

**On the letterhead of the promoter or promoter group entity**

**Date:** [Date]

**To,**  
**The Board of Directors**  
**[Name of the Company]**  
**[Address of the Company]**

**Subject: Undertaking and Declaration regarding Promoter's Shareholding**

Dear Sir/Madam,

I/We, [Full Name of the Promoter/Entity], son/daughter of [Father's Name], aged [Age] years, residing at/having its registered office at [Full Address], and holding [Number] equity shares of [Name of the Company] ("**the Company**"), do hereby declare and undertake as follows:

1. I am/We are part of the promoter/promoter group of the Company, holding [Number] equity shares, representing [Percentage]% of the total paid-up equity share capital.
2. I am/We are Opened Demat account for the sole purpose of holding and transacting for the securities held as promoter and no other securities will be held/transacted in the said account.
3. I/We hereby confirm and undertake that the said shares held by me/us, forming part of the minimum promoters' contribution required by [Relevant Regulatory Authority, e.g., SEBI], shall be locked-in for a period of [Specify Lock-in Period, e.g., three years] from the date of allotment in the Initial Public Offer (IPO).
4. I/We further undertake not to sell, transfer, assign, mortgage, pledge, or otherwise encumber the shares under lock-in during the specified period, except in accordance with the applicable laws and regulations and with the prior written consent of the relevant authorities, if required.
5. I/We confirm that the shares held by me/us are free from all encumbrances, unless otherwise specifically disclosed.
6. I/We declare that I/we have not taken any action that would be in violation of the applicable provisions of the [Relevant Act, e.g., Companies Act, 2013] and the regulations issued by [Relevant Regulatory Authority, e.g., SEBI], including the [Specific Regulation, e.g., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018].
7. I/We hereby confirm that the information provided herein is true, correct, and complete to the best of my/our knowledge and belief. I/We understand that giving false or misleading information may result in legal consequences.

I/We shall provide all necessary information and assistance as may be required by the Company or any regulatory authority in this regard.

**Yours faithfully,**

**For and on behalf of [Promoter/Promoter Group Entity's Name]**

**[Signature]**

**[Name of Promoter/Authorized Signatory]**

**[Designation]**

**[PAN: ]**

**Witnesses:**

**1. Name:**

**Address:**

**Signature:**

**2. Name:**

**Address:**

**Signature:**