

## Annexure A

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\* With the issuance of this Master Circular, the said circulars/guidelines shall stand rescinded and the master circular shall prevail.



## ITEM NO. 1: IPO / Direct Listing

### 1.1 Eligibility Criteria for listing on Main Board of the Exchange through IPO<sup>1</sup>

Qualifications for listing Initial Public Offerings (IPO) are as below:

Parameter	Listing Criterion
Paid up Capital	<p>The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.</p> <p>The paid-up equity capital of the applicant shall not be less than 10 crores* and the capitalization of the applicant's equity shall not be less than 25 crores**</p> <p>* Explanation 1 For this purpose, the post issue paid up equity capital for which listing is sought shall be taken into account.</p> <p>** Explanation 2 For this purpose, capitalisation will be the product of the issue price and the post issue number of equity shares. In respect of the requirement of paid-up capital and market capitalisation, the issuers shall be required to include, in the disclaimer clause of the Exchange required to put in the offer document, that in the event of the market capitalisation (Product of issue price and the post issue number of shares) requirement of the Exchange not being met, the securities would not be listed on the Exchange.</p>
Conditions Precedent to Listing	<p>The Issuer shall have adhered to conditions precedent to listing as emerging from inter-alia from Securities Contracts (Regulations) Act 1956, Companies Act 1956/2013, Securities and Exchange Board of India Act 1992, any rules and/or regulations framed under foregoing statutes, as also any circular, clarifications, guidelines issued by the appropriate authority under foregoing statutes.</p>

<p>Atleast three years track record of either</p>	<ul style="list-style-type: none"> <li>• The applicant seeking listing; or</li> <li>• The promoters****/promoting company, incorporated in or outside India or</li> <li>• Partnership firm and subsequently converted into a Company (not in existence as a Company for three years) and approaches the Exchange for listing. The Company subsequently formed would be considered for listing only on fulfillment of conditions stipulated by SEBI in this regard.</li> </ul> <p>For this purpose, the applicant or the promoting company shall submit annual reports of three preceding financial years to NSE and also provide a certificate to the Exchange in respect of the following:</p> <ul style="list-style-type: none"> <li>• That the company has not referred to the Board of Industrial &amp; Financial Reconstruction (BIFR) &amp;/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.</li> <li>• The company has not received any winding up petition admitted by a NCLT</li> <li>• The net worth of the company should be positive. (Provided this criteria shall not be applicable to companies whose proposed issue size is more than Rs.500 crores)</li> </ul> <p>[*Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p> <p>****Promoters mean one or more persons with minimum 3 years of experience of each of them in the same line of business and shall be holding at least 20% of the post issue equity share capital individually or severally.</p>
<p>The applicant desirous of listing its securities should</p>	<ul style="list-style-type: none"> <li>• Redressal Mechanism of Investor grievance</li> </ul>

<sup>1</sup> <https://www.nseindia.com/companies-listing/raising-capital-public-issues-eligibility-equity-debt>

<p>satisfy the exchange on the following</p>	<p>The points of consideration are:</p> <ol style="list-style-type: none"> <li>1. Details of pending investor grievances against Issuer, listed subsidiaries and top 5 listed group companies by Market Cap.</li> <li>2. Arrangements or mechanism evolved for redressal of investor grievances including through SEBI Complaints Redress System.</li> </ol> <ul style="list-style-type: none"> <li>• Defaults in payment</li> </ul> <p>Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoting company(ies), group companies, Subsidiary Companies shall also be considered while evaluating a company's application for listing. The securities of the applicant company may not be listed till such time it has cleared all pending obligations relating to the payment of interest and/or principal.</p>
<p>Rejection cooling off period</p>	<p>The application of the applicant company should not have been rejected by the exchange in last 6 complete months.</p> <p>Note:</p> <p>a) In case a company approaches the Exchange for listing within six months of an IPO, the securities may be considered as eligible for listing if they were otherwise eligible for listing at the time of the IPO. If the company approaches the Exchange for listing after six months of an IPO, the norms for existing listed companies may be applied and market capitalization be computed based on the period from the IPO to the time of listing.</p>

Checklist of the documents to be submitted along with the applications seeking approval, is available on the following path on NSE Website:

[www.nseindia.com](http://www.nseindia.com) → List → Primary Market Main Board → Process Equity



## 1.2 Eligibility Criteria for listing on NSE Emerge Platform (SME Platform)<sup>2</sup>

The following criteria should be complied with as on the date of filing the Public Offer Document with NSE as well as when the same is filed with RoC and SEBI.

### **1. Incorporation**

The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.

Parameter	Listing Criterion
Incorporation	The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.
Post Issue Paid Up Capital	The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crore.
Track Record	<ul style="list-style-type: none"><li>• Track record of atleast three years of either<ul style="list-style-type: none"><li>i. the applicant seeking listing; or</li><li>ii. the promoters****/promoting company, incorporated in or outside India or</li><li>iii. Proprietary / Partnership firm and subsequently converted into a Company (not in existence as a Company for three years) and approaches the Exchange for listing.</li></ul></li></ul> <p>****Promoters mean one or more persons with minimum 3 years of experience in the same line of business and shall be holding at least 20% of the post issue equity share capital individually or severally</p>

<sup>2</sup> Download Ref No: NSE/CML/65739 dated December 23, 2024 & NSE/CML/73818 dated April 20, 2026

Financial	<ul style="list-style-type: none"> <li>• An issuer shall have an operating profit (earnings before interest, depreciation and tax) of INR 1 crore from operations for any 2 out of 3 previous financial years.</li> <li>• Net-worth should be positive.</li> <li>• The company/entity should have positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application. <i>(Methodology for computing FCFE is placed at Exhibit-I of this master circular. Further, guidelines/clarification on FCFE are available in the form of FAQs in the Exchange circular NSE/CML/73818 dated April 20, 2026)#</i></li> </ul>
Offer For Sale	<ul style="list-style-type: none"> <li>• Offer for sale (OFS) by selling shareholders in SME IPO shall not exceed 20% of the total issue size and selling shareholders cannot sell more than 50% of their holding.</li> </ul>
Other Listing Conditions	<ul style="list-style-type: none"> <li>• The applicant company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.</li> <li>• The company has not received any winding up petition admitted by a NCLT / Court.</li> <li>• No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.</li> <li>• Issuer seeking listing shall ensure that none of the merchant bankers involved in the IPO should have instances of any of their IPO draft offer document filed with the Exchange being returned in the past 6 months from the date of application. For this purpose, the left lead merchant banker and any other merchant banker if applicable who shall be responsible for due diligence activity and drafting of the draft offer document / offer document in terms of the Lead Managers' Inter-se Allocation of Responsibilities shall be considered.</li> <li>• SME issues shall not be permitted, where objects of the issue consist of Repayment of Loan from Promoter, Promoter Group or any related party, from the issue proceeds, whether directly or indirectly.</li> </ul>

Disclosures	<p>The following matters should be disclosed in the offer document:</p> <ol style="list-style-type: none"> <li>1. Any material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.</li> <li>2. Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.</li> <li>3. The applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation.</li> <li>4. In respect of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences.</li> </ol>
Rejection Cooling Off Period	The application of the applicant company should not have been rejected by the Exchange in last 6 complete months.
Return Policy	Exchange's Guidelines for returning of draft offer documents filed with the Exchange for listing on NSE Emerge Platform are placed at Exhibit -II of this master circular.

Checklist of the documents to be submitted along with the application seeking approval, is available on the following path on NSE Website:  
[www.nseindia.com](http://www.nseindia.com) → List → Primary Market SME → Requirements and Process

# The methodology for computing FCFE is modified vide exchange circular no. NSE/CML/73818 dated April 20, 2026.



### Exhibit-I

The Exchange vide circular NSE/CML/73818 dated April 20, 2026 has provided the modified methodology for computing FCFE:

#### **Methodology for calculating FCFE**

**FCFE** = Cash flow from Operations – Purchase of Fixed Assets + Proceeds from issuance of Capital+ Net Borrowings- Interest\*(1-t)

→ Wherein

**Cash flow from operations** will be determined as

Cash Generated from Operating Activities – Income Tax paid (if any) i.e. Net Cash flow from Operating Activities

**Purchase of Fixed Assets** will be determined as

Purchase of Property, plant, and equipment (PPE) (including Capital Work in Progress (CWIP and Intangible assets)) – Sale proceeds of PPE, CWIP (if any) + Capital Advances (if any)

**Proceeds from Issuance of Capital** will be determined as

Proceeds from Issuance of Equity Share Capital + Proceeds from Issuance of Preference Share Capital + Proceeds from Issuance of or any other instruments classified under the head Share Capital, including Securities Premium on issue (if any).

**Net Borrowings** will be determined as

Proceeds from Long Term Borrowings - Repayments of Long Term Borrowings + Proceeds from Short Term Borrowings - Repayments of Short term Borrowings

**Interest \*(1-t)** will be determined as

Interest on loan/borrowings \* (Profit after tax - PAT/Profit Before Tax (PBT)) or effective income



## Exhibit-II

### Exchange's Guidelines for returning of draft offer documents filed with the Exchange for listing on NSE Emerge Platform

Draft offer documents filed with National Stock Exchange of India Limited ('Exchange') for public issue of securities on the Exchange's Emerge Platform (SME Platform) shall be scrutinized based on the broad guidelines/ criteria specified as under –

#### 1. Criteria for return of draft offer document

##### 1.1. Where Capital Structure involves any of the following:

- (i) Existence of circular transactions for building up the capital / net worth of the issuer.
- (ii) Ultimate promoters are unidentifiable.
- (iii) Promoters' contribution not complying with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in letter or in spirit.

##### 1.2. Where Object of the Issue:

- (i) Is to fund working capital requirements and there is a sudden and exponential spurt in the working capital estimates and / or the revenue projections vis-à-vis past trends and the issuer is unable to provide substantial reasons for the same.
- (ii) Is repayment of loan or inter corporate deposit or any other borrowing of similar nature, and the issuer is not in a position to disclose the ultimate purpose for which the loan was taken or demonstrate utilization of the same for the disclosed purpose or no appropriate documentation executed at the time of availing the loan.
- (iii) Is towards capital expenditure and no concrete steps have been taken to achieve the same.

*Illustration: The object is to set up new manufacturing facility and issue proceeds will be utilized towards purchase of plant and machinery; however, the land is not yet identified.*

- (iv) Is to set up a plant and the issuer has not received crucial clearances / licenses / permissions / approvals from the required competent authority

which is necessary for commencement of the activity and because of such non-receipt of clearances / licenses / permissions / approvals, the issue proceeds might not be utilized towards the stated objects of the issue.

- (v) Is vague for which a major portion of the issue proceeds are proposed to be utilized.
- (vi) Is such where the time gap between raising the funds and proposed utilization of the same is unreasonably long.
- (vii) Is such where the major portion of the issue proceeds is proposed to be utilized for the purpose which does not create any tangible asset for the issuer, such as, expenses towards brand building, advertisement, payment to consultants, etc and there is not enough justification for creation of such assets in terms of past performance, experience and concrete business plan of the issuer.

1.3. **Where business model of an issuer is:**

Exaggerated, complex or misleading and the investors may not be able to assess the risks associated with such business models.

1.4. **Where scrutiny of Financial Statements shows:**

- (i) Sudden spurt or fluctuations in the business just before filing the draft offer document or for the financial years disclosed in the draft offer documents and reply to clarifications sought is not satisfactory. This will include spurt in line items such as Income, profits, Debtors/Creditors, intangible assets, etc.
- (ii) Qualified audit reports or the reports where auditors have raised doubts / concerns over the accounting policies. This would also be applicable for the subsidiaries, joint ventures and associate companies of the issuer which significantly contributes to the business of the issuer. This would also be applicable for the entities where the issue proceeds are proposed to be utilized.
- (iii) Change in accounting policy with a view to show enhanced prospects for the issuer in contradiction with accounting norms.
- (iv) Majority of the business is with related parties / group entities or where circular transactions with connected / group entities exist with a view to show enhanced prospects of the issuer.
- (v) The auditors have not obtained the UDIN for the financial statements to be included in the offer documents, and/ or the financial statements have



not been signed by the personnel as required under the Companies Act.

1.5. **Where there exists litigation including regulatory action:**

- (i) Which is so major that the issuer's survival is dependent on the outcome of the pending litigation.
- (ii) Which has an impact on the issue with regard to eligibility criteria provided under SEBI (ICDR) Regulations, 2018.
- (iii) Which is material, undisclosed and wilfully concealed.

1.6. **Where risk factors are:**

- (i) Not specific in nature and/or does not clearly identify or quantify the risk involved and/or not appropriately worded in simple, clear and unambiguous language to bring out clearly the risk to the investor, without undermining the same.

1.7. **Other General Criteria:**

- (i) The issuer does not satisfy the conditions of Chapter IX of SEBI (ICDR) Regulations, 2018 as on the date of filing of the draft offer document with the Exchange or alternatively, relevant exemptions have not been obtained from SEBI.

