**Documents required for granting listing approvals, for the securities issued by the companies under Qualified Institutions Placement (QIPs) – Post Allotment**

|  |  |  |
| --- | --- | --- |
| **Sr. No.** | Documents to be submitted | **Page Nos.** |
| 1 | Letter of Application (i.e. by Listed companies applying for listing of further issue) duly completed alongwith Distribution Schedule pre and post allotment. |  |
| 2 | Certified true copy of the Board resolution in which the securities were allotted. |  |
| 3 | List of allottees and the number of equity shares allotted to them should be filed with the Exchange. |  |
| 4 | List of allottees who have been allotted more than 5% of the securities offered in the issue giving details such as name of the allottees, nos of equity shares allotted, % of the issue size, etc. and the number of equity shares. |  |
| 5 | Shareholding Pattern Form duly completed with relevant enclosures giving details **before** and **after** the issue. |  |
| 6 | Additional listing fee, if applicable, to be paid on the enhanced capital as per the enclosed schedule of listing fee. |  |
| 7 | Confirmation by the Managing Director/ Company Secretary as per format enclosed as **Annexure I.** |  |
| 8 | PCA/PCS Certificate confirming the floor price and receipt of funds against the placement if securities with QIBs as per the format enclosed as **Annexure II.** |  |
| 9 | Due diligence certificate from the Merchant Bankers that the placement of \_\_\_\_\_\_\_\_\_\_\_\_ securities issued to QIBs by \_\_\_(Name of the Company)\_, has been made in compliance with Chapter VIII of SEBI (ICDR) Regulations, 2009 and the \_(Name of the Company)\_ complies with the requirements of Chapter VIII of SEBI (ICDR) Regulations, 2009. |  |
| 10 | Confirmation from the post-issue Merchant Banker giving summary of bids received and details of allocations made to QIBs as per the format enclosed as **Annexure III.** |  |
| 11 | Certified true copy of the final Placement Document alongwith soft copy in pdf format. |  |
| 12 | Detail terms and conditions of the NCDs/ securities which are convertible into or exchangeable with equity shares, as may be applicable.Also provide the reconciliation of such outstanding securities. |  |
| 13 | 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.”*** |  |
| 14 | 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.”*** |  |
| 15 | List of allottees in excel in following format (Clubbing multiple allottees as single allotee **IF** they are under same control or group as per Regulation 87 of SEBI (ICDR), 2009   |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | | **S No** | **Name of the allotte** | **PAN** | **Category** | **Shares alloted to total issue size** | **% of shares alloted to total issue size** | |  |  |  |  |  |  | |  |  |  |  |  |  | |  |

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 listing of the securities issued 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 on the letter head of the company:**

To,

The Manager,

Listing Operations,

CSE Limited,

7, LYONS RANGE

KOLKATA-700001.

Dear Sir,

**Sub: Listing approval for \_\_\_\_\_\_\_\_\_\_\_ equity shares of Rs.\_\_\_ each issued to QIBs in terms of Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009**

In connection with above application for listing of \_\_\_\_\_\_\_\_\_\_\_ equity shares we hereby confirm and certify that:

1. The documents filed by the Company with the Exchange are same/ similar/ identical in all respect to those filed by the Company with Registrar of Companies/ SEBI/ Reserve Bank of India/ FIPB in respect of allotment of \_\_\_\_\_\_\_\_\_\_ equity shares to QIBs under Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
2. All the legal and statutory formalities have been complied with and no Statutory/ Regulatory Authorities has restrained the Company from issuing and allotting \_\_\_\_\_\_\_\_\_ equity shares of Rs.\_\_\_ each issued towards the placement made to QIBs pursuant to Placement document dated \_\_\_\_\_.
3. Equity shares issued to QIBs in terms of the Placement document shall rank pari passu in all respects including dividend entitlement with the existing equity shares of the Company.

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

Date: Managing Director/ Company Secretary

ANNEXURE II

**Format of the confirmation to be submitted by the PCA/PCS confirming:**

**Sub: Placement of (details of the issue and issue size) by (Name of the company) in terms of Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009**

a) Floor price for the aforesaid issue.

We \_\_\_(Name of the PCA/PCS)\_\_\_, hereby certify that the floor price for the proposed placement to QIBs of \_\_\_(Name of the Company)\_\_, based on the pricing formula prescribed under Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, has been worked out at Rs.\_\_\_. The relevant date for the purpose of said floor price was \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The workings for arriving at such floor price has been attached herewith.

b) Receipt of funds against the placement of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

On the basis of verification of Books of Accounts and relevant records and documents of \_\_\_(Name of the Company)\_\_, we \_\_\_(Name of the PCA/PCS)\_\_\_, hereby certify that the Company has received an amount aggregating to Rs. (Total Amount in words and figures) \_ on \_\_(Date)\_\_\_ against issue of securities to QIBs as per the Placement Document dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and the said amount was credited in account no. \_\_\_\_\_\_\_\_\_\_\_\_ maintained with \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_ of \_(Name of the Company) \_\_\_\_\_\_ on \_\_(Date)\_\_\_.

For \_\_\_Name of the PCA/PCS \_\_\_\_

Name of Partner

Membership No.

Date:

ANNEXURE III

**Format of the bids received by the Lead Manager:**

To,

The Manager,

Listing Operations,

CSE Limited,

7, Lyons Range,

Kolkata-700001.

Dear Sir,

**Sub: Placement of (details of the issue and issue size) by (Name of the company)\_ in terms of Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009**

In connection with the placement of (details of the issue and issue size) by (Name of the company) , we confirm that bids for placement of above securities opened on \_\_\_\_\_\_\_\_\_\_\_ and closed on \_\_\_\_\_\_\_\_\_\_\_\_: The details bids received and securities allocated are given hereunder:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Sr. No** | **Name of Applicant** | **Category (FII/ IFI/ Banks/ Mutual Funds, etc.)** | Bids details | | | Allocation details | | **Remarks** |
|  |  |  | Date | No. of shares | Price (Rs.) | No. of shares | Price (Rs.) |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |

PLACE:

DATE:

LEAD MERCHANT BANKER(S) TO THE ISSUE WITH HIS/ THEIR SEAL (S)