CDSL/OPS/DP/POLCY/2022/232 **April 26, 2022**

OPERATIONAL CIRCULAR FOR ISSUE AND LISTING OF NON - CONVERTIBLE SECURITIES, SECURITISED DEBT INSTRUMENTS, SECURITY RECEIPTS, MUNICIPAL DEBT SECURITIES AND COMMERCIAL PAPER

DPs are advised to refer to communique no. CDSL/OPS/DP/POLCY/2021/380 dated August 31, 2021 informing about SEBI Circular no. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, regarding Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper [**refe**r **Annexure**].

Further, SEBI has made Modifications in Chapters I, II and XIV, Introduction of Chapter XIX on Investor Charter and Introduction of Chapter XX on payment of fees in the above updated circular. Kindly refer revised **Annexure**.

DPs are advised to take note of the same.

Queries regarding this communiqué may be addressed to **CDSL – Helpdesk:** on telephone numbers (022) 2305-8624, 2305-8639, 2305-8642, 2305-8663, 2305-8640, 2300-2041 or 2300-2033. Emails may be sent to: helpdesk@cdslindia.com.

sd/-

Nilesh Shah
Asst. Vice President - Operations

भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

OPERATIONAL CIRCULAR

SEBI/HO/DDHS/P/CIR/2021/613 **August 10, 2021**

To

Issuers who have listed and/ or propose to list Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities or Commercial Paper[1];
Recognised Stock Exchanges;
Registered Depositories;
Registered Credit Rating Agencies, Debenture Trustees, Depository Participants, Stock Brokers, Merchant Bankers, Registrars to an Issue and Share Transfer Agents, Bankers to an Issue;
Sponsor Banks;
Self-Certified Syndicate Banks; and
National Payments Corporation of India

Madam/ Sir,

Sub: <u>Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper</u>

1. Vide notification no. SEBI/LAD-NRO/GN/2021/39 dated August 09, 2021, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (hereinafter referred to as the SEBI NCS Regulations, 2021) were notified, pursuant to merger and repeal of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (hereinafter referred to as the SEBI ILDS Regulations, 2008) and SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (hereinafter referred to as the SEBI NCRPS Regulations, 2013).

2. Since the notification of the SEBI ILDS Regulations, 2008 and the SEBI NCRPS Regulations, 2013, SEBI has issued multiple circulars covering procedural and operational aspects thereof. The process of merging these regulations into the SEBI NCS Regulations, 2021 also entails consolidation of related existing circulars **(Annex - 1)** into a single operational circular, with consequent changes. The stipulations contained in such circulars have been detailed chapter-wise in this operational circular. Accordingly, the circulars listed at **Annex - 1** stand superseded by this operational circular.

3. This operational circular provides a chapter-wise framework for the issuance, listing and trading of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities or Commercial Paper. For ease of reference,

[1]*Unless specified otherwise, all the chapters are applicable to an issue of Non-convertible securities;*

each chapter of this operational circular contains footnotes corresponding to the respective erstwhile circulars.

4. While this circular covers instruments under the NCS Regulations, certain chapters contain provisions applicable to issue of securities under the SEBI (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008 (hereinafter referred to as the SEBI SDI Regulations, 2008) and SEBI (Issue and Listing of Municipal Debt Securities) Regulations, 2015 (hereinafter referred to as the SEBI ILDM Regulations, 2015). This has been accordingly indicated in the chapters.

5. Recognized Stock Exchanges, Depositories, other SEBI registered intermediaries, Issuers and other stakeholders are directed to:

   5.1. comply with the conditions laid down in this circular;

   5.2. put in place necessary systems and infrastructure for implementation of this circular;

   5.3. make consequential changes, if any, to their respective bye-laws and bidding portal; and

   5.4. communicate and create awareness amongst stakeholders.

6. This Circular is issued in exercise of powers conferred under:

   6.1. Section 11(1) of Securities and Exchange Board of India Act, 1992;

   6.2. Regulation 55 of SEBI NCS Regulations, 2021;

   6.3. Regulation 29 of SEBI ILDM Regulations 2015;

   6.4. Regulations 48 of SEBI SDI Regulations, 2008.

7. This circular shall come into force with effect from August 16, 2021.

8. This Circular is available on SEBI website at www.sebi.gov.in under the “Legal Framework”.

Yours faithfully,

Pradeep Ramakrishnan
General Manager
Department of Debt and Hybrid Securities
+91 – 022 2644 9246
pradeepr@sebi.gov.in

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Chapter I - Application process in case of public issues of securities and timelines for listing[2]

[See Regulations 34, 35 and Clause 2.2.28 of Schedule I of SEBI NCS Regulations, 2021, Regulation 10 and Clause 7(h) of Schedule I of SEBI ILDM Regulations, 2015 and Regulation 31 of SEBI SDI Regulations, 2008]

Applicability:

The provisions under this chapter shall be applicable for public issues of securities under SEBI NCS Regulations, 2021, SEBI ILDM Regulations, 2015 and SEBI SDI Regulations, 2008.

Procedure for making application through ASBA mechanism:

1. Investors applying in a public issue shall use ASBA facility for making payment:

   1.1. by either writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms; or

   1.2. mentioning UPI ID in order to block the funds. The investor may utilize the UPI mechanism to block the funds for application value up to Rs. 5 lakh[3] per application.

