**List of documents/details required for listing of shares/ securities issued on Preferential/Private Placement basis (Post Allotment)**

**Timeline for filing the Application with Exchange:- The Issuer *shall make an application to the exchange/s for listing within 20 days from the date of allotment of securities which are to be listed. In case of delay in making application, the Exchange shall levy fine as per SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019.***

| **Sr. No.** | **List of Documents/ details to be submitted** | **Yes/No/Not Applicable** |
| --- | --- | --- |
| 1 | Certified copy of the resolution passed by the shareholders at the AGM /EGM/Postal Ballot approving the preferential / private placement |  |
| 2 | Certified copy of the resolution passed by the Board of Directors for allotment of convertible securities on preferential / private placement basis. |  |
| 3 | Certified copy of the resolution passed by the Board of Directors for allotment of equity shares on preferential / private placement basis. |  |
| 4 | Certified true copy of the shareholding pattern, pre and post issue of shares in the format given as per Regulation 31(1) of the SEBI (LODR) Regulations, 2015 as on the date of allotment. |  |
| 5 | Certificate\* from Statutory Auditors as per format enclosed in **Annexure I**  \*Kindly provide reasonable assurance certificate as per the format prescribed. |  |
| 6 | Certificate\* from Practicing Company Secretary as per format enclosed in **Annexure II**  \*Kindly provide reasonable assurance certificate as per the format prescribed. |  |
| 7 | Confirmation from the Issuer as per format enclosed in **Annexure III** |  |
| 8 | Certified true copy of Statement of Holding of the allottee(s) as on the date of allotment of securities issued by the Depository Participant. Further, the statement shall reflect lock-in end date of entire pre-preferential holding. |  |
| 9 | Certified true copy of transaction statement reflecting lock-in creation date and lock-in end date of the warrants/convertible securities allotted, issued by the Depository Participant.  AND  NSDL/CDSL confirmation for corporate action for lock in of warrants/convertible securities allotted |  |
| 10 | In Case allotment under Sec. 62 (3) of Companies Act, 2013:   1. A confirmation signed by the compliance officer of the Issuer duly counter confirmed by the statutory auditors of the Issuer / practicing company secretary confirming that the said allotment has been made in accordance with the provision of section 62(3) of The Companies Act, 2013 2. Certified true copy of the loan agreement signed with the Financial Institution duly identifying and marking the relevant provisions that provide the option to convert such loans into shares of the Issuer 3. Details of the internal approvals of the Board of the Issuer to give effect to the option exercised by the Financial Institution 4. Certified true copy of the Article of Association of the Issuer duly identifying and marking the enabling provisions to convert the loan 5. Certified true copy of the correspondence from Financial Institution invoking the relevant provisions of the loan agreement which provide them the right to exercise the option |  |
| 11 | Issue Details as per the format enclosed in **Annexure IV** (in case of securities other than equity shares) |  |
| 12 | Certified copy of approval letters/orders of Regulatory Authorities (RBI, CCI, , NCLT, etc), if applicable |  |
|  | | **Signature of the Authorised Person** |
|  |

**Annexure I**

**Format of the confirmation to be submitted by the Statutory Auditors on their letterhead:**

To,

Manager - Listing Compliance

National Stock Exchange of India Limited

‘Exchange Plaza’. C-1, Block G,

Bandra Kurla Complex, Bandra (E),

Mumbai - 400 051

Dear Sir/Madam,

**Sub: Application for listing of \_\_\_\_\_\_\_\_\_\_\_ equity shares issued on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018**

We, \_\_\_\_\_\_\_\_ (Name of the Statutory Auditor), have verified the relevant records and documents of \_\_\_\_\_\_\_\_ (name of the Issuer) with respect to the captioned preferential allotment and certify the following:

1. The Issuer has realized the Application/ Allotment Money aggregating to Rs.\_\_\_\_\_\_\_\_\_\_\_\_\_/- from the allottee(s) on (date of receipt of money) against the allotment of \_\_\_\_\_\_\_\_\_\_equity shares made on (allotment date) and there is no circulation of funds or mere passing of book entries in this regard.