*Illustration – The shares of the promoters are not in dematerialized form on the date of filing of draft offer document with the Exchange.*

- (ii) Failure to make all the disclosures required under SEBI (ICDR) Regulations, 2018 and relevant circulars/ guidelines or alternatively, relevant exemptions have not been obtained from SEBI.

*Illustration – Any specific chapter is missing OR Restated Audited Financial Statements for last 3 years have not been disclosed OR Complete details of material litigations have not been provided instead only the name of the parties, court name and amount is provided OR the issuer has not obtained exemption from SEBI U/R 300 of SEBI (ICDR) Regulations for not disclosing any individual / entity as 'Promoter group'.*

- (iii) Material non-compliance / violations of any of the provisions of the Companies Act, 2013 and such other applicable laws, which have not been



rectified and which has a bearing on the listing of the securities of the Company.

*Illustration: Non-compliance with the provisions of Section 42 of the Companies Act, 2013 for issuances made in the past thereby triggering deemed public issue provisions OR Subsidiary company holding shares in the subsidiary company OR Violation of provisions of Section 34 (1) of the SEBI (Delisting of Equity Shares) Regulations, 2021*

- (iv) Failure to provide complete documentation in terms of requirements of SEBI (ICDR) Regulations, 2018.
- (v) Furnishing of incorrect / vague / misleading / incomplete / false / inconsistent information in the draft offer document /
- (vi) The site visit, if any, conducted by the Exchange is found to be unsatisfactory including raising questions on the existence of the issuer.
- (vii) Where any other regulatory authority/enforcement agencies have expressed material concern/s with regard to the proposed issue / draft offer document filed by the issuer.
- (viii) Where any auditor (including any previous auditor during the last 3 financial years) has expressed material concern with regard to the issuer/ the issue / draft offer document filed by the issuer.
- (ix) Where any complaint / concern has been received by the Exchange against the issuer / with respect to the issue and the same has not been satisfactorily addressed.
- (x) Non-receipt of no-objection / clearance from any relevant internal department of the Exchange, wherever applicable on account of material observations.
- (xi) The draft offer document requires:
  - i. Substantial revision or addenda or corrigenda on key disclosures, in accordance with the clarifications / explanations sought on the draft offer document; or

*Illustration – Substantial revision in Object Chapter OR Substantial revision in more than two chapters of the draft offer document may trigger the above requirement.*

- ii. Revision due to inconsistency in the numbers/ data/ facts provided in different sections of the offer document or between the draft offer



document and subsequent submission(s) made in response to clarifications sought.

- iii. Corrective measures on account of regulatory interpretation.
- (xii) The lead manager to the issuer has become ineligible to act as such, due to any material non-compliance observed under SEBI (Merchant Bankers) Regulations, 1992 or any other applicable Circulars/Regulations/Guidelines issued by SEBI/ Exchange/ such other regulatory authority, or pursuant to any regulatory/ disciplinary action against the lead manager.
- (xiii) There is a failure to resolve conflict of interest, whether direct or indirect, between the issuer and Merchant Banker appointed by the issuer to undertake the book building process or such other matter.
- (xiv) The names of entities which are unregistered with SEBI are mentioned in the draft offer document as an ‘Advisor to the issue’ or such other unrecognised category of SEBI.
- (xv) Where the draft offer document is pending for approval for a period which is more than the specified timelines, as may be determined by the Exchange, due to non-furnishing of information/documents or delay in furnishing of information/ documents or such other reason, the Exchange shall give sufficient notice to the issuer requiring them to submit a satisfactory response, failing which the draft offer documents shall be returned.
- (xvi) Furnishing of incorrect / vague / misleading / incomplete / false / inconsistent / non satisfactory information/ clarification to the Exchange within the timeline prescribed from time to time.

## **2. Applicability of the Guidelines**

- 2.1. The Guidelines issued herein shall be applicable to all the draft offer documents filed with the Exchange for public issue of securities on the Exchange’s Emerge Platform (SME Platform) and the approval is not yet granted by the Exchange.
- 2.2. The criteria specified herein are illustrative / indicative and prescribe only general standards. The Exchange shall reserve the right to return the draft offer documents filed with the Exchange for any other reason, as deemed appropriate, after providing opportunity to the issuer/lead manager to be heard if the Exchange may deem fit and necessary.”



- 2.3. It is clarified that mere triggering of any or few criteria mentioned in these Guidelines would not be considered as an automatic case for return and in all such cases a final view on return shall be taken by the Exchange after considering the materiality of the findings and facts and circumstances of each case.
- 2.4. In case of return of draft offer document, the Exchange shall communicate the same to the issuer/lead manager with the reasons therefor.

### **3. Consequences of Return of Draft Offer Documents**

- 3.1. In case any draft offer document is returned in terms of these Guidelines, the applicability of any cooling off period as per the Eligibility Criteria of the Exchange for listing on NSE Emerge Platform, shall be determined by the Exchange on case-to-case basis, as deemed to be appropriate, depending upon the materiality of omissions and commissions.
- 3.2. Issuers / Lead Manager to the Issue, whose draft offer documents are returned in terms of these Guidelines and who wish to resubmit the draft offer document (subject to compliance with cooling-off period, if any) shall ensure that the draft offer document is resubmitted only after addressing insufficiency for which the draft offer document was returned and such draft offer document is in compliance with provisions of ICDR Regulations, other applicable laws and requirements of the Exchange.
- 3.3. In cases where the Exchange returns a draft offer document or where an issuer or a Lead Manager to an issue chooses to withdraw the draft offer document, there shall be no refund of processing fees paid to the Exchange.
- 3.4. The return of the draft offer document under these Guidelines shall be without prejudice to the right of the Exchange to initiate any action which may be undertaken against issuer in accordance with law.

### **1.3 Filing of Abridged Prospectus of Public Issues in XBRL format<sup>3</sup>**

The Exchange has introduced filing of Issue Summary Document (ISD) and dissemination of issue advertisement in accordance with Securities and Exchange Board of India (SEBI) Circular no. SEBI/HO/CFD/PoD-1/P/CIR/P/2023/29 dated February 15, 2023. The same was informed to market intermediaries vide Exchange's Notice no. NSE/CML/2023/16 dated February 16, 2023.



In continuation of the same, the Exchange has now made provision to file the Abridged Prospectus in XBRL format, in a structured manner to facilitate consumption of data by stakeholders such as researchers, policy makers, market analysts, and market participants, in respect of Public Issues.

The same shall be filed at the “<https://neaps.nseindia.com/NEWLISTINGCORP/>”, the online portal of NSE.

The filing of Abridged Prospectus in XBRL format shall be applicable for all Public Issues of equity shares, opening with effect from September 01, 2023.

<sup>3</sup>Download Ref No: NSE/CML/2023/63 dated August 31, 2023

#### **1.4 Eligibility Criteria for Direct Listing for Securities of Existing Companies<sup>4</sup>**

The Exchange has revised the eligibility criteria for existing listed companies desirous of listing its securities on NSE main board vide NSE Circular Download The said circular is applicable w.e.f. **December 01, 2024**.

In this regard, securities listed on other Nationwide Stock Exchanges (Direct Listing) shall be eligible for listing on NSE main board, subject to such companies, fulfilling the revised eligibility criteria as detailed below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Eligibility Criteria</b>
1	Paid up capital	The paid-up equity capital of the applicant company shall not be less than INR 10 crore at the time of filing the said application
2	Revenue from Operation / EBITDA	<p><b>Revenue from Operation:</b> Revenue from Operation* should be more than INR 1000 crore in each of the three preceding financial years.</p> <p><b>OR EBITDA:</b> Positive EBITDA* in each of the three preceding financial years.</p> <p><i>*In case consolidated figures are not available then standalone financials shall be considered</i></p>
3	Networth / Market Capitalization	<p><b>Networth</b> Networth* of the applicant company shall be more than INR 75 crore in each of the three preceding financial years. The</p>

Sr. No.	Particulars	Eligibility Criteria
		<p>Company shall submit a certificate from the statutory auditors in respect of networth as stipulated above*.</p> <p><i>Explanation 1: - Net worth Should be calculated as per the SEBI ICDR Regulations, 2018 and any amendment thereof.</i></p> <p><i>*In case consolidated figures are not available then standalone financials shall be considered</i></p> <p><b>OR</b></p> <p><b>Market Capitalization</b> Average daily market capitalization of the company to be more than INR 1,500 Crore for a 6 (six) -months period prior to the date on which the listing application has been made.</p>
4	Listing period	The applicant company should have been listed for at least 3 years.
5	Trading related parameters	<p>a) Minimum average daily turnover during last 6 months (value) - INR 10 lakhs.</p> <p>b) Minimum average daily number of trades during last 6 months (count) – 50</p> <p>c) Cooling period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action (excluding companies under ASM)*, by other exchanges where the security has been actively listed.</p> <p>d) Securities of the company should be trading above face value during six months preceding the date of application.</p> <p><i>*exclusion for companies under ASM is only with respect to cooling off period.</i></p>
6	Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
7	Other Condition	<p>a) That the company has not referred to the Board of Industrial &amp; Financial Reconstruction (BIFR) &amp;/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.</p> <p>b) The company has not received any winding up petition admitted by a NCLT</p>
	Redressal mechanism of Investor grievance	a) Applicant company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) (listed entity) pending investor grievance (if any) should not be more than 30 days. Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting



Sr. No.	Particulars	Eligibility Criteria
8		company(ies) shall also be considered while evaluating a company's application for listing. The auditor's certificate shall also be obtained in this regard. In case of defaults in such payments, the securities of the applicant company may not be listed till such time it b) has cleared all pending obligations relating to the payment of interest and/or principal.
9	Rejection cooling off period	The application of the applicant company should not have been rejected in last 6 months.

<sup>4</sup>Ref No: NSE/CML/65136 dated November 19, 2024.

**Note:**

Kindly note that the application submitted to the Exchange for listing does not construe NSE's listing approval. The company shall use NSE's reference regarding listing only after the Exchange grants listing approval to the company. The Exchange reserves the right to reject application on any of the following grounds:

- The Applicant does not conform to the eligibility requirements set out herein.
- The application is not complete in all respects and/or does not conform to the requirements set out herein.
- The application does not contain such additional information as may be required by NSE; and/or
- The application is false and/or misleading in any manner
- Any other reason as NSE may deem fit.

Checklist of the documents to be submitted along with the application seeking approval, is available on the following path on NSE Website:

[www.nseindia.com](http://www.nseindia.com) → List → Primary Market Main Board → Eligibility Criteria

<https://www.nseindia.com/companies-listing/raising-capital-public-issues-eligibility-equity-debt>

### 1.5 Eligibility Criteria for Direct Listing on Main Board of the Exchange for Companies exclusively listed on existing Regional Stock Exchanges (RSEs)<sup>5</sup>

Sr no.	Particulars	Remarks
1	Networth	The net worth of the applicant company shall be more than INR 10 Crs* in each of the 3 preceding financial years. The Company shall submit a certificate from the statutory auditors in respect of net worth as stipulated above*.  *Explanation 1:- Net worth Should be calculated as per the SEBI ICDR Regulations, 2018 and any amendment thereof.
2	Paid Capital up	1. The paid-up equity capital of the applicant company shall not be less than ₹ 10 crores* in each of the three preceding financial years*  For this purpose, the existing paid up equity capital as well as the paid-up equity capital after the proposed issue for which listing is sought shall be taken into account.
	Dividend	2.The applicant company has paid dividend in at least 2 out of last 3 financial years immediately preceding the year in which listing application has been made
3	Atleast three years track record of either:	i. The applicant company seeking listing; or
		ii. The promoters***/promoting company, incorporated in or outside India
		OR
		iii. The company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR)
		iv. The networth of the company has not been wiped out by the accumulated losses resulting in a negative networth.
		v. The company has not received any winding up petition admitted by a court.
		<b>*** Promoters mean one or more persons with minimum 3 years of experience of each of them in the same line of business and shall be holding at least 20% of the post issue equity share capital individually or severally.</b>
4	Information Memorandum	<ul style="list-style-type: none"> <li>The Company shall prepare the Information Memorandum* and upload same on its website at the time of filing application with the Exchange.</li> </ul>

