

Documents required for listing approval for equity shares underlying GDRs/ ADRs/ or equity shares allotted upon conversion of FCCBs issued by the Companies.

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. (In case of conversion of FCCBs only post allotment distribution schedule is required to be submitted)	
2	Brief particulars of the new securities issued as per format enclosed as Annexure I .	
3	Certified true copy of the Board resolution in which the equity shares were allotted.	
4	List of allottees and the number of equity shares allotted. In case of GDRs/ADRs the list of GDR/ADR holders and the number of GDRs/ADRs allotted.	
5	Shareholding Pattern as per the format prescribed under Clause 35 of the listing agreement giving details <u>pre</u> and <u>post</u> allotment of new shares.	
6	In case of a FCCB issue, processing fee (non-refundable) of Rs.27,575/- (inclusive of service tax @10.30% i.e. Rs.2,575/-), favoring 'Bombay Stock Exchange Limited'. [Processing fee is not payable on the first conversion, where the company has paid the same at the time of obtaining prior approval under clause 24(a) of the Listing agreement]	
7	Additional Annual Listing Fee, if applicable, on enhanced capital. The Schedule of Listing Fees is enclosed for your ready reference.	
8	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure II .	
9	Certified true copy of letter issued by the overseas Stock Exchange granting listing/ trading permission to the GDRs/ADRs/FCCBs.	
10	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 of GDRs/ADRs/FCCBs.	
11	Auditor's Certificate confirming the floor price for the proposed issue and receipt of funds against the said issue as per the format enclosed as Annexure III .	
12	A copy of the final offering circular (printed copy as well as pdf file on CD), duly certified by the Managing Director/ Company Secretary.	
13	Detailed valuation report with related workings/calculations on the basis of which company proposes to acquire the foreign company.	

Note:

1. Documents at sr. nos. 9 to 13 are required to be submitted only at the time of filing the first application in respect of any offer document.
2. Kindly note that all pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.
3. 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 Statutory/ Regulatory requirements, norms of the Governing Board of the Exchange and other Exchange requirements.

ANNEXURE I

Brief particular of the new securities issued:

Sr. No.	Particulars				
1	Name of the Company				
2	Issued and paid up capital (before allotment)		Rs._____ crores consisting of _____ equity shares of face Value of Rs._____ each fully paid.		
3	Details of securities pending for listing, if any				
	Date of Allotment	No. of Shares	Type of Issue	Dist. No. Range (From – To)	
4	Details of new shares issued				
	Date of Allotment	No. of Shares	Issue price (Rs.)	Dist. No. Range (From – To)	
5	Issued and paid up capital (after allotment)		Rs._____ crores consisting of _____ equity shares of face Value of Rs._____ each fully paid.		
6	Details of FCCBs				
	Date of Offering Circular	Face Value of the FCCBs	Foreign Exchange Rate	Conversion Price (Rs.)	No. of bonds issued
7	Reconciliation statement of outstanding FCCBs				
	No. of bonds already converted till date				
	No. of bonds converted under present application				
	No. of bonds outstanding as on date				
8	Details of GDRs / ADRs, if applicable				
	Date of Offering Circular	No of GDRs/ ADRs issued	Price per GDR/ ADR	No. of underlying shares represented by each GDR/ ADR	
9	Name of the Stock Exchange(s) on which GDRs/ADRs/FCCBs of the company are listed				
9	Name of contact person Contact nos. Fax No. Email add.				

Date:

Managing Director/ Company Secretary

ANNEXURE II

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: Listing approval for _____ equity shares of Rs.____ each issued upon conversion of FCCBs / towards GDRs/ ADRs of the company.

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

- a) 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 issued towards GDRs/ ADRs or upon conversion of FCCBs.
- b) 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 _____ GDRs/ ADRs/ FCCBs issued by the Company pursuant to Offering Circular dated _____.
- c) Equity shares issued upon conversion of FCCBs / underlying equity shares issued towards such GDRs/ ADRs rank pari passu in all respect including dividend entitlement with the existing equity shares of the Company.
- d) The price of shares issued by the company is in accordance with the pricing norms prescribed by the Reserve Bank of India as amended from time to time.

Date:

Managing Director/ Company Secretary

ANNEXURE III

Format of the confirmation to be submitted by the Auditor confirming:

Sub: Issue of GDRs/ ADRs/ FCCBs aggregating to _____ USD by _____ (Name of the company)_____.

a) Floor price for the aforesaid issue.

We _____ (Name of the Auditor) _____, hereby certify that the floor price for the proposed issue of GDRs/ADRs/FCCBs of _____ (Name of the Company) _____, based on the pricing formula prescribed by FEMA/ Ministry of Finance/ RBI, has been worked out at Rs.____. The workings for arriving at such floor price has been attached herewith.

b) Receipt of funds against the issue of GDRs/ ADRs/ FCCBs aggregating to _____ USD

On the basis of verification of Books of Accounts and relevant records and documents of _____ (Name of the Company) _____, we _____ (Name of the Auditor) _____, hereby certify that the Company has received US\$ _____ (Total Amount) _____ on _____ (Date) _____ against issue of Foreign Currency Convertible Bonds / Global Depository Receipts / American Depository Receipts pursuant to Offering Circular dated _____. The net proceed of the issue (after deduction of issue expenses) i.e. US\$ _____ was credited in the account no. _____ maintained with _____ (Name of the Bank) _____, _____ of _____ (Name of the Company) _____ on _____ (Date) _____.

For _____ Name of the Auditor _____

Name of Partner
Membership No.

Date: