



CIRCULAR

CIR/CFD/CMD/6/2015

October 13, 2015

To

All Listed Entities
All the Recognised Stock Exchanges

Dear Sir/Madam,

Sub: Format of uniform Listing Agreement

1. The requirement of executing a listing agreement with the Stock Exchange is specified under different regulations related with initial issuance of capital, the details of which are as under:

| Type of Securities | Regulation | Regulation No. |
|--|--|-----------------------|
| Specified Securities (Equity & Convertible Securities on Main Board or SME or ITP) or Indian Depository Receipts | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR") | Regulation 109 |
| Non-Convertible Debt Securities | Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ("ILDS") | Regulation 19A |
| Non-Convertible Redeemable Preference Shares | Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 ("NCRPS") | Regulation 16A |
| Securitized Debt Instruments | Securities and Exchange Board of India (Public Offer and Listing of Securitized Debt Instruments) Regulations, 2008 ("SDI") | Regulation 35A |
| Mutual Funds | Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 ("MF") | Regulation 31B |

2. In order to give effect to the requirements of Regulations mentioned at para 1 above, a simplified listing agreement which is uniform across all types of securities/listed entities is being specified under **Annexure I**.
3. A listed entity which has previously entered into agreement(s) with a recognised Stock Exchange(s) to list its securities shall execute a fresh listing agreement with such



भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

Stock Exchange within six months of the date of notification of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) i.e. September 2, 2015.

Notwithstanding such novation, any action taken or purported to have been done or taken by the Stock Exchanges or SEBI, any enquiry or investigation commenced or showcause notice issued in respect of the existing listing agreement shall be deemed to have been done or taken under the corresponding provisions of the Listing Regulations in force.

4. This circular is issued in exercise of the powers conferred under sections 11(1) and 11A of the Securities and Exchange Board of India Act 1992.
5. This circular is available on SEBI website at www.sebi.gov.in under the categories "Legal Framework" and "Issues and listing", "Mutual Funds", "Corporate Debt Market" "Continuous Disclosure Requirements".

Yours faithfully,

Harini Balaji
General Manager
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LISTING AGREEMENT

This Agreement is made on this day of by a Company / any other entity duly formed and registered under the relevant Indian Act / statutory enactment of appropriate jurisdiction, including overseas jurisdiction, wherever applicable, and having its registered office at (hereinafter called “the Issuer”) with the (Name of the Stock Exchange) (hereinafter called “the Exchange”).

WHEREAS:-

- a. It is a requirement of the Exchange that the Issuer shall submit a listing agreement duly executed along with an application for admission and continued admission of the securities to dealings on the Exchange.
- b. *The Issuer is desirous of continuing the listing of its securities on the Exchange.

or

The issuer is desirous of listing its securities as mentioned in the application and made part hereof.

- c. The Issuer is desirous of executing this Agreement in compliance with the aforesaid requirement of the Exchange.

NOW THEREFORE in consideration of the aforesaid, the Issuer hereby covenants and agrees with the Exchange as follows:

1. That the Issuer shall comply with the extant provisions of all the applicable statutory enactments governing the issuance, listing and continued listing of securities.
2. That without prejudice to the above clause, the Issuer hereby covenants and agrees that it shall comply with the following:—
 - i. the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.
 - ii. the relevant byelaws / regulations / circulars / notices / guidelines as may be issued by the Exchange from time to time.
 - iii. such other directions, requirements and conditions as may be imposed by SEBI / Exchange from time to time.
3. That it shall pay listing and such other fees / fines as may be specified / levied by the Exchange from time to time within the prescribed period.



4. That it shall keep intimated the Exchange about change in any information/ details of the issuer.
5. The admission and continued admission of the securities to dealings on the Exchange is subject to the discretion of the Exchange and subject to the powers of the Exchange to prohibit, suspend or withdraw the listing of the securities on the Exchange.
6. That the board of directors or a committee duly authorized by the board of directors of the issuer has passed a resolution for initial listing of the securities on the Exchange at its meeting held on the day of 20.....(not applicable in cases where the securities are already listed on the Exchange).
7. Both parties agree that earlier listing agreement stands rescinded and novation carried out in accordance with respective regulations (viz. ICDR, ILDS, NCRPS, etc.) shall not affect any right already accrued or liability incurred by either party nor effect any enquiry or investigation or any other action undertaken by the Exchange or SEBI.

This Agreement is duly executed on the day, month and year first mentioned above by the authorized signatories duly authorized by the board of directors or committee thereof in their meeting held on (date).

SIGNED AND DELIVERED by the within named)
..... (Name of the Issuer))

Through its Authorised Signatories)

Name(s):)
Designation(s):)

SIGNED by the authorized signatory of Stock Exchange)

Name:)
Designation:)

**Note: Stock Exchange may strike off whichever is not applicable.*



Information about the Company and Securities

| | | | |
|----------------------------------|--|------------------|--|
| Name of Issuer: | | | |
| CIN No. | | | |
| Registered office Address | | | |
| Corporate office Address | | | |
| Telephone No. | | Fax No. | |
| Website address | | e-mail id | |

| | | | |
|--|--|----------------|--|
| Name of the Company Secretary/ Compliance officer | | | |
| Telephone no. | | Fax No. | |
| e-mail id | | | |

| | | |
|---|---|--|
| Securities applied for listing <i>(Please tick (√) the appropriate boxes)</i> | Specified securities (Main Board) | |
| | Specified securities (SME Exchange) | |
| | Specified securities (Institutional Trading Platform) | |
| | Non-convertible debt securities | |
| | Non-convertible redeemable preference shares | |
| | Perpetual debt instrument | |
| | Perpetual non-cumulative preference shares | |
| | Indian depository receipts | |
| | Securitized debt instruments | |
| | Units issued by Mutual Funds | |
| Others (Please specify) | | |