Sr no.	Particulars	Remarks
		*Information Memorandum shall be prepared as specified in Part E of Schedule VI of SEBI ICDR, Regulations 2018 and the amendments, thereof. The Exchange shall host the same on its website for a minimum period of 7 working days before granting listing permission.
5	<b>Redressal mechanism of Investor grievance</b>	<p>The applicant desirous of listing its securities should satisfy the exchange on the following:</p> <ul style="list-style-type: none"> <li>• SEBI registered SCORES ID</li> <li>• Applicant company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies)(listed entity) should have pending investor grievance (if any) not be more than 30 days.</li> <li>• Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) shall also be considered while evaluating a company's application for listing. The auditor's certificate shall also be obtained in this regard. In case of defaults in such payments, the securities of the applicant company may not be listed till such time it has cleared all pending obligations relating to the payment of interest and/or principal.</li> </ul>
6	<b>Distribution of shareholding</b>	<ul style="list-style-type: none"> <li>• The applicant company/promoting company(ies) shareholding pattern on March 31 of preceding three years separately showing promoters and other groups' shareholding pattern should be as per the regulatory requirements. Total number of public shareholders on the date of application should be at least 500</li> <li>• 100% promoter holding and 50% of public holding should be in compulsory demat mode.</li> </ul>
7	<b>Details of Litigation</b>	<ul style="list-style-type: none"> <li>• The applicant company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, status of litigation during the preceding three years need to be clarified to the exchange.</li> </ul>
8	<b>Track Record of Director(s) of the Company</b>	<ul style="list-style-type: none"> <li>• In respect of the track record of the directors, relevant disclosures may be provided upon in the application regarding the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes.</li> </ul>
9	<b>Change in Control of a</b>	<ul style="list-style-type: none"> <li>• In the event of new promoters taking over listed companies which results in change in management and/or companies utilizing the funds raised through public issue for the purposes other than those mentioned in the offer document,</li> </ul>

Sr no.	Particulars	Remarks
	<b>Company/Utilisation of funds raised from public</b>	such companies shall make additional disclosures (as required by the Exchange) with regard to change in control of a company and utilization of funds raised from public.
10	<b>Rejection cooling off period</b>	The application of the applicant company should not have been rejected in last 6 months.
11	<b>Audit qualification</b>	The applicant company should not have audit qualification w.r.t. going concern and adverse opinion or disclaimer of opinion pertaining to financials
12	<b>Company Website</b>	The applicant company should mandatorily have functional and updated website

<sup>5</sup><https://www.nseindia.com/companies-listing/raising-capital-public-issues-eligibility-equity-debt>

**Note:**

Kindly note that the application submitted to the Exchange for listing does not construe NSE's listing approval. The company shall use NSE's reference regarding listing only after the Exchange grants listing approval to the company. The Exchange reserves the right to reject application on any of the following grounds:

1. The Applicant does not conform to the eligibility requirements set out herein.
2. The application is not complete in all respects and/or does not conform to the requirements set out herein.
3. The application does not contain such additional information as may be required by NSE; and/or
4. The application is false and/or misleading in any manner.
5. Any other reason as NSE may deem fit.

Checklist of the documents to be submitted along with the application seeking approval, is available on the following path on NSE Website:

[www.nseindia.com](http://www.nseindia.com) → List → Primary Market Main Board → Eligibility Criteria

<https://www.nseindia.com/companies-listing/raising-capital-public-issues-eligibility-equity-debt>



## **1.6 Enforcement action on Merchant Bankers for Market Maker’s non-participation in SME segment**<sup>6</sup>

Regulation 261 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 provides for the role and obligations of Merchant bankers on market making in SME segment. The salient provisions covering the role of Merchant Banker / Lead Manager are as follows:

“The lead manager(s) shall ensure compulsory market making through the stockbrokers of the SME exchange(s) appointed by the issuer, in the manner specified by the Board for a minimum period of three years from the date of listing of the specified securities or from the date of migration from the Main Board in terms of regulation 276.”

In view of the above for non-compliance identified, the following graded actions will be initiated against Merchant Bankers.

<b>Sr. No</b>	<b>Violation by market maker</b>	<b>Penalty/disciplinary action</b>
1	First instance reported for the market maker and scrip combination,	The Merchant Bankers shall be notified of the non-compliance and advised through an advisory letter to consider appointing new market maker in the non-complied scrip
2	Second instance reported for the same market maker and scrip combination,	All ongoing applications (Excluding the open IPOs) involving the concerned Merchant Bankers shall be kept on hold for a period of 1 month and Merchant banker shall be directed to appoint new market maker in the non-complied scrip.
3	Third instance reported for the same market maker and scrip combination,	Merchant Bankers shall be debarred from taking on any new assignments for a period of 6 months, including keeping on hold all the ongoing applications (excluding the open IPOs). This shall be reported to SEBI.

Disciplinary actions over Market Maker for non-compliances observed in market making activities in SME Segment shall be taken as per Exchange Circular NSE/INSP/64144 dated September 25, 2024.

This circular shall be applicable with effect from October 01, 2024.

<sup>6</sup>Download Ref No: NSE/CML/2024/27 dated September 25, 2024



## **1.7 Appointment of Concurrent Auditor by Merchant Bankers for verification of Allotment process in SME IPO's.**<sup>7</sup>

Regulation 268(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 provides for Allotment Procedure and basis of allotment.

To ensure the compliance with the above Regulations and to ensure further transparency in the allotment mechanism, merchant bankers are hereby instructed to appoint a concurrent auditor from the NSE empanelled auditors list for every SME IPO allotment and provide a certificate confirming adherence to the process and that the allocation has been made by RTA based on the random number generation by the Exchange system. Further the audit fees may be recovered from the Company.

Below is the link for list of NSE empaneled auditors:

[https://inspection.nseindia.com/empanelment\\_auditor/auditor/viewEmpanelledAuditors/#](https://inspection.nseindia.com/empanelment_auditor/auditor/viewEmpanelledAuditors/#)

This Circular shall be applicable with effect from January 01, 2025.

<sup>7</sup>Download Ref No: NSE/CML/2024/40 dated December 10, 2024



## ITEM No. 2: Schemes of arrangement / Restructuring through Resolution Plan of equity and/or debt listed companies

### 2.1 Joint Standard Operating Procedure (SOP) for application filed under Regulation 37 and 59A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 w.r.t. Scheme of Arrangements<sup>8</sup>

This is in addition to NSE Circular Ref no. NSE/CML/2023/70 dated September 29, 2023

In order to expedite Scheme of Arrangement process, Exchanges have been advised by SEBI to issue Joint Standard Operating Procedure (SOP) as follows:

Annexure Particulars*	Remarks
SOP for Application filed under Reg 37 and Reg 59A of LODR Regulations 2015	Details provided below as Annexure I
SOP for Application filed under Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957	Details provided below as Annexure II
Checklist for Application to be filed under Reg 37 and Reg 59A of LODR Regulations 2015	<a href="https://www.nseindia.com/static/companies-listing/raising-capital-further-issues-main-sme-checklist">https://www.nseindia.com/static/companies-listing/raising-capital-further-issues-main-sme-checklist</a>
Checklist for Application filed under Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957	
Frequently Asked Questions (FAQs) on Scheme of Arrangements	

\*To be read with SEBI Master Circular dated June 20, 2023.

The said circular shall be applicable w.e.f August 01, 2025.



## Annexure I

### Standard Operating Procedure – Scheme of Arrangement by Listed Entities w.r.t Regulation 37 and 59A of SEBI (LODR) Regulations, 2015.

#### A. Legislative Framework of Scheme of Arrangement w.r.t Regulation 37 and 59A of SEBI (LODR) Regulations, 2015.

The listed entity desirous of undertaking a scheme of arrangement or involved in a scheme of arrangement, shall file the draft scheme of arrangement, proposed to be filed before any Court or Tribunal under sections 391-394 and 101 of the Companies Act, 1956 or under Sections 230- 234 and Section 66 of Companies Act, 2013, whichever applicable, with the stock exchange(s) for obtaining the No-objection letter, before filing such scheme with any Court or Tribunal, in terms of requirements specified by the Board or stock exchange(s) from time to time.

Further, links to relevant applicable SEBI circulars and Exchange guidelines as amended from time to time is provided below:

- SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 - [https://www.sebi.gov.in/legal/master-circulars/jun-2023/master-circular-on-scheme-of-arrangement\\_72839.html](https://www.sebi.gov.in/legal/master-circulars/jun-2023/master-circular-on-scheme-of-arrangement_72839.html)
- SEBI Master Circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dated May 21, 2024 - [https://www.sebi.gov.in/legal/master-circulars/may-2024/master-circular-for-listing-obligations-and-disclosure-requirements-for-non-convertible-securities-securitized-debt-instruments-and-or-commercial-paper\\_83481.html](https://www.sebi.gov.in/legal/master-circulars/may-2024/master-circular-for-listing-obligations-and-disclosure-requirements-for-non-convertible-securities-securitized-debt-instruments-and-or-commercial-paper_83481.html)
- SEBI (LODR) Regulations, 2015 - <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=1&ssid=3&smid=0>
- Securities Contracts (Regulation) Rules, 1957 - <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=1&ssid=2&smid=0>
- NSE checklist link – <https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>
- BSE checklist link - <https://www.bseindia.com/static/about/downloads.aspx>



- MSE checklist link - <https://www.msei.in/corporates/listing@mcx-sx/Checklist/FurtherIssue>

## **B. Submissions and Processing of applications**

### **a) Submission of Application:**

Whenever a Company wants to file Scheme of Arrangement w.r.t Regulation 37 and 59A of SEBI (LODR) Regulations, 2015 with Exchange, it must submit the application via NSE's Electronic Application Processing System Portal ("NEAPS Portal"), BSE Listing Centre and MSEI MyListing Portal. At this stage, the Company can login into the system using login ID and password to access

**NEAPS Portal link and path - <https://neaps.nseindia.com/NEWLISTINGCORP/> > Issue > Scheme of Arrangements > Regulation 37/59A of SEBI LODR 2015 > Seeking Observation letter**

**BSE link and path for filing application under Regulation 37 - <https://listing.bseindia.com/LoginAuth.aspx>. >Listing Operations>Listing Module>Issue Entry> Select issue type as 'Scheme' and sub process as 'Regulation 37'**

- b) BSE link and path for filing application under Regulation 59A- Please mail the documents at [bse.schemes@bseindia.com](mailto:bse.schemes@bseindia.com). The maximum attachment size for the mails is 13 mbs.**

- c) MSE link and path for filing application under Regulation 37 - <https://mylisting.msei.in/SitePages/UploadApplications/UploadApplications.aspx>. Further Company is requested to mail the documents at [listing@msei.in](mailto:listing@msei.in).**

- d) Steps for processing of Scheme of Arrangement under Regulation 37 and 59A of SEBI (LODR) Regulations, 2015.**

Once company submits the complete set of documents as per Exchange checklist available on website, the Exchanges shall review the same and accordingly process the application within 7 working days.



**C. Forward NOC to SEBI:**

The Designated Stock Exchange shall forward the Scheme documents to SEBI for their Observation Letter. Simultaneously, once all the queries raised by the Exchange are resolved, the Exchanges in co-ordination provides NOC to SEBI.

**D. Issuance of NOC along with Observation Letter to Company (if any):**

Once Observation Letter is received from SEBI, Exchanges in co-ordination grants NOC to the company along with the Observation letter for its further action such as filing such scheme with any Court or Tribunal.

**E. Timelines:**

<b>Scheme of Arrangement under Reg. 37/59A of SEBI (LODR) Regulations, 2015 – NOC and Observation Letter</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Timelines</b>
1	Date of Board Meeting approving the draft scheme of arrangement	T day
2	Submission of the application to the Exchanges by the Listed Entity	T+15 days
3	All documents as per Checklist to be submitted at the time of filing application on NEAPS portal. In case of incomplete submission Exchange will send only 2 reminders post which the application will be returned.	Return of application on 7 <sup>th</sup> day. - 1 <sup>st</sup> reminder = Post completion of 3 days from date of application - 2 <sup>nd</sup> reminder = Post completion of 3 days from 1 <sup>st</sup> reminder
4	Timeline for filing revised application in case scheme is returned as per serial no.3 above due to incomplete set of documents.	Within 3 days from date of return
5	Forwarding the documents of the Scheme of Arrangement to SEBI by the Designated Stock Exchange (DSE) and hosting the same over the Exchange(s) Website.	Within 3 days ( <i>as per master circular</i> ) on receipt of application with complete set of documents
6	Review and set of queries to be sent to company if any along with Co-ordination with Other Stock Exchange.	Within 10 days from the receipt of the application/last communication

Scheme of Arrangement under Reg. 37/59A of SEBI (LODR) Regulations, 2015 – NOC and Observation Letter		
Sr. No.	Particulars	Timelines
7	Timeline for submitting the response by the company	<ul style="list-style-type: none"> <li>- 5 days</li> <li>- 1<sup>st</sup> reminder = Post completion of 5 days from date of Exchange query letter.</li> <li>- 2<sup>nd</sup> reminder = Post completion of 3 days from 1<sup>st</sup> reminder (<i>stating that the application would be returned if response is not submitted within next 2 days.</i>)</li> </ul>
8	Review of response from company and set of queries to be sent to company if any along with Co-ordination with Other Stock Exchange	Within 10 days from the receipt of the application/last communication
9	Co-ordination with Other Stock Exchange	Within 1 day after completion of 10 days timeline for processing the scheme post receipt of satisfactory response to clarifications sought / requirements raised by the Exchange
10	Post receipt of co-ordination from other Stock Exchange, NOC shall be forwarded to SEBI by Exchanges for Observation Letter, along with as on date complaints report	Within 1 day
11	Grant of NOC to the company along with Observation Letter by Designated Stock Exchange and another Stock Exchange which is not designated	As prescribed by the SEBI in its Circular and in its Observation Letter
<b>Note:</b>	<ul style="list-style-type: none"> <li>a. No physical documents to be submitted.</li> <li>b. Days shall be considered as “working days”.</li> <li>c. Co-ordination with other stock exchanges refers both the BSE Limited, National Stock Exchange of India Limited and Metropolitan Stock Exchange will engage in email communication while reviewing the scheme.</li> <li>d. Working Day shall be considered “till 6pm”.</li> <li>e. While refiling the application the company should ensure that they are complying with applicable Regulations / Circulars etc., as on the date of refiling complete set of documents, including but not limited to the Financials considered in Valuation Report.</li> </ul>	



Scheme of Arrangement under Reg. 37/59A of SEBI (LODR) Regulations, 2015 – NOC and Observation Letter		
Sr. No.	Particulars	Timelines
	<i>f. If the refiling (for cases other than point no.4 above) is submitted within 90 days of this letter, no processing fees shall be applicable.</i>	

## Annexure II

### Standard Operating Procedure – Scheme of arrangement w.r.t Relaxation under Sub- rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957

#### A. Legislative Framework of Scheme of arrangement w.r.t Relaxation under Sub- rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957

The equity shares sought to be listed are proposed to be allotted by the unlisted issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by NCLT under Section 230-234 of the Companies Act, 2013.

