



THE EXCHANGE FOR A CHANGING INDIA

Post issue

Listing Requirement of Private Placement of
Debt Instruments- Debt Market Segment

Guidance Note

You may like to take note of the following with respect to filling of Listing Application:

- All the pages of the documents submitted to the Exchange must bear rubber stamp of Issuer and initials of company secretary.
- All resolutions / reports/ agreements / undertakings should be certified to be true copy.
- Use extra sheets/annexures (duly stamped and initialed) if required in case the space provided is inadequate.
- No details on the form should be left blank. Please strikethrough, if, not applicable.
- The Exchange reserves the right to ask for more documents in addition to mentioned herein.
- Undertaking mentioned in point No. 4 and 5 in Annexure-I below shall required to be given if issuer has not given that undertaking at the time of pre-issue.

Check List and Documents Required for Listing of Private Placement of Debt Instruments

Resolutions

- | | | | | |
|----|---|------------------------------|-----------------------------|-----------------------------|
| 1. | Copy of Resolution passed by the Board of Directors for authorizing the issue | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |
| 2. | Copy of Resolution passed by the shareholders at the AGM/EGM with respect to borrowings | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |
| 3. | Copy of Resolution passed by Board of Directors for allotment of securities | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |

Undertakings

- | | | | | |
|----|--|------------------------------|-----------------------------|-----------------------------|
| 4. | Undertaking from the Managing Director/ Company Secretary as per format enclosed as Annexure I | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |
| 5. | An undertaking from Company/Statutory Auditor that the payment to be received for subscription to securities has been received from the bank account of the person subscribing to such securities. | | | |

Other Documents

- | | | | | |
|-----|--|------------------------------|-----------------------------|-----------------------------|
| 6. | Certified true copy of the Final Offer Document as per the format specified Schedule I to SEBI (ILDS) Regulations, 2008, as amended from time to time. | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |
| 7. | Listing Application along with Security Information | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |
| 8. | Copy of the Memorandum and Article of Association of the Issuer | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |
| 9. | Letters issued by the NSDL/CDSL for allotment of the final ISIN Code | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |
| 10. | Credit Confirmation letter of the NSDL/CDSL | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |
| 11. | Certified copy of Credit Rating Certificate obtained before issuing the Debt instruments from Credit Rating Agency(ies) and their validity period | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |
| 12. | Certified copy of Debenture Trust Deed (upon execution) | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |
| 13. | Debt Listing Agreement | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |
| 14. | Copy of RBI's certificate confirming whether the issuer is deposit taking or non-deposit taking NBFC (Applicable only in case of NBFC) | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> NA |

15. Latest Annual Report Yes No NA

16. Details of the allottees (Name/Category/No .of Bonds Yes No NA
allotted/Amount allotted/Percentage)

Date: _____

Place: _____

Signature of Company Secretary / Authorized Signatory

To,
Head- Listing
Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th floor,
Plot No C 62, G - Block,
Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098, India.

Dear Sir,

Sub: Application for listing of _____ (Quantity & Type of Securities) issued on private placement basis in terms of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time.

I, (Managing Director/ Company Secretary) of the company hereby certify that the company:

- a) is an eligible issuer as defined in the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time.
- b) has complied with all the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and further the company has also complied with all the legal and statutory requirements as well as The Companies Act, 2013, rules made there under and no statutory authority has restrained the company from issuing and allotting the above referred securities.
- c) the documents filed by the company with the Exchange are same/ identical in all respect which have been filed by the company with Registrar of Companies/ SEBI/ Reserve Bank of India/ FIPB in respect of the allotment of these securities issued on a private placement basis
- d) 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 securities
- e) there is no restraint on the company by any regulatory authority from raising the capital or altering its capital structure in any manner.
- f) has received the Application/ Allotment Monies from the applicants
- g) has allotted the debt instruments in dematerialized form

