



CIRCULAR

SEBI/HO/DDHS/08/2020

January 17, 2020

To

All entities whose debt securities are listed
All Recognized Stock Exchanges

Madam/Sir,

Sub: Format for Statement indicating Deviation or Variation in the use of proceeds of issue of listed non-convertible debt securities or listed non-convertible redeemable preference shares (NCRPs)

1. As per Regulations 52(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), a listed entity is required to submit to the stock exchange, a statement indicating deviation or variation, if any, in the use of proceeds of issue of non-convertible debt securities or non-convertible redeemable preference shares (NCRPs), from the objects stated in the offer document/Information memorandum.
2. SEBI vide circular no. CIR/CFD/CMD1/162/2019 dated December 24, 2019, has prescribed a format for the statement indicating deviation or variation in the use of proceeds of issue for entities whose specified securities are listed. It is felt that a similar format be issued for listed entities which have listed its non-convertible debt securities or NCRPs on the stock exchange(s).
3. Accordingly, it has been decided that listed entities which have issued non-convertible debt securities or NCRPs, shall submit the statement indicating deviation or variation, if any, in the format placed at **Annexure-A** of this circular on half yearly basis.
4. The salient features of the format are as under:
 - a. **Applicability:** The format for the statement indicating deviation or variation shall be applicable for funds raised by entities through issuance of non-convertible debt securities or NCRPs, which are listed.
 - b. **Frequency of Disclosure:** The statement indicating deviation or variation shall be submitted to the Stock Exchange(s) on half yearly basis within 45 days of end of the half year until such funds are fully utilised or the purpose for which these proceeds were raised has been achieved.

- c. **Role of the Audit Committee**: The statement indicating deviation report shall be placed before the Audit Committee of the listed entity for review on half yearly basis and after such review, the comments of Audit Committee along with the report shall be disclosed/submitted to the stock exchange, as part of the format.

In cases where the listed entity is not required to have an audit committee under the provisions of SEBI LODR Regulations or Companies Act, 2013, the word 'Audit Committee' shall be replaced with 'Board of Directors'.

5. The first such submission shall be made by the listed entities for the half year ended March 31, 2020; subsequent submissions shall be made on half yearly basis as explained above.
6. The Stock Exchanges are advised to bring the provisions of this circular to the notice of all the listed entities and to disseminate the same on their websites.
7. The circular is issued in exercise of the powers conferred under sections 11 and 11A of the Securities and Exchange Board of India Act, 1992 read with Regulations 52(7) and 101 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. The circular is available on SEBI website at www.sebi.gov.in under the category '*Legal→Circulars*'.

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Statement of Deviation or Variation						
Name of listed entity						
Mode of Fund Raising	Public Issues / Private Placement					
Type of instrument	Non-Convertible Debentures/Non-Convertible Redeemable Preference Shares					
Date of Raising Funds						
Amount Raised	(INR Crores)					
Report filed for half year ended						
Is there a Deviation / Variation in use of funds raised ?						
Whether any approval is required to vary the objects of the issue stated in the prospectus/ offer document?	Yes / No					
If yes, details of the approval so required?						
Date of approval						
Explanation for the Deviation / Variation						
Comments of the audit committee after review						
Comments of the auditors, if any						
Objects for which funds have been raised and where there has been a deviation, in the following table						
Original Object	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilised	Amount of Deviation/Variation for the half year according to applicable object (INR Crores and in %)	Remarks, if any
<i>Deviation could mean:</i> (a) Deviation in the objects or purposes for which the funds have been raised (b) Deviation in the amount of funds actually utilized as against what was originally disclosed.						
Name of Signatory Designation						