OR

The Issuer has realized 25% upfront money amounting to Rs.\_\_\_\_\_\_\_\_/- on (date of receipt of money) against the \_\_\_\_\_\_\_ entire warrants allotted for which pre preferential approval was sought made on (allotment date of securities). Further, the Issuer has also realized the balance 75% allotment monies amounting to Rs.\_\_\_\_\_\_\_\_/- from the respective allottee(s) on (date of receipt of money) against allotment of \_\_\_\_\_\_\_\_\_ equity shares made on (allotment date) on conversion of \_\_\_\_\_\_\_ warrants from the applicants of the aforesaid shares and there is no circulation of funds or mere passing of book entries in this regard.

We further confirm that 25% upfront money received from the allottee(s) w.r.t. unexercised warrants as on date, has not been adjusted towards the balance 75% allotment money of the allottee(s) or towards any other allottee(s).

1. Consideration of \_\_\_\_\_\_\_ (specified securities), paid in cash, has been received from respective allottee's bank account and the relevant documents thereof are maintained by the \_\_\_\_\_\_\_(name of the Issuer) as on the \_\_\_\_\_\_ (date of certification)

For Name of the Auditors Firm

Name of Auditor

Membership No.

Date:

UDIN:

**Annexure II**

**Format of the confirmation to be submitted by the Practicing Company Secretary on their letterhead:**

To,

Manager - Listing Compliance

National Stock Exchange of India Limited

‘Exchange Plaza’. C-1, Block G,

Bandra Kurla Complex, Bandra (E),

Mumbai - 400 051

Dear Sir/Madam,

**Sub: Application for listing of \_\_\_\_\_\_\_\_\_\_\_ equity shares issued on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018**

We, \_\_\_\_\_\_\_\_ (Name of the Partner/Proprietor), have verified the relevant records and documents of \_\_\_\_\_\_\_\_ (name of the Issuer) with respect to the captioned preferential allotment and certify the following:

1. The issue of securities on preferential basis / private placement basis has been made in accordance with SEBI (ICDR) Regulations, 2018 and amendments thereof
2. Upon exercise of the option by the allottee to convert the convertible securities within the tenure specified in sub-regulation (1) of Regulation 162, the Issuer has ensured that the allotment of equity shares pursuant to exercise ofw the convertible securities on (*date of exercise*) is completed within 15 days from the date of such exercise by the allottee.

For Name of the Firm

Name of Partner/Proprietor

Membership No.

Firm’s Registration No

Date:

Place:

UDIN:

**Annexure III**

**Format of the confirmation to be submitted on the letter head of the** Issuer**:**

To,

Manager - Listing Compliance

National Stock Exchange of India Limited

‘Exchange Plaza’. C-1, Block G,

Bandra Kurla Complex, Bandra (E),

Mumbai - 400 051

Dear Sir,

**Sub: Application for listing of \_\_\_\_\_\_\_\_\_\_\_ equity shares issued on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018**

In connection with above application, we hereby confirm and certify that:

1. The shares issued rank pari-passu with the existing equity shares of the Issuer including dividend.
2. \_\_\_\_\_\_\_ (Name of the allottee(s)) does not hold any equity shares of the Issuer for a period starting from the relevant date till the date of preferential allotment.
3. \_\_\_\_\_\_\_ (Name of the allottee(s)) have not sold any equity shares of the Issuer for a period starting from the relevant date till the date of preferential allotment.
4. The allotment of Equity Shares issued on preferential basis is in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and confirms that this allotment of equity shares does not triggers open offer.
5. The allotment of the specified securities has been made in dematerialised form.
6. The Issuer /RTA has updated the DNR details for the current allotment on depository portal.
7. The allottees and the beneficial owners to allottees, have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
8. The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
9. Issuer, allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognised stock exchange.
10. The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.
11. The promoters or directors of the issuer is not fugitive economic offender as defined under Section 12 of the Fugitive Economic Offenders Act, 2018.
12. The Issuer, its whole-time directors, person(s) responsible for ensuring compliance with the securities laws, its promoters and the companies which are promoted by any of them are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.
13. There is no restraint on the Issuer by any regulatory authority from raising the capital or altering its capital structure in any manner.
14. the shares issued to NRIs are as per guidelines issued by Reserve Bank of India (if applicable)
15. The Issuer has no outstanding dues to the SEBI, the stock exchanges or the depositories as stated under Regulation 159(4) of SEBI (ICDR) Regulation 2018.
16. The shares allotted under the preferential issue are kept under lock-in from \_\_\_\_\_ (Date of allotment) as per Regulation 167 of SEBI (ICDR) Regulations, 2018 and amendments thereof

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of the Allottee** | **No. of Equity shares allotted** | **Distinctive Nos.** | | **Lock-In details upto from the date of Latest Trading Approval** |
| From | To |
|  |  |  |  |  |

Further, the Issuer shall extend the lock-in, whenever required in order to comply with the Regulation 167 of the ICDR Regulations, 2018 and amendments thereof and shall also intimate the Stock Exchange about the extension of lock-in period, if any.

