



Checklist for seeking In-principle Approval for private placement of Municipal Debt Securities

[Application to be made on NEAPS portal (<https://neaps.nseindia.com/NEWLISTINGCORP/>)]

Sr. No.	Particulars
1.	Copy of Preliminary Placement Memorandum prepared as per SEBI (Issue and Listing of Municipal Debt Securities) Regulations, 2015
2.	Copy of the necessary Resolution(s) passed by the Committee of the Municipality/ Statutory Body/ Board/ Corporation/ Authority/ Trust/ Agency / Board of Directors of the issuer approving/ authorizing the issuance of municipal debt securities and listing on NSE
3.	In case where the Issuer is a body corporate to which Companies Act 2013 applies, then a copy of the Resolution passed by the shareholders authorizing the issue, if applicable
4.	Credit Rating Letter(s) <i>[not older than one month from the date of opening of issue]</i> issued by credit rating agency(ies) registered with SEBI
5.	Copy of Due diligence certificate from Merchant Bankers as per Form A under Schedule II of Securities and Exchange Board of India (Issue and Listing of Municipal Debt Securities) Regulations, 2015 submitted to SEBI alongwith covering letter, annexures etc.
6.	Consent letter of the Debenture Trustee to act as trustee for the Issue
7.	Confirmation by the Issuer as per format enclosed as Annexure I
8.	Certificate from the Merchant Bankers confirming that “The issue is being made in compliance with Securities and Exchange Board of India (Issue and Listing of Municipal Debt Securities) Regulations, 2015, SEBI Operational Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, such other applicable rules & regulations as applicable, and any amendment thereto
Additional list of documents for new issuers	
9.	Constitution Document (the relevant act under which the issuer is incorporated and governed).
10.	Certificate of Incorporation/Memorandum and Article of Association (wherever applicable)
11.	Annual Report / Financial Statements with Auditors’ Report / Budget documents (as may be applicable) for last 3 financial years
12.	SEBI Scores ID Or Confirmation that the issuer has raised request with SEBI for creation of SCORES ID and SCORES ID will be updated with the Exchange on the following path: NEAPS > Debt Application > Masters > Industry Classification.

Notes:

1. Issuers are required to obtain in-principle approval from the Exchange prior to providing preliminary placement memorandum and term sheet to EBP, where EBP is applicable and prior to the issue open date, in non-EBP cases
2. Issuers are required to submit application, complete and correct in all respects, to the Exchange on NEAPS portal by 3 p.m., to receive approval from the Exchange on the same working day.

Annexure – I
(On the letterhead of the Issuer)

Date:

To,
National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block – G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sir/Madam,

Subject: In-principle Approval for listing of Municipal Debt securities amounting to INR _____Cr.

I, (Municipal Commissioner/Trustee/Head of Statutory Body/ Corporator/ Standing Committee Chairman/ Managing Director/ Company Secretary Municipal Commissioner/Managing Director/ Company Secretary) of the <name of issuer> hereby certify that:

- a. the issuer is and the issue shall be, in compliance with Securities and Exchange Board of India (Issue and Listing of Municipal Debt Securities Regulations, 2015 and any amendments thereto, applicable SEBI / Exchange Circulars/Guidelines, provisions of the Companies Act, 2013, rules prescribed thereunder and other applicable laws, in this regard, as amended from time to time;
- b. the issuer is eligible to raise funds under its constitution document;
- c. the accounts of the issuer are prepared in accordance with National Municipal Accounts Manual/ Municipal Accounts Manual as adopted by the respective State Governments/ Accounting standards, as prescribed under the Companies Act/Accounting standards/policies, applicable to issuers, as specified in the constitution document.

(In case issuer is a body corporate to which the Companies Act, 2013 applies or is a Special Purpose Vehicle, which is set up for the purpose of raising funds for a person for performing one or more functions entrusted under Article 243W of the Constitution of India, the requirements above have been complied by the person being financed)

- d. the issuer has not defaulted in repayment of debt securities or loans obtained from banks or financial institutions, during the preceding three hundred and sixty-five days.

(In case issuer is a body corporate to which the Companies Act, 2013 applies or is a Special Purpose Vehicle, which is set up for the purpose of raising funds for a person for performing one or more functions entrusted under Article 243W of the Constitution of India, the requirements above has been complied by the person being financed)

- e. no order or direction of restraint, prohibition or debarment by SEBI is in force against the issuer or its promoters or its directors from accessing the securities market;
- f. the issuer or any of its promoters, directors or group company are not named in the list of the wilful defaulters;
- g. none of the promoters or whole-time directors of the issuer is a promoter or whole-time director of another company which is a wilful defaulter;

- h. none of the promoters or directors is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018 as amended from time to time;
- i. In case the issuer is a body corporate to which the Companies Act, 2013 applies, the issuer has not been referred to the Board of Industrial & Financial Reconstruction (BIFR) and/or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies or has not received any winding up petition admitted by a court/NCLT.
- j. the issuer is eligible to make the captioned issue in terms of Reg. 34(1) of SEBI (Delisting of Equity Shares) Regulations, 2021;
- k. the issuer or its promoter(s) or its directors are not in violation of the restrictions imposed by SEBI under SEBI Circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017 as amended from time to time;
- l. the issuer has deposited/shall deposit the requisite amount with the Designated Stock Exchange(s) towards Recovery Expenses Fund; the said REF is valid for the current issue
- m. the issue proceeds shall not be utilized until the Trust Deed has been executed;
- n. in case the issuer proposes to issue green debt securities, the issuer shall comply with the provisions for green debt securities as specified under SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and circulars issued thereunder;
- o. the issuer shall create a structured payment mechanism and maintain specific escrow accounts for the purpose of debt servicing of municipal debt securities as specified by SEBI from time to time;

OR

In case the issuer is a Pooled Finance Vehicle/ Special Purpose Vehicle (SPV) set up under the Pooled Finance Development Fund Scheme of the Government of India, it shall ensure compliance with the requirement of two-step escrow account mechanism prescribed under SEBI circular HO/17/11/24(1)2026-DDHS-POD1/I/18526/2026 dated August 11, 2026, as amended from time to time;

- p. the preliminary placement memorandum contains all the disclosures as required under Securities and Exchange Board of India (Issue and Listing of Municipal Debt Securities) Regulations, 2015 and applicable SEBI & Exchange Circulars/Guidelines thereof, Companies Act, 2013 and the rules made thereunder and other applicable laws in this regard, as amended from time to time;
- q. The Issuer has obtained/would obtain necessary approvals from the RBI/Ministry of Finance/any other authority, as may be applicable, for issuance of the captioned Instruments and utilization of funds.
- r. The issue shall activate the ISIN/s on both the depositories viz. NSDL and CDSL.

Yours faithfully,

Name and Designation

(Note: Strike off whichever clause is not applicable and indicate the reasons for non-applicability)