PRC India Limited;  
Offer / Proposed / Offered public offering of the Company;  
DRHP = Draft Red Herring Prospectus intended to be filed by the Company with the Securities and Exchange Board of India;  
BRLM Book Running Prospectus;  
RoC = Registrar of Companies;  
SEBI = Securities and Exchange Board of India;  
RIL = RIL Limited;  
NCLX = National Stock Exchange;  
RBI = Reserve Bank of India;  
BRSR = Reserve Bank Regulatory and Supervisory Authority;  
Stock Exchanges = BSE and NSE, collectively;  
SFO Rules = Companies (Significant Beneficial Ownership) Rules, 2015 as amended and amendments and circulars issued thereon, or under Companies Act, 2013;  
Offer Documents = DRHP, RHP, and any other Offer related documents forming part of documents to be filed with SEBI, RBI and Stock Exchanges;  
Prospectus = DRHP filed with SEBI.

Promoter Group = As defined under Regulation 2(1)(j) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2012, as amended;  
Mandating Company = Company identified by the Issuer in Corporate Affairs through its letter to the SEBI dated June 9, 2017 (bearing reference DR/72/2017/CL-1) and subsequently published by the SEBI through its letter dated August 3, 2017 (bearing no. SEBI/ICDR/2017/2077/2018), or under any corresponding law of the jurisdiction where incorporated;  
Register = Electronic Database of Registered Companies intended under section 12 of the Digital Signature Act, 2008, or under any corresponding law of the jurisdiction where incorporated;  
SIA Company = Each company within the meaning of the Overseas Issuance of Securities (Regulation) Act, 2015;  
CRR = Board of Industrial and Financial Reconstruction;  
NCLT = National Company Law Tribunal;  
NCL = Insolvency and Bankruptcy Code, 2016;  
An capitalized word and herein but not specifically defined shall have the same meaning as described in, therein, the DRHP.

Date:

To

The Board of Directors  
JNK India Limited  
Unit No. 203, 204, 205, 206  
Centrum IT Park,  
Thane-West,  
Thane 400 604,  
Maharashtra, India

IIFL Securities Limited  
10th Floor, IIFL Centre,  
Kamala City  
Senapati Bapat Marg  
Lower Parel (West)  
Mumbai 400 013  
Maharashtra, India

ICICI Securities Limited  
ICICI Venture House  
Appasaheb Marathe Marg  
Prabhadevi  
Mumbai 400 025  
Maharashtra, India

*As Book Running Lead Managers (BRLMs)*

**Sub: Consent and Confirmations**

Dear Madam,

I confirm that the information set out in this certificate are true, fair, correct and not misleading in any material respect and without omission of any matter that is likely to mislead. I consent to be named as a member of the Promoter Group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Offer Documents

I form part of the Promoter Group of the Company, by virtue of being Spouse of Mr. Arvind Kamath

The following are the entities in which I hold more than 20% shareholding:

1. Mascot International

I confirm that:

- (i) I do not hold any Equity Shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (ii) none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;
- (iii) I have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months; and
- (iv) there is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to me.

Further, I confirm that

- I am not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.
- I confirm that my name does not feature on the watch-out investors list.
- I have not been declared as 'Fraudulent Borrower' or identified as 'Wilful Defaulter' as defined under ICDR Regulations.
- I have not been found to be non-compliant with applicable securities laws.
- I have not committed any securities market violations.
- I have neither been, nor currently I am, on the board of directors of any company that was, or has been directed by any RoC to be struck off from the rolls of such RoC under Section 248 of the Companies Act.
- There has been no material regulatory or disciplinary action taken against me by any stock exchange or regulatory authority in the immediately preceding year.
- I am in compliance with the provisions of the Companies Act, 2013 in relation to beneficial ownership, and the SBO Rules, as amended, and any notifications and circulars related thereto.
- There are no financing arrangements whereby I, have financed the purchase by any other person of securities of the Company during the period of six months preceding the date of the DRHP.
- No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.
- I undertake that any transactions in the securities of the Company by me will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.
- I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any. There is no proposal whereby I will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with me in relation to utilization of such proceeds.

- I will immediately communicate any changes to the above information in writing to the Company and BRLM until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.
- I am not registered with SEBI in any capacity or with any financial regulatory body such as RBI, IRDA, etc.

This certificate is for information and for inclusion (in part or full) in Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLMs and the legal advisors appointed by the Company and the BRLMs in relation to the Offer.

