



Checklist for seeking In-principle approval for Public issue of Debt Securities / Non-Convertible Redeemable Preference Shares *(for New Issuers on Capital Market Segment)*

Sr. No.	Particulars	Submitted: Yes/No/NA	Remarks
1.	Draft offer document prepared as per Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and any amendments thereto# (Soft copy in pdf form also)		
2.	Certified true copy of the resolution passed by the Board of Directors and shareholders authorizing the issue of debt securities.		
3.	Certified true copy of the resolution passed by the Board of Directors for listing the debt securities of the issuer on National Stock Exchange of India Limited.		
4.	Memorandum & Articles of Association of the Issuer. In case of NBFC, a copy of RBI's certificate confirming whether the issuer is "deposit taking" or "non-deposit taking" NBFC		
5.	Certified true copy of the Annual Reports of the Company for the last three years		
6.	Undertaking from the issuer as per Annexure – 1		
7.	Permanent Account Number, Aadhaar Number, Driving License Number, Bank Account Number(s) and Passport Number of the promoters and Permanent Account Number of directors		
8.	SEBI Scores ID <i>(To be entered in NEAPS on the following path: NEAPS > Debt Application > Masters > Industry Classification)</i> OR Confirmation that the issuer has raised request for creation of SCORES ID with SEBI and before listing SCORES ID will be updated with the Exchange on the following path: NEAPS > Debt Application > Masters > Industry Classification		
9.	Consent letter from the Debenture Trustee/s to act as trustee for the Issue		
10.	Due diligence certificate from debenture trustee <i>(SEBI prescribed format)</i>		
11.	Letter(s) issued by credit rating agency(ies)		
12.	Certificate from the merchant banker confirming that "The issue is being made in compliance with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, 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		
13.	Certificate from the merchant banker confirming that "All the abbreviations disclosed in the draft offer document are appropriately defined".		
14.	Certificate from Issuer, Merchant Bankers w.r.t. following: a. All the public comments (if any) will be suitably addressed before filing the final offer document with ROC. OR b. No public comments have been received on draft offer document		
15.	Processing Fees		

Draft offer document shall contain Audited financials/Unaudited financials with Limited Review, as applicable, which are not older than 6 months from the date of filing draft offer document or issue opening date, as applicable, including for stub period.

Date:

Place:

Authorised Signatory:

Name:

Designation:

General Instructions:

1. If a particular detail is not applicable, please mention the same as 'Not Applicable' along with the reason.
2. All the confirmations have to been given on the letter head of the Company.
3. Payment towards Fees should be made by the Issuer in IDBI Bank unique virtual account number created based on PAN No of the Issuer, which will be created within 1 working day from registration on NEAPS by Issuer.
4. The Exchange reserves the right to ask for documents other than those mentioned in the checklist.

Annexure – I

(On the letterhead of the Company)

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 Debt Securities/ Non-Convertible Redeemable Preference Shares amounting to INR _____ Cr.

The Issuer hereby confirms that:

- a. the issuer is and the issue shall be, in compliance with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, 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, any of its promoters, promoter group or directors are not debarred from accessing the securities market or dealing in securities by the Board;
- c. none of the promoters or directors of the issuer is a promoter or director of another company which is debarred from accessing the securities market or dealing in securities by the Board;
- d. the Issuer or any of its promoters or directors are not wilful defaulters;
- e. 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;
- f. 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;
- g. the Issuer is eligible to make the captioned issue in terms of Reg. 34(1) of SEBI (Delisting of Equity Shares) Regulations, 2021;
- h. 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;
- i. the Issuer has not received any winding up petition admitted by a Court/NCLT;
- j. the issuer is not in default of payment of interest or repayment of principal amount in respect of non-convertible securities, if any, for a period of more than six months;
- 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 is not a non-compliant entity in terms of SEBI Circular No. SEBI/HO/DDHS_Div2/P/CIR/2021/699 dated December 29, 2021 and any amendment thereto and no fine/penalties levied by the Board/Stock Exchange(s) is pending to be paid, inter-alia including aforesaid circular;

OR

the details of the violations / non-compliance and the status of fine/penalties to be paid/paid in accordance with, inter-alia, including SEBI Circular No. SEBI/HO/DDHS_Div2/P/CIR/2021/699 dated December 29, 2021 and any amendment thereto:

Regulation/Provision	Details of noncompliance/violation	Name of the Exchange/SEBI	Status

- m. the Draft offer document contains all the disclosures as required under Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 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;
- n. The issuer has deposited the requisite amount with the Designated Stock Exchange(s) towards Recovery Expenses Fund , the said REF is valid for the current issue / the issuer shall deposit the requisite amount with the Designated Stock Exchange(s) towards Recovery Expenses Fund as per Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020 and any amendment thereto
- o. The issuer has amended its Article of Association (AoA) to enable appointment of nominee director/s of debenture trustee on the Board of the Company in accordance with Chapter XXIII of SEBI Master Circular No. SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021, as amended from time to time;

OR

the issuer shall ensure that their Article of Association (AoA) are amended within a period of six months from the date of listing of the debt securities in accordance with Chapter XXIII of SEBI Master Circular No. SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021, as amended from time to time, as amended from time to time; (applicable to first time issuers).

- p. 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.
- q. The issuer shall ensure that all the abbreviations disclosed in the draft offer document are appropriately defined.
- r. the issuer shall activate the ISIN/s on both the depositories viz. NSDL and CDSL.
- s. the issuer shall ensure compliance with Circular No. Repo/Risk/2023-24/02 dated April 26, 2023 issued by AMC Repo Clearing Limited and the Exchange Circular No. NSE/CML/2023/16 dated April 28, 2023 and any amendment thereto from time to time with respect to Contribution by Issuers to Core Settlement Guarantee Fund (Core SGF) of AMC Repo Clearing Limited; (*applicable to all issues opening on or after May 1, 2023*).