2. **Modes of application in public issue of securities:** An investor may apply for public issue of securities through any of the following modes:

   2.1. Through SCSBs or intermediaries (viz. syndicate members, registered stock brokers, registrar and transfer agent and depository participants):

      a) An investor may submit the bid-cum-application form, with ASBA as the sole mechanism for making payment, physically at the branch of a SCSB, i.e. investor's bank. For such applications, the SCSB shall upload the bid on the stock exchange bidding platform and block funds in the investor's account.

      b) An investor may submit the completed bid-cum-application form to intermediaries mentioned above along with details of his/ her bank account for blocking of funds. The intermediary shall upload the bid on the stock exchange bidding platform and forward the application form to a branch of a SCSB for blocking of funds.

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[2]CIR/DDHS/P/121/2018 dated August 16, 2018; and SEBI/HO/DDHS/CIR/P/2020/233 dated November 23, 2020;

[3]Modified vide SEBI/HO/DDHS/P/CIR/2022/0028 dated March 8, 2022. Prior to the amendment, the clause read as under:

"mentioning UPI ID in order to block the funds. The investor may utilize the UPI mechanism to block the funds for application value up to Rs. 2 lakh per application."

c) An investor may submit the bid-cum-application form with a SCSB or the intermediaries mentioned above and use his/ her bank account linked UPI ID for the purpose of blocking of funds, if the application value is Rs. 5 lakh[4] or less. The intermediary shall upload the bid on the stock exchange bidding platform. The application amount would be blocked through the UPI mechanism in this case.

2.2. Through stock exchanges (App/ Web interface): An investor may submit the bid-cum-application form through the App or web interface developed by stock exchanges wherein the bid is automatically uploaded onto the stock exchange bidding platform and the amount is blocked using the UPI mechanism.

3. **Role of SCSBs and intermediaries:**

3.1. The SCSBs or the above-mentioned intermediaries shall, at the time of receipt of the application, provide an acknowledgement to the investor, by giving the counter foil or specifying the application number to the investor, as proof of having accepted the application form, in physical or electronic mode, respectively.

3.2. <u>For applications submitted by investors to SCSBs:</u> After accepting the form, the SCSB shall capture and upload details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking of funds available in the bank account specified in the form, to the extent of the application money specified.

3.3. <u>For applications submitted by investors to other intermediaries:</u> After accepting the application form, the respective intermediary shall capture and upload details in the electronic bidding system as specified by the stock exchange(s).

3.4. SCSBs shall carry out further action for ASBA forms such as signature verification, blocking of funds etc. and forward these forms to the registrar to the issue.

3.5. The SCSBs or intermediaries shall guide investors in making applications in public issues and are advised to take necessary steps to ensure compliance in this regard.

3.6. SCSBs are advised to ensure that they shall block the application amount only against/ in a funded deposit account and ensure that clear demarcated funds are available.

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[4]*Modified vide SEBI/HO/DDHS/P/CIR/2022/0028 dated March 8, 2022. Prior to the amendment, the clause read as under:*

"An investor may submit the bid-cum-application form with a SCSB or the intermediaries mentioned above and use his/ her bank account linked UPI ID for the purpose of blocking of funds, if the application value is Rs. 2 lakh or less. The intermediary shall upload the bid on the stock exchange bidding platform. The application amount would be blocked through the UPI mechanism in this case."

3.7. SCSBs are also advised to ensure that for making applications on own account using ASBA facility, they should have a separate account in own name with any other SEBI registered SCSBs. Such account shall be used solely for the purpose of applying in public issues and clear demarcated funds should be available in such account for ASBA applications.

4. **Role of the stock exchanges:**

4.1. Stock exchange(s) shall allow modification of selected fields viz. DP ID/ Client ID or PAN (Either DP ID/ Client ID or PAN can be modified but not both), bank code and location code in the bid details already uploaded, on a daily basis within the timeline as specified.

4.2. Stock exchanges shall have systems to facilitate investors to view the status of their public issue applications on their websites; and to send the details of applications and allotments through SMS and e-mail alerts to the investors.

5. **Role of entities/ mechanisms part of the public issue process using UPI:**

5.1. NPCI, a RBI initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the RBI and IBA;

5.2. UPI is an instant payment system developed by NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank account.

5.3. Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the stock exchanges and the NPCI in order to push the mandate collect requests and/ or payment instructions of investors[5] into the UPI.

6. **Validation by stock exchanges and depositories:**

6.1. The details of investor viz. PAN, DP ID/ Client ID, entered on the stock exchange platform at the time of bidding, shall be validated by the stock exchange(s) with the Depositories on real time basis.

6.2. Stock exchanges and Depositories shall put in place necessary infrastructure for this purpose.

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[5]*Modified vide SEBI/HO/DDHS/P/CIR/2022/0028 dated March 8, 2022. Prior to the amendment, the clause read as under:*

"Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the stock exchanges and the NPCI in order to push the mandate collect requests and/ or payment instructions of the retail investors into the UPI."

7. **Other requirements**:

7.1. Stock exchanges shall update demand data on working days on their websites which shall include all the UPI (accepted/ pending) and ASBA bids.

7.2. The details of commission and processing fees payable to each intermediary and the timelines for payment shall be disclosed in the offer document.

7.3. The intermediaries shall provide necessary guidance to their investors in use of UPI while making applications in public issues.

7.4. Stock exchanges shall formulate and disclose the operational procedure for applying through the app/ web based interface developed by them in order to apply in public issue on their websites.