I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, relevant stock exchanges and any other regulatory or judicial authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

Yours faithfully,

Name: Prajwal Kamath

Date: 20/09/2024

Cc:

Legal Counsel to the Company as to Indian Law

Shardul Amarchand Mangaldas  
Amarchand Towers,  
216 Okhla Industrial Estate, Phase III  
New Delhi, India 110020

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal  
One World Centre  
10th Floor, Tower 2A & 2B  
Senapati Bapat Marg  
Lower Parel, Mumbai, India 400013

**Definitions**

BRLM : (i) Securities (Listed and Regulated) Services (London) referred to as the "Book Running Lead Manager" or "BRLM";  
Equity Shares : Equity Shares of the Company;  
Company : DR World Limited;  
Offer : Proposed public issue offering of the Company;  
DRHP : Draft Red Herring Prospectus filed by the Company with the Securities and Exchange Board of India;  
RBI : Reserve Bank of India;  
RoC : Registrar of Companies;  
NCD : National Certificate Deposits;  
SEBI : Securities and Exchange Board of India;  
NSE : NSE Limited;  
NFO : National Offer for Sale;  
RBI : Reserve Bank of India;  
RBI : Reserve Bank of India;  
SEBI : Securities and Exchange Board of India;  
Stock Exchanges : BSE and NSE, collectively;  
SCD Rules : Companies (Significant Beneficial Ownership) Rules, 2018 as amended and any modification/amendment/revision thereto, in force till January 31, 2024.

Offer Documents : DRHP, DRP and any other Offer related documents forming part of documents to be filed with RoC, SEBI and Stock Exchanges;  
Promoter Group : As defined under Regulation 2(j) of the ICDR Regulations (ICDR Regulations); Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;

SP : capitalized terms used herein but not specifically defined shall have the same meaning as provided to them in the DRHP.

Date:

To

The Board of Directors  
JNK India Limited  
Unit No. 203, 204, 205, 206  
Centrum IT Park,  
Thane-West,  
Thane 400 604,  
Maharashtra, India

IIFL Securities Limited  
10th Floor, IIFL Centre,  
Kamala City  
Senapati Bapat Marg  
Lower Parel (West)  
Mumbai 400 013  
Maharashtra, India

ICICI Securities Limited  
ICICI Venture House  
Appasaheb Marathe Marg  
Prabhadevi  
Mumbai 400 025  
Maharashtra, India

*As Book Running Lead Managers (BRLMs)*

**Sub: Consent and Confirmations**

Dear Sir/Madam,

I confirm that the information set out in this certificate are true, fair, correct and not misleading in any material respect and without omission of any matter that is likely to mislead. I consent to be named as a member of the Promoter Group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Offer Documents

I form part of the Promoter Group of the Company, by virtue of being Brother of Spouse of Mr. Arvind Kamath

The following are the entities in which I hold more than 20% shareholding:

1. Power Rubber Industries Private Limited

I confirm that:

- (i) I do not hold any Equity Shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (ii) none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;
- (iii) I have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months; and
- (iv) there is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to me.

Further, I confirm that

- I am not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.
- I confirm that my name does not feature on the watch-out investors list.
- I have not been declared as 'Fraudulent Borrower' or identified as 'Wilful Defaulter' as defined under ICDR Regulations.
- I have not been found to be non-compliant with applicable securities laws.
- I have not committed any securities market violations.
- I have neither been, nor currently I am, on the board of directors of any company that was, or has been directed by any RoC to be struck off from the rolls of such RoC under Section 248 of the Companies Act.
- There has been no material regulatory or disciplinary action taken against me by any stock exchange or regulatory authority in the immediately preceding year.
- I am in compliance with the provisions of the Companies Act, 2013 in relation to beneficial ownership, and the SBO Rules, as amended, and any notifications and circulars related thereto.
- There are no financing arrangements whereby I, have financed the purchase by any other person of securities of the Company during the period of six months preceding the date of the DRHP.
- No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.
- I undertake that any transactions in the securities of the Company by me will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.
- I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any. There is no proposal whereby I will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with me in relation to utilization of such proceeds.



- I will immediately communicate any changes to the above information in writing to the Company and BRLM until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.
- I am not registered with SEBI in any capacity or with any financial regulatory body such as RBI, IRDA, etc.

This certificate is for information and for inclusion (in part or full) in Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLMs and the legal advisors appointed by the Company and the BRLMs in relation to the Offer.

I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, relevant stock exchanges and any other regulatory or judicial authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

Yours faithfully,

Name: Ranjit Sharma

Date: 18/08/2016

Cc:

Legal Counsel to the Company as to Indian Law

Shardul Amarchand Mangaldas  
Amarchand Towers,  
216 Okhla Industrial Estate, Phase III  
New Delhi, India 110020

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal  
One World Centre  
10th Floor, Tower 2A & 2B  
Senapati Bapat Marg  
Lower Parel, Mumbai, India 400013

**Definitions**

BRLM : The Securities and Issuer (S&I) Limited referred to as the "Book Running Lead Managers" or "BRLM"  
Equity Shares : Equity Shares of the Company  
Company : IIFL India Limited  
Offer : Proposed initial public offering of the Company  
DRHP : Draft Red Herring Prospectus intended to be filed by the Company with the Securities and Exchange Board of India  
RHP : Red Herring Prospectus  
RoC : Registrar of Companies  
SEBI : Securities and Exchange Board of India  
SSE, SSE Limited :  
NSX : National Stock Exchange  
RBI : Reserve Bank of India  
BSE : India Securities and Exchange Board  
Stock Exchanges : BSE and NSX  
SSE Code : Companies (Significant Beneficial Ownership) Rules, 2015 as amended  
and any subsequent amendments thereto, or such Companies Act 2013

