

**Documents required for granting approvals under Clause 24(a) of the Listing Agreement, for the companies coming out with Qualified Institutions Placement (QIPs) - Prior Approval**

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 placement of securities with Qualified Institutional Buyers (QIBs) under Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.	
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 accordance with the requirements of Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.	
4	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 <b>“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.”</b>	
5	Latest shareholding pattern of the company as per the Clause 35 of the Listing Agreement at the time of application for in-principle approval.	
6	Networth certificate together with related workings of the company based on the audited balance sheet of the previous financial year.	
7	Confirmation from the Merchant Banker that the proposed issue of <u>(Name of the Company)</u> , is being made in compliance with Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the <u>(Name of the Company)</u> complies with the requirements of Chapter VIII of SEBI (ICDR) Regulations, 2009..	
8	Confirmation by the Managing Director/ Company Secretary as per format enclosed as <b>Annexure I</b> .	
9	Processing fee (non-refundable) of Rs. 50,000 or 0.025% of issue size whichever is higher subject to a maximum of Rs. 10,00,000 along with Service Tax as applicable, favoring 'Bombay Stock Exchange Limited'.	

**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.

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

To,  
The General Manager,  
Department of Corporate Services,  
Bombay Stock Exchange Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001.

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:

- a) The Company complies with the prescribed requirements of minimum public shareholding as required under Clause 40A of the Listing Agreement
- b) 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.
- c) 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.
- d) 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.
- e) 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.

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	Hard copy of the 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	
4	Due Diligence certificate of the Lead Merchant Banker(s) in the following Format:	

### Format of Due Diligence Certificate to be given by Lead Merchant Banker(s) alongwith the Preliminary Placement Document

To,  
The General Manager,  
Dept. of Corporate Services,  
Bombay Stock Exchange Limited,  
Dalal Street,  
Mumbai – 400 001.

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**

We have examined various documents and other materials in connection with the finalisation of the Preliminary Placement document pertaining to the aforesaid issue. WE CONFIRM that:

1. The said issue is being carried out in accordance with the authority accorded by the shareholders of the company in their general body meeting held on \_\_\_\_\_.
2. The Preliminary Placement Document contains all the material information, including the information specified in Schedule XVIII of SEBI (ICDR) Regulations, 2009.
3. Nothing contained therein is in contravention of Chapter VIII of SEBI (ICDR) Regulations, 2009 and we have carried out due diligence as per the requirements of Chapter VIII of SEBI (ICDR) Regulations, 2009.

Date:

\_\_\_\_\_  
Lead Merchant Banker(s) to the Issue with their seal(s)