1. The pre-preferential holding of the allottee(s) shall be lock-in for a period starting from the relevant date upto 90 trading days from the date of the latest trading approval received from the recognized stock exchanges where equity shares of the Issuer are listed. Further, the Issuer shall also intimate the Stock Exchange about the extension of lock-in period, if any.
2. The pre-preferential shareholding of the allottees are under lock-in as per Regulation 167 (6) of SEBI (ICDR) Regulations, 2018 and amendments thereof:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Name of the allottee** | **Shareholding as on Relevant Date** | **Shareholding immediately prior to the allotment** | **Qty locked in** | **Lock-in details** | |
| **From** | **To** |
|  |  |  |  |  | |

Further, the Issuer shall extend the pre-preferential lock-in, whenever required in order to comply with the regulation 167 (6) of the ICDR Regulations, 2018 and amendments thereof.

1. In case of convertible securities, the pre-preferential holding of the allottees shall remain under lock-in from the relevant date upto 90 trading days from the date of the latest trading approval received from the recognized stock exchanges where equity shares of the Issuer are listed for the conversion of the last tranche of the convertible securities of that allottee.
2. The convertible securities or warrants so allotted and not listed on the Exchange, are locked-in for a period of 1 year from the date of allotment, in order to comply with the regulation 167 of the ICDR Regulations, 2018 and amendments thereof.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of the allottee** | **No. of warrants / convertible securities allotted** | **Qty locked in** | **Lock-in details** | |
| **From** | **To** |
|  |  |  |  | |

1. List of the allottee(s):

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Sr. No.** | **Name of the Allottee** | **Category of the allottee as per Regulation 31 (1) of the SEBI (LODR) Regulations, 2015** | **PAN of the Allottee** | **Pre-Preferential Holding** | | **No. of Equity shares allotted** | **Post-Preferential Holding** | |
| **No. of Shares** | **% of Holding** | **No. of Shares** | **% of Holding** |
|  |  |  |  |  |  |  |  |  |

1. Details of the beneficial owners of allottees:

|  |  |  |  |
| --- | --- | --- | --- |
| **Sr. No** | **Name of the Allottee** | **Name of beneficial owners of allottee** | **PAN of the beneficial owners of allottee** |
|
|  |  |  |  |

1. Reconciliation in case of convertible securities:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Sr. No** | **Name of the Allotee** | **Approval under Regulation 28(1) – No. of Securities** | **No. of Securities Allotted** | **No. of Securities Already converted** | **Current allotment pursuant to conversion** | **Balance to be converted** |
|  |  |  |  |  |  |  |

1. The particulars of other issues (in sequential order) in respect of which approvals are pending with the Exchange:

|  |  |  |  |
| --- | --- | --- | --- |
| **Type of Issue**  (e.g. Amalgamation/ Arrangement, Preferential, Bonus, Rights, etc.) | **Number of Shares** | **Date of Allotment** (if applicable) | **Stage of Approval Pending** (Tick any one which is applicable) |
|  |  |  | (Y/N) In-principle  (Y/N) Listing  (Y/N) Trading |

1. Details of Fees payable :
2. Processing fee (Non-Refundable) of 0.03% of the Issue Size, subject to a Minimum fee of Rs 3,00,000/- and a Maximum of Rs. 6,00,000/- plus applicable tax *(For SME Emerge Listed Companies: 0.025% of the Issue Size, subject to a Minimum fee of Rs.50,000/- and a Maximum of Rs. 2,00,000/- plus applicable tax)* (In case In-principle approval under Regulation 28(1) of SEBI (LODR) Regulations, 2015 not taken)
3. Additional Listing Fees, if applicable in favor of 'The National Stock Exchange of India Limited'

|  |  |
| --- | --- |
| Processing Fee (including 18 % GST) |  |
| Additional Listing Fee (including tax) |  |
| TDS, if any |  |
| Net amount remitted after TDS |  |
| UTR no |  |
| Dated of remittance |  |