Offer : Offer of the Equity Shares and any other offer related statement forming part of documents to be filed with RoC, SEBI and Stock Exchange  
Proposer : IIFL and IIFL's Group  
Principal Governing Law : India  
ICDR Regulations : Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended

SP : Appointed entity and limited liability partnership formed by the Proposer and IIFL

Date:

To

The Board of Directors  
JNK India Limited  
Unit No. 203, 204, 205, 206  
Centrum IT Park,  
Thane-West,  
Thane 400 604,  
Maharashtra, India

IIFL Securities Limited  
10th Floor, IIFL Centre,  
Kamala City  
Senapati Bapat Marg  
Lower Parel (West)  
Mumbai 400 013  
Maharashtra, India

ICICI Securities Limited  
ICICI Venture House  
Appasaheb Marathe Marg  
Prabhadevi  
Mumbai 400 025  
Maharashtra, India

*As Book Running Lead Managers (BRLMs)*

### Sub: Consent and Confirmations

Dear Madam,

I confirm that the information set out in this certificate are true, fair, correct and not misleading in any material respect and without omission of any matter that is likely to mislead. I consent to be named as a member of the Promoter Group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Offer Documents

I form part of the Promoter Group of the Company, by virtue of being Son of Mr. Arvind Kamath

The following are the entities in which I hold more than 20% shareholding: None

I confirm that:

- (i) I do not hold any Equity Shares, warrants/convertible securities or stock options in the Company and/or its subsidiaries;
- (ii) none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;
- (iii) I have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months; and
- (iv) there is no amount or benefit paid or given by the Company and/or its subsidiaries within the two immediately preceding years or intended to be paid or given to me.

### Further, I confirm that

- I am not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.
- I confirm that my name does not feature on the watch-out investors list.
- I have not been declared as 'Fraudulent Borrower' or identified as 'Wilful Defaulter' as defined under ICDR Regulations.
- I have not been found to be non-compliant with applicable securities laws.
- I have not committed any securities market violations.
- I have neither been, nor currently I am, on the board of directors of any company that was, or has been directed by any RoC to be struck off from the rolls of such RoC under Section 248 of the Companies Act.
- There has been no material regulatory or disciplinary action taken against me by any stock exchange or regulatory authority in the immediately preceding year.
- I am in compliance with the provisions of the Companies Act, 2013 in relation to beneficial ownership, and the SBO Rules, as amended, and any notifications and circulars related thereto.
- There are no financing arrangements whereby I, have financed the purchase by any other person of securities of the Company during the period of six months preceding the date of the DRHP.
- No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.
- I undertake that any transactions in the securities of the Company by me will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.
- I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any. There is no proposal whereby I will receive any portion of the proceeds from the proposed Offer and there is no material existing or anticipated transaction with me in relation to utilization of such proceeds.
- I will immediately communicate any changes to the above information in writing to the Company and BRLM until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from

me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

- I am not registered with SEBI in any capacity or with any financial regulatory body such as RBI, IRDA, etc.

This certificate is for information and for inclusion (in part or full) in Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLMs and the legal advisors appointed by the Company and the BRLMs in relation to the Offer.

I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, relevant stock exchanges and any other regulatory or judicial authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

Yours faithfully,

Name: Tanishk Kamath

Date: 12/08/2024

Cc:

Legal Counsel to the Company as to Indian Law

Shardul Amarchand Mangaldas  
Amarchand Towers,  
216 Okhla Industrial Estate, Phase III  
New Delhi, India 110020

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal  
One World Centre  
10th Floor, Tower 2A & 2B  
Senapati Bapat Marg  
Lower Parel, Mumbai, India 400013

**Definitions:**

BSX AS – BSE Securities Limited and NSE Securities Limited referred to as the Book Running Lead Managers or “BRLMs”  
Equity Shares – Equity Shares of the Company  
Company – IITM India Limited  
Offer – Proposed issue/offer of the Company  
BQAR – Book Running Agreement entered into by the Company with BSE Securities and Exchange Board of India  
BSE – Book Running Agreement  
RoC – Registrar of Companies  
SEBI – Securities and Exchange Board of India  
SCF – SCF Limited  
NSE – National Stock Exchange  
RBI – Reserve Bank of India  
IRDA – Insurance Regulatory and Development Authority  
Stock Exchanges – BSE and NSE collectively  
SPO Rules – Companies (Significant Shareholders Acquisition) Rules, 2011, as amended and applications and matters related thereto, or under Companies Act, 2013

Offer Documents – DRAFT, and any other Offer related documents forming part of the Offer as to be filed with SEBI, BSE and Stock Exchanges  
Prospective Offer and Offer Documents  
Transferor Group – as defined under Regulation 2(1)(j) of the SEBI Regulations  
NDA – National Depository and Exchange Board of India (National Depository and Exchange Board of India) registered, SEBI, as amended

All capitalized terms used herein but not specifically defined shall have the same meaning as assigned to them in the Offer.

