**Documents required for granting approvals under Regulation 28(1) of SEBI (LODR), 2015, for the companies coming out with Qualified Institutions Placement (QIPs) - Prior Approval .Covering letter should mention whether Company intends to give discount to the investors.**

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| **Sr. No.** | Documents to be submitted | **Page Nos.** |
| **1** | Copy of the two days prior intimation given by the company to the Exchange about the proposed meeting of the Board of Directors in which fund raising by way of QIP issue is specifically mentioned as required under Regulations 29(1) and (2) of Listing Regulations. |  |
| 2 | Certified true copy of the resolution passed by the Board of Directors of the Company approving the placement of securities with Qualified Institutional Buyers (QIBs) under Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. |  |
| 3 | Copy of the notice sent to the shareholders of the company. |  |
| 4 | Certified true copy of the resolution passed by the shareholders of the Company in accordance with the requirements of Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. |  |
| 5 | Draft placement document for issue of specified securities to QIBs.  The placement document required to be prepared in accordance with Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, shall contain disclaimer in bold capital letters to the effect that **“the placement is meant only for QIBs on a private placement basis and is not an offer to the public or to any other class of investors.”** |  |
| 6 | Abridged shareholding pattern of the Company without Annexures at the time of application for in-principle approval. |  |
| 7 | Networth certificate from PCA/PCS together with related workings of the company based on the audited balance sheet of the previous financial year. |  |
| 8 | Confirmation from the Merchant Banker that the proposed issue of \_\_\_(Name of the Company)\_, is being made in compliance with Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the \_(Name of the Company)\_ complies with the requirements of Chapter VIII of SEBI (ICDR) Regulations, 2009.. |  |
| 9 | Confirmation by the Managing Director/ Company Secretary as per format enclosed as **Annexure I.** |  |
| 10 | Processing fee (non-refundable) of Rs. 1,00,000 along with applicable Taxes, favoring ‘CSE Limited’. |  |
| 11 | Undertaking from MD/ CS/ Compliance Officer of the company stating:    ***“We hereby confirm that the company or its promoters or whole time directors are not in violation of the provisions of Regulation 24 of the SEBI Delisting Regulations, 2009.”*** |  |
| 12 | Undertaking from MD/ CS/ Compliance Officer of the company stating:  ***“We hereby confirm that the company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.”*** |  |

Note:

1. In case of a listing of warrants issued as a combined offering along with non-convertible debt instruments, the company will be required to obtain relaxation from the applicability of the provisions of Rule 19(2)(b) of the Securities Contract (Regulations) Rules, 1957, as notified in the SEBI circular no. SEBI/CFD/SCRR/01/2009/03/09 dated September 3, 2009.
2. In case of issuance of NCDs, the company shall provide additional disclosures in the offer document as required under SEBI (Issue and Listing of Debt Securities) Regulations, 2008. Further, the company shall also obtain Credit Rating for such NCDs.
3. Kindly note that all pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.
4. The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for the proposed placement of securities by the company will be subject to compliance with the Regulatory requirements, norms of the Governing Board of the Exchange and other Exchange requirements.

**ANNEXURE I**

**Format of the confirmation to be submitted by the company:**

To,

The Manager,

Listing Operations,

CSE Limited,

7, Lyons Range,

Kolkata-700001.

Dear Sir,

**Sub: Proposed placement of (details of the issue and issue size) to Qualified Institutional Buyers (QIBs) under Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.**

In connection with the above application, we hereby confirm that:

1. The Company complies with the prescribed requirements of minimum public shareholding as required under Regulation 38 of SEBI (LODR) Regulations, 2015.
2. The Company complies with the provision of Regulation 29(1) and (2) of the SEBI (LODR) Regulations, 2015.
3. The aggregate funds that is being raised, through the proposed placement together with all previous placements made in the same financial year, has not exceeded five times of the net worth of the company based on the audited balance sheet of the previous financial year.
4. The placement of specified securities to the Qualified Institutional Buyers shall be made in accordance with Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
5. The equity shares arising pursuant to the Qualified Institutions Placement shall rank pari passu in all respects including dividend entitlement with the existing equity shares of the Company.
6. The Company shall upload the placement document on its website with appropriate disclaimer to the effect that the placement is meant only for QIBs on private placement basis and is not an offer to the public or to any other class of investors.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: Managing Director/ Company Secretary

Documents required for hosting of Preliminary Placement Document on the Website of the Exchange

After the company decides to open the issue, the company is required to submit the Preliminary Placement Document for uploading on the website of the Exchange before the same is circulated to the QIBs and displayed on the website of the Company.

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| **Sr. No.** | Documents to be submitted | **Page Nos.** |
| 1 | Certified true copy of the resolution in which the Board of the company or the Committee of Directors of the company decided to open the proposed issue. |  |
| 2 | Soft copy of Preliminary Placement document (Not applicable if no changes have been made therein after submission of the same at the time of obtaining prior in-principle approval) |  |
| 3 | Soft copy of the Preliminary Placement Document in pdf format |  |