7.5. The merchant banker shall ensure that the process of applying through the App/ web interface developed by the stock exchanges as well as the additional payment mechanism through UPI is disclosed in the offer document.

7.6. All entities involved in the process are advised to take necessary steps to ensure compliance with this circular.

8. The character length for each of fields of the schedule to be forwarded by the intermediaries along with each application form to the designated branches of the respective SCSBs for blocking of funds shall be uniformly prescribed by the stock exchange(s) and the format of the schedule shall be as under:

Table 1: Format of the character length of the fields of the schedule

Field number	Details
1	Symbol
2	Bid Date
3	Intermediary Code
4	Intermediary name
5	Bank code
6	Bank name
7	Location Code
8	Application No.
9	Category
10	PAN
11	DP ID
12	Client ID
13	Quantity
14	Series
15	Amount
16	Stock exchange

9. **Further modalities in relation to UPI Process:**

9.1. Bidding and validation process:

a) Before submission of the application with the intermediary, the investor would be required to have/ create a UPI ID, with a maximum length of 45 characters including the handle (example: investorid@bankname).

b) An investor shall fill in the bid details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediaries or through the stock exchanges App/ Web interface.

c) The intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the stock exchange bidding platform using appropriate protocols.

d) Once the bid has been entered on the bidding platform, the stock exchange shall undertake validation of the PAN and demat account combination details of investor with the depository.

e) The depository shall validate the aforesaid PAN and demat account details on a near real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.

f) Once the bid details are uploaded on the stock exchange platform, the stock exchange shall send a SMS to the investor regarding submission of his/ her application, at the end of day, during the bidding period. For the last day of bidding, the SMS may be sent the next working day.

9.2. The Block process:

a) Post undertaking validation with the depository, the stock exchange shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the sponsor bank appointed by the issuer.

b) The Sponsor Bank shall initiate a mandate request on the investor i.e. request the investor to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment.

c) The request raised by the sponsor bank, would be electronically received by the investor as a SMS/ intimation on his/ her mobile number/ mobile app, associated with the UPI ID linked bank account.

d) The investor shall be able to view the amount to be blocked as per his/ her bid in such intimation. The investor shall be able to view an attachment wherein the public issue bid details submitted by investor will be visible. After reviewing the details properly, the investor shall be required to

proceed to authorize the mandate. Such mandate raised by the sponsor bank would be a one-time mandate for each application in the public issue.

e) An investor is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the issue period or any other modified closure date of the issue period in which case, he/ she is required to accept the UPI mandate latest by 5 pm the next working day.

f) An investor shall not be allowed to add or modify the bid(s) of the application except for modification of either DP ID or Client ID or PAN but not both. However, the investor can withdraw the bid(s) and reapply.

g) For mismatch bids, on successful validation of PAN and DP ID or Client ID combination during T+1 modification session, such bids will be sent to sponsor bank for further processing by the Exchange on T+1 day till 1pm.

h) The facility of re-initiation/ resending the UPI mandate shall be available only till 5 pm on the day of bidding.

i) Upon successful validation of block request by the investor, as above, the said information would be electronically received by the investors' bank, where the funds, equivalent to application amount, would get blocked in investors account. Intimation regarding confirmation of such block of funds in investors account would also be received by the investor.

j) The information containing status of block request (e.g. accepted/ decline/ pending) would also be shared with the sponsor bank, which in turn would be shared with the stock exchange. The block request status would also be displayed on the stock exchange platform for information of the intermediary.

k) The information received from the sponsor bank, would be shared by the stock exchange with the RTA in the form of a file for the purpose of reconciliation.

10. **Post issue closure:**

10.1. Post closure of the offer, the stock exchange shall share the bid details with RTA. Further, the stock exchange shall also provide the RTA, the final file received from the sponsor bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.

10.2. The allotment of securities shall be done within five working days of the issue closure as detailed in the table above.

10.3. The RTA, based on information of bidding and blocking received from the stock exchange, shall undertake reconciliation of the bid data and block

confirmation corresponding to the bids by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.

10.4. Upon approval of the basis of allotment, the RTA shall share the *'debit'* file with sponsor bank (through stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the investor's account. The sponsor bank, based on the mandate approved by the investor at the time of blocking of funds, shall raise the debit/ collect request from the investor's bank account, whereupon funds will be transferred from investor's account to the public issue account and remaining funds, if any, will be unblocked without any manual intervention by investor or their bank.

10.5. Upon confirmation of receipt of funds in the public issue account, the securities would be credited to the investor's account. The investor will be notified for full/ partial allotment. For partial allotment, the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the investor.

10.6. Thereafter, stock exchanges will issue the listing and trading approval.

11. **Role of issuer, registrar, stock exchange, intermediaries and collecting bank:**

11.1. Issuer:

a) Issuer shall use an on-line app based/ web based platform provided by stock exchange(s) for receiving applications in public issue of debt securities.

b) For this purpose, the issuer and the stock exchange shall enter into an arrangement which shall contain the inter se rights, duties, responsibilities and obligations of the issuer and stock exchange(s) and provide for a dispute resolution mechanism between the issuer and the stock exchange(s).

c) Issuer shall maintain a single escrow account for collecting application money through all the methods. The sponsor bank appointed by the issuer may be the same bank with whom the public issue account has been opened.

d) Issuer shall appoint one of the SCSBs as sponsor bank to act as conduit between the stock exchanges and NPCI in order to push mandate, collect requests and/ or payment instructions of the investors in the UPI.