भारतीय टपाल विभाग  
भारतीय डाक विभाग

DEPARTMENT OF POSTS, INDIA

आर.पी.-54  
R.P.-54

पोहोच पावती/प्राप्ति स्वीकृति/ACKNOWLEDGEMENT

रजिस्ट्री-पत्र/पार्सल प्राप्त हुआ/नोंदणीकृत पत्र/पार्सल मिळाले  
Received Registered Letter/Parcel/

क्रमांक/ No. तारीख/ Dated 08/03/23 का/ of/चे

\* विमा मूल्य रुपये

\* बीमे का मूल्य रुपयाँ में

\* Insured for Rupees

घेणाऱ्याचे नाव

MRS. PRAJWAL KAMATH

पानेवाले का नाम

Addressed to C/o. Ms. Harini Sharma. A. 13 Flat

no 402 Flower Valley Eastern Express  
Highway को/ on  
near adbhay NAKA Thane दिनांक

रोजी मिळाले

वितरण टपाल कार्यालयाचा तारीख छाप  
वितरण डाकघर की तारीख-मोहर  
Date Stamp of office of delivery

स्वाक्षरी आणि नाव / हस्ताक्षर और नाम /  
Signature and Name

\* अनावश्यक भाग खोडावा

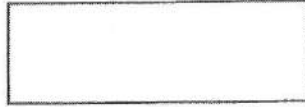
\* अनावश्यक भाग को काट दिया जाए

\* Strike out if not relevant

भारतीय डाक



India Post



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Name-Stamp of office of posting

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INK India Pvt Ltd.

Unit No. 203, 204, 205 & 206, OPTIMIC OFFICE  
CAMPUS IT Park, NEAR SATKAM HOTEL  
THANE WEST

पिन/ PIN 900604

कृपया या रेषेच्या खाली लिहू किंवा छापु नये.  
कृपया इस लाईन के नीचे न लिखें या छापे  
Please do not write or print below this line

98000778214 JVA:83700007762  
R. HARSH S.D (NAME) 400012  
Counter No:1,08/03/2023,10:40  
To:SHRUTI, WEST, A 13 FLAT NO 402  
FBI-400001, Thane N.D  
From:JAY BHAVA P.UNIT NO 205 CENT  
H:4000  
Amt:45,000(Cash)  
Track on [www.indiapost.gov.in](http://www.indiapost.gov.in)  
Chal 10026544 Your Masls, Stay Safe

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पाठविगान्या टपाल कार्यालयाचा शिक्का  
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Name-Stamp of office of posting

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On Postal  
Service

पाठविगान्याचा पत्ता

भेजनेवाले का पत्ता

Sender's address

JNK India Pvt Ltd  
Unit No. 202, 204, 205 & 206

Opp. TMC Office, Central Park,  
Near Satkar Hotel, Thane West

पिन/ PIN

4 0 0 6 0 4

कृपया या रेषेच्या खाली लिहू किंवा छापु नये.

कृपया इस लाईन के नीचे न लिखें या छापें

Please do not write or print below this line

आर.पी.-54  
R.P.-54

भारतीय टपाल विभाग  
भारतीय डाक विभाग  
DEPARTMENT OF POSTS, INDIA

पोहोच पावती/प्राप्ति स्वीकृति/ACKNOWLEDGEMENT

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क्रमांक/ No. तारीख/ Dated 24/03/23 का/ of/वे

\* विमा मूल्य रुपये

\* बीमे का मूल्य रुपयों में \_\_\_\_\_

\* Insured for Rupees \_\_\_\_\_

घेणाऱ्याचे नाव Praywal Kamath.

पानेवाले का नाम

Addressed to Ms. Harini Sharma, A12.402,

Flower Valley, Eastern Express Highway

Near Cadbury को/ on \_\_\_\_\_

Naka,

Thane-400601 दिनांक \_\_\_\_\_

रोजी मिळाले

वितरण टपाल कार्यालयाचा तारीख छाप  
वितरण डाकघर की तारीख-मोहर  
Date Stamp of office of delivery

स्वाक्षरी आणि नाव / हस्ताक्षर और नाम  
Signature and Name

\* अनावश्यक भाग खोळावा

\* अनावश्यक भाग को काट दिया जाए

\* Strike out if not relevant



# JNK India Pvt. Ltd.

CIN: U29268MH2010PTC204223

203 to 206, Centrum, Plot No. C-3, S. G. Barve Road, Wagle Estate,  
Thane (W) - 400 604. Maharashtra. India. Tel.: +91-22-68858000.  
E-mail: admin@jnkindia.com Website: www.jnkindia.com



Date: 23<sup>rd</sup> March 2023

To,  
Mrs. Prajwal Kamath  
A12 402 Flower Valley, Eastern Express highway,  
near Cadbury Naka, Thane 400601

**Subject:** Request to provide information as a member of promoter group of JNK India Private Limited (the "Company").

**Ref:** Our previous letter dated 6<sup>th</sup> March, 2023, (the "Previous Letter").

Dear Ma'am,

We refer to our previous request for information, confirmation and certification as per the draft format enclosed with our Previous Letter. Pursuant to our Previous Letter, we sought this information since as an immediate relative of our Promoter, Arvind Kamath, being his spouse, you are a member of the "promoter group" (within the meaning of such term in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations")) (the "Promoter Group").

