



Norms for issue and listing of ZCZPs by NPOs on NSE Social Stock Exchange (NSE SSE)

SEBI vide notification SEBI/LAD-NRO/GN/2022/90 dated July 25, 2022 amended Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to include Chapter X-A in the regulations, which introduced Social Stock Exchange as a separate segment of recognised stock exchange having nationwide terminal. It also enables the Social Entities which are Not-for profit organisations to raise funds via issue of Zero Coupon Zero Principle Instruments (ZCZPs).

Chapter X-A of the SEBI (ICDR) Regulations read with SEBI Master Circular No. SEBI/HO/49/14/14(6)2025-CFD-PoD1/I/2771/2026 dated January 19, 2026, read SEBI Circular No. SEBI/HO/49/14/(10)2026-CFD-POD1/I/9380/2026 dated April 15, 2026 and along with other amendments thereto (SEBI Circulars) prescribes certain minimum requirements to be complied for issue and listing of ZCZPs by an NPO on SSE. The key requirements in this regard are as follows:

1. ZCZPs should be issued in dematerialized form only.
2. The minimum issue size should be Rs. fifty lakhs.
3. The minimum application size should be Rs. One thousand.
4. The minimum subscription required to be achieved should be 50% of the funds proposed to be raised through issuance of ZCZPs. Provided that the funds raised towards the object(s) are capable of being deployed in a meaningful manner, taking into consideration the subscription scenarios disclosed in the Fund Raising Document.
5. Only eligible investors should be allowed to invest in the ZCZPs of NPO.
6. ZCZP Instrument shall not be transferable from the original subscriber / holder till the expiry of the tenure of the said Instrument.

For information regarding other conditions relating to issuance of ZCZP, kindly refer para 1.4 of SEBI Circulars.

In view of the above, following norms are proposed for registration, issue and listing of ZCZPs by NPOs on NSE Social Stock Exchange (NSE SSE).

General conditions:

1. The registration of an NPO on NSE-SSE shall be valid for 1 year and may be renewed on application by the NPO. If an NPO wishes to renew its registration, it shall apply to the Exchange for renewal of the registration with necessary documents as required, at least 30 days prior to the date of expiry of registration.

Provided that a Not for Profit Organization may register on a Social Stock Exchange and not raise funds through it for a maximum period of three years from the date of registration or such duration as may be specified by the Board.

Provided further that upon expiry of the period of three years from the date of registration or such duration as may be specified by the Board, the Not for Profit Organization shall have at least one listed project for which funds have been raised through the Social Stock Exchange, failing which it shall cease to be registered.

The renewal of registration is not applicable if the NPO files the final fund-raising document on NSE SSE prior to the expiry of the registration.

If the registration of the Company is getting expired after filing of final fund-raising document but before the Company getting listed, then registration shall be auto renewed from the date of expiry till the date of listing of the securities under the aforesaid fund raising document. In case the issue fails, the NPO would be required to apply for renewal of registration with necessary documents, if it is willing to continue to be registered on NSE SSE.

2. The in-principle approval of the Company shall be valid for a period of 6 months from the date of issue of the letter.
3. The issuer shall enter into an arrangement with a depository for dematerialization of the ZCZPs in accordance with the Depositories Act, 1996 (22 of 1996) and regulations made thereunder and also ensure that such ZCZPs are admitted on at least one of the depositories.
4. The issuer should appoint a Registrar to the Issue, registered with SEBI, which has established connectivity with all the depositories.



5. Every issuer desirous of listing its ZCZPs with NSE should execute an agreement with the Exchange in the format prescribed by the Exchange.
6. The issuer may file shelf fund raising document, which shall be valid for a period of 6 months from the date of issue of the letter. At the time of each tranche issue under the said shelf document, updated tranche document should be filed with the stock exchanges, containing details of the issue and material* changes, if any, in the information including the financial information provided in the shelf document or the earlier tranche document, as applicable.
*Explanation: For this purpose, “material” means anything which is likely to impact an investor’s informed investment decision.
7. The issuer may appoint consultants/advisors, in relation to an issue of ZCZPs and if appointed, should be disclosed in the fund-raising document.
8. The listed ZCZPs of NPOs will not be made available for trading in secondary market.

Public Issue of ZCZP:

1. The offer for the public issue of ZCZP should be kept open for a minimum period of 3 trading days and maximum period of 10 trading days. An extension of issue period for up to another 10 days may be done by giving at least one trading day notice to the Exchange.
2. The investors may upload their application into the electronic book of NSE SSE or submit a physical application to subscribe to the ZCZP Instruments to the Registrar or may follow such other method as prescribed in the fund-raising document for applying for the proposed issue.

Investors applying in a public issue may pay their Application Amounts by direct credit / NACH / NEFT / RTGS or may issue cheque / demand draft in respect of their application or use ASBA facility for making payment.

3. The listing of ZCZPs (through public issue) should be completed within T+10 trading days (T being the issue closure date). The issuers will be required to submit all the documents as prescribed in the Checklist to enable such listing.
4. The ZCZPs shall be offered on the face value, as may be disclosed in the fundraising document.
5. The manner of allocation among categories of investors, if any, (such as Institutional & Non-Institutional investors) should be disclosed by the NPO in the fund-raising document.
6. In case of under-subscription in any of the category, spill-over can happen to the extent of under-subscription from one category to another category.
7. In case of an oversubscription, in any of the categories, the allotment may be made on proportionate basis or first come first serve basis or such other method as may be disclosed in the fund-raising document.

Private Placement of ZCZP:

1. The listing of ZCZPs, through private placement should be completed within the timelines prescribed for T+10 trading days (T being the issue closure date).
2. The issue timelines and process shall be disclosed by the NPO in the fund-raising document and complied accordingly.

Words and expressions used but not defined herein, shall have the same meanings respectively assigned to them in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 and Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021, or the Circular/Guidelines issued thereunder or any statutory modification or re-enactment thereto, unless the context requires otherwise.



The Exchange shall further reserve the right to call for any further documents, as deemed fit and reject application on any of the following grounds:

- a. the Applicant does not conform to the eligibility requirements;
- b. the application is not complete in all respects and/or does not conform to the requirements set out herein, including where the information contained therein is deemed insufficient, unsatisfactory or non-conclusive;
- c. the application does not contain such additional information as may be required by NSE;
- d. the information provided in the application is incorrect, false and/or misleading in any manner; and/or
- e. in the considered opinion of NSE, the Applicant ought to be denied registration in order to protect the interests of investors or the integrity and/or reputation of the NSE SSE
- f. Any other reason, recorded in writing, as NSE may deem fit.