Further, links to relevant applicable SEBI circulars and Exchange guidelines as amended from time to time is provided below:

- SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 - [https://www.sebi.gov.in/legal/master-circulars/jun-2023/master-circular-on-scheme-of-arrangement\\_72839.html](https://www.sebi.gov.in/legal/master-circulars/jun-2023/master-circular-on-scheme-of-arrangement_72839.html)
- Securities Contracts (Regulation) Rules, 1957 - <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=1&ssid=2&smid=0>
- NSE checklist link – <https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>



- BSE checklist link - <https://www.bseindia.com/static/about/downloads.aspx>
- MSE checklist link - <https://www.msei.in/corporates/listing@mcx-sx/Checklist/FurtherIssue>

## **B. Submissions and Processing of applications**

### **a) Registration by Companies:**

Whenever a Company wants to file 19(2)(b) application with Exchange, it must register itself on **NSE’s Electronic Application Processing System Portal (“NEAPS Portal”)** and **BSE Listing Centre**. At this stage, the Company can login into the system using login ID and password to access the 19(2)(b) module.

NEAPS portal link and path - <https://neaps.nseindia.com/NEWLISTINGCORP/> > New Registration > 19(2)(B)

BSE link and path - <https://listing.bseindia.com/LoginAuth.aspx>. >Listing Operations>Listing Module>Issue Entry> Select issue type as ‘Scheme Demerger-Resulting Company’ and sub process as ‘Listing’

MSE link and path - <https://mylisting.msei.in/SitePages/UploadApplications/UploadApplications.aspx>. Further Company is requested to mail the documents at [listing@msei.in](mailto:listing@msei.in).

### **b) Steps for processing of 19(2) b Application**

Once company submits the complete set of documents as per Exchange checklist available on website, the Exchanges shall review the same and accordingly process the application within 7 working days.



**C. Forwarding of application to SEBI for 19(2)(b) exemptions:**

Once all the queries have been resolved, in-principle approval is granted by the Exchanges. Simultaneously, the designated stock exchange shall forward the documents to SEBI.

**D. Final Listing Applications:**

Once the exemption is received from SEBI, companies file the application for final listing and trading approval.

**E. Timelines:**

Reg. 19(2)(b) - In-Principle		
Sr. No.	Particulars	Timelines
1	Receipt of order from Hon'ble NCLT for approval of the Scheme	T day
2	Submission of the Application by the listed entity	T+15
3	Returning the Application in original to the company due to incomplete submission of the documents Timeline for filing revised application	Not Applicable in case of 19(2)(b) as this is NCLT approved scheme.
4	Review and set of queries if any along with Co-ordination with Other Stock Exchange	Within 7 days from the receipt of the application
5	Timeline for submitting the response by the company including reminder to submit the response within prescribed time.	- 3 days 1 <sup>st</sup> reminder shall be sent to the company to submit the response within 2 days of the sending of query(ies) letter.
6	Co-ordination with Other Stock Exchange	Within 1 day of receipt of satisfactory response to clarifications sought / requirements raised by the Exchange
7	Stock Exchanges to grant In-principle approval	Within 1 day on receipt of co-ordination from other stock exchange.
8	Post receipt of co-ordination from other Stock Exchange, Comment	Within 1 day

Reg. 19(2)(b) - In-Principle		
Sr. No.	Particulars	Timelines
	Letter with condonation, if any shall be forwarded to SEBI by DSE for Relaxation	
Final Listing and Trading Approval		
1	Approval received from SEBI	T day
2	Application for Final listing and trading approval	T+5 days
3	Final listing and trading approval	Within 5 days from date of receipt of application for Final listing and trading approval from the Company
<b>Note:</b>	<p>g. No physical documents to be submitted.</p> <p>h. Days shall be considered as “working days”.</p> <p>i. Co-ordination with other stock exchanges refers both the BSE Limited, National Stock Exchange of India Limited and Metropolitan Stock Exchange will engage in email communication while reviewing the scheme.</p> <p>j. Working Day shall be considered “till 6pm”.</p>	

<sup>8</sup>Download Ref No: NSE/CML/2025/32 dated: July 31, 2025

## **2.2 Standard Operating Procedure (SOP) on application filed under Regulation 37 and 59A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 w.r.t. Scheme of Arrangements.**<sup>9</sup>

This has reference to the draft scheme of arrangement filed with stock exchanges under Regulation 37 and 59A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read along with SEBI Master Circulars dated June 20, 2023, SEBI Operational Circular SEBI/HO/DDHS/DDHS\_Div1/P/CIR/2022/0000000103 dated July 29, 2022 updated on December 01 2022 and amendment thereof. In this regard, kindly find below the revised Standard Operating Procedure (SOP) to be followed by listed entities:

1. The Scheme of Arrangement seeking Stock Exchange’s NOC under Regulation 37 / Regulation 59A of SEBI (Listing Obligation and Disclosure



Requirements) Regulations, 2015 ('SEBI LODR') shall be submitted to the Exchange along with all the documents as per the Exchange Checklist within 15 working days of board meeting approving the draft scheme of arrangement. In case the application is not submitted within 15 working days, the company shall take fresh approval from its board considering fresh financials, valuation report, etc.

2. At the time of submission of the application to the Exchange(s) under Regulation 37 / Regulation 59A of SEBI LODR, the Audited Financials of last 3 years (financials not being older than 6 months) of unlisted company(ies) involved in the Scheme of Arrangement has to be submitted as required under para (A) (2) (f) of Part I of SEBI Master Circular dated June 20, 2023 and para (A) (2) (e) of Part I of Chapter XII of SEBI operational Circular SEBI/HO/DDHS/DDHS\_Div1/P/ CIR/2022/0000000103 dated July 29, 2022 updated on December 01, 2022.
3. The audited financials considered for preparation of Valuation Report, should not be older than 3 months on the date of valuation report. While submitting with Exchange, the detailed working of valuation under different methods shall also be given.
4. The board shall consider the scheme of arrangement within 7 working days of the issuance of valuation report.
5. At the time of submission of application with the stock exchange(s) under:
  - i. **Regulation 37:** documents referred in para (A) (2) of Part I of SEBI Master Circular dated June 20, 2023 (as amended) as well as included in the checklist of respective stock exchange(s), should be complete in all aspects.
  - ii. **Regulation 59A:** documents referred in para (A) (2) of Part I of Chapter XII of SEBI Operational Circular SEBI/HO/DDHS/DDHS\_Div1/P/CIR/2022/0000000103 dated July 29, 2022 updated on December,01 2022 as well as included in the checklist of the respective stock exchange(s), should be complete in all aspects.

Note: For Listed Entity having their specified securities as well as NCDs/NCRPS listed, a single filing of the draft scheme of arrangement in terms of Regulations 37 and Regulation 59A of SEBI LODR shall be submitted under Regulation 37 wherein additional documents, as required for Debt Listed company shall also be attached.

#### 1. Exchange Queries: -

- a. If the documents (referred in point no.5) are incomplete or any material inadequacies/non-compliance with the SEBI Circulars referred above are observed in the documents, by the Exchange, the scheme shall be returned to the Company for filing the scheme after ensuring compliance. In such cases the processing fee paid by the company will be forfeited by the Exchange/Regulator.
- b. If any clarification is required from the company side, a period of 7 working days from date of raising query by the Exchange will be allowed to the company for submission of rectification. On expiry of aforesaid timelines if the company is unable to make submissions, then any fees paid



by the Company for processing of the application shall be forfeited by the Exchange/Regulator and the scheme documents shall be returned to the company.

2. **For only Debt Listed Entities:** The Listed Entity shall submit their revert to queries (if any) raised by the Stock Exchange as early as possible, to enable adherence to requirement of “maximum number of days for providing the ‘No-Objection’ Letter to SEBI shall not exceed thirty days from the date of receipt of the draft scheme of arrangement”.
3. Any refiling because of the previous unsatisfactory filing shall be made along with fresh set of documents all together including valuation report, fairness opinion, recommendation of the audit committee, etc. The company shall be required to pay fresh fees to the Exchange/Regulator.

Checklist of the documents to be submitted along with the application seeking respective approval, is available on the following path on NSE Website: [www.nseindia.com](http://www.nseindia.com) → List → Further Issues

<sup>9</sup>Download Ref No: NSE/CML/2022/46 dated: September 28, 2022

### **2.3 Rule 19A (5) of the Securities Contracts (Regulation) Rules, 1957 (SCRR) pursuant to Notification dated June 18, 2021 issued Ministry of Finance (MOF)<sup>10</sup>.**

Ministry of Finance (MoF) vide its Notification dated June 18, 2021 has amended rule 19A (5) of the Securities Contracts (Regulation) Rules, 1957 (SCRR). Amended Rule 19A (5) of SCRR is reproduced hereunder with amended portion in BOLD text:

(5) Where the public shareholding in a listed company falls below twenty-five per cent, as a result of implementation of the resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016 (31 of 2016), such Company shall bring the public shareholding to twenty-five per cent within a maximum period of three years from the date of such fall, in the manner specified by the Securities and Exchange Board of India:

Provided that, if the public shareholding falls below ten per cent, the same shall be increased to at least ten per cent, within a maximum period of twelve months from the date of such fall, in the manner specified by the Securities and Exchange Board of India.



**Provided further that, every listed Company shall maintain public shareholding of at least five per cent as a result of implementation of the resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016.**

In view of the same, Resolution Professionals of listed entity/ies undergoing Corporate Insolvency Resolution Process (CIRP), are hereby advised to ensure that resolution plans approved by NCLT is compliant with the provisions and other applicable provisions/regulations as amended from time to time. It is further advised that Listed Company / RP shall take all requisite steps to modify the resolution plans to ensure compliance with aforesaid requirement; regardless of stage of CIRP process.

It is further advised that Listed Company / RP shall take all requisite steps to modify the resolution plans to ensure compliance with aforesaid requirement; regardless of stage of CIRP process.

<sup>10</sup>Download Ref No: NSE/CML/2023/12 dated January 31, 2023

**2.4 Clarifications with respect to SEBI Circular no. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2022/156 dated November 17, 2022 (“SEBI Circular”), on Scheme(s) of Arrangement by entities who have listed their Non-convertible Debt securities (NCDs)/ Non-convertible Redeemable Preference shares (NCRPS)<sup>11</sup>**

SEBI, vide Circular no. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2022/156 dated November 17, 2022, has laid down procedure on Scheme(s) of Arrangement by entities who have listed their Nonconvertible Debt securities (NCDs)/ Non-convertible Redeemable Preference shares (NCRPS) to implement amendment w.r.t. regulation 59A/94A in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For implementation of the aforesaid SEBI circular, following clarifications are hereby provided to the issuers:

1. **Applicability:** The said regulation/circular shall be applicable to the Listed Entity whose Board Meeting approving the Scheme of Arrangement was/is held after November 14, 2022, i.e. date of amendment in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. **Report of Complaints/ Comments received by the listed entity on the draft scheme of arrangement:** For Listed Entity having their specified securities as well as NCDs/NCRPS listed must submit the report on Complaints to the Stock Exchanges within 7 days of expiry of 21 days from the date of



hosting the draft scheme along with documents on the website of Stock Exchanges and the listed entity. For Listed Entity having only their NCDs /NCRPS listed must submit the report on Complaints to the Stock Exchanges within 7 days of expiry of 10 days from the date of hosting the draft scheme along with documents on the websites of Stock Exchanges and the listed entity.