In connection therewith, you and all entities related to you as specified in SEBI ICDR Regulations will be named in the Offer Documents and therefore, request you to provide consent and confirmations in a format specified in Appendix I, to the below mentioned address immediately, along with a copy of the self-attested PAN card.

*Kind Attention: The Board of Directors  
Address of Company : JNK India Private Limited, Unit No. 203, 204, 205, 206, Centrum IT Park,  
Thane-West, Maharashtra, India 400 604.*

In the event we do not receive a written response providing the requisite information in the specified format, you will continue to remain a member of the Promoter Group of the Company. In this regard, you will be required to provide an executed draft of the certificate attached here as **Appendix I** capturing all the information and confirmations required from you as a member of the Promoter Group of the Company.

We would humbly request you to please fill all the relevant details correctly and completely as per the attached format and return four signed copies back to us **at the earliest 5<sup>th</sup> April, 2023** for our further handling.

Request your cooperation to furnish the abovementioned details as sought. Please consider the contents and the information of this letter as strictly confidential.

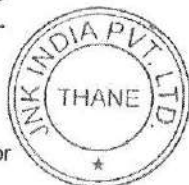
Thanking you,

Sincerely,

**For and on behalf of JNK India Private Limited**

A handwritten signature in black ink, appearing to read 'Goutam Rampelli', is written over a circular stamp.

Signature  
Goutam Rampelli  
Designation: Director



RPL160446111H IWR:6277116044611

RL NALPADA S.O (THANE) <400602>

Counter No:1,24/03/2023,10:55

To: PRAJWAL KAMATH, FLOWER VALLEY

PIN:400601, Thane H.O

From: JNK INDIA P, UNIT NO 203 CENT

Wt:100gms

Am:45.00(Cash)

<Track on [www.indiapost.gov.in](http://www.indiapost.gov.in)>

<Dial 19002666868> <Wear Masks, Stay Safe>

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\* Indicates a required field.

\* Consignment Number

RM116044611IN

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Booked At	Booked On	Destination Pincode	Tariff	Article Type	Delivery Location	Delivery Confirmed On
Naupada S.O (Thane)	24/03/2023 10:57:35	400601	45.00	Registered Letter	Thane H.O	25/03/2023 14:12:11

### Event Details For : RM116044611IN

#### Current Status : Item Delivery Confirmed

Date	Time	Office	Event
25/03/2023	14:12:11	Thane H.O	Item Delivery Confirmed
25/03/2023	10:23:54	Thane H.O	Out for Delivery
25/03/2023	08:59:45	Thane H.O	Item Received
25/03/2023	06:45:46	Kalyan RMS L2U	Item Dispatched
25/03/2023	03:34:38	Mumbai CRC L1R	Item Dispatched
25/03/2023	02:58:43	Mumbai CRC L1R	Item Bagged
25/03/2023	00:43:10	Mumbai CRC L1R	Item Received
24/03/2023	20:18:49	Kalyan RMS L2U	Item Dispatched
24/03/2023	16:09:54	Naupada S.O (Thane)	Item Dispatched
24/03/2023	15:38:55	Naupada S.O (Thane)	Item Bagged
24/03/2023	10:57:35	Naupada S.O (Thane)	Item Booked

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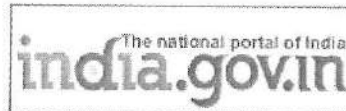
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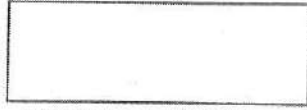
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Name-Stamp of office of posting

बारकोड साठी जागा  
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पाठविधान्याचा पत्ता  
प्रेषनेवाले का पत्ता

Sender's address JNR India Pvt Ltd  
Unit No. 202, 204, 205 & 206,

Off. Time office Centrum Park,  
Near Satkar Hotel, Thane west

पिन/ PIN 4 0 0 6 0 4

कृपया या रेषेच्या खाली लिहू किंवा छापु नये.  
कृपया इस लाईन के नीचे न लिखें या छापें  
Please do not write or print below this line

आर.पी.-54  
R.P.-54

भारतीय टपाल विभाग  
भारतीय डाक विभाग  
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रजिस्ट्री-पत्र/पार्सल प्राप्त हुआ/नोंदणीकृत पत्र/पार्सल मिळाले  
Received Registered Letter/Parcel