11.2. Registrar:

a) The registrar shall have an online or system driven interface with the stock exchange platform to get updated information/ data/ files pertaining to issue.

b) The registrar shall collect aggregate applications details from the stock exchanges platform to decide the eligible applications and process the allotment as per applicable SEBI Regulations.

c) An application without valid application amount shall be treated as invalid application by the Registrar.

d) The registrar shall credit securities to all valid allottees.

e) The registrar shall ensure refund of application amount or excess application amount in the bank account of the applicant as stated in its demat account.

11.3. Stock exchanges:

a) Stock exchanges shall provide a platform for making applications through:

i. Intermediaries; and

ii. App based/ web interface applications from investors with UPI mode for blocking the mode for application value up to Rs. 5 lakh[6].

b) The stock exchanges shall be responsible for:

i. accurate, timely and secured transmission of the electronic application file uploaded by all participants on the online platform, to the Registrar; and

ii. disseminating the issue information on the stock exchange website on a periodic basis across all categories.

c) Notwithstanding the responsibility of the intermediaries as laid down in SEBI Regulations, the stock exchange shall be responsible for addressing investor grievances arising from applications submitted online through the App based/ web interface platform of stock exchange or through their Trading Members.

[6]*Modified vide SEBI/HO/DDHS/P/CIR/2022/0028 dated March 8, 2022. Prior to the amendment, the clause read as under:*

"App based/ web interface applications from investors with UPI mode for blocking the mode for application value up to Rs. 2 lakh."

d) Intermediaries:

i. The intermediaries shall be responsible for addressing any investor grievances arising from the applications uploaded by them in respect of quantity, price or any other data entry or other errors made by them.

ii. If the intermediary has not entered any details correctly on the stock exchanges platform and it results on the mismatch with the data obtained by the registrar from the Intermediary shall be responsible for rejection of such applications**.**

e) Collecting Bank:

The Collecting Bank shall be responsible for addressing any investor grievances arising from non-confirmation of funds to the Registrar despite successful realization of the payment instrument in favour of the issuer's Escrow Account, or any delay or operational lapse by the Collecting Bank in sending the forms to the Registrar.

Timelines:

12. The SCSBs, stock exchanges, depositories, intermediaries, NPCI and Sponsor Bank shall co-ordinate to ensure completion of listing (through public issue) and commencement of trading of non-convertible securities, municipal debt securities and securitised debt instrument, within T+6 working days from the date of closure of issue as under:

Table 2: Timelines from issue closure till listing

Sl. No.	**Details of activities**	**Due date (working day)**
1	Issue closes	T (Issue closing date)
2	a) Stock exchange(s) shall allow modification of selected fields (till 01:00 PM) in the bid details already uploaded. b) Registrar to get the electronic bid details from the stock exchanges by end of the day. c) SCSBs to continue blocking of funds. d) Designated branches of SCSBs may not accept schedule and applications after T+1 day. e) Registrar to give bid file received from stock exchanges containing the application number and amount to all the SCSBs who may use this file for validation/ reconciliation at their end.	T+1
3	a) Issuer, merchant banker and registrar to submit relevant documents to the stock exchange(s) except listing application, allotment details and demat credit and refund details for the purpose of listing permission. b) SCSBs to send confirmation of funds blocked (final certificate) to the registrar by end of the day.	T+2

Sl. No.	Details of activities	Due date (working day)
	c) Registrar shall reconcile the compiled data received from the stock exchange(s) and all SCSBs (hereinafter referred to as the "reconciled data"). d) Registrar to undertake "Technical Rejection" test based on electronic bid details and prepare list of technical rejection cases.	
4	a) Finalization of technical rejection and minutes of the meeting between issuer, lead manager, registrar. b) The allotment in the public issue of securities should be made on the basis of date of upload of each application into the electronic book of the stock exchange. However, on the date of oversubscription and thereafter, the allotments should be made to the applicants on proportionate basis. c) Registrar shall finalise the basis of allotment and submit it to the designated stock exchange for approval. d) Designated stock exchange to approve the basis of allotment. e) Registrar to prepare funds transfer schedule based on approved basis of allotment. f) Registrar and merchant banker to issue funds transfer instructions to SCSBs.	T+3
5	a) SCSBs to credit the funds in public issue account of the issuer and confirm the same. b) Issuer shall make the allotment. c) Registrar/ issuer to initiate corporate action for credit of debt securities, NCRPS, municipal debt securities and SDIs to successful allottees. d) Issuer and registrar to file allotment details with designated stock exchange(s) and confirm all formalities are complete except demat credit. e) Registrar to send bank-wise data of allottees, amount due on debt securities, municipal debt securities, NCRPS and SDIs allotted, if any, and balance amount to be unblocked to SCSBs.	T+4
6	a) Registrar to receive confirmation of demat credit from depositories. b) Issuer and registrar to file confirmation of demat credit and issuance of instructions to unblock ASBA funds, as applicable, with stock exchange(s). c) The lead manager(s) shall ensure that the allotment, credit of dematerialised debt securities, municipal debt securities, NCRPS, SDIs and refund or unblocking of application monies, as may be applicable, are done electronically. d) Issuer to make a listing application to stock exchange(s) and stock exchange(s) to give listing and trading permission. e) Stock exchange(s) to issue commencement of trading notice.	T+5
7	Trading commences	T+6

Chapter II – Application form and Abridged Prospectus[7]

[See Regulation 32 and Part B of Schedule I of the SEBI NCS Regulations, 2021]

Application Form:

1. The following shall be applicable with respect to the application form to be filled up by the investor in case of public issue:

   1.1. Application form shall be printed on A4 size sheets. The illustrative format of the application forms to be filled by Resident and NRI, are placed at **Annex - IIA** and **Annex – IIB**, respectively. Certain sections in the forms are pre-filled for illustrative purpose.

