**List of documents/details required for listing of Units/ securities allotted on preferential basis**

|  |  |  |
| --- | --- | --- |
| **Sr. No.** | **List of Documents/ details to be submitted** | **Yes/No/Not Applicable** |
| 1 | Part I-Letter of Application as per the format enclosed in **Annexure I** |  |
| 2 | Part II-Issue Details as per the format enclosed in **Annexure II**  |  |
| 3 | Certified copy of the resolution passed by the unitholders at the AGM /EGM/Postal Ballot approving the preferential issue/ private placement |  |
| 4 | Certified copy of the resolution passed by the Trust/Board of Directors for allotment of Units on preferential / private placement basis |  |
| 5 | Certified true copy of the unit holding pattern of the InvITs, pre and post issue of units in the format given as per Annexure B of SEBI Circular No.: CIR/IMD/DF/127/2016 dated November 29, 2016 |  |
| 6 | Certificate from Statutory Auditors as per format enclosed in **Annexure III** |  |
| 7 | Confirmation from the Company Secretary/Trustee as per format enclosed in **Annexure IV** |  |
| 8 | Certified true copy of Statement of Holding of the allotee(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 | Details as per **Annexure V** |  |
|  | **Signature of the Authorised Person** |
|  |

**Annexure I**

**Part – I**

**LETTER OF APPLICATION**

**(For listing of Further Issues already listed on NSE)**

|  |  |  |  |
| --- | --- | --- | --- |
| From: |  | Date: |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
| Tel. No. |  |  |  |
| Fax No. |  |  |  |
| Email Id |  |  |  |

**The Manager**

**Listing Department**

**National Stock Exchange of India Ltd.,**

**Exchange Plaza, Bandra Kurla Complex,**

**Bandra (East),**

**Mumbai - 400 051**

Dear Sir,

In conformity with the listing requirements of the National Stock Exchange (NSE), we hereby apply for admission of the following securities/Units of the issuer to dealings on the NSE

|  |  |
| --- | --- |
| 1 |  |
| 2 |  |
| 3 |  |
| 4 |  |

The securities/units are/are not identical\* in all respects and are/are not are identical\* in all respects with the existing securities/Units admitted to dealings on the NSE

The securities/Units will become identical with the existing securities/Units admitted to listing on the NSE in all respects on \_\_\_\_\_\_\_ and the documents of title will be enfaced with a note to this effect.

\*\*The securities/Units mentioned at ( ) above proposed to be issued by Prospectus/Offer of Sale/Circular after vetting of the same by SEBI (conversion, exchange, rights, open offer, capitalization of reserves)/ Placing, full particulars of which are given in the statement sent herewith (together with the reasons for the procedure proposed when a placing is intended).

**Part – I**

**LETTER OF APPLICATION**

**(For listing of Further Issues already listed on NSE)**

\*\*It is intended to make an Offer for Sale/a Placing of the securities/Units mentioned at ( ) above which have been already issued. We enclose a statement giving full particulars of when, how and to whom the securities/Units were issued and full details of the proposed Offer for Sale/Placing (together with the reasons for the procedure proposed when a Placing is intended).

We send herewith/ undertake to send\*\*\* the Listing Application and Agreement Forms and the Distribution Schedules, duly completed. We also forward the documents (or drafts thereof) as per list attached and undertake to furnish such additional information and documents as may be required.

We further undertake to submit to the NSE a copy of the acknowledgement card or letter indicating the observation on draft prospectus/ letter of offer / offer documents by SEBI; and a certificate from a merchant banker acting as lead manager to the issue reporting positive compliance by our Trust of the requirements on disclosure and investor protection issued by SEBI.

We understand that in the event of our failure to submit the above documents or withdrawal of Acknowledgement card by SEBI, we shall be liable to refund the subscription money to the investors immediately.

We undertake to be bound by all requirements, term and provisions and conditions relating to payment of security deposit as contained in the Rules, Bye-Laws and Regulations of NSE

Please enumerate separately units which are not identical in all respects.

Units are identical in all respects only if:

1. they are of the same nominal value and the same amount per unit has been called up;
2. they are entitled to dividend at the same rate and for the same period so that at the next ensuing distribution the dividend payable on each unit will amount to exactly the same sum net and gross; and
3. they carry the same rights in all other respects.

\*\*Applicable only when securities/Units for which application for admission to dealings is made are proposed to be issued or having already been issued it is intended to make a placing or an offer for sale. Please strike out where not applicable

\*\*\*Applicable to new issuers only. Please strike out where not applicable

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

**Annexure II**

**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,

**Sub: Application for listing of \_\_\_\_\_\_\_\_\_\_\_ units issued on preferential basis in terms of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014**

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

1. The Trust has realized the Application/ Allotment Money aggregating to Rs.\_\_\_\_\_\_\_\_\_\_\_\_\_/- from the allottee(s) against the allotment of \_\_\_\_\_\_\_\_\_\_units on or before \_\_\_\_\_ (date) and there is no circulation of funds or mere passing of book entries in this regard.
2. Consideration of \_\_\_\_\_\_\_ (specified Units), paid in cash, has been received from respective allottee's bank account and the relevant documents thereof are maintained by the \_\_\_\_\_\_\_(name of the Trust) as on the \_\_\_\_\_\_(date of certification)
3. The issue of Units on preferential basis / private placement basis has been made in accordance with Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and SEBI circular dated November 27, 2019 on Guidelines for preferential issue of units and institutional placement of units by a listed Infrastructure Investment Trusts (InvITs) and amendments thereof.