क्रमांक/ No. तारीख/ Dated 24/03/23 का/ of/से

\* अनावश्यक भाग खोडवा

\* अनावश्यक भाग को काट दिया जाए

\* Strike out if not relevant

\* बिना मूल्य रुपये

\* बीमे का मूल्य रुपयों में

\* Insured for Rupees

घेणाच्याचे नाव Rajwal Kamath

पानेवाले का नाम

Addressed to Ms. Harini Sharma, A12, 402,

Flower Valley, Eastern Express Highway,  
New Cadbury को/ on

Wakal,

Thane-400601

दिनांक

रोजी मिळाले

वितरण टपाल कार्यालयाचा तारीख छाप

वितरण डाकघर की तारीख-मोहर

Date Stamp of office of delivery

स्वाक्षरी आणि नाव / हस्ताक्षर और नाम

Signature and Name

# JNK India Pvt. Ltd.

CIN: U29268MH2010PTC204223

203 to 206, Centrum, Plot No. C-3, S. G. Barve Road, Wagle Estate,  
Thane (W) - 400 604, Maharashtra, India. Tel.: +91-22-68858000.

E-mail: admin@jnkindia.com Website: www.jnkindia.com



Date: 23<sup>rd</sup> March 2023

To,  
Mrs. Prajwal Kamath  
A12 402 Flower Valley, Eastern Express highway,  
near Cadbury Naka, Thane 400601

**Subject:** Request to provide information as a member of promoter group of JNK India Private Limited (the "Company").

**Ref:** Our previous letter dated 6<sup>th</sup> March, 2023, (the "Previous Letter").

Dear Ma'am,

We refer to our previous request for information, confirmation and certification as per the draft format enclosed with our Previous Letter. Pursuant to our Previous Letter, we sought this information since as an immediate relative of our Promoter, Arvind Kamath, being his spouse, you are a member of the "promoter group" (within the meaning of such term in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations")) (the "Promoter Group").

In connection therewith, you and all entities related to you as specified in SEBI ICDR Regulations will be named in the Offer Documents and therefore, request you to provide consent and confirmations in a format specified in Appendix I, to the below mentioned address immediately, along with a copy of the self-attested PAN card.

*Kind Attention: The Board of Directors  
Address of Company : JNK India Private Limited, Unit No. 203, 204, 205, 206, Centrum IT Park,  
Thane-West, Maharashtra, India 400 604*

In the event we do not receive a written response providing the requisite information in the specified format, you will continue to remain a member of the Promoter Group of the Company. In this regard, you will be required to provide an executed draft of the certificate attached here as Appendix I capturing all the information and confirmations required from you as a member of the Promoter Group of the Company.

We would humbly request you to please fill all the relevant details correctly and completely as per the attached format and return four signed copies back to us at the earliest 5<sup>th</sup> April, 2023 for our further handling.

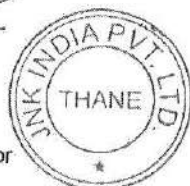
Request your cooperation to furnish the abovementioned details as sought. Please consider the contents and the information of this letter as strictly confidential.

Thanking you,

Sincerely,

For and on behalf of JNK India Private Limited

Signature  
Goutam Rampelli  
Designation: Director



satraspost@post.in

RN116044611IN IVR:0277116044611  
RL HALFADA S.G (THANE) <400602>  
Counter No:1,24/03/2023,10:55  
To:PRADMAL KAMATH,FLOWER VALLEY  
PIN:400601, Thane H.O  
From:JNK INDIA P,UNIT NO 203 CENT  
Wt:100gms  
Amt:45.00(Cash)  
<Track on [www.indiapost.gov.in](http://www.indiapost.gov.in)>  
<Dial 18002666869> <Wear Masks, Stay Safe>







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\* Consignment Number

RM116044611IN

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Booked At	Booked On	Destination Pincode	Tariff	Article Type	Delivery Location	Delivery Confirmed On
Naupada S.O (Thane)	24/03/2023 10:57:35	400601	45.00	Registered Letter	Thane H.O	25/03/2023 14:12:11

Event Details For : RM116044611IN

Current Status : Item Delivery Confirmed

Date	Time	Office	Event
25/03/2023	14:12:11	Thane H.O	Item Delivery Confirmed
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25/03/2023	03:34:38	Mumbai CRC L1R	Item Dispatched
25/03/2023	02:58:43	Mumbai CRC L1R	Item Bagged
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# JNK India Pvt. Ltd.

CIN: U29268MH2010PTC204223

203 to 206, Centrum, Plot No. C-3, S. G. Barve Road, Wagle Estate,  
Thane (W) - 400 604, Maharashtra, India. Tel.: +91-22-68858000.

E-mail: admin@jnkindia.com Website: www.jnkindia.com



Date: 23<sup>rd</sup> March 2023

To,  
Mrs. Prajwal Kamath  
A12 402 Flower Valley, Eastern Express highway,  
near Cadbury Naka, Thane 400601

**Subject:** Request to provide information as a member of promoter group of JNK India Private Limited (the "Company").

**Ref:** Our previous letter dated 6<sup>th</sup> March, 2023, (the "Previous Letter").

Dear Ma'am,

We refer to our previous request for information, confirmation and certification as per the draft format enclosed with our Previous Letter. Pursuant to our Previous Letter, we sought this information since as an immediate relative of our Promoter, Arvind Kamath, being his spouse, you are a member of the "promoter group" (within the meaning of such term in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations")) (the "Promoter Group").