*The* Issuer *has to make payment in the* Issuer *respective virtual account. The account details are available in the Annual listing bill of the* Issuer*.*

1. In case of any queries / clarifications the under-mentioned Issuer official may be contacted:

|  |  |
| --- | --- |
| Contact Details | |
| Name & Designation of Contact Person |  |
| Telephone Nos. (landline & mobile) |  |
| Email – id |  |

1. Name of the Stock Exchanges where the equity shares of the Issuer are listed.

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

(Managing Director/ Company Secretary)

Date:

**Annexure IV**

**Issue Details**

**(For Further Issues of other than equity shares)**

| **Sr. No.** | **Particulars** | **Details to be filled in by the applicant** |
| --- | --- | --- |
| 1 | Name of the Issuer |  |
| 2 | Type of security (Please tick or write)   1. Non-convertible Debentures/ Partly Convertible Debentures/ Fully Convertible Debentures 2. Redeemable Preference Shares/Convertible Preference Shares 3. Non-Convertible Warrants/ Convertible Warrants 4. Others (please specify) |  |
| 3 | Description of the Issue:   1. Amalgamation 2. Preferential/private placement 3. Bonus issues 4. Converison of convertible security into equity 5. Shares kept in abeyance 6. ADR/GDR 7. FCCB's 8. Others (Please specify) |  |
| 4 | Date of Board Approval |  |
| 5 | Date of Shareholders Approval |  |
| 6 | Date of Allotment (See Note 1) |  |
| 7 | Number of securities |  |
| 8 | Face value (Rs.) |  |
| 9 | Paid up value (Rs.) |  |
| 10 | Issue Price (Rs.) |  |
| 11 | Coupon Rate, if applicable |  |
| 12 | Interest payment date (s) |  |
| 13 | Date of Redemption |  |
| 14 | Redemption price (Rs.) |  |
| 15 | Put/call option or Early redemption date |  |
| 16 | Terms of put/ call or early redemption |  |
| 17 | Date of conversion (in case of convertible security) |  |
| 18 | Terms of conversion (in case of convertible security) |  |
| 19 | Credit Rating (if any) |  |
| 20 | Rating and Rating Agency |  |
| 21 | Date of Rating letter |  |
| 22 | ISIN Code |  |
| 23 | Lock in details, if any (See Note 2) |  |
| 24 | Number of securities issued in Demat |  |
| 25 | Consideration (Cash/ Other than cash/ Partly) |  |

**Note:**

1)In case of multiple dates of allotment, please provide an annexure as follows: (a) Date of allotment, (b) Number of securities, (c) Issue price, (d) Distinctive number range from and (e) Distinctive number range to

2) In case of securities under lock-in, please provide the following details; a) Number of securities, b) Distinctive number range from, c) Distinctive number range to, d) Lock-in start date, e) Lock-in end date

3) Any other document as required by the Exchange

|  |  |
| --- | --- |
| Date |  |
| Place |  |
| Authorised Signatory and Stamp of the Issuer |  |
| Name |  |
| Designation |  |

**General Instructions for filling up the application**

1. Submit the Listing Application only on NEAPs (NSE Electronic Application Processing System) on the following URL: [**https://neaps.nseindia.com/NEWLISTINGCORP/**](https://neaps.nseindia.com/NEWLISTINGCORP/)
2. If a particular field/detail in the application forms is not applicable, please mention the same as 'Not Applicable'
3. The Exchange reserves the right to ask for documents other than those mentioned above.
4. For further clarifications please reach to the concern Exchange Officer. The details (contact no and E-mail Id) are available to NEAPS portal.

Path: - NEAPS >> Help >> Contact us

1. Generally, the Exchange reverts to the company with the queries/approval on the application within T+3 working days. However, additional days may be required on case-to-case basis.
2. The fee is to be paid through Virtual account allotted to the Company.
3. All the confirmation must be given on the Letter Head of the Company.
4. Documents/details provided must be duly certified by the Company Secretary/Compliance officer/Authorized person.
5. Satisfactory response to the queries raised by the exchange shall be submitted on immediate basis which in any way shall not be later than 30 calendar days. Exchange reserves the right to return the applications if not responded satisfactorily within 30 days.