

**THE GAZETTE OF INDIA**  
**EXTRAORDINARY**  
**PART – III – SECTION 4**  
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**NEW DELHI, MARCH 24, 2015**  
**SECURITIES AND EXCHANGE BOARD OF INDIA**  
**NOTIFICATION**

**Mumbai, the 24<sup>th</sup> March, 2015**

**SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF  
DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2015**

No. LAD-NRO/GN/2014-15/25/539.— In exercise of the powers conferred by section 30 of the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Board hereby makes the following Regulations to further amend the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, namely:—

1. These Regulations may be called the Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015.
2. They shall come into force on the date of their publication in the Official Gazette.
3. In the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, -

(i) after regulation 17, the following regulation shall be inserted, namely,-

**"Right to recall or redeem prior to maturity**

17A. An issuer making public issue of debt securities may recall such securities prior to maturity date at his option (call) or provide such right of redemption prior to maturity date (put) to all the investors or only to retail investors, at their option, subject to the following:

- (a) Such right to recall or redeem debt securities prior to maturity date is exercised in accordance with the terms of issue and detailed disclosure in this regard is made in the offer document including date from which such right is exercisable, period of exercise (which shall not be less than three

working days), redemption amount (including the premium or discount at which such redemption shall take place);

- (b) The issuer or investor may exercise such right with respect to all the debt securities issued or held by them respectively or with respect to a part of the securities so issued or held ;
- (c) In case of partial exercise of such right in accordance with the terms of the issue by the issuer , it shall be done on proportionate basis only;
- (d) No such right shall be exercisable before expiry of twenty four months from the date of issue of such debt securities;
- (e) Issuer shall send notice to all the eligible holders of such debt securities at least twenty one days before the date from which such right is exercisable;
- (f) Issuer shall also provide a copy of such notice to the stock exchange where the such debt securities are listed for wider dissemination and shall make an advertisement in the national daily having wide circulation indicating the details of such right and eligibility of the holders who are entitled to avail such right ;
- (g) Issuer shall pay the redemption proceeds to the investors along with the interest due to the investors within fifteen days from the last day within which such right can be exercised;
- (h) Issuer shall pay interest at the rate of fifteen per cent. per annum for the period of delay, if any,
- (i) After the completion of the exercise of such right, the issuer shall submit a detailed report to the stock exchange for public dissemination regarding the debt securities redeemed during the exercise period and details of redemption thereof.

Explanation.- For the purpose of this regulation, retail investor shall mean the holder of debt securities having face value not more than rupees two lakh."

- (ii) after regulation 20, the following regulation shall be inserted, namely,-

**"Consolidation and re-issuance**

20A. An issuer may carry out consolidation and re-issuance of its debt securities, subject to the fulfillment of the following conditions:

- (a) there is such an enabling provision in its articles under which it has been incorporated;
  - (b) the issue is through private placement;
  - (c) the issuer has obtained fresh credit rating for each re-issuance from at least one credit rating agency registered with the Board and is disclosed;
  - (d) such ratings shall be revalidated on a periodic basis and the change, if any, shall be disclosed;
  - (e) appropriate disclosures are made with regard to consolidation and re-issuance in the Term Sheet."
- (iii) in Schedule I, in paragraph 3, in sub-paragraph B, in clause (a), in the table,-
- (a) the words "call option" wherever appearing shall be substituted with the word "call";
  - (b) the words "put option" wherever appearing shall be substituted with the word "put".

**U. K. SINHA  
CHAIRMAN**

**SECURITIES AND EXCHANGE BOARD OF INDIA**

**Footnotes:**

1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 were published in the Gazette of India on 6<sup>th</sup> June, 2008 vide No. LAD-NRO/GN/2008/13/127878.
2. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 were subsequently amended on:
  - (a) October 12<sup>th</sup>, 2012 by SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 vide No. LAD-NRO/GN/2012-13/19/5392.
  - (b) January 31<sup>st</sup>, 2014 by SEBI (Issue and Listing of Debt Securities)(Amendment) Regulations, 2014 vide No. LAD-NRO/GN/2013-14/43/207.