   1.2. No change shall be carried out in spacing, placement or in data fields in the application form except for the following:

   a) The number of columns for providing different series details is illustrative and may vary depending upon the terms of the issue;

   b) Investor Categories and sub-categories, depending upon the type of issue.

   c) Details to be provided under issue structure may vary depending upon the terms of the issue;

2. The payment details in the application-cum-bidding-form including the acknowledgement slip shall include UPI ID with maximum length of 45 characters.

3. The overleaf of the application form shall include the following:

   3.1. UPI mechanism for blocking funds would be available for application value upto Rs. 5 lakh[8];

   3.2. Bidder's undertaking and confirmation to include blocking of funds through UPI mode; and

   3.3. Instructions with respect to payment/ payment instrument to include instructions for blocking of funds through UPI mode.

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[7]*CIR/IMD/DF-1/19/2012 dated July 25, 2012; and SEBI/HO/DDHS/CIR/P/2020/233 dated November 23, 2020;*

[8]*Modified vide SEBI/HO/DDHS/P/CIR/2022/0028 dated March 8, 2022. Prior to the amendment, the clause read as under:*

"UPI mechanism for blocking funds would be available for application value upto Rs. 2 lakh."

Abridged Prospectus:

4. The abridged prospectus shall be in the format as specified in Part B of Schedule I of the SEBI NCS Regulations, 2021. The following shall be ensured with respect to the abridged prospectus annexed to the application form:

4.1. The abridged prospectus shall be printed:

a) on A4 size sheets;

b) in Times New Roman font with font size of not less than 11; and

c) with a line spacing not less than 1.00 lines and normal character spacing with 100% scale without condensing.

4.2. A larger font size may be used, if required, for different heads of information. All major heads shall be in uppercase and bold and in boxes. The first level subheads shall be in bold and in boxes. The other levels of sub-heads shall be bold and underlined.

4.3. The order of the contents in the abridged prospectus shall not be changed. The numbering shall be either continuous or with different types of numbering for different heads/ sub-heads.

4.4. The abridged prospectus shall be so positioned that on the tearing-off of the application form, no part of the information given in the abridged prospectus is mutilated.

4.5. Tabular formats and pointers may be used wherever possible for efficient understanding. Instructions for filling up the form, payment instructions and risk factors shall be in pointers and every pointer shall be in a new line.

4.6. Any information which is important for the investor but has not been included in any of the heads, may be included under the section, ‘any other information’.

4.7. Risk factors shall be so provided that they convey the risks associated with the issue in brief.

4.8. A reference may be made to the offer document wherever necessary.

भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

Annex – IIA: Application form for Resident Applicant

APPLICATION FORM (FOR RESIDENT APPLICANTS)	COMPANY NAME Credit Rating: [•]	ASBA APPLICATION FORM	ISSUE OPENS ON: [•] ISSUE CLOSES ON*: [•]

*For details of Early Closure or extension of the Issue refer to page [•] of this Abridged Prospectus

COMPANY LOGO

To, The Board of Directors,
COMPANY NAME

Application Form No.

PUBLIC ISSUE OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000/- EACH (NCDs) VIDE THE PROSPECTUS DATED [•]

I/we hereby confirm that I/We have read and understood the terms and conditions of this Application Form and the attached Abridged Prospectus and agree to the 'Applicant's Undertaking' as given overleaf. I/we hereby confirm that I/we have read the instructions for filling up the Application Form given overleaf.

LEAD MANAGER/ LEAD BROKERS/ STAMP & CODE	BROKER / AGENTS STAMP & CODE	TRADING MEMBERS / SUB BROKER / CRTA / CDP / SCSB STAMP & CODE	SCSB BRANCH STAMP & CODE	SCSB BRANCH SERIAL NO.	DATE OF RECEIPT

1. APPLICANT'S DETAILS - PLEASE FILL IN BLOCK LETTERS (Please refer to Page [•] of this Abridged Prospectus)

First Applicant (Mr./Ms./M/s.) _____

Date of Birth D D M M Y Y Y Y Name of Guardian (if Applicant is minor) (Mr./ Ms.) _____

Address _____

Pin Code (Compulsory) _____ Tel. No.(with STD code) / Mobile _____ Email _____

Second Applicant (Mr./ Ms./M/s.)

Third Applicant (Mr./ Ms./M/s.)