- h) has raised the amount through issue of debt instrument, within the borrowing limits authorized by the shareholders
- i) has maintained 100% asset cover to sufficient to discharge the principal amount at all times for the debt securities issued as required as per regulation 54 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- j) has made an offer to less than fifty persons to subscribe to the debt securities in terms of sub-section (3) of section 67 of the Companies Act, 1956 (applicable in case of private placement)
- k) has issued the debt instruments with the day count convention as 'Actual/ Actual'
- l) The Offer Document contains all the disclosures as required under Schedule I of Regulation 21(1) of SEBI (Issue and Listing of Debt Securities) Regulations, SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time.
- m) The Company shall submit the Debenture Trust Deed on its execution.
- n) The Company shall not make Offer or invitation to more than two hundred persons in the aggregate in a financial year, unless exempted as per provisions of the Companies Act , 2013.
- o) The company confirms that all offer or invitation made earlier in respect to any other kind of securities has been completed or that offer or invitation has been withdrawn or abandoned.
- p) The value of offer or invitation per person has been with an investment size of not less than Rs.20,000/- of face value of the securities.
- q) Neither the issuer nor any of its promoters or directors is a willful defaulter as defined under Regulation 2 (1) (n) of SEBI (ILDS) Regulations, 2008 **or** <Name of the issuer> / <name>, the promoter(s) of the issuer / <name> the director(s) of the issuer is a willful defaulter as defined under Regulation 2 (1) (n) of SEBI (ILDS) Regulations, 2008 and disclosures in this regard has been made at <place of disclosure> as per the format given in said regulation.
- r) We hereby confirm that the company or its promoters or whole time directors are not in violation of the provisions of Regulation 24 of the SEBI Delisting Regulations, 2009.

Managing Director/ Company Secretary

Date:

Listing Application should be submitted on the letter head of Applicant

Date_____

Head- Listing & Compliance

Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th floor,
Plot No C 62, G - Block,
Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098, India

Dear Sir / Madam,

In conformity with the listing requirements of Metropolitan Stock Exchange of India Ltd. (MSEI), we hereby apply for admission of the following securities of the Issuer for dealings on the MSEI

Number of Debt Securities _____

Further, we undertake to be bound by all requirements, terms and provisions and conditions relating to listing of securities as contained in the Rules, Bye-Laws and Regulations of Metropolitan Stock Exchange of India Ltd. (MSEI), Securities and Exchange Board of India (SEBI) and any other applicable law, rules and regulations.

Yours faithfully

Authorized Signatory

Name: _____

Designation: _____

Date: _____

Place: _____

This letter should be submitted on the letterhead of the Issuer

Issuer Details	
Name of the Issuer	
Issuer's former names (if applicable)	
Correspondence Address	
Date of Incorporation	
Corporate Identity Number	
Type of Issuer (Tick as applicable)	
Sector	
Public Sector Unit	• ■
Financial Institution (PSU/Private)	• ■
Banks (PSU/Private)	• ■
Private Sector	• ■
SPV	• ■
Local Bodies	• ■
Others (Please specify)	• ■

ISSUE DETAILS (To be filled separately for each ISIN)		
Sr No.	Particulars	
1.	Type of Securities (Secured/ Unsecured)	
2.	Nature of Securities (Fixed/ Floating/ Step-up/ Structured) If Structured, whether linked to index/ stock etc)	
3.	Series	
4.	Numbers of securities Issued Originally	
5.	Numbers of securities Outstanding (as of date)	
6.	Nominal Value of Security (per security)	
7.	Paid up value of Security (per security as of date)	
8.	Total Nominal Value	
9.	Total Paid-up Value	
10.	Distinctive Numbers allotted /kept reserved	
11.	ISIN (final ISIN & not of Letter Of Allotment)	
12.	Rate of Interest/Coupon Basis	

13.	Interest Payable a) Monthly, b) Quarterly c) Half yearly d) Yearly	
14.	First Interest Payment Date DD-MM-YYYY	
15.	Second Interest Payment Date DD-MM-YYYY	
16.	Last Interest Payment Date DD-MM-YYYY	
17.	Actual/Deemed date of allotment DD-MM-YYYY	
18.	TENURE with respect to date of issue	
19.	Redemption Date(s) DD-MM-YYYY	
20.	Redemption Premium	
21.	Put/call option	
22.	CREDIT_RATING	
23.	Latest date of Credit Rating Assigned/Modified (DD-MM-YYYY)	
24.	Date of Issue DD-MM-YYYY	
25.	Trustee	
26.	Day Count	
27.	Shut Period	
28.	Call Dates DD-MM-YYYY	
29.	Put Dates DD-MM-YYYY	
30.	Put/Call Premium	
31.	Lead Manager/Arrangers	
32.	Register and Transfer Agent	

Yours faithfully

Authorized Signatory

Name: _____

Designation: _____

Date: _____

Place: _____