



National Stock Exchange Of India Limited

Ref.: NSE/LIST/2369

June 02, 2023

The Company Secretary
Spectrum Talent Management Limited
B- 46, Retreat Apartments
20, I.P Extension
Delhi-110092.

Kind Attn: Mr. Ajit Harender Singh

Dear Sir,

Re.: In-principle approval of proposed Initial Public Offering of up to [●] equity shares of face value of Rs. 10 each aggregating to Rs. [●] crores consisting of fresh issue of up to 51,85,600 equity shares aggregating up to Rs. [●] crores and Offer for Sale of up to 8,92,000 equity shares aggregating up to Rs. [●] crores of Spectrum Talent Management 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 with respect to the above mentioned points.

“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/2369 dated June 02, 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.



Signer: PRAKASH DEVDAS KELKAR
Date: Fri, Jun 2, 2023 17:37:04 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 Merchant Banker 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 half year 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.

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

Yours faithfully,

For National Stock Exchange of India Limited

Prakash Kelkar
Manager

This Document is Digitally Signed



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Date: Fri, Jun 2, 2023 17:37:04 IST
Location: NSE

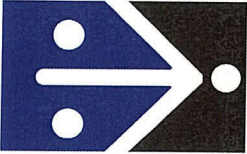
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June 02, 2023

Lead Manager to the Issue: Sarathi Capital Advisors Private Limited 401, 4thFloor, Manek Plaza, 167, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai- 400098.	Registrar to the Issue: Skyline Financial Services Private Limited D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi-110020.
Depositories	
National Securities Depository Limited 4th Floor, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.	Central Depository Services Limited Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013.

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Location: NSE



S A R T H I

June 01, 2023

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400051

Kind Attn: Tejashri Rampariya (Deputy Manager)

Sub : In-principle Approval for Initial Public Offer of Spectrum Talent Management Limited ("Issuer"/
"Company")
Ref : NSE Letter NSE/LIST/2369 dated June 01, 2023

With reference to you the letter dated June 01, 2023 with respect to the captioned matter, we hereby confirm that the following changes shall be incorporated in the RHP:

- 1) The following changes shall be incorporated in the RHP under chapter "OFFER PROCEDURE- Signing of the Underwriting Agreement and the RoC Filing"

Our Company and the Underwriter have entered into an Underwriting Agreement on May 20, 2023.

- 2) The **Risk Factor No. 32** as mentioned in DRHP will be shifted as **Risk Factor No. 20** in the RHP:

This is for your information and record. Request you to kindly accord your approval at the earliest.

For Sarthi Capital Advisors Private Limited


Taher Engineer
Compliance Officer



Sarthi Capital Advisors Private Limited

CIN: U65190DL2012PTC238100

Regd. Off: 411, Pratap Bhawan, 5, Bhadur Shah Zafar Marg, New Delhi-110002; Tel: 011-23739425/26; Fax: 011-23739424

Corp. Off: 401, 4th Floor, Manek Plaza, 167, VidyaNagri Marg, Kalina, Santacruz (E), Mumbai- 400098; Tel: 022-26528671/72 Fax: 022-26528673

Website: www.sarthi.in