2. Investor Category (Please refer overleaf) ☐ Category I ☐ Category II ☐ Category III ☐ Category IV Sub Category Code (Please see overleaf) ☐☐

3. PLEASE PROVIDE APPLICANT'S DEPOSITORY DETAILS
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

☐ NSDL / ☐ CDSL

4. INVESTMENT DETAILS (For details, please refer Issue Structure overleaf)

Series	I	II	III	IV	V	VI	VII
Frequency of Interest Payment	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Minimum Application				[•]			
In Multiples of thereafter (₹)				[•]			
Face Value/ Issue Price of NCDs (₹/ NCD)				[•]			
Tenor	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Coupon (% per annum) for NCD Holders in Category I, II, III & Category IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Effective Yield (per annum) for NCD Holders in Category I, II, III and Category IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Mode of Interest Payment				[•]			
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
No. of NCDs applied							
Amount Payable (₹)							
Grand Total (₹)							

5. PAYMENT DETAILS

Amount Paid (₹ in figures) _____ (₹ in words) _____

ASBA
Bank A/c No.
ASBA A/c. Holder Name _____
(in case Applicant is different from ASBA A/c. Holder)
Bank Name & Branch _____
or UPI ID
(Maximum 45 characters)

5A. PAN & SIGNATURE OF SOLE/FIRST APPLICANT	5B. PAN & SIGNATURE OF SECOND APPLICANT	5C. PAN & SIGNATURE OF THIRD APPLICANT	5D. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	LEAD MANAGER / LEAD BROKERS / BROKERS / TRADING MEMBERS / SCSB(s) / CRTA / CDP STAMP (Acknowledging upload of Application in Stock Exchange(s) system) (Mandatory)
PAN	PAN	PAN	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue 1) 2) 3)	

Date : _____

Furnishing of PAN of the Applicant is mandatory, including Minor's PAN in case of Application by Minor, please refer page no. [•] of this Abridged Prospectus.

TEAR HERE

COMPANY LOGO

COMPANY NAME

Acknowledgement Slip for Lead Manager / Lead Brokers / Applicant / Brokers / Trading Members / SCSB(s) / CRTA / CDP

Application Form No.

PUBLIC ISSUE OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000/- EACH (NCDs) VIDE THE PROSPECTUS DATED [•]

DPID / CLID PAN

Amount Paid (₹ in figures) Bank & Branch Date, Stamp & Signature of SCSB Branch (Mandatory)

ASBA Bank A/c No./UPI ID Dated _____

Received from Mr./Ms./M/s. _____

Telephone / Mobile Email

TEAR HERE

COMPANY NAME

PUBLIC ISSUE OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000/- EACH (NCDs) VIDE THE PROSPECTUS DATED [•]

Options/NCD Series	I	II	III	IV	V	VI	VII
Face Value/Issue Price (₹/NCD)	₹ 1,000						
No. of NCDs applied for							
Amount Payable (₹)							
Grand Total (₹)							

ASBA Bank A/c No./UPI Id Dated
Name of Bank & Branch

Date Stamp & Signature of Lead Manager / Lead Brokers / Brokers / Trading Members / SCSB(s) / CRTA / CDP

Acknowledgement is subject to realisation of Availability of Funds in the ASBA account.

Name of Sole / First Applicant (Mr./Ms./M/s.)

All future communication in connection with this application should be addressed to the Registrar to the Issue. For details, pleaser refer overleaf. Acknowledgment Slip for Applicant

Application Form No.

While submitting the Application Form, the Applicant should ensure that the date stamp being put on the Application Form by the Lead Manager / Lead Brokers / Brokers / Trading Members / SCSB(s) / CRTA / CDP matches with the date stamp on the Acknowledgement Slip. Applications submitted without being uploaded on the terminals of the Stock Exchange will be rejected.

भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

APPLICANT'S UNDERTAKING

I/We hereby agree and confirm that:

1. I/We have read, understood and agreed to the contents and terms and conditions of the Prospectus dated [•] of COMPANY NAME.
2. I/We hereby apply for allotment of the NCDs to me/us and the amount payable on application is remitted herewith.
3. I/We hereby agree to accept the NCDs applied for or such lesser number as may be Allotted to me/us in accordance with the contents of the Prospectus subject to applicable statutory and/or regulatory requirements.
4. I/We irrevocably give my/our authority and consent to [•] (the "**Debenture Trustee**") to act as my/our trustee and for doing such acts as are necessary to carry out their duties in such capacity.
5. I am/We are Indian National(s) resident in India and I am/ we are not applying for the said NCDs as nominee(s) of any person resident outside India and/or Foreign National(s).
6. The application made by me/us does not exceed the investment limit on the maximum number of NCDs which may be held by me/us under applicable statutory and/or regulatory requirements.
7. In making my/our investment decision I/We have relied on my/our own examination of the COMPANY NAME and the terms of the issue, including the merits and risks involved and my/our decision to make this application is solely based on disclosures contained in the Prospectus.
8. I/We have obtained the necessary statutory and/or regulatory permissions/approvals for applying for, subscribing to, and seeking allotment of the NCDs applied for.
9. UPI Mechanism for Blocking Fund would be available for Retail Individual Investors, who have submitted bid for an amount not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs).
10. Additional Undertaking, in case of ASBA Applicants:
    1) I/We hereby undertake that I/We am/are an ASBA Applicant(s) as per applicable provisions of the SEBI Regulations; 2) In accordance with ASBA process provided in the SEBI Regulations and disclosed in the Prospectus, I/We authorize
    (a) the Lead Manager(s), Lead Brokers, Trading Members (in Specified cities only), Broker, CRTA, CDP or the SCSBs, as the case may be, to do all acts as are necessary to make the Application in the Issue, including uploading my/our application, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Application Form or in the bank account of the Applicant linked with the UPI ID provided in the Application Form, as the case may be, transfer of funds to the Public Issue Account on receipt of instruction from the Lead Manager and Registrar to the Issue or the Sponsor Bank, as the case may be, after finalization of Basis of Allotment; and (b) the Registrar to the Issue or Sponsor Bank, as the case may be, to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalization of the Basis of Allotment. 3) In case the amount available in the specified Bank Account is insufficient as per the Application, the SCSB shall reject the Application.
11. I/We confirm that I/We shall be allocated and allotted [•] NCDs wherein I/We have not indicated the choice of the relevant Series of NCDs.

