

National Stock Exchange Of India Limited

Ref.: NSE/LIST/2172

March 15, 2023

The Company Secretary
Rashi Peripherals Limited
Ariisto House, 5th Floor,
Corner of Telli Galli,
Andheri (E), Mumbai 400069.

Kind Attn.: Ms. Hinal Tejas Shah

Dear Madam,

Re.: In-principle approval for proposed Initial Public Offering of up to [●] equity shares of face value of Rs. 5 each consisting of fresh issue up to [●] equity shares aggregating up to Rs. 750 crores of Rashi Peripherals Limited

This is with reference to the application received from company for the proposed public issue. It has requested the Exchange to grant an in-principle approval for listing the equity shares.

The Draft Red Herring Prospectus appears to be in order subject to the compliance with applicable provisions under the SC(R)A and rules framed thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, the Companies Act, 2013 and other relevant guidelines issued by the Ministry of Finance, Government of India, and SEBI.

You have been permitted to use the name of the National Stock Exchange of the India in the Offer Document in respect of the proposed public issue of equity shares provided the Company prints the Disclaimer Clause as given below in the Offer Document after the SEBI disclaimer clause. The in-principle approval is subject to adequate disclosures to be made in the Offer Document as mentioned above.

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/2172 dated March 15, 2023, permission to the Issuer to use the Exchange’s name in this Offer Document as one of the Stock Exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

This Document is Digitally Signed

Signer: PRAKASH DEVDAS KELKAR
Date: Wed, Mar 15, 2023 13:11:11 IST
Location: NSE

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Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

You may insert the following lines in the advertisements instead of the entire disclaimer clause:

“It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the ‘Disclaimer Clause of NSE’.”

Please note that the approval given by us should not in any way be deemed or construed that the draft Offer Document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this draft offer document; nor does it warrant that the securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project.

Please note that the confirmation provided by the Company with respect to changes to be made in the offer document is attached as Annexure to this letter. The Company is advised to ensure that the same along with this letter shall be made a part of the material contracts and documents for inspection in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Further, the company shall ensure submission of financial results in accordance with Reg. 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 if listed after the end of quarter but on or before due date for submission of said financial results. The company shall also ensure that it meets the eligibility criteria of the Exchange at the time of listing of the equity shares of the Company.

Further note that this Exchange letter should not be construed as approval under any other Act/Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

This in-principle approval shall be valid up to the validity of the SEBI observation.

Yours faithfully,
For National Stock Exchange of India Limited

Prakash Kelkar
Manager

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March 15, 2023

Book Running Lead Managers to the Issue JM Financial Limited 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025. ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025.	Registrar to the Issue Link Intime India Private Limited C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai- 400083.
Depositories	
National Securities Depository Limited 4th Floor, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013.	Central Depository Services Limited Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013.

This Document is Digitally Signed

Date: February 28, 2023

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051

Attention: Ms. Pranali Honrao, Deputy Manager

Dear Ma'am:

Re: Requirements for in-principle approval for the proposed initial public offering of the equity shares of face value of ₹ 5 each ("Equity Shares") of Rashi Peripherals Limited (the "Company" or the "Issuer" and such offering, the "Offer")

This is with reference to the letter received from you on February 27, 2023 (bearing reference no. NSE/LIST/2172) (the "NSE Letter") in connection with the draft red herring prospectus of the Company dated January 18, 2023 (the "DRHP") filed with the Securities and Exchange Board of India (the "SEBI"), National Stock Exchange of India Limited and BSE Limited.

In relation to the draft red herring prospectus of the Company dated January 18, 2023 (the "DRHP"):

1. We confirm that changes in the status of pending approvals shall be suitably updated in the Red Herring Prospectus.
2. We undertake to update the consolidated disclosure of cases filed under Section 138 of the Negotiable Instruments Act, 1881, presently at "Outstanding Litigation and Material Developments – Criminal Proceedings Initiated by our Company" of the Red Herring Prospectus and Prospectus to reflect this matter as set forth below. Please note that the disclosure given below will be suitably modified for factual updates as on the date of the Red Herring Prospectus and the Prospectus.

"Our Company has filed 77 cases pending before various judicial forums for alleged violation of section 138 of Negotiable Instruments Act, 1881, for recovery of amounts due for which cheques issued in favour of our Company have been dishonoured. The total monetary value involved in these matters is ₹ 231.96 million#.*

**To the extent quantifiable*

This includes an appeal filed by one of our debtors before the Madras High Court challenging an order passed in favour of our Company for an amount of ₹1.21 million. No notice has been issued or served to our Company in relation to this appeal. A part of the amount due to our Company has already been paid by the debtor which has not been considered in the total monetary value given above."

3. We undertake to update the disclosure at "Outstanding Litigation and Material Developments – Criminal Proceedings Initiated against our Company" in the Red Herring Prospectus and Prospectus as set forth below:

"Harish Kumar Neotia has filed a criminal complaint against our Company before the Chief Judicial Magistrate, Patna court in Patna, Bihar under sections 34, 120B, 406, 420 and 500 of the Indian Penal Code, 1860. However, as our Company has not been served with any summons or notice in this matter, the specific allegations made against our Company are unknown and the matter is currently pending."

Rashi Peripherals Limited

Registered Office: Aristo House, 5th Floor, N 5 Poadhe Road, Anandhi East, Mumbai, Maharashtra - 400059, India
• Tel: +91-22-6177 1731 | Fax: +91-22-61771999 • www.rptechindia.com | CIN: U30907MH1009PLC051039

We request you take the above on record.

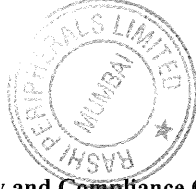
Please feel free to contact the following official from the Company.

Contact Person	Telephone	E-mail
Ms. Hinal Tejas Shah (Company Secretary and Compliance Officer)	+91 22 6177 1811	investors@rptechindia.com

Thanking you,

Sincerely,

For Rashi Peripherals Limited



Hinal Tejas Shah
Company Secretary and Compliance Officer

Rashi Peripherals Limited

Registered Office: Aristo House, 5th Floor, N S Phadke Road, Andheri East, Mumbai, Maharashtra - 400069, India
• Tel: +91-22-6177 1771 | Fax: +91-22-61771909 • www.rptechindia.com | CIN: U30507MH1989PLC051059
