

**CIRCULAR**

**SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2022/170**

**December 09, 2022**

To,

**All entities who have listed their Non-convertible Debt securities/ Non-convertible Redeemable Preference shares  
All the Recognized Stock Exchanges**

Madam/ Sir,

**Clarification - Scheme(s) of Arrangement by entities who have listed their Non-convertible Debt securities (NCDs)/ Non-convertible Redeemable Preference shares (NCRPS) (*debt listed entities*)**

1. This has reference to Circular no. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2022/156 dated November 17, 2022 on "*Scheme(s) of Arrangement by entities who have listed their Non-convertible Debt securities (NCDs)/ Non-convertible Redeemable Preference shares (NCRPS)*"
2. In this regard, it is clarified that the provisions of the aforementioned circular shall not apply to a Scheme of Arrangement which solely provides for an arrangement between a debt listed entity and its unlisted wholly owned subsidiary. However, such debt listed entity shall file the draft Scheme of Arrangement with Stock Exchange(s) for the purpose of disclosure and the Stock Exchange(s) shall disseminate the scheme documents on their websites.
3. The Stock Exchanges are advised to bring the provisions of this circular to the notice of debt listed entities and also to disseminate the same on their websites.
4. Chapter XII of the LODR Operational Circular dated July 29, 2022 will accordingly stand modified.
5. The Circular is issued in exercise of the powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992 read with Regulation 101 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to protect the interest of investors in securities and to promote the development of, and to regulate the securities market.
6. This Circular is available at [www.sebi.gov.in](http://www.sebi.gov.in) under the link "Legal→Circulars".

**Yours faithfully,**

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