IMPERSONATION

Attention of the Applicants is specifically drawn to sub-section (1) of Section 38 of the Companies Act 2013, reproduced below: *"Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447".*

ISSUE RELATED INFORMATION FOR FILLING THE APPLICATION FORM

Investor Category	Sub Category Code	Investor Category	Sub Category Code
Category I (Institutional Investors)		**Category II (Non Institutional Investors)**	
Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs	[•]	Companies within the meaning of Section 2(20) of the Companies Act, 2013; statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs	[•]
Provident funds and pension funds each with a minimum corpus of ₹ 250 million, superannuation funds and gratuity funds, which are authorised to invest in the NCDs	[•]	Co-operative banks and regional rural banks	[•]
Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012	[•]	Trusts including public/private charitable/religious trusts which are authorised to invest in the NCDs	[•]
		Scientific and/or industrial research organisations, which are authorised to invest in the NCDs	[•]
Resident Venture Capital Funds registered with SEBI	[•]	Partnership firms in the name of the partners	[•]
Insurance companies registered with the IRDAI	[•]	Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009)	[•]
State industrial development corporations;	[•]	Association of Persons	[•]
Insurance funds set up and managed by the army, navy, or air force of the Union of India	[•]	Any other incorporated and/ or unincorporated body of persons	[•]
Insurance funds set up and managed by the Department of Posts, the Union of India	[•]	**Category III (High Net-worth Individual Investors) ("HNIs")**	
Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 5,000 million as per the last audited financial statements	[•]	Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹10,00,000 across all Series of NCDs in the Issue	[•]
National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India	[•]	**Category IV (Retail Individual Investors)**	
Mutual funds registered with SEBI	[•]	Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹10,00,000 across all Series of NCDs in the Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs) though UPI Mechanism.	[•]

ISSUE STRUCTURE

The terms of the Secured NCDs offered pursuant to the Issue are as follows:

Series	I*	II	III	IV	V	VI	VII
Frequency of Interest Payment	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Minimum Application	[•]						
In Multiples of thereafter (₹)	[•]						
Face Value/ Issue Price of NCDs (₹/ NCD)	[•]						
Tenor	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Coupon (% per annum) for NCD Holders in Category I, II, III & Category IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Effective Yield (per annum) for NCD Holders in Category I, II, III and Category IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Mode of Interest Payment	[•]						
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Maturity / Redemption Date (Years from the Deemed Date of Allotment)	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Put and Call Option	[•]						
Nature of Indebtedness	[•]						

**Our Company shall allocate and allot [•] NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.*

For further information please refer to section titled "Issue Related Information"on page no. [•] of the Prospectus.

If the Deemed Date of Allotment undergoes a change, the coupon payment dates, redemption amounts and other cash flow workings shall be changed accordingly. Please refer to Section titles" Issue Related Information" on page [•] of the Prospectus.

Also for details of the interest payment please refer to "Manner of Payment of Interest/Refund" at page no. [•] of the Prospectus.

For further details, please refer to the Prospectus dated [•].

All capitalized terms not specifically defined herein shall have the meaning given to such term in the Prospectus dated [•].

TEAR HERE

- Applicants may contact the Registrar to the Issue in case of any pre-Issue or post-Issue related problems (non-receipt of Allotment Advice, refunds or credit of NCDs).
- In case of ASBA Application submitted to the SCSBs, the Applicants should contact Registrar to the Issue with copy to the relevant SCSB.
- In case of queries related to upload of Applications submitted to the Lead Manager's/ Lead Brokers/ Brokers/Trading Member/CRTA/CDP should contact the relevant Lead Manager/ Lead Brokers/ Brokers/ Trading Member/CRTA/CDP.
- The grievances arising out of Applications for the NCDs made through Trading Members may be addressed directly to Stock Exchanges.

COMPANY CONTACT DETAILS	REGISTRAR CONTACT DETAILS

2 COMPANY NAME

भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

Annex – IIB: Application form for NRI Applicant

APPLICATION FORM (FOR NON - RESIDENT APPLICANTS)	COMPANY NAME Credit Rating: [•]	ASBA APPLICATION FORM	ISSUE OPENS ON: [•] ISSUE CLOSES ON*: [•]

*For details of Early Closure or extension of the Issue refer to page [•] of this Abridged Prospectus

COMPANY LOGO

To, The Board of Directors,
COMPANY NAME

Application Form No.

PUBLIC ISSUE OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000/- EACH (NCDs) VIDE THE PROSPECTUS DATED [•]

I/we hereby confirm that I/We have read and understood the terms and conditions of this Application Form and the attached Abridged Prospectus and agree to the 'Applicant's Undertaking' as given overleaf. I/we hereby confirm that I/we have read the instructions for filling up the Application Form given overleaf.