3. Timelines: The Listed Entity shall submit their revert to queries (if any) raised by the Stock Exchange within 7 working days of query being raised, to enable adherence to requirement of “maximum number of days for providing the ‘No-Objection’ Letter to SEBI shall not exceed thirty days from the date of receipt of the draft scheme of arrangement”. It may be noted that submission of incomplete reply will be considered as non-submission. These timelines are applicable to issuers with only NCDs /NCRPS listed. For specified securities timelines as mentioned in our joint SOP shall prevail.
4. Number of applications: For Listed Entity having their specified securities as well as NCDs/NCRPS listed, a single filing of the draft scheme of arrangement in terms of Regulations 37 and Regulation 59A of SEBI LODR Regulation 2015 shall be submitted under Regulation 37 wherein additional documents, as required for NCDs/NCRPS listed company shall also be attached.
5. Exemption from usage of Electronic Bidding Platform: Wherein under the scheme of arrangement, the issuers propose to raise further NCDs without using EBP platform, exemption from the requirements of usage of Electronic Bidding Platform (“EBP”) should be obtained by the issuer from SEBI.
6. Approval from the debenture holders: Under SEBI circular dated November 17, 2022, Point No. 12, wherein approval of the debenture holders is required, the value of the same shall be governed as stated under Companies Act, 2013 i.e. Section 230.
7. Exit offer to the dissenting holders of NCDs/ NCRPSAs Exit offer to the dissenting holders of NCDs/ NCRPSAs specified Para 2(d)(iii) of Annexure-I of SEBI Circular, while recommending the draft scheme, the Board of Directors shall also comment on Exit offer to be dissenting holders of NCDs/ NCRPS, if any. Further, if there is provisions related to exit offer, same shall also be part of the scheme.

<sup>11</sup>Download Ref No: NSE/CML/2022/59 dated: December 19, 2022

## **2.5 Schemes involving merger of a wholly owned subsidiary or its division with the parent company<sup>12</sup>**

This is with reference to the SEBI Circular CFD/DIL3/CIR/2018/2 dated January 03, 2018, which inter-alia states regarding schemes which solely provides for merger of a wholly owned subsidiary or its division with the parent company.

You are requested to note that, w.e.f. January 01, 2019, you are required to submit the schemes which “solely provides for merger of a wholly owned subsidiary or its division with the parent company” only for the purpose of disclosure to the Exchange on NEAPS Portal in the below mentioned path.

NEAPS > Issue > Further Issue > Scheme of Arrangement > Amalgamation of Wholly owned subsidiary



You are requested to provide the signed and stamped copy of the Scheme along with the Board Resolution approving the Scheme.

Kindly note, such Schemes submitted elsewhere, shall not be considered as disclosure w.e.f. January 01, 2019. Companies are requested to submit the same in the above-mentioned path only.

These schemes shall be available on the Exchange’s website in the below mentioned path:  
<https://www.nseindia.com/corporates/corporateHome.html?id=schemeofarrangement>

<sup>12</sup>Circular Ref. No.: 0001/2019 dated: January 01, 2019

## 2.6 Valuation report on Scheme of Arrangement<sup>13</sup>

This has reference to the draft scheme of arrangement filed with stock exchanges in terms of SEBI Circulars dated March 10, 2017 or November 30, 2015, as applicable.

In this regard, as advised by SEBI, with respect to the schemes, which are pending with SEBI/Stock Exchanges as well as fresh schemes which will be filed hereafter, the valuation report shall display the workings, relative fair value per share and fair share exchange ratio in the following manner:

Computation of Fair Share Exchange Ratio:	XYZ Ltd		PQR Ltd	
	Value Share	Weight	Value Share	Weight
Asset Approach	X	a	Y	d
Income Approach	X	b	Y	e
Market Approach	X	c	Y	f
<b>Relative Value per Share</b>	<b>X</b>		<b>Y</b>	
<b>Exchange Ratio (rounded off)</b>			<b>XX</b>	

Ratio: “x (xxx) equity share of XYZ Ltd of INR 10 each fully paid up for every y (yyy) equity shares of PQR Ltd of INR 10 each fully paid up.”

<sup>13</sup>Ref No: NSE/CML/2017/12 dated June 01, 2017



## ITEM No. 3: Further Issues

### **3.1 : Introduction of Issue Summary Document (ISD) – Further Issues<sup>14</sup>**

This is in reference with SEBI circular SEBI/HO/CFD/PoD-1/P/CIR/2023/29 dated February 15, 2023 in relation to Introduction of Issue Summary Document (ISD) and dissemination of issue advertisements.

The said SEBI circular has introduced ISD for the following Further Issues, in XBRL (Extensible Business Reporting Language) format, effective from April 03, 2023:

- Preferential issue,
- Qualified institutions placement (QIP),
- Rights issue,
- Issue of American Depository Receipts (ADR),
- Issue of Global Depository Receipts (GDR) and
- Issue of Foreign Currency Convertible Bonds (FCCBs)

Accordingly, the Stock Exchanges have developed a utility in order to facilitate the filing of the ISD by the listed entities. The utilities are available on the following path in NEAPS portal:

NEAPS → Issues → Create a draft record by go to the respective module → Save Draft → download the utility by clicking on the button for download utility.

Submission of details as per the ISD shall be mandatory for all the following application being submitted on or after April 03, 2023:

- Applications obtaining in-principle approval under reg 28(1) of SEBI (LODR) regulations, 2015
- Applications obtaining in-principle listing approval post the allotment of securities

<sup>14</sup>NSE/CML/2023/26 dated March 31, 2023 and NSE/CML/2023/32 dated April 10, 2023



The listed entities shall submit the details, to any stock exchange where the securities of the entity, in relation to which the ISD is being filed, are listed. If the details are being submitted with NSE, following Steps shall be undertaken for the submission of details as per the ISD:

**STEP 1: Download the utility file**

The utility in order to facilitate the filing of the ISD by the listed entities are available in NEAPS portal on the following path:

NEAPS → Issues → Create a draft record by go to the respective module → Save Draft → download the utility by clicking on the button for download utility.

**STEP 2: Generation of XML file**

Once the required utility is downloaded, enter the requisite details in the said utility and generate the XML file, as per the directions in the utility file.

**STEP 3: Upload the XML file**

The XML generated shall be uploaded with any of the stock exchange where the securities of the entity, in relation to which the ISD is being filed, are listed. Thus the XML need not be submitted with all the exchanges.

If the details are being submitted with NSE, the same shall be submitted in NEAPS portal on the following PATH:

NEAPS → Issues → Create a draft record by go to the respective module → Save Draft → Upload the XML by clicking on the button ‘upload XBRL file’.

On successful upload, “File Uploaded successfully” message would be displayed. The XML file shall be disseminated on the website on approval of the respective application.

Note: Please note that the information/file provided here by the listed entity would be displayed on the website of the Exchange as it is. The listed entity is requested to exercise caution and submit the correct and complete information. In no event, the Exchange, its directors or employees responsible or liable for any incorrect/incomplete information or error in the information/file submitted by the listed entity to the Exchange.

You are requested to take a note of above directions and comply accordingly. Non-adherence to the above directions shall be treated as non-compliance and the respective application may not be approved.



In case of any queries pertaining to the said circular please feel free to write us on [dl-fi@nse.co.in](mailto:dl-fi@nse.co.in).

Checklist of the documents to be submitted along with the application seeking approval, is available on the following path on NSE Website:

[www.nseindia.com](http://www.nseindia.com) → List → Further Issues

**3.2 Guidance note on inclusion of “Object of the issue” in case of Preferential issues (in the Explanatory statement to the notice to the shareholders) and in Qualified Institutions Placement (“QIP”) (in the preliminary and final placement document) under Chapter V and VI of SEBI (ICDR) Regulations, 2018, respectively.<sup>15</sup>**

The SEBI (ICDR) Regulations, 2018 was amended on November 21, 2022, to provide for, among other things, the requirement for appointing the SEBI registered Credit Rating Agency (“CRA”) as monitoring agency for monitoring the use of proceeds of such issues, if the issue size of QIP issue / Preferential issue exceeds one hundred crore rupees.

It is observed that different issuers have used different ways for the disclosure of object of the issue in their related documents and in case of multiple objects, funds needed for each object is not indicated clearly.

In view of the above, in order to ensure uniformity and enhance clarity in the disclosure of objects of the issue in case of QIP issue (Placement Document) and preferential issue (Notice to the shareholders), so that the CRAs can effectively monitor the utilisation of issue proceeds, the issuers are advised to ensure that they follow the guidelines prescribed below, while disclosing the object of issue in their Placement Document and Notice to the shareholders, as the case may be:

- a) The purpose for which fund is proposed to be raised shall be disclosed under the separate heading “Object of the issue”.
- b) Each object of the issue, for which funds are proposed to be raised shall be stated clearly and same shall not be open ended/ vague.
- c) The amount of funds proposed to be utilised against each of the object shall be stated clearly. In case, it is difficult to quantify the exact amount of fund to be used, a broad range of amount may be provided but the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of issue size. Further, while giving broad range, the reason for providing the same shall be specified.
- d) Total amount of issue size allocated for different objects of the issue shall together be used only for the object of the issue as specified in the placement document/ notice to shareholders and same cannot be added to General Corporate Purposes (GCP).
- e) The tentative timeline for utilisation of issue proceeds for each of the object shall be clearly stated. Till such time the issue proceeds are fully utilised, the issuer shall also disclose the mode in which such funds will be kept.
- f) The fund to be used for General Corporate Purposes (GCP), if any, shall not exceed 25% of the funds to be raised through the preferential issue or QIP, under



the current issue.

The Exchange will be verifying compliance with the aforesaid disclosure requirements at the time of processing the application filed by the issuers under Regulation 28(1) of the SEBI (LODR) Regulations, 2018 seeking in-principle approval of the Exchange before making allotment of securities.

The above guidance note will be applicable to all QIP and preferential issues which are approved by the Board of Directors of the issue on or after the date of issuance of the guidance note ie. December 13, 2023.

<sup>15</sup> NSE/CML/2022/56 dated December 13, 2022

## ITEM No. 4: Migration from SME to Main Board

The Exchange vide circular NSE/CML/67671 dated April 24, 2025, has issued circular for Eligibility criteria of Migration from NSE SME Platform to NSE Main Board

The said circular shall be applicable from May 01,2025.

### 4.1 Eligibility criteria for Migration from NSE SME Platform to NSE Main Board<sup>16</sup>

PARAMETER	LISTING CRITERION
<b>PAID UP CAPITAL &amp; MARKET CAPITALISATION</b>	<p>Paid-up equity capital is not less than INR 10 crores and Average capitalisation shall not be less than INR 100 crores. For this purpose, capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange for 3 months preceding the application date) and the post issue number of equity shares.</p>
<b>REVENUE FROM OPERATION &amp; EBIDTA</b>	<p>The revenue from operations should be greater than INR 100 Cr in the last financial year. and Should have positive operating profit from operations for at least 2 out of 3 financial years.</p>
<b>LISTING PERIOD</b>	Should have been listed on SME platform of the Exchange for at least 3 years.
<b>PUBLIC SHAREHOLDERS</b>	The total number of public shareholders should be at least 500 on the date of application.
<b>PROMOTER &amp; PROMOTER GROUP HOLDING</b>	Promoter and Promoter Group shall be holding at least 20% of the Company at the time of making application. Further, as on date of application for migration the holding of Promoter's should not be less than 50% of shares held by them on the date of listing.
<b>OTHER LISTING CONDITIONS</b>	<ul style="list-style-type: none"> <li>• No proceedings have been admitted under Insolvency and Bankruptcy Code against Applicant company and promoting company.</li> <li>• The company has not received any winding up petition admitted by NCLT/IBC.</li> <li>• The net worth of the company should be at least 75 crores.</li> <li>• No Material regulatory action in the past 3 years like suspension of trading against the applicant Company and Promoter by any Exchange.</li> <li>• No debarment of Company/Promoter, subsidiary Company by SEBI.</li> <li>• No Disqualification/Debarment of director of the Company by any regulatory authority.</li> </ul>

