

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Checklist for registration of a Not-for-Profit Organization (NPO) with Social Stock Exchange (SSE)/In principle approval for raising of funds by NPO

Sr. No.	Documents/details to be submitted to the Exchange	Applicability (Yes/No/NA)
1.	Application Form as per Annexure I	
2.	Registration certificate of the NPO under one of the following- a) a charitable trust registered under the public trust statue of the relevant state b) a charitable trust registered under the Societies Registration Act, 1860 c) a charitable trust registered under the Indian Trusts Act, 1882 d) a company incorporated under section 8 of the Companies Act, 2013 Note: - The registration certificate must be valid for at least next 12 months from date of application and the NPO must have been registered at least 3 years prior to date of application.	
3.	Governing document of the NPO seeking registration (MoA & AoA/ Trust Deed/ Byelaws/ Constitution, as the case may be)	
4.	Registration Certificate under section 12A/12AA/12AB under Income Tax Act, 1961. Please note the registration certificate should be valid for at least next 12 months from date of application.	
5.	Valid 80G registration under Income Tax Act, 1961 of NPO	
6.	Last three financial years' Audited financial statements of the NPO along with fund flow statement. In case the Entity is a Section 8 Company, please provide Annual Reports for last 3 financial years Along with notices for Annual General Meetings for all three financial years.	
7.	Resolution from the Governing body of NPO for registration on Social Stock Exchange.	
8.	Confirmation from NPO in the format prescribed as per Annexure II	
9.	Confirmation from Social Auditor/Statutory Auditor in the format prescribed as per Annexure III	
10.	a) In case of Section 8 Company- i. Names and PANs of Promoter/s, promoter group ii. Names and PANs of directors of the Company iii. Names and PANs of the Companies or Social Enterprises in which the promoter(s) or director(s) of the Company are promoter(s) or Director(s) or Trustee(s). b) In case of others- i. Names and PANs of trustees/ members of the governing body of the Social Enterprise	

	ii. Names and PANs of the Companies/Social Enterprises in which the trustees or governing body members of the Entity are promoter(s) or Director(s) or Trustee(s).	
	c) For all Entities need to upload the Name and PAN details of the NPO on the NEAPS portal under the tab “Promoter and Promoter Group	
	(Refer General Instructions for details)	
11.	Registration Agreement as per Annexure IV	
12.	Processing Fees, if any	

Notes:

- 1) Generally, the Exchange reverts to the Issuer with the queries/approval on the application within T+7 working days from the receipt of the application which is correct and complete in all respects. However, additional days may be required on case-to-case basis.
- 2) Satisfactory response to the queries raised by the exchange shall be submitted on immediate basis which in any way shall not be later than one month from the last requirement raised. Exchange reserves the right to return the applications if not responded satisfactorily within one month.
- 3) The registration of the SSE shall be valid for the period of 1 year from the date of registration. The social enterprise may apply to renew the registration by submitting –
 - a) Confirmation from NPO including compliances with necessary on-going compliances and undertaking from Social Auditor/Statutory Auditor as above
 - b) Details of material changes, in any of the documents/information submitted by the NPO at the time of initial registration.

General Instructions:

- 1) To apply to get registered on NSE Social Stock Exchange, please visit <https://neaps.nseindia.com/NEWLISTINGCORP/>. For any further information/queries please email at dl-sselisting@nse.co.in
- 2) Please note that the documents to be submitted for registration of an NPO are required to be submitted by CEO/Managing Trustee/Statutory Auditor/any authorized signatories from governing body.
- 3) For the meaning of Promoter and Promoter Group, kindly refer Regulation 2(1)(oo) and 2(1) (pp) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time. The same is reproduced below for your ready reference.

Regulation 2 (1) (oo) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 defines Promoter as-

“promoter” shall include a person:

- i) who has been named as such in a draft offer document or offer document or is identified by the issuer in the annual return referred to in section 92 of the Companies Act, 2013; or

- ii) who has control over the affairs of the issuer, directly or indirectly whether as a shareholder, director or otherwise; or iii) in accordance with whose advice, directions or instructions the board of directors of the issuer is accustomed to act:

Provided that nothing in sub-clause (iii) shall apply to a person who is acting merely in a professional capacity; Provided further that a financial institution, scheduled commercial bank, [foreign portfolio investor other than individuals, corporate bodies and family offices]⁷, mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by the Board from time to time, shall not be deemed to be a promoter merely by virtue of the fact that twenty per cent. or more of the equity share capital of the issuer is held by such person unless such person satisfy other requirements prescribed under these regulations;

Regulation 2 (1) (pp) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 defines Promoter Group as-

- i) the promoter;
- ii) an immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse); and
- iii) in case promoter is a body corporate:
 - A) a subsidiary or holding company of such body corporate;
 - B) any body corporate in which the promoter holds twenty per cent. or more of the equity share capital; and/or any body corporate which holds twenty per cent. or more of the equity share capital of the promoter;
- iv) in case the promoter is an individual:
 - A) any body corporate in which twenty per cent. or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member;
 - B) any body corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and
 - C) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital;
- v) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group":

Provided that a financial institution, scheduled bank, foreign portfolio investor other than individuals, corporate bodies and family offices, mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by the Board from time to time, shall not be deemed to be promoter group merely by virtue of the fact that twenty per cent. or more of the equity share capital of the promoter is held by such person or entity:

Provided further that such financial institution, scheduled bank, foreign portfolio investor other than individuals, corporate bodies and family offices, mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by the Board from time to time shall be

treated as promoter group for the subsidiaries or companies promoted by them or for the mutual fund sponsored by them.