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EXTRAORDINARY

PART – III – SECTION 4

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SECURITIES AND EXCHANGE BOARD OF INDIA

NOTIFICATION

Mumbai, the 31st May, 2017

SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) (SECOND AMENDMENT) REGULATIONS, 2017

No. SEBI/LAD/NRO/GN/2017-18/06.— In exercise of the powers conferred under 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 of Capital and Disclosure Requirements) Regulations, 2009, namely:-

- 1.** These regulations may be called the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2017.
- 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 of Capital and Disclosure Requirements) Regulations, 2009, -
 - a) in regulation 2, in sub-regulation (1), -

- i. in clause (zd), after sub-clause (xii), the following new sub-clause shall be inserted, namely, -

“(xiii) systemically important non-banking financial companies.”

- ii. after clause (zl), the following new clause shall be inserted, namely, -

“(zla) “systemically important non-banking financial company” means a non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements.”

- b) in regulation 16, -

- i. in sub-regulation (1), -

- a. after the words “If the issue size” and before the word “exceeds”, the symbol and words “, excluding the size of offer for sale by selling shareholders,” shall be added;
- b. the words “five hundred” shall be substituted by the words “one hundred”;
- c. in the *proviso*, the words “an offer for sale or” shall be omitted.

- ii. the existing sub-regulation (2) shall be substituted with the following, namely, -

“(2) The monitoring agency shall submit its report to the issuer in the format specified in **Schedule IX** on a quarterly basis, till at least ninety five percent of the proceeds of the issue, excluding the proceeds under offer for sale and amount raised for general corporate purposes, have been utilised.”

- iii. after sub-regulation (2), the following new sub-regulations shall be inserted

“(3) The Board of Directors and the management of the company shall provide their comments on the findings of the monitoring agency as specified in **Schedule IX**.

(4) The issuer shall, within forty five days from the end of each quarter, publically disseminate the report of the monitoring agency by uploading the same on its website as well as submitting the same to the stock exchange(s) on which its equity shares are listed.”

c) in regulation 70, in sub-regulation (4), after the words “Insurance Regulatory and Development Authority” and before the symbol “.”, the following words and figures shall be inserted, namely, -

“of India or a Scheduled Bank listed under the Second Schedule of the Reserve Bank of India Act, 1934 or a Public Financial Institution as defined in clause 72 of section 2 of the Companies Act, 2013.”

d) the existing Schedule IX shall be substituted by the following, -

“SCHEDULE IX
[See regulation 16 (2) and (3)]

FORMAT OF REPORT TO BE SUBMITTED BY MONITORING AGENCY

Front Page:

Report of the Monitoring Agency
Name of the Issuer:
For quarter ended:
Name of the Monitoring Agency:
(a) Deviation from the objects:
– <i>Utilization different from Objects stated in OD but in line with change of objects approved by shareholders' resolution; or</i>
– <i>Utilization neither in line with Objects stated in OD nor approved by shareholders' resolution</i>
– <i>In case of no deviation, the fact would be stated.</i>

(b) Range of Deviation*:

Indicate range of percentage deviation from the amount of issue proceeds earmarked for objects. For example, up to 10%, 10 - 25%, 25-50%, 50-75%, 75-100%, not ascertainable etc.

** Range of Deviation may be computed by taking weighted average of financial deviation of each object in the ratio of issue proceeds allocated for it. Non-financial deviation may be indicated separately by way of notes.*

Declaration:

I/We hereby declare that this report is based on the format as prescribed by SEBI (ICDR) Regulations, 2009, as amended. I/We further declare that this report provides true and fair view of the utilization of issue proceeds.

I/We declare that we do not have any direct / indirect interest in or relationship with the issuer/promoters/directors/management and also confirm that we do not perceive any conflict of interest in such relationship / interest while monitoring and reporting the utilization of issue proceeds by the issuer.

Signature:

Name of the Authorized Person/Signing Authority:

Designation of Authorized person/Signing Authority:

Seal of the Monitoring Agency:

Date:

Subsequent Pages:

1) Issuer Details:

Name of the issuer :
The names of the promoters of the issuer :
Industry/sector to which it belongs :

2) Issue Details:

Issue Period :
Type of issue (public/rights) :
Type of specified securities :
Grading :
Issue size (₹ in Crores) :

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

(Give item by item description for all the objects stated in offer document separately in following format)

Particulars	Reply	Comments of Monitoring Agency	Comments of Board of Directors
Whether all the utilization is as per disclosure in Offer Document?	Yes/ No		
Whether Shareholder approval is obtained in case of material deviations# from expenditures disclosed in Offer Document?	Yes/ No		
Whether means of finance for disclosed objects of the Issue has changed?	Yes/ No		
Any major deviation observed over the earlier monitoring agency reports?	Yes/ No		
Whether all Government / Statutory approvals related to the object(s) obtained?	Yes/ No		
Whether all arrangements pertaining to technical assistance/collaboration in operation?	Yes/ No		
Any favorable events improving object(s) viability	Yes/ No		
Any unfavorable events affecting object(s) viability	Yes/ No		
Any other relevant information that may materially affect the decision making of the investors	Yes/ No		

Where material deviation may be defined to mean:

a) Deviation in the objects or purposes for which the funds have been raised

b) Deviation in the amount of fund actually utilized by more than 10% of the amount projected in the offer documents.