	<ul style="list-style-type: none"> <li>The applicant company has no pending investor complaints in SCORES.</li> <li>Cooling period of two months from the date the security has come out of the trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.</li> </ul> <p>No Default in respect of payment of interest and /or principal to the debenture/bond/fixed deposit holders by the applicant, promoter/ Subsidiary Company.</p>
<b>PUBLIC SHAREHOLDERS</b>	<ul style="list-style-type: none"> <li>The total number of public shareholders should be at least 500 on the date of application.</li> </ul>
<b>PROMOTER &amp; PROMOTER GROUP HOLDING</b>	<p>Promoter and Promoter Group shall be holding at least 20% of the Company at the time of making application.</p> <p>Further, as on date of application for migration the holding of Promoter's should not be less than 50% of shares held by them on the date of listing.</p>
<b>OTHER LISTING CONDITIONS</b>	<ul style="list-style-type: none"> <li>No proceedings have been admitted under Insolvency and Bankruptcy Code against Applicant company and promoting company.</li> <li>The company has not received any winding up petition admitted by NCLT/IBC.</li> <li>The net worth of the company should be at least 75 crores.</li> <li>No Material regulatory action in the past 3 years like suspension of trading against the applicant Company and Promoter by any Exchange.</li> <li>No debarment of Company/Promoter, subsidiary Company by SEBI.</li> <li>No Disqualification/Debarment of director of the Company by any regulatory authority.</li> <li>The applicant company has no pending investor complaints in SCORES.</li> <li>Cooling period of two months from the date the security has come out of the trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.</li> <li>No Default in respect of payment of interest and /or principal to the debenture/bond/fixed deposit holders by the applicant, promoter/ Subsidiary Company.</li> </ul>

Checklist of the documents to be submitted along with the application seeking approval for migration from NSE SME platform to Main Board is available on the following link:

[www.nseindia.com](http://www.nseindia.com) → List → Primary Market - SME → Migration to Main Board → Download Migration Document (.zip)

## 4.2 Eligibility criteria for Migration from Other Exchange SME Platform to NSE Main Board<sup>17</sup>

Eligibility criteria for companies listed on the SME platform of other nationwide stock exchange, and desirous for listing on the mainboard of National Stock Exchange of India Ltd. (NSEIL)

PARAMETER	LISTING CRITERION
<b>Paid up Capital &amp; Market Capitalization</b>	<p>The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 Crores**</p> <p>** Explanation</p> <p>For this purpose, capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares.</p>
<b>Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)</b>	The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
<b>Listing period</b>	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
<b>Other Listing conditions</b>	<p>The applicant Company has not referred to the Board of Industrial &amp; Financial Reconstruction (BIFR) &amp;/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies. The company has not received any winding up petition admitted by a NCLT.</p> <ul style="list-style-type: none"> <li>The net worth* of the company should be at least 75 crores.</li> </ul> <p>*Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p>
<b>Public Shareholders</b>	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
<b>Track record</b>	<p>Track record of at least three years of either-</p> <ol style="list-style-type: none"> <li>the applicant seeking listing; or</li> <li>the promoters****/promoting company, incorporated in or outside India or</li> <li>Proprietary / Partnership firm and subsequently converted into a Company (not in existence as a Company for three years) and approaches the Exchange for listing.</li> </ol>

	<p>****Promoters mean one or more persons with minimum 3 years of experience in the same line of business and shall be holding at least 20% of the post issue equity share capital individually or severally.</p>
<p><b>Due diligence Certificate</b></p>	<p>The applicant shall submit to the Exchange an independent due diligence certificate not older than 3 months from the date of application.</p> <p>The independent due diligence certificate from Independent Peer reviewed Auditors / SEBI registered Credit rating agency/ Independent Registered Valuers shall inter-alia cover the below aspects:</p> <ul style="list-style-type: none"> <li>• Brief snapshot of Entity</li> <li>• Profile of Promoter, Management &amp; Ownership Structure. (To include details of litigation cases, serious criminal cases etc. in the last one year)</li> <li>• Business Profile Analysis, Operations Overview with a peer analysis and Project Details (If any).</li> <li>• Due Diligence with Lender, Auditors, Customer and Suppliers</li> <li>• Profitability Analysis &amp; Debt track record (period 3 yrs)</li> <li>• Status of utilization of IPO proceeds or any funds raised thereafter</li> <li>• Compliance track record (including LODR , ICDR, PIT, SAST)</li> <li>• Investor grievance redressal mechanism</li> </ul>
<p><b>The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the conditions.</b></p>	<ul style="list-style-type: none"> <li>• The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.</li> <li>• Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.</li> <li>• Redressal mechanism of Investor grievance</li> <li>• PAN and DIN no. of Director(s) of the Company</li> <li>• Change in Control of a Company/Utilisation of funds raised from public</li> </ul>
<p><b>Note:-</b></p> <p>SME companies that have already migrated to the main board of any nationwide stock exchange and desirous to list on main board on NSE shall have</p>	

meet the criteria specified for listing of securities of existing companies.

Kindly note that the application submitted to the Exchange for listing does not construe NSE's listing approval. The company shall use NSE's reference regarding listing only after the Exchange grants listing approval to the company. The Exchange reserves the right to reject application on any of the following grounds:

1. The Applicant does not conform to the eligibility requirements set out herein.
2. The application is not complete in all respects and/or does not conform to the requirements set out herein.
3. The application does not contain such additional information as may be required by NSE; and/or
4. The application is false and/or misleading in any manner.
5. Any other reason as NSE may deem fit.

The above criteria is applicable w.e.f April 01, 2024.

Checklist of the documents to be submitted along with the application seeking approval for migration from other Exchange SME platform to Main Board is available on the following path on NSE Website:

[www.nseindia.com](http://www.nseindia.com) → List → Public Issues – Main Board → Eligibility Criteria → For Securities of Existing Companies – SME Listed → Download Checklist for SME Listed.

## Item No. 5: Listing of Debt Securities / Commercial Papers

### 5.1 Eligibility Criteria for listing on the Debt segment of NSE

The security proposed for listing on the Debt segment of NSE should comply with the requirements as indicated hereunder:

Issuer	Eligibility Criteria for Listing		
	Public Issue / Private Placement		
	Non-Structured Market Papers	Product/ Linked Debentures/ Non- Commercial	Structured Product / Market Linked Debentures
Corporates (Public and Private Companies) and Limited Private Limited Companies)	<ul style="list-style-type: none"> <li>Paid-up capital of Rs.10 crores;</li> <li>or</li> <li>Market capitalisation of Rs.25 crores (In case of unlisted companies Net worth more than Rs.25 crores)</li> </ul> <p>In case any subsidiary/associate companies do not satisfy the above eligibility criteria, their holding/associate company's compliance with the aforesaid requirements shall be considered.</p> <ul style="list-style-type: none"> <li>Credit rating</li> </ul>		<ul style="list-style-type: none"> <li>Networth of 100 crores</li> <li>Credit Rating prefix of 'PP-MLD' denoting Principal protected market linked debentures followed by the standardized rating symbols.</li> </ul>

<p>Public Sector Undertaking, Statutory Corporation Established/ Constituted Under Special Act of Parliament /State Legislature, Local Bodies/Authorities</p>	<ul style="list-style-type: none"> <li>• Credit rating</li> <li>• Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued</li> </ul>	<ul style="list-style-type: none"> <li>• Networth of 100 crores</li> <li>• Credit Rating prefix of ‘PP-MLD’ denoting Principal protected market linked debentures followed by the standardized rating symbols</li> <li>• Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued</li> </ul>
<p>Mutual Funds: Units of Any Sebi Registered Mutual Fund/Scheme: Investment Objective to Invest Predominantly in Debt or Scheme Is Traded in Secondary Market as Debt Instrument</p>	<ul style="list-style-type: none"> <li>• Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued</li> </ul>	<ul style="list-style-type: none"> <li>• Networth of 100 crores</li> <li>• Credit Rating prefix of ‘PP-MLD’ denoting Principal protected market linked debentures followed by the standardized rating symbols</li> <li>• Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued</li> </ul>
<p>Infrastructure Companies: Tax Exemption and Recognition as Infrastructure Company Under Related Statutes/ Regulations</p>	<ul style="list-style-type: none"> <li>• Credit rating</li> <li>• Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued</li> </ul>	<ul style="list-style-type: none"> <li>• Networth of 100 crores</li> <li>• Credit Rating prefix of ‘PP-MLD’ denoting Principal protected market linked debentures followed by the standardized rating symbols</li> <li>• Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued</li> </ul>
<p>Financial Institutions as Defined Under Companies Act Including Industrial Development Corporations</p>	<ul style="list-style-type: none"> <li>• Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued</li> <li>• Credit rating</li> </ul>	<ul style="list-style-type: none"> <li>• Networth of 100 crores</li> <li>• Credit Rating prefix of ‘PP-MLD’ denoting Principal protected market linked debentures followed by the standardized rating symbols</li> <li>• Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued</li> </ul>

Banks	<ul style="list-style-type: none"> <li>Scheduled banks</li> <li>Net worth of Rs.50 crores or above</li> <li>Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued</li> </ul>	<ul style="list-style-type: none"> <li>Networth of 100 crores</li> <li>Credit Rating prefix of 'PP-MLD' denoting Principal protected market linked debentures followed by the standardized rating symbols</li> <li>Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued</li> </ul>
Real Estate Investment Trust (REITS) Or Infrastructure Investment Trusts (INVITS)	Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued	<ul style="list-style-type: none"> <li>Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued</li> </ul>
<b>Securitized Debt Instruments / Security Receipts</b>		
Special Purpose Distinct Entity or Trust as Defined Under SEBI (Issue and Listing of Securitized Debt Instruments and Security Receipts) Regulations, 2008.	Qualifies for listing under the respective Acts, Rules or Regulations under which the securities are issued	

Checklist of the documents to be submitted along with the application seeking approval, is available on the following path on NSE Website:

For Private Placement - [www.nseindia.com](http://www.nseindia.com) → List → Debt- Private Placement → Process

For Public Issues - [www.nseindia.com](http://www.nseindia.com) → List → Primary Market Main Board → Process

## **5.2 : Guidance on Recovery Expenses Fund (REF)**

In terms of SEBI Circular No SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020, the issuer proposing to list debt securities shall deposit an amount equal to 0.01% of the issue size subject to maximum of Rs. 25 lakhs per issuer towards REF with the Designated Stock Exchange, as identified and disclosed in its Offer Document/ Information Memorandum.



The above shall come into force w.e.f. January 01, 2021 and all the applications for listing of debt securities made on or after January 01, 2021 shall comply with the condition of creation of REF. The existing issuers whose debt securities are already listed on Stock Exchange(s) shall have additional time period of 90 days to comply with this condition.

In this regard, as concluded in the joint Meeting of SEBI and the Exchanges, Issuers are requested to take note of the below and comply with the same:

1. REF is applicable cumulatively for both private placement and public issues as listed under SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (SEBI ILDS), SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares), Regulations, 2013 (SEBI NCRPS), SEBI (Public Offer and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008 (SEBI SDI) and SEBI (Issue and Listing of Municipal Debt Securities) Regulations, 2015 (SEBI ILDM), subject to maximum limit of Rs. 25 lakhs per issuer.
2. REF is required to be deposited for both secured and unsecured debt instruments.
3. For existing listed issuers, REF is applicable at the prescribed percent of the total outstanding issuances of the issuer or Rs. 25 lakhs, whichever is lower. The existing listed issuers have been given an additional time period of 90 days (i.e. upto March 31, 2021) to comply with this condition. However, in the interim, if the existing listed issuer approaches the Exchange/s for listing of any of its debt securities, REF shall become payable on the entire outstanding amount immediately at the time of listing of such debt securities.
4. Issue size for the purpose of calculation of 0.01% would be Number of Bonds \* Face Value.
5. In case of transfer of securities due to scheme of arrangement or otherwise, REF shall be required to be deposited by the transferee company before or at the time of final listing, subject to the limit of Rs. 25 lakhs per issuer.
6. The amount deposited towards REF alongwith the interest thereon would be refunded/released in terms of the Circular only after the last security of the Issuer has been repaid to the investors and a 'No Objection Certificate (NOC)' is received from the Debenture Trustee(s). In other words, if any of the securities of the Issuer are outstanding, no refund/release can be made.
7. The following shall be accepted by the Exchange towards REF presently:
  - a. Cash – To be paid by the Issuer in IDBI Bank unique virtual account number created based on PAN No of the Issuer; and/or
  - b. Bank Guarantee in favour of “National Stock Exchange of India Limited- A/C Issuer name”



### **Bank Guarantee**

- i. The bank guarantee should be strictly as per the prescribed format.
- ii. A bank guarantee for REF should be issued for a minimum period of 12 months with a specific claim period of at least 3 months. However, where an issuing bank does not provide for a specific claim period beyond the expiry date in the bank guarantee, the issuers shall submit a bank guarantee for a minimum period of 15 months.
- iii. The issuer shall ensure that the Bank Guarantee remains valid for a period of 6 months post the maturity date of the listed debt security.
- iv. NSE shall not accept bank guarantee from issuers, which are issued by the issuer themselves.
- v. While filling the details in a bank guarantee, issuers shall ensure that:
  - a) No relevant portion is left blank
  - b) All handwritten corrections and blanks are attested by the bank by affixing the bank seal / stamp duly authorised.
  - c) All irrelevant portions struck off on the printed format should also be authenticated by the bank by affixing the bank seal / stamp duly authorised.
  - d) Each page of the bank guarantee should bear the bank guarantee number, issue date, stamp of the bank and should be signed by at least two authorised signatories.
  - e) The issuer should also ensure that the bank guarantee is free from any discrepancy before the same is submitted to NSE.
  - f) The stamp paper should be issued in the name of NSE or the bank, no third party stamp papers are permissible
  - g) The stamp paper should not be older than 6 months from the executed date of the bank guarantee/ renewal.