In connection therewith, you and all entities related to you as specified in SEBI ICDR Regulations will be named in the Offer Documents and therefore, request you to provide consent and confirmations in a format specified in Appendix I, to the below mentioned address immediately, along with a copy of the self-attested PAN card.

*Kind Attention: The Board of Directors*

*Address of Company : JNK India Private Limited, Unit No. 203, 204, 205, 206, Centrum IT Park,  
Thane-West, Maharashtra, India 400 604*

In the event we do not receive a written response providing the requisite information in the specified format, you will continue to remain a member of the Promoter Group of the Company. In this regard, you will be required to provide an executed draft of the certificate attached here as **Appendix I** capturing all the information and confirmations required from you as a member of the Promoter Group of the Company.

We would humbly request you to please fill all the relevant details correctly and completely as per the attached format and return four signed copies back to us at the earliest 5<sup>th</sup> April, 2023 for our further handling.

Request your cooperation to furnish the abovementioned details as sought. Please consider the contents and the information of this letter as strictly confidential.

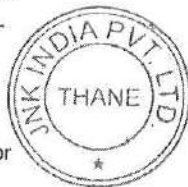
Thanking you,

Sincerely,

**For and on behalf of JNK India Private Limited**

A handwritten signature in black ink, appearing to read 'Goutam Rampelli', is written over a circular stamp.

Signature  
Goutam Rampelli  
Designation: Director



**From:** Goutam Rampelli <[r.goutam@jnkindia.com](mailto:r.goutam@jnkindia.com)>  
**Date:** 24 March 2023 at 3:59:43 PM IST  
**To:** [prajwalkamath@gmail.com](mailto:prajwalkamath@gmail.com)  
**Cc:** Arvind Kamath <[arvind.kamath@jnkindia.com](mailto:arvind.kamath@jnkindia.com)>  
**Subject:** Covering Letter & Certificates

Dear Mrs.Prajwal,

Further to my email sent on 6<sup>th</sup> of March,2023, We are yet to receive response/documents as requested from your end.

Hence I am attaching a reminder letter with attachments.

I once again request you to send the response/ documents at the earliest , please.

Best Regards,  
R. Goutam  
Director

Best Regards,  
R. Goutam  
Director



**JNK India Pvt. Ltd.**  
centrum, Plot No. C-3, 2nd Floor,  
Office No. 203,204,205 & 206, S.G Barve Road,  
Opp. Railadevi TMC office,  
Wagle Estate, Thane (W).Pincode - 400604. Contact No. 022-68858000  
Ext: 136

# JNK India Pvt. Ltd.

CIN: U29268MH2010PTC204223

203 to 206, Centrum, Plot No. C-3, S. G. Barve Road, Wagle Estate,  
Thane (W) - 400 604, Maharashtra, India. Tel.: +91-22-68858000.

E-mail: admin@jnkindia.com Website: www.jnkindia.com



Date: 5<sup>th</sup> April, 2023

To,  
Mrs. Prajwal Kamath  
A12 402 Flower Valley, Eastern Express highway,  
near Cadbury Naka, Thane 400601

**Subject:** Request to provide information as a member of promoter group of JNK India Private Limited (the "Company").

**Ref:** Our previous letter dated March 8, 2023 and March 24, 2023 (the "Previous Letter")

Dear Ma'am,

We refer to our previous requests for information, confirmation and certification as per the draft format enclosed with our Previous Letters. We sought this information since as an immediate relative of our Promoter, Arvind Kamath, being his spouse, you are a member of the "promoter group" (within the meaning of such term in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations") (the "Promoter Group")

Despite the repeated requests by way of our Previous Letters, we have not received any response from you. We wish to inform you that the Securities and Exchange Board of India has issued instructions that no person may be excluded from the promoter group of a company unless such company provides a "reference/affidavit from the relative stating in clear terms that the person does not want to be part of the promoter group".