4) Details of object(s) to be monitored:

(i) Cost of object(s)-

(Give Item by Item Description for all the Objects Stated in Offer Document separately in following format)

Sl. No	Item Head	Original Cost (as per Offer Document)	Revised Cost	Comments of Monitoring Agency	Comments of Board of Directors		
					Reason of cost revision	Proposed financing option	Particulars of firm arrangements made

(ii) Progress in the object(s)-

(Give Item by Item Description for all the Objects Stated in Offer Document separately in the following format)

Sl. No	Item Head ^s	Amount as proposed in Offer Document	Amount utilized			Total unutilized Amount	Comments of Monitoring Agency	Comments of Board of Directors	
			As at Beginning of the quarter	During the quarter	At the end of the quarter			Reason of idle funds	Proposed Course of Action

^s Provide following details under Item Head:

(a) Name of the object(s):

(b) Brief description of the object(s):

(c) Location of the object(s) (if applicable):

(iii) Deployment of unutilized IPO proceeds-

Sl. no.	Type of instrument where amount invested*	Amount invested	Maturity date	Earnings	Return on Investment (ROI %)	Market Value as at the end of quarter**

* Also indicate name of the party/company in which amounts have been invested

** Where market value is not practical to find, provide NAV/NRV/Book Value of the same

(iv) Delay in implementation of the object(s)-

Object(s) Name	Completion Date		Delay (No. of days/ months)	Comments of Board of Directors	
	As per Offer Document	Actual *		Reason of delay	Proposed Course of Action

* In case of continuing object(s) please specify latest/revised estimate of completion date.

Sd/-

AJAY TYAGI

CHAIRMAN

SECURITIES AND EXCHANGE BOARD OF INDIA

Footnote:

1. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 were published in the Gazette of India on 26th August, 2009 vide No. LAD-NRO/GN/2009- 10/15/174471.

2. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 were subsequently amended on:-

- (1) 11th December, 2009 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2009 vide No. LAD-NRO/GN/2009- 10/23/186926.
- (2) 1st January, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2010 vide No. LAD-NRO/GN/2009- 2010/25/189240.
- (3) 8th January, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2010 vide No. LADNRO/GN/2009- 10/26/190146.
- (4) 13th April, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2010 vide No. LADNRO/GN/2010-11/03/1104.
- (5) 12th November, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2010 vide No. LADNRO/GN/2010-11/19/26456.
- (6) 29th April, 2011 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2011 vide F. No. LADNRO/GN/2011-12/05/13907.
- (7) 23rd September, 2011 by Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 vide No. LAD-NRO/GN/2011-12/24/30181.
- (8) 23rd September, 2011 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2011 vide F. No. LADNRO/GN/2011- 12/25/30309.

- (9) 30th January, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2012 vide No. LAD-NRO/GN/2011-12/34/2499.
- (10) 7th February, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2012 vide No. LAD-NRO/GN/2011-12/35/3186.
- (11) 21st May, 2012 by Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 vide No. LAD-NRO/GN/2012-13/04/11262.
- (12) 24th August, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2012 vide No. LADNRO/GN/2012-13/12/18951.
- (13) 12th October, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2012 vide No. LADNRO/GN/2012-13/18/5391.
- (14) 27th February, 2013 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Amendment) Regulations, 2013 vide No. LAD-NRO/GN/2012-13/32/4947.
- (15) 26th August, 2013 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Second Amendment) Regulations, 2013 vide No. LAD-NRO/GN/2013-14/19/6422.
- (16) 8th October, 2013 by Securities and Exchange Board of India (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013 vide No. LAD-NRO/GN/2013-14/28/6720.
- (17) 7th January, 2014 by Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 vide No. LAD-NRO/GN/2013-14/36/12.
- (18) 4th February, 2014 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2014 vide No. LAD-NRO/GN/2013-14/44/226.
- (19) 23rd May, 2014 by Securities and Exchange Board of India (Payment of Fees) (Amendment) Regulations, 2014 vide No. LAD-NRO/GN/2014-15/03/1089.
- (20) 25th August, 2014 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2014 vide No. LAD-NRO/GN/2014-15/06/1372.

- (21) 24th March 2015 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2015 vide No. LAD-NRO/GN/2014-15/24/538.
- (22) 5th of May, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2015 vide No. SEBI-NRO/OIAE/GN/2015-16/003.
- (23) 11th of August, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2015 vide No. SEBI/LAD-NRO/GN/2015-16/007.
- (24) 14th of August, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2015 vide No. SEBI/LAD-NRO/GN/2015-16/008.
- (25) 14th of August, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015 vide No. SEBI/LAD-NRO/GN/2015-16/012.
- (26) 02nd of September, 2015 by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide No. SEBI/LAD-NRO/GN/2015-16/013.
- (27) 10th of September, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Sixth Amendment) Regulations, 2015 vide No. SEBI/LAD-NRO/GN/2015-16/18.
- (28) 27th of October, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Seventh Amendment) Regulations, 2015 vide No. SEBI/ LAD-NRO/GN/2015-16/025.
- (29) 21st of January, 2016 by SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2016 vide No. SEBI/ LAD-NRO/GN/2015-16/031.
- (30) 17th of February, 2016 by SEBI (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2016 vide No. SEBI/ LAD-NRO/GN/2015-16/036.
- (31) 25th of May, 2016 by SEBI (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2016 vide No. SEBI/ LAD-NRO/GN/2016-17/003.
- (32) 30th of November, 2016 by SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2016 vide No. SEBI/ LAD-NRO/GN/2016-17/017.

- (33) 15th of February, 2017 by SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2017 vide No. SEBI/LAD/NRO/GN/2016-17/030.
- (34) 6th of March, 2017 by SEBI (Payment of Fees and Mode of Payment) (Amendment) Regulations, 2017 vide No. SEBI/LAD/NRO/GN/2016-17/037 read with notification dated 29th of March, 2017 vide No. SEBI/LAD/NRO/GN/2016-17/38.