Yours faithfully,

Name and Designation

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



Checklist for seeking In-principle Approval for Public issue of Debt Securities and Non-Convertible Redeemable Preference Shares *(for Existing Listed Issuers on Capital Market Segment)*

Sr. No.	Particulars	Submitted: Yes/No/NA	Remarks
1.	Draft offer document prepared as per Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and any amendments thereto# (Soft copy in pdf form also)		
2.	Certified true copy of the resolution passed by the Board of Directors and shareholders authorizing the issue of debt securities.		
3.	Certified true copy of the resolution passed by the Board of Directors for listing the debt securities of the issuer on National Stock Exchange of India Limited.		
4.	Undertaking from the issuer as per Annexure – 1		
5.	Permanent Account Number, Aadhaar Number, Driving License Number, Bank Account Number(s) and Passport Number of the promoters and Permanent Account Number of directors <i>(In case the Issuer has already submitted the same at the time of earlier issue, submit only if there is any change in the last submission made)</i>		
6.	Status of investor grievances (as per SCORES)		
7.	Letter(s) issued by credit rating agency(ies).		
8.	Consent letter of the Debenture Trustee to act as trustee for the Issue		
9.	Due diligence certificate from debenture trustee <i>(SEBI prescribed format)</i>		
10.	Certificate from the merchant banker confirming that “The issue is being made in compliance with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, 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		
11	Certificate from the merchant banker confirming that “All the abbreviations disclosed in the draft offer document are appropriately defined”.		
12.	Certificate from Issuer and Merchant Bankers w.r.t. following: a. All the public comments (if any) will be suitably addressed before filing the final offer document with ROC. OR b. No public comments have been received on draft offer document		
13.	Processing Fees		

Draft offer document shall contain Audited financials/Unaudited financials with Limited Review, as applicable, which are not older than 6 months from the date of filing draft offer document or issue opening date, as applicable, including for stub period.

Date:

Place:

Authorised Signatory:

Name:

Designation:

General Instructions:

1. If a particular detail in the application form is not applicable, please mention the same as 'Not Applicable' along with the reason.
2. All the confirmations has to been given on the letter head of the Company.
3. Payment towards Fees should be made by the Issuer in IDBI Bank unique virtual account number created based on PAN No of the Issuer, which will be created within 1 working day from registration on NEAPS by Issuer.
4. The Exchange reserves the right to ask for documents other than those mentioned in the checklist.

(On the letterhead of the Company)

Date:

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

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Subject: In-principle Approval for listing of Debt Securities/ Non-Convertible Redeemable Preference Shares amounting to INR _____ Cr.

The Issuer hereby confirms that:

- a. the issuer is and the issue shall be, in compliance with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, 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, any of its promoters, promoter group or directors are not debarred from accessing the securities market or dealing in securities by the Board;
- c. none of the promoters or directors of the issuer is a promoter or director of another company which is debarred from accessing the securities market or dealing in securities by the Board;
- d. the Issuer or any of its promoters or directors are not wilful defaulters;
- e. 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;
- f. 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;
- g. the Issuer is eligible to make the captioned issue in terms of Reg. 34(1) of SEBI (Delisting of Equity Shares) Regulations, 2021;
- h. 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;
- i. 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;
- j. the Issuer has not received any winding up petition admitted by a Court/NCLT;
- k. the issuer is not in default of payment of interest or repayment of principal amount in respect of non-convertible securities, if any, for a period of more than six months.
- l. the Issuer is not a non-compliant entity in terms of SEBI Circular No. SEBI/HO/DDHS_Div2/P/CIR/2021/699 dated December 29, 2021 and any amendment thereto and no fine/penalties levied by the Board/Stock Exchange(s) is pending to be paid, inter-alia including aforesaid circular;

OR

the details of the violations / non-compliance and the status of fine/penalties to be paid/paid in accordance with, inter-alia, including SEBI Circular No. SEBI/HO/DDHS_Div2/P/CIR/2021/699 dated December 29, 2021 and any amendment thereto:

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- n. The issuer has deposited the requisite amount with the Designated Stock Exchange(s) towards Recovery Expenses Fund , the said REF is valid for the current issue / the issuer shall deposit the requisite amount with the Designated Stock Exchange(s) towards Recovery Expenses Fund as per Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020 and any amendment thereto
- o. The issuer has amended its Article of Association (AoA) to enable appointment of nominee director/s of debenture trustee on the Board of the Company in accordance with Chapter XXIII of SEBI Master Circular No. SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021, as amended from time to time;

OR

the issuer shall ensure that their Article of Association (AoA) are amended within a period of six months from the date of listing of the debt securities in accordance with Chapter XXIII of SEBI Master Circular No. SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021, as amended from time to time, as amended from time to time; (applicable to first time issuers).

- p. 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.
- q. The issuer shall ensure that all the abbreviations disclosed in the draft offer document are appropriately defined.
- r. the issuer shall activate the ISIN/s on both the depositories viz. NSDL and CDSL.
- s. the issuer shall ensure compliance with Circular No. Repo/Risk/2023-24/02 dated April 26, 2023 issued by AMC Repo Clearing Limited and the Exchange Circular No. NSE/CML/2023/16 dated April 28, 2023 and any amendment thereto from time to time with respect to Contribution by Issuers to Core Settlement Guarantee Fund (Core SGF) of AMC Repo Clearing Limited; (*applicable to all issues opening on or after May 1, 2023*).

Yours faithfully,

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