**List of details/ documents required for grant of approval for securities to be**

**issued under QIP under Regulation 28(1) of the SEBI (LODR) Regulations, 2015**

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| **Sr. No.** | **List of Documents/ details to be submitted** | **Yes/No/Not Applicable** |
| 1 | Certified copy of the resolution passed by the Board of Directors approving the issue |  |
| 2 | Certified true copy of the notice convening the AGM/EGM of shareholders along with the explanatory statement annexed thereto where the  proposal for issue is to be put for approval |  |
| 3 | Certified copy of the resolution passed by the shareholders at the AGM/EGM approving the issue |  |
| 4 | Certified copy of the resolution passed by the shareholders at the AGM/EGM for increase in the authorised share capital |  |
| 5 | Draft Copy of the Preliminary Placement Document |  |
| 6 | Certificate from the Merchant Banker that the issue will be in compliance with the Chapter VI of SEBI (Issue of Capital & Disclosure Requirement) Regulations, 2018 and that the issuer complies with requirements with the Chapter VI of SEBI (Issue of Capital & Disclosure Requirement) Regulations, 2018 |  |
| 7 | In case of issue being listed on SME Platform, Certificate from the Merchant Banker(s) to the Issue, confirming that the net worth of the Merchant Banker(s) as on the date is Rs.\_\_\_\_\_\_\_\_ and a Certificate from the Merchant Banker(s) to the Issue, confirming that the Merchant Banker is in compliance with the applicable regulations of SEBI (Merchant Bankers) Regulations, 1992 including networth requirement on on-going basis till date. |  |
| 8 | Confirmation from the Company Secretary as per Annexure I |  |
| 9 | Processing fees is 0.025 % of the Issue Size, subject to a Minimum fee of Rs. 2,50,000 and a Maximum of Rs. 20,00,000/- plus applicable taxes. |  |

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|  | **Uploading Draft Placement on Website** | |
| **Sr. No.** | **List of Documents/ details to be submitted** | **Yes/No/Not Applicable** |
| 1 | Copy of Preliminary Placement document |  |
| 2 | Copy of Board Resolution for opening of issue |  |
| 3 | Due Diligence certificate from merchant banker as per the format mentioned in Annexure II |  |

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|  | **Uploading Final Placement on Website** | |
| **Sr. No.** | **List of Documents/ details to be submitted** | **Yes/No/Not Applicable** |
| 1 | Copy of Placement documents |  |
| 2 | Copy of Board Resolution |  |
| 3 | Pre-Post Shareholding pattern without PAN |  |
| 4 | Details of allottees who have been allotted more than 5% of the securities offered in the QIP, viz name of the allottess, number of securities allotted and % of securities offered to the QIB |  |

**Annexure I**

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

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: List of details/ documents required for grant of approval for securities pursuant to QIP under Regulation 28(1) of the SEBI (LODR) Regulations, 2015.**

In connection with above application for in-principle approval, we hereby confirm and certify that:

1. The issue will be in compliance with the Chapter VI of SEBI (Issue of Capital & Disclosure Requirement) Regulations, 2018.

1. The issue will be in compliance with the prescribed requirements of Regulations 38 of the SEBI (LODR) Regulations, 2015.

1. The company, 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.

1. The new shares to be issued will rank pari-passu with existing equity shares in every respect including dividend.

1. In case of issuance of non-convertible debt instruments along with warrants, the issue will be in compliance with SEBI circular dated August 13, 2021.

**Annexure II**

**Merchant banker has to confirm in Due Diligence Certificate the following:**

1. The issue is being carried out in accordance with the authority accorded by the shareholders through resolution dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. That PPD contains all material information, including the information specified in Schedule VII of SEBI (Issue of Capital & Disclosure Requirement) Regulations, 2018.

1. Nothing contained therein is in contravention of SEBI (ICDR) and we have carried out due diligence as per the requirements of Chapter VI of SEBI (Issue of Capital & Disclosure Requirement) Regulations, 2018.

# FREQUENTLY ASKED QUESTIONS

*These FAQs offer only a simplistic explanation/clarification of terms/concepts related to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 [“ICDR Regulations 2018”]. Any such explanation/clarification that is provided herein should not be regarded as an interpretation of law nor be treated as a binding opinion/guidance from the National Stock Exchange of India Limited [“NSE”]*

**Q.1.** What is the additional requirement that the Issuer must comply, if the size of the QIP issue exceeds one hundred crore (100 Cr.) Rupees?

**Ans.1.** As per the guidance note (Ref. No. NSE/CML/2022/56) issued on December 13, 2022, by NSE, the issuer shall ensure that they follow the guidelines prescribed below, while disclosing the object of issue in their Placement Document:

1. The purpose for which fund is proposed to be raised shall be disclosed under the separate heading “Object of the issue”.

1. Each object of the issue, for which funds are proposed to be raised shall be stated clearly and same shall not be open ended/ vague.

1. The amount of funds proposed to be utilized against each of the object shall be stated clearly. In case, it is difficult to quantify the exact amount of fund to be used, a broad range of amount may be provided but the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of issue size. Further, while giving broad range, the reason for providing the same shall be specified.

1. Total amount of issue size allocated for different objects of the issue shall together be used only for the object of the issue as specified in the placement document/ notice to shareholders and same cannot be added to General Corporate Purposes (GCP).

1. The tentative timeline for utilization of issue proceeds for each of the object shall be clearly stated. Till such time the issue proceeds are fully utilized, the issuer shall also disclose the mode in which such funds will be kept.

1. The fund to be used for General Corporate Purposes (GCP), if any, shall not exceed 25% of the funds to be raised through the preferential issue or QIP, under the current issue.

**Note:** The guidance note will be applicable to all QIPs which are approved by the Board of

Directors of the issue on or after the date of issuance of the guidance note ie. December 13, 2022.

Here, please note that the guidance note will also be applicable to QIP issues, where the Board Meeting approving the issue or approving opening of the issue, falls on or after the date of issuance of the guidance note ie. December 13, 2022.

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|  | **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/ |
| 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 on NEAPS portal.  Path: - NEAPS >> Help >> Contact us |
| 5 | The fee is to be paid through Virtual account allotted to the Company. |
| 6 | Generally, the Exchange reverts to the company with the queries/approval on the application within T+1 working days. However, additional days may be required on case-to-case basis. |
| 7 | All the confirmation must be given on the Letter Head of the Company. |
| 8 | Documents/details provided must be duly certified by the Company Secretary/Compliance officer/Authorized person. |
| 9. | 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. |