

Checklist for seeking In-principal Approval for listing of privately placed debt securities

(Application to be made on the NEAPS Platform)

Sr. No.	Particulars
1	Draft Disclosure Document prepared as per SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and any amendments thereto
2	Certification from the Company as per Annexure
3	Credit Rating Letters by registered credit rating agency(ies)
4	Consent letter from the Debenture Trustee
Additional documents applicable for first time issuers. However, if the equity shares of the issuer are listed on the Exchange, these documents are not required	
5	Annual Reports for the last three years
6	Certificate of Incorporation

Annexure
(On the letterhead of the Issuer)

Date

To,
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400051

Dear Sir/Madam,

Sub: In-principle Approval for listing of Debt Securities issued on Private Placement Basis amounting to INR _____ cr

We hereby, inter alia, confirm the following:-

- i. the Issuer is an eligible issuer in terms of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and are in compliance with the eligibility criteria of NSE;
- ii. the Issuer, any of its promoters, promoter group or directors are not restrained from issue/allotment of aforesaid securities and/or are not debarred from accessing the capital market by any regulatory authority;
- iii. the Issuer or any of its promoters or directors are not wilful defaulters;
- iv. none of the promoters or directors of the Issuer is a fugitive economic offender;
- v. the Issuer would comply with all the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable laws with respect to issue and listing of debt securities;
- vi. the Issuer has obtained/would obtain necessary approvals from the Ministry of Finance/RBI/any other government authority, *if applicable*, for issuance of the captioned debt securities.

Yours faithfully,

(Name and Designation)

Checklist for seeking Final Approval for listing of privately placed debt securities

(Application to be made on the NEAPS Platform)

Sr. No.	Particulars
1	Resolution passed by the Board of Directors authorising the issue of debt securities
2	Resolution passed by the shareholders at the AGM/EGM with respect to borrowings/issue of debt securities
3	Credit Rating Letter(s) issued by credit rating agency(ies)
4	Debenture Trust Deed/Consent letter of the Debenture Trustee <i>(Not required if already submitted at the time of in-principle approval)</i>
5	Disclosure Document prepared as per SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and any amendments thereto
6	ISIN Activation Letter(s) issued by NSDL giving details of the instrument
7	ISIN Activation Letter(s) issued by CDSL giving details of the instrument
8	Resolution passed by the Board of Directors for allotment of securities
9	Credit Confirmation / Allotment Letter (s) received from the depository(ies)
10	Undertaking/Certification from the Company (As per Annexure I)
11	Listing Fees
12	SEBI Fees of INR 5000/- per disclosure document
Additional requirements applicable for first time issuers	
13	Listing Agreement
14	SCORES ID from SEBI <i>(To be entered on NEAPS Platform)</i>
15	Annual Reports for the last three years <i>(Not required if already submitted at the time of in-principle approval)</i>
16	Certificate of Incorporation <i>(Not required if already submitted at the time of in-principle approval)</i>
17	In case of NBFC, a copy of RBI's certificate confirming whether the issuer is deposit taking or non-deposit taking NBFC
18	Initial Listing fees of INR 7500/-

Annexure I
(On the letterhead of the Issuer)

Date

To,
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400051

Dear Sir/Madam,

Sub: Approval for Listing of Debt Securities issued on Private Placement Basis amounting to INR _____ cr

We hereby, inter alia, confirm/undertake the following:-

- i. the Issuer is an eligible issuer in terms of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and are in compliance with the eligibility criteria of NSE;
- ii. the Issuer, any of its promoters, promoter group or directors are not restrained from issue/allotment of aforesaid securities and/or are not debarred from accessing the capital market by any regulatory authority;
- iii. the Issuer or any of its promoters or directors are not wilful defaulters;
- iv. none of the promoters or directors of the Issuer is a fugitive economic offender;
- v. the Issuer has complied with all the provisions of the SEBI (Issue and Listing of Debt securities) Regulations, 2008 as amended from time to time and other applicable laws with respect to issue and listing of debt securities;
- vi. the Issuer has obtained necessary approvals from the Ministry of Finance/RBI/any other government authority, *if applicable*, for issuance of the captioned debt securities;
- vii. the Issuer will execute necessary documents for the creation of the charge, where applicable, including the Trust Deed, within the time frame prescribed in the relevant regulations/act/rules etc and submit the certified true copy to the Exchange, within five working days of execution of the same.

Yours faithfully,

(Name and Designation)

**Checklist for seeking approval for listing of debt securities re-issued
on private placement basis (under existing ISIN)**

(Application to be made on the NEAPS Platform)

Sr. No.	Particulars
1	Resolution passed by the Board of Directors for authorising the issue, if resolution provided earlier is not sufficient to cover total issue size
2	Resolution passed by the shareholders at the AGM/EGM with respect to borrowings, if resolution provided earlier is not sufficient to cover total issue size
3	Credit Rating Letter(s) issued by credit rating agency(ies) <i>(if revalidated during the period between original issue and further issue)</i>
4	Debenture Trust Deed/Consent letter of the Debenture Trustee
5	Disclosure Document prepared as per SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and any amendments thereto <i>(if new Disclosure Document has been prepared for re-issuance)</i> / Term Sheet for re-issuance of debt securities
6	Confirmation from the depositories for the ISIN activation of NSDL for the additional securities
7	Confirmation from the depositories for the ISIN activation of CDSL for the additional securities
8	Resolution passed by the Board of Directors for further allotment of securities
9	Credit Confirmation / Allotment Letter (s) received from the depository(ies) for further allotment
10	Undertaking/Certification from the Company (As per Annexure A)
11	Listing fees, if applicable
12	SEBI Fees of INR 5000/- <i>(if new Disclosure Document has been prepared for re-issuance)</i>

Annexure A

(On the letterhead of the Issuer)

Date

To,
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400051

Dear Sir/Madam,

Sub: Approval for Listing of Debt Securities amounting to INR _____ or re-issued on Private Placement Basis under ISIN _____

We hereby, inter alia, confirm/undertake the following:-

- i. the Issuer is an eligible issuer in terms of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and are in compliance with the eligibility criteria of NSE;
- ii. the Issuer, any of its promoters, promoter group or directors are not restrained from issue/allotment of aforesaid securities and/or are not debarred from accessing the capital market by any regulatory authority;
- iii. the Issuer or any of its promoters or directors are not wilful defaulters;
- iv. none of the promoters or directors of the Issuer is a fugitive economic offender;
- v. the Issuer has complied with all the provisions of the SEBI (Issue and Listing of Debt securities) Regulations, 2008 as amended from time to time, applicable SEBI Circulars, and other applicable laws with respect to issue and listing of debt securities;
- vi. the Issuer has obtained necessary approvals from the Ministry of Finance/RBI/any other government authority, *if applicable*, for issuance of the captioned debt securities;
- vii. the Issuer will execute necessary documents for the creation of the charge, where applicable, including the Trust Deed, within the time frame prescribed in the relevant regulations/act/rules etc. and submit the certified true copy to the Exchange, within five working days of execution of the same.

Yours faithfully,

(Name and Designation)