For Name of the Auditors Firm

Name of Auditor

Membership No.

Date:

**Annexure IV**

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

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 \_\_\_\_\_\_\_\_\_\_\_ units issued on preferential basis in terms of SEBI circular dated November 27, 2019 on Guidelines for preferential issue of units and institutional placement of units by a listed Infrastructure Investment Trusts (InvITs)**

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

1. The units allotted rank pari-passu with the existing units of the Trust including dividend.
2. \_\_\_\_\_\_\_ (Name of the allottee(s)) does not hold any units of the company for a period starting from the relevant date till the date of preferential allotment.
3. \_\_\_\_\_\_\_ (Name of the allottee(s)) have not sold any units of the company for a period starting from the relevant date till the date of preferential allotment.
4. The allotment of the Units has been made in dematerialised form.
5. A resolution of the unitholders of the InvITs approving the preferential issue is passed in accordance with Regulation 22(5) of the InvITs Regulations.
6. The InvITs is in compliance with the conditions for continuous listing and disclosure obligations under the InvITs Regulations and circulars issued thereunder.
7. The Preferential allotment is in compliance with Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and SEBI circular dated November 27, 2019 on Guidelines for preferential issue of units and institutional placement of units by a listed Infrastructure Investment Trusts (InvITs) and amendments thereof
8. The InvITs is in compliance with the minimum public unitholding requirements as stipulated under InvITs Regulations.
9. None of the allottee(s) have been debarred from accessing the capital market or have been restrained by any regulatory authority from directly or indirectly acquiring the said Units
10. 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 Units.
11. The allottees and the beneficial owners to proposed allottees, have not been declared as wilful defaulter 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.
12. Issuer, allottees and beneficial owners do not have direct or indirect relation with the InvITs /companies, its sponsors/promoters and trustees/Investment managers and whole-time directors, which are compulsorily delisted by any recognised stock exchange.
13. There is no restraint on the Trust by any regulatory authority from raising the capital or altering its capital structure in any manner.
14. The units issued to NRIs are as per guidelines issued by Reserve Bank of India.
15. None of the respective promoters or partners or directors of the sponsor(s) or manager or trustee of the InvITs is a fugitive economic offender declared under section 12 of the Fugitive Economic Offenders Act, 2018
16. The pre-preferential holding of the allottee(s) shall be lock-in for a period starting from the relevant date upto six months from the date of the latest trading approval received from the recognized stock exchanges where units of the company are listed. Further, the Company shall also intimate the Stock Exchange about the extension of lock-in period, if any.
17. Pre-preferential units holding of the proposed allottee(s):

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Sr. No.** | **Name of the Allottee** | **Pre-Preferential Holding** | **Lock-in Start date** | **Lock-in end date** | **Pledged with** | **Pledge end date** |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |

Further, the Company shall extend the pre-preferential lock-in, whenever required in order to comply with the lock-in provision as specified in SEBI dated November 27, 2019 and amendments thereof.

1. List of the proposed allottee(s):

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Sr. No.** | **Name of the Allottee** | **Category of Allottee** | **PAN of the Allottee** | **Pre-Preferential Holding** | **No. of units to be allotted** | **Post-Preferential Holding** |
| **No. of units** | **% of Holding** | **No. of units** | **% of Holding** |
|  |  |  |  |  |  |  |  |  |

1. Details of the beneficial owners of proposed allottees:

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

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

(Authorized Signatory)

Date:

**Annexure V**

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

|  |  |  |  |
| --- | --- | --- | --- |
| **Type of Issue** | **Number of Units** | **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. The processing fee (Non-Refundable) is \*\*

ii) Additional Listing Fees is Rs \*\*\* per Rs. \*\*\* of issue size subject to maximum of Rs. \*\*\*/-

|  |  |
| --- | --- |
| Processing Fee (including GST) |  |
| Additional Listing Fee (including GST) |  |
| TDS, if any |  |
| Net amount remitted after TDS |  |
| Cheque/Demand Draft No./UTR No. |  |
| Dated |  |
| Drawn on  |  |

1. In case of any queries / clarifications the under-mentioned InvITs 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 units of the InvITs are listed.

Date: \_\_\_\_\_\_\_\_\_\_\_ Signature: \_\_\_\_\_\_\_\_\_

**General Instructions for filing the application**

1. If a particular field/detail in the application forms is not applicable, please mention the same as 'Not Applicable'
2. Based on the details/documents submitted by the Applicant, the Exchange shall grant in-principle approval for listing of the securities to enable the depositories to credit the same to the beneficiary’s accounts. The final listing and trading permission shall be granted by the Exchange upon receipt of the documents mentioned in the letter granting in-principle approval.
3. The Exchange reserves the right to ask for documents other than those mentioned above.
4. 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.
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.