**Accordingly, please note that as per extant law you are currently a member of the Promoter Group of the Company.**

**If you do not wish to remain a member of the Promoter Group of the Company, please write back to us at the address below immediately clearly stating that you do not wish to remain a member of the Promoter Group of the Company.**

We reiterate that in the event we do not receive a written response from you by April 14<sup>th</sup>, 2023, you will remain a member of the Promoter Group of the Company. Accordingly, you will be named in the offer document of the Company and disclosures/confirmations with respect to you shall be made in such offer documents to be filed with the Securities and Exchange Board of India, the Registrar of Companies and the stock exchanges where the Company proposes to list its equity shares. In this regard, you will be required to provide an executed draft of the certificate attached here as **Appendix I** capturing all the information and confirmations required from you as a member of the Promoter Group of the Company

We would humbly request you to please fill all the relevant details correctly and completely as per the attached format and return a signed copy (4 copies) back to us immediately for our further handling. In case of clarifications, feel free to contact our advisors from IMAP India - Paresh Raja (paresh@imapindia.in / +919819594900) and Kaushal Chandak (kaushal@imapindia.in / +919819024528)

Thanking you,

Yours sincerely,

For and on behalf of JNK India Private Limited

  
Goutam Rampelli  
Designation: Director



airtelshop@gmail.com

RN1160400001H IVR:8277116040000  
RL HAIPADA S.O (THANE) <400602>  
Counter No:1,06/04/2023,11:37  
To:FRANJAL KANNY,A12 402 FOWER WA  
PIN:400601, Thane H.D  
From:JMK INDIA P,UNIT NO 203 CENT  
Wt:100gms  
Amt:45.00(Cash)  
<Track on [www.indiapost.gov.in](http://www.indiapost.gov.in)>  
<Dial 18002666068> <Wear Masks. Stay Safe>





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\* Consignment Number



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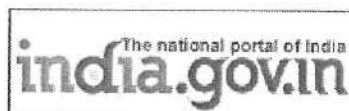
Current Status : Item Delivered [To: fv (Addressee) ]

Date	Time	Office	Event
08/04/2023	14:38:45	Thane H.O (Beat Number:32)	Item Delivered [To: fv (Addressee) ]

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**From:** Goutam <[r.goutam@jnkindia.com](mailto:r.goutam@jnkindia.com)>

**Date:** 6 April 2023 at 10:34:36 AM IST

**To:** [prajwalkamath@gmail.com](mailto:prajwalkamath@gmail.com)

**Cc:** Arvind <[arvind.kamath@jnkindia.com](mailto:arvind.kamath@jnkindia.com)>

**Subject:** Request for information as a member of Promoter group of JNK India Pvt limited

Dear Mrs Prajwal ,

Please refer to earlier emails Mar8 , 2023 & March 24,2023 requesting for information as a member of promoter group of JNK India Pvt limited.

We once again request you to provide the information & attached certificates duly signed.

Best regards  
Goutam Rampelli  
Director  
JNK India Pvt Limited

# JNK India Pvt. Ltd.

CIN: U29268MH2010PTC204223

203 to 206, Centrum, Plot No. C-3, S. G. Barve Road, Wagle Estate,  
Thane (W) - 400 604 Maharashtra, India. Tel.: +91-22-68858000.  
E-mail: admin@jnkindia.com Website: www.jnkindia.com



Date: 5<sup>th</sup> April, 2023

To,  
Mrs. Prajwal Kamath  
A12 402 Flower Valley, Eastern Express highway,  
near Cadbury Naka, Thane 400601

**Subject:** Request to provide information as a member of promoter group of JNK India Private Limited (the "Company").

**Ref:** Our previous letter dated March 8, 2023 and March 24, 2023 (the "Previous Letter")

Dear Ma'am,

We refer to our previous requests for information, confirmation and certification as per the draft format enclosed with our Previous Letters. We sought this information since as an immediate relative of our Promoter, Arvind Kamath, being his spouse, you are a member of the "promoter group" (within the meaning of such term in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations")) (the "Promoter Group")

Despite the repeated requests by way of our Previous Letters, we have not received any response from you. We wish to inform you that the Securities and Exchange Board of India has issued instructions that no person may be excluded from the promoter group of a company unless such company provides a "reference/affidavit from the relative stating in clear terms that the person does not want to be part of the promoter group".

**Accordingly, please note that as per extant law you are currently a member of the Promoter Group of the Company.**

**If you do not wish to remain a member of the Promoter Group of the Company, please write back to us at the address below immediately clearly stating that you do not wish to remain a member of the Promoter Group of the Company.**

We reiterate that in the event we do not receive a written response from you by April 14<sup>th</sup>, 2023, you will remain a member of the Promoter Group of the Company. Accordingly, you will be named in the offer document of the Company and disclosures/confirmations with respect to you shall be made in such offer documents to be filed with the Securities and Exchange Board of India, the Registrar of Companies and the stock exchanges where the Company proposes to list its equity shares. In this regard, you will be required to provide an executed draft of the certificate attached here as **Appendix I** capturing all the information and confirmations required from you as a member of the Promoter Group of the Company

We would humbly request you to please fill all the relevant details correctly and completely as per the attached format and return a signed copy (4 copies) back to us immediately for our further handling. In case of clarifications, feel free to contact our advisors from IMAP India – Paresh Raja (paresh@imapindia.in / +919819594900) and Kaushal Chandak (kaushal@imapindia.in / +919819024528)

Thanking you,

Yours sincerely,

**For and on behalf of JNK India Private Limited**

A handwritten signature in black ink, appearing to read 'Goutam Rampelli', is written over a circular stamp.



**Goutam Rampelli**  
Designation: Director