**FORMAT OF THE BANK GUARANTEE**

Bank Guarantee

Bank Guarantee No.

Bank Guarantee Date

This guarantee is issued by \_\_\_\_\_ (name of Scheduled Commercial bank) a body corporate constituted under the \_\_\_\_\_ Act \_\_\_\_, having its Head Office at \_\_\_\_\_ (hereinafter referred to as the “Bank” which term shall wherever the context so permits, includes its successors and assigns) in favour of National Stock Exchange of India Limited, a company established under the Companies Act, 1956 and having its registered office at Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai -400051(hereinafter referred to as “NSE” which expression shall include its successors and assigns);

**WHEREAS**

1. SEBI vide its Circular dated October 22, 2020 bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 (hereinafter referred to as “SEBI Circular”) has directed for the creation of ‘Recovery Expenses Fund’ by Issuers of listed or proposed to be listed debt securities and to maintain the same with the Designated Stock Exchange in Cash or Cash Equivalent including a Bank Guarantee;
2. \_\_\_\_\_ (name of the issuer) having its registered office at \_\_\_\_\_ (hereinafter referred to as “the Issuer”) has requested the Bank to furnish to NSE a bank guarantee for Rs. \_\_\_\_\_ (Rupees \_\_\_\_\_ only) towards meeting the aforesaid requirements of the SEBI Circular;

**NOW IN CONSIDERATION OF THE FOREGOING,**

1. We, the \_\_\_\_\_ (Name of Scheduled



Commercial Bank) having a branch at \_\_\_\_\_ (Complete Address of Branch) at the request and desire of the Issuer do hereby irrevocably and unconditionally guarantee NSE a sum of Rs. \_\_\_\_\_ (Rupees \_\_\_\_\_ only) on the occurrence of an event of default in any of the listed debt securities and such other obligations as referred to in the SEBI Circular and in case of failure on the part of the Issuer to pay the aforesaid amount.

2. The Bank agrees and confirms that the said guarantee shall be available for fulfilling all or any of the aforesaid obligations as may be directed and decided by NSE/ SEBI.
3. The Bank undertakes that it shall, on first demand of NSE, without any demur, protest or contestation and without any reference to the Issuer and notwithstanding any contestation by the Issuer, pay to NSE such sums not exceeding Rs. \_\_\_\_\_ (Rupees \_\_\_\_\_ only) as may be demanded by NSE. The decision of NSE as to the obligations of the Issuer and the amount claimed shall be final and binding on the Bank, and any demand made on the Bank shall be conclusive as regards the amount due and payable by the Bank under this guarantee.
4. The guarantee shall be a continuing guarantee and remain operative in respect of each of the obligations of the Issuer and may be enforced as such at the discretion of NSE, as if each of the obligations, liabilities or commitments had been separately guaranteed by the Bank. The guarantee shall not be considered as cancelled or in any way affected on any demand being raised by NSE but shall continue and remain in operation in respect of all subsequent obligations, liabilities or commitments of the Issuer. However, the maximum aggregate liability of the Bank during the validity of the guarantee shall be restricted to an aggregate sum of Rs. \_\_\_\_\_ (Rupees \_\_\_\_\_ only).
5. This guarantee shall not be affected by any change to the constitution of NSE, the Issuer or the Bank and it shall remain in force notwithstanding any forbearance or indulgence that may be shown by NSE to the Issuer.
6. The Bank undertakes to pay to NSE, the amount hereby guaranteed within 2 working days of being served with a written notice by NSE requiring the payment of the amount either by Mail or hand delivery or by Registered Post or by Speed Post.
7. The Bank undertakes not to revoke this guarantee during its currency except with the prior consent of NSE in writing and this guarantee shall be a continuous and irrevocable guarantee upto a sum of Rs. \_\_\_\_\_ (Rupees \_\_\_\_\_ only).



8. The Bank further agrees that NSE may raise multiple claims under this guarantee for an amount not exceeding the total amount i.e. <bg value> for which this guarantee is issued and a part claim shall neither close this guarantee nor restrict NSE's right to raise any subsequent claims for the remaining amount of the guarantee. Issuer and /or the bank shall not claim any such right or understanding which is not consistent with the aforesaid.
9. The Bank also agrees that this guarantee shall be governed and construed in accordance with Indian Laws and subject to the exclusive jurisdiction of the Courts in Mumbai.
10. Notwithstanding anything mentioned herein above,
- a) the liability of the Bank under this guarantee shall not exceed Rs. \_\_\_\_\_ (Rupees \_\_\_\_\_ only).
  - b) This guarantee shall be valid upto \_\_\_\_\_. Provided further that the Bank may at its option extend the period of this guarantee upon such request from the Issuer.
  - c) The bank is liable to pay the guaranteed amount only if NSE serves upon the Bank a written claim or demand on or before \_\_\_\_\_ [i.e. within three months after the date of expiry of the bank guarantee as mentioned in clause 10(b)above].

Executed this \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_  
(place).

FOR \_\_\_\_\_ (BANK)  
\_\_\_\_\_ (BRANCH).

AUTHORISED SIGNATORIES  
SEAL OF THE BANK

Notes:

1. The guarantee is to be typed on stamp paper or franked from a stamp office.
2. The value of stamp duty is to be determined according to stamp laws prevailing in the state where the stock exchange to which this guarantee is proposed to be given, is located.
3. The Bank offering the guarantee should confirm the authority of the person who is executing the guarantee either by : a) Power of Attorney:  
b) a Resolution passed by the Board of Directors of the Bank, or  
c) Gazette notification (as in the case of State Bank of India and subsidiaries).
4. It should be noted that sometimes monetary limits are placed on the authority of the bank officer(s) executing the bank guarantee

### **5.3 Framework on Contribution by eligible Issuers of debt securities to Settlement Guarantee Fund**

SEBI vide Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/CIR/P/2023/56 dated April 13, 2023 (copy attached), granted recognition to AMC Repo Clearing Limited (ARCL) as a Limited Purpose Clearing Corporation (LPCC) and mandated upfront collection of amount from eligible issuers of debt securities towards the Settlement Guarantee Fund of the LPCC.

Pursuant to the above and as concluded in a joint Meeting between SEBI and Exchanges, Issuers are requested to take note of the below and comply with the same:

1. The criteria to determine eligible issuers, the manner of calculation of the amount of Settlement Guarantee Fund (SGF) etc. have been prescribed by ARCL vide their Circular Ref. No. AMC Repo/Risk/2023-24/02 dated April 26, 2023.
2. List of Eligible Issuers along with types of securities / instruments required to pay Settlement Guarantee Fund of the LPCC shall be available on the website of ARCL at [www.arclindia.com](http://www.arclindia.com).
3. Eligible issuers of non-convertible debt securities with a fixed maturity period in terms of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 shall be required to comply with this requirement.
4. The aforesaid requirement shall be applicable to all issues opening on or after May 1, 2023 for private placement of debt securities and offer documents filed on or after May 1, 2023, in case of public issue of debt securities, by such eligible issuers specified by the LPCC.



5. Eligible Issuers are required to deposit the requisite amount towards Settlement Guarantee Fund of the LPCC in any of the below mentioned accounts being maintained by AMC Repo Clearing Limited (ARCL)\*:

<b>Beneficiary Account Name</b>	<b>Account No. in which amount is required to be deposited</b>	<b>IFSC Code</b>	<b>Bank Address</b>
AMC Repo Clearing Limited - Core Settlement Guarantee Fund Account	923020021156867	UTIB0000004	Axis Bank I Jeevan Prakash, Ground Floor, Sir P M Road, Fort Mumbai - 400001
AMC Repo Clearing Limited Core SGF A/C	57500000866187	HDFC0000060	HDFC Bank Limited Ground Floor Jehangir Building MG Road Fort Mumbai-400001
AMC Repo Clearing Limited-Core Settlement Guarantee Fund Account	0004051323820	ICIC0000004	ICICI Bank Limited Capital Market Division, 163, Ground Floor H. T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai400020

*\*For further details and acknowledgement on the remittance of funds, kindly contact ARCL at [coresgf@arclindia.com](mailto:coresgf@arclindia.com)*

6. The aforesaid payment is required to be made by the eligible issuers prior to allotment/listing of debt securities. The details of such payment alongwith UTR number, bank details, date of payment etc. and the acknowledgement of receipt of funds by ARCL to the Issuer shall be submitted by the Issuer at the time of seeking final listing of debt securities to the Exchange(s), where non-convertible debt securities are proposed to be listed.

**5.4 Bank accounts for payment of fees to SEBI under the SEBI (Infrastructure Investment Trusts) Regulations, 2014, SEBI (Real Estate Investment Trusts) Regulations, 2014, SEBI (Informal Guidance) Scheme, 2003, SEBI (Issue and Listing of Non-convertible Securities) Regulations, 2021 and SEBI (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008**

The Exchange has received a communication from SEBI with respect to procedure for payment of fees to SEBI under the aforesaid regulations as follows:



a. Fees shall be remitted only to the virtual accounts as given below:

Name of the Bank	ICICI Bank Ltd.
IFSC Code	ICIC0000106
Beneficiary Name	Securities and Exchange Board of India

Type of Fees	Virtual Account Code
Filing Fee – InvITs	SEBIRCINVITFILFEE
Filing Fee – REITs	SEBIRCREDITFILFEE
Regulatory Fee – Public Issue of Debt Securities	SEBIRCDEBTPUBLICPLC
Regulatory Fee – Public Issue of Non-convertible Redeemable Preference Shares	SEBIRCNCRPSPUBLICPLC
Filing Fee – Public Issue of Securitised Debt Instruments	SEBIRCSDIPUBLICPLC
Registration Fees – Trustee/ Special Purpose Distinct Entity (includes Application/ Registration/ Annual)	SEBIRCSPDE
Exemption Fees - Under LODR/ NCS	SEBIRCEXEMPTFEE
Informal Guidance	SEBIRCIG

Remittance of the Application fee and Registration fee to SEBI for registration of REITs and InvITs shall be through SEBI Intermediary Portal only.

c. You are advised not to transfer or pay the fees through any other means/ mode which would create reconciliation issues and hence, delay the processing.

d. Particulars of Remittance are to be provided to SEBI by email at [od-ddhs@sebi.gov.in](mailto:od-ddhs@sebi.gov.in), immediately after the remittance is made, in the following format:

Name of the Remitter	Date of Remittance	Amount Remitted	Name of the Origin Bank	UTR/ Transaction Ref No.	Purpose for which remittance is made

e. The aforesaid revised remittance mechanism shall become operational with effect from October 01, 2021.

Accordingly, issuers are advised to follow the aforesaid procedure for payment of fees.



### **5.5 Instruments having certain characteristics forming part of Tier I/Tier II capital and proposed to be listed.**

This is with reference to SEBI Circular No. SEBI/HO/DDHS/CIR/P/2020/199 dated October 06, 2020 on Issuance, listing and trading of Perpetual Non-Cumulative Preference Shares (PNCPS) and Innovative Perpetual Debt Instruments (IPDIs)/ Perpetual Debt Instruments (PDIs) (commonly referred to as Additional Tier 1 (AT 1) instruments).

It is observed that Banks apart from AT1 instruments, also issue instruments which may be part of their Tier II capital but have unique features similar to that of AT1 Instruments. It is informed that the additional framework as prescribed in the aforesaid circular is applicable to all such instruments issued and proposed to be listed, irrespective of whether they form part of Tier I or Tier II capital.

This shall be effective from January 01, 2021 i.e. issuances which shall open on or after January 01, 2021.

Issuers are requested to take note of the above and ensure compliance.

### **5.6 Disclosure in the Term Sheet for listing of privately placed debt securities**

This is with reference to SEBI Circular No. SEBI/HO/DDHS/CIR/P/2020/198 dated October 05, 2020 on Standardization of timeline for listing of securities issued on a private placement basis.

The Issuers of privately placed debt securities are advised to specifically indicate in the Term Sheet of the issue, the Stock Exchange/s in which the securities are proposed to be listed and comply with the same.

The above guidance will be applicable for issuances which open on or after December 1, 2020.

### **5.7 Clarification with regard to Financials in the Disclosure Document for Private Placement of Non-Convertible Debentures/Bonds**

SEBI (Issue and Listing of Debt Securities) Regulations, 2008 requires issuers to disclose the latest audited/limited review financials and auditor qualifications, if any, in the disclosure document for private placement of non-convertible debentures/bonds, as applicable.

Accordingly, it is clarified that the Audited Financials or Unaudited Financials with Limited Review, including for stub period, shall not be older than 6 months from the date of the Private Placement Disclosure Document.



Issuers are requested to take note of the above and ensure compliance.

