**Documents required for granting approval under Clause 24(a) of the Listing Agreement, for companies proposing to come out with issue of GDRs/ADRs/FCCBs.**

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| --- | --- | --- |
| **Sr. No.** | Documents to be submitted | **Page Nos.** |
| 1 | Certified true copy of the resolution passed by the Board of Directors of the Company approving the issue of the GDRs/ADRs/FCCBs. |  |
| 2 | Copy of the notice sent to the shareholders of the company. |  |
| 3 | Certified true copy of the resolution passed by the shareholders of the Company in the general body meeting approving the issue of the GDRs/ADRs/FCCBs. |  |
| 4 | Draft offering circular for issue of the GDRs/ADRs/FCCBs. |  |
| 5 | Confirmation by the Managing Director and/or Company Secretary as per format enclosed. |  |
| 6 | Processing fee (non-refundable) of Rs.1,00,000/- + applicable service tax in case of GDR/ADR issue, whereas Rs.25,000/- plus applicable service tax in case of FCCB issue, favoring ‘BSE Ltd’. |  |

**Note:**

1. Kindly note that all pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.
2. The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for proposed issue and allotment of the securities by the company will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Governing Board of the Exchange and other Exchange requirements.

**Format of the confirmation to be submitted on the letter head of the company:**

To,

General Manager,

Department of Corporate Services,

Bombay Stock Exchange Limited,

P.J. Towers,

Dalal Street,

Mumbai – 400 001.

Dear Sir,

**Sub: In-principle approval for the proposed issue of GDRs/ ADRs/ FCCBs aggregating to \_\_\_\_\_\_ USD.**

In connection with the aforesaid application made by the company, we hereby confirm and certify that:

1. The underlying equity shares to be represented by such GDRs/ADRs or equity shares to be allotted upon conversion of FCCBs, shall rank pari passu in all respect including dividend entitlement with the existing equity shares of the Company.
2. The international offering made by the Company does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Foreign Exchange Management Act, 1999, the provisions of Foreign Exchange Management (Transfer or issue of securities by a person resident outside India) Regulations, 2000, the provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depositories Act, 1996, the Companies Act, 1956 / 2013, the rules, regulations and guidelines made under these Acts, or any other applicable Act and guidelines issued / amended by the Government of India, the Reserve Bank of India and/or any other appropriate authority in this regard.
3. The company shall provide complete details of the holders of GDR/ADR/FCCBs as and when called for by the Regulatory Authorities / Stock Exchange.

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

Date: Managing Director/ Company Secretary