### **5.8 Submission of listing application with respect to re-issuances of Commercial Papers under existing listed ISINs through NEAPS**

This is in continuation of our Circular No. NSE/CML/2019/34 dated December 26, 2019 with regard to submission of listing application with respect to Commercial Papers through NEAPS.

As a part of our process automation and go-green initiatives, we are pleased to announce release of “Commercial Papers - Reissue” interface on NSE Electronic Application Processing System (NEAPS) for submission of application for final listing of Commercial Papers re-issued under existing ISINs listed on the Exchange.

The entities would be able to make application for listing of Commercial Papers through: NEAPS > Debt > Listing > Private placements > Commercial Papers > Final listing-Re-Issue

The initiative is aimed at process automation of the entire debt module by providing a single window to the entities for making final listing applications of Commercial Papers, whether fresh issue or re issue to the Exchange which would reduce the time involved in the listing process. This would also enable the entities to track the real time status of their applications and get on-line acknowledgement for the application.

Kindly note that from January 20, 2020, all entities are mandated to file all applications for listing of re-issuances of Commercial Papers under existing ISINs listed on the Exchange through NEAPS only. The Exchange shall not accept any such application through e-mail/physically.

### **5.9 Clarification on timelines of Commercial Papers**

This is with reference to the Exchange Circular Ref. No. NSE/CML/2019/33 dated December 26, 2019 with respect to Guidelines on Framework for listing of Commercial Papers. It is hereby clarified that the timelines for disclosures and listing by all Issuers of Commercial Papers intending to list Commercial Papers on the Exchange is as follows:



<b>Day</b>	<b>Particulars</b>
T-1 Day	Disclosure Document to be filed with the Exchange online on its NSE EBP Platform by Issuers
T Day	Deal Confirmation Day
T+0 Day/ T+X Day	Receipt of Funds from Investors The Issuer should ensure that listing of Commercial Papers on the Exchange is done within one day from receipt of payment from Investor(s)

The other contents of the aforesaid Circular will remain the same.

### **5.10 Submission of listing application with respect to issuances of Commercial Papers through NEAPS**

This is in continuation of our Circular Ref No. NSE/CML/2019/29 dated November 26, 2019 and NSE/CML/2019/30 dated December 24, 2019 with regard to listing of Commercial Papers on the Exchange.

As a part of our process automation and go-green initiatives, we are pleased to announce release of “Commercial Papers” Module on NSE Electronic Application Processing System (NEAPS) for submission of application for final listing of newly issued Commercial Papers issued on private placement basis.

The entities would be able to make application for listing of Commercial Papers through: NEAPS > Debt Application > Listing > Private placements > Commercial Papers > Final listing-New Issue

The initiative is aimed at process automation of listing of Commercial Papers which would reduce the time involved in the listing process. This would also enable the entities to track the real time status of their applications and get on-line acknowledgement for the application.

Kindly note that from December 27, 2019, all entities are mandated to file all applications for listing of fresh issuances of Commercial Papers through NEAPS only. The Exchange shall not accept any such application through e-mail/physically.



The applications for listing of Commercial Papers re-issued under the existing ISIN would be continued to be accepted through e-mail at [cplisting@nse.co.in](mailto:cplisting@nse.co.in), till further notice by the Exchange.

### **5.11 Guidelines on Framework for listing of Commercial Papers**

This is with reference to SEBI Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated October 22, 2019 and SEBI Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2019/167 dated December 24, 2019 regarding the Framework for listing of Commercial Paper and the Exchange Circulars Ref. No. NSE/CML/2019/29 dated November 26, 2019 and NSE/CML/2019/30 dated December 24, 2019.

All market participants and issuers of Commercial Papers which intend to list their Commercial Papers with the Exchange shall be required to ensure following guidelines before the issuance of Commercial Papers:

1. The Issuers shall be required to upload Disclosure Document on the platform of the Exchange for dissemination to all Qualified Institutional Buyers (QIBs).
2. Issuers must upload this Disclosure Document on the Exchange platform at least one day prior to the Deal Confirmation day.
3. The Exchange would provide access to all Issuers of Commercial Papers on its NSE EBP platform for upload of Disclosure Document.
4. This Disclosure Document shall be as per Annexure I of SEBI Circulars dated October 22, 2019 and December 24, 2019 referred above containing all necessary details/disclosures before the Issue of the Commercial Papers specifically mentioning that it is being placed or issued for “Issue of Commercial Papers intended to be listed”.
5. Issuers shall ensure that these Commercial Papers issued with ‘Intention to List’ are listed with the Exchange within one day from the receipt of funds from the Investors. The issuers are required to ensure that the required documentation is submitted to the Exchange on or before 3.00 p.m. on the value date/settlement date to ensure listing of the Commercial Papers as per the above-mentioned timelines.

Based on above guidelines, the following timelines for disclosures and listing shall be adhered to by all Issuers of Commercial Papers intending to list Commercial Papers on the Exchange.



<b>Day</b>	<b>Particulars</b>
T-1 Day	Disclosure Document to be filed with the Exchange online on its NSE EBP platform by Issuers
T Day	Deal Confirmation Day
T+1 Day/ T+2 Day	Receipt of Funds from Investors The Issuer should ensure that listing of Commercial Papers on the Exchange is done within one day from receipt of payment from Investor(s)

These guidelines shall be applicable for Commercial Papers issued on or after January 01, 2020, with an intention to list on the Exchange.

### **5.12 Listing of Outstanding Commercial Papers on the Exchange**

This is with reference to SEBI Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated October 22, 2019 regarding the Framework for listing of Commercial Paper and the Exchange Circular Ref. No. NSE/CML/2019/29 dated November 26, 2019 regarding Listing of Commercial Papers (CPs) on the Exchange.

Issuers of Commercial Papers are hereby requested to note that all outstanding unlisted Commercial Papers as on January 01, 2020 may be listed with the Exchange, subject to fulfilling of the framework for listing of CPs issued by SEBI vide its aforesaid Circular dated October 22, 2019.

CP Issuers are required to submit the application for listing alongwith the requisite documents as per the Checklist (<https://www.nseindia.com/static/companies-listing/raising-capital-debt-private-placement-process>) on or before January 10, 2020 so that the Exchange would enable listing of such CPs by January 15, 2020

### **5.13 Listing of Commercial Papers (CPs) on the Exchange**

This is with reference to the SEBI Circular Ref No. SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated October 22, 2019 titled “Framework on Listing of Commercial Paper”.

The Exchange is pleased to inform that Issuers can now apply for listing of Commercial Papers issued on or after November 27, 2019.



The Checklist for the same is enclosed and also made available on the Exchange website on the following path:

<https://www.nseindia.com/static/companies-listing/raising-capital-debt-private-placement-process>

#### **5.14 Submission of listing application with respect to re-issuances of debt securities under same ISIN through NEAPS**

This is in continuation of our Circular No. 0120/2018 dated February 02, 2018 with regard to submission of listing application of Debt Securities on Private Placement Basis.

In continuation of our process improvement and go-green initiatives, we are pleased to announce release of “Debt Further Issue” on NSE Electronic Application Processing System (NEAPS) for submission of listing application of Private Placement of debt securities under existing ISIN (Reissuance).

The entities would be able to make application for listing of such re-issued debt securities through: NEAPS > Debt Application > Listing > Private placements > Final listing > Further Issue

The initiative is aimed at process automation of the entire debt module by providing a single window to the entities for making listing applications to the Exchange for privately placed debt securities viz. In principle approvals/final listing of fresh issuances and reissuances. This would also enable the entities to track the real time status of their applications, dealing officer, expected approval date, etc.

Kindly note that from March 5, 2019, all entities are mandated to file all applications for listing of Debt Securities under Existing ISIN (Re-issuances) through NEAPS only. The Exchange will not accept any physical copy of application/email.



## **ITEM No. 6: NSE Social Stock Exchange**

### **6.1 Requirements w.r.t to registration and listing of social entities on Social Stock Exchange**

Norms for issue and listing of ZCZPs by NPOs on NSE Social Stock Exchange (NSE SSE), Draft Contents of the offer document and Checklist of the documents to be submitted along with the application seeking registration and approval is available on the following path on NSE Website:  
[www.nseindia.com](http://www.nseindia.com) → List → Social Stock Exchange

## ITEM No. 7: General

### **7.1 Submission of the Aadhaar details in the Announcement/Offer Documents submitted to the Exchange**<sup>18</sup>

As per Section 29(4) of the Aadhaar Act, 2016 (as amended in 2019) (hereinafter referred to as the “Aadhaar Act”), no Aadhaar number or demographic information or photograph collected or created under the Aadhaar Act is to be disclosed publicly, except for the purpose specified in the said Aadhaar Act.

Further, the Acts and Rules governing the Organization/Institution that mandate the requirement of publishing Aadhaar information, shall be published in masked form.

The Exchange has observed that:

1. Listed entities are disclosing certain Aadhaar numbers/ Aadhaar cards in their announcements specifically in the cases of newspaper publications where the clipping has other news lines related to Aadhaar number. In such cases, entities should only disclose the newspaper clipping related to itself and should abstain from submitting the entire page of the newspaper containing other details.
2. Entities/Issuers proposing to list any of their securities with the Exchange are disclosing Aadhaar numbers/ Aadhaar related information in the draft offer documents/offer documents submitted to the Exchange.

<sup>18</sup> Download Ref No: NSE/CML/2022/60 dated December 19, 2022

In this regard, kindly also note that Aadhaar number/ Aadhaar information of the promoters/others as required under the applicable SEBI regulations viz. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Issue and Listing of Non-Convertible Securities).

Regulations, 2021 etc. are to be provided to the Exchange separately and should not be disclosed in the draft offer document/offer document/any other public document.

In view of the above, all listed entities/issuers proposing to list their securities with the Exchange, are hereby advised to strictly adhere to the aforesaid provisions of Aadhaar Act and not disclose Aadhaar number/Aadhaar related information in any disclosure/ announcements/ any other



public document made/submitted to the Exchange.

You are requested to kindly take note of the contents of this circular and ensure compliance of the same with immediate effect.



## **ITEM no. 8 – OFS through Secondary Market**

### **8.1 Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism<sup>19</sup>**

SEBI has issued Circular No. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/6 dated January 23, 2024 titled “Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism”.

The provisions of this circular shall come into effect from 30<sup>th</sup> day of issuance of this circular.

<sup>19</sup> Download Ref No: NSE/CML/2024/02 dated January 30, 2024



## **ITEM no. 9 – 1% Security Deposit**

### **9.1 Joint Standard Operating Procedure (SOP) for release of 1% Security Deposit<sup>20</sup>**

The Exchange vide circular NSE/CML/65467 dated December 06, 2024, has issued Joint Standard Operating Procedure (SOP) for release of 1% Security Deposit.

The said circular shall be applicable with immediate effect.

Pursuant to SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/0161 dated November 21, 2024, and consequential withdrawal of SEBI circular no. SEBI/HO/OIAE/GRD/P/CIR/2022/0151 dated November 07, 2022 joint SOP for release of 1% Security Deposit kept by the company with the Designated Stock Exchange (DSE) prior to May 18, 2024 shall be as per **Annexure I**:

#### **Annexure I**

##### **Draft Joint Standard Operating Procedure (SOP) for release of 1% Security Deposit**

Pursuant to SEBI circular dated November 21, 2024 and consequential withdrawal of SEBI circular no. SEBI/HO/OIAE/GRD/P/CIR/2022/0151 dated November 07, 2022 joint SOP for release of 1% Security Deposit kept by the company with the Designated Stock Exchange (DSE) prior to May 18, 2024 shall be as under:

The Company shall submit application for the release of 1 % security deposit with DSE along with following documents:

- Certificate from the merchant banker confirming that all the SCSBs involved in ASBA process have confirmed that they have unblocked the funds for the respective investors as applicable and nothing is pending as on date. Further, for issues prior to ASBA mechanism confirmation that no shares/funds are lying with the company pursuant to the issue.

<sup>20</sup> NSE/CML/65467 dated December 06, 2024



- Certificate on company letterhead confirming that the Company has fully paid all dues of lead merchant bankers, registrars, underwriting commission, brokerage commission and all other intermediaries to the issue and there is no amount pending/outstanding by the Company. Further, confirm that all the shares have been credited to the respective shareholders pursuant to the issue and no shares are lying in the escrow account.
- The Statutory Auditor certificate confirmation w.r.t fund raising of the Company that the Company has paid all the dues of lead merchant bankers, registrars, underwriting commission, brokerage commission and all other intermediaries to the issue and there is no amount pending/outstanding by the Company.
- Copy of cancelled cheque of the Issuer Company.
- Confirmation from Company that there is no investor Complaint pending pursuant to the issue for which 1% security deposit was taken by the DSE.

On submission of all the above documents in order, Exchange will check investor grievance status with the Exchange(s) where the Company is listed. Post receipt of clearance from the Investor Services team stating that there are no complaint pending against the listed company w.r.t the issue against which security deposit was maintained, Exchange shall release 1% security deposit to the Company.