LEAD MANAGER/ LEAD BROKERS/ STAMP & CODE	BROKER / AGENTS STAMP & CODE	TRADING MEMBERS / SUB BROKER / CRTA / CDP / SCSB STAMP & CODE	SCSB BRANCH STAMP & CODE	SCSB BRANCH SERIAL NO.	DATE OF RECEIPT

1. APPLICANT'S DETAILS - PLEASE FILL IN BLOCK LETTERS (Please refer to Page [•] of this Abridged Prospectus)

First Applicant (Mr./Ms./M/s.) _____

Date of Birth D D M M Y Y Y Y Name of Guardian (if Applicant is minor) (Mr./ Ms.) _____

Address _____

Pin Code (Compulsory) _____ Tel. No.(with STD code) / Mobile _____ Email _____

2. Investor Category (Please refer overleaf) ☐ Category I ☐ Category II ☐ Category III ☐ Category IV Sub Category Code (Please see overleaf) ☐☐

3. PLEASE PROVIDE APPLICANT'S DEPOSITORY DETAILS
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

☐ NSDL / ☐ CDSL

4. INVESTMENT DETAILS (For details, please refer Issue Structure overleaf)

Series	I	II	III	IV	V	VI	VII
Frequency of Interest Payment	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Minimum Application				[•]			
In Multiples of thereafter (₹)				[•]			
Face Value/ Issue Price of NCDs (₹/ NCD)				[•]			
Tenor	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Coupon (% per annum) for NCD Holders in Category I, II, III & Category IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Effective Yield (per annum) for NCD Holders in Category I, II, III and Category IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Mode of Interest Payment				[•]			
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
No. of NCDs applied							
Amount Payable (₹)							
Grand Total (₹)							

5. PAYMENT DETAILS

Amount Paid (₹ in figures) _____ (₹ in words) _____

ASBA
Bank A/c No.
ASBA A/c. Holder Name _____
(in case Applicant is different from ASBA A/c. Holder)
Bank Name & Branch _____
or UPI ID
(Maximum 45 characters)

5. PAN & SIGNATURE OF SOLE/FIRST APPLICANT	6. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	LEAD MANAGER / LEAD BROKERS / BROKERS / TRADING MEMBERS / SCSB(s) / CRTA / CDP STAMP (Acknowledging upload of Application in Stock Exchange(s) system) (Mandatory)
PAN	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
Date :	2)	
Furnishing of PAN of the Applicant is mandatory, including Minor's PAN in case of Application by Minor, please refer page no. [•] of this Abridged Prospectus.	3)	

TEAR HERE

COMPANY LOGO

COMPANY NAME

Acknowledgement Slip for Lead Manager / Lead Brokers / Applicant / Brokers / Trading Members / SCSB(s) / CRTA / CDP

Application Form No.

PUBLIC ISSUE OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000/- EACH (NCDs) VIDE THE PROSPECTUS DATED [•]

DPID / CLID PAN

Amount Paid (₹ in figures) Bank & Branch Date, Stamp & Signature of SCSB Branch (Mandatory)

ASBA Bank A/c No./UPI ID Dated _____

Received from Mr./Ms./M/s. _____

Telephone / Mobile Email

TEAR HERE

PUBLIC ISSUE OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000/- EACH (NCDs) VIDE THE PROSPECTUS DATED [•]

COMPANY NAME

Options/NCD Series	I	II	III	IV	V	VI	VII
Face Value/Issue Price (₹/NCD)	₹ 1,000						
No. of NCDs applied for							
Amount Payable (₹)							
Grand Total (₹)							

ASBA Bank A/c No./UPI Id Dated
Name of Bank & Branch

Date Stamp & Signature of Lead Manager / Lead Brokers / Brokers / Trading Members / SCSB(s) / CRTA / CDP

Acknowledgement is subject to realisation of Availability of Funds in the ASBA account.

Name of Sole / First Applicant (Mr./Ms./M/s.)

All future communication in connection with this application should be addressed to the Registrar to the Issue. For details, pleaser refer overleaf. Acknowledgment Slip for Applicant

Application Form No.

While submitting the Application Form, the Applicant should ensure that the date stamp being put on the Application Form by the Lead Manager / Lead Brokers / Brokers / Trading Members / SCSB(s) / CRTA / CDP matches with the date stamp on the Acknowledgement Slip. Applications submitted without being uploaded on the terminals of the Stock Exchange will be rejected.

भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

APPLICANT'S UNDERTAKING

I/We hereby agree and confirm that:

1. I/We have read, understood and agreed to the contents and terms and conditions of the Prospectus dated [•] of COMPANY NAME.
2. I/We hereby apply for allotment of the NCDs to me/us and the amount payable on application is remitted herewith.
3. I/We hereby agree to accept the NCDs applied for or such lesser number as may be Allotted to me/us in accordance with the contents of the Prospectus subject to applicable statutory and/or regulatory requirements.
4. I/We irrevocably give my/our authority and consent to [•] (the "**Debenture Trustee**") to act as my/our trustee and for doing such acts as are necessary to carry out their duties in such capacity.
5. I am/We are Indian National(s) resident in India and I am/ we are not applying for the said NCDs as nominee(s) of any person resident outside India and/or Foreign National(s).
6. The application made by me/us does not exceed the investment limit on the maximum number of NCDs which may be held by me/us under applicable statutory and/or regulatory requirements.
7. In making my/our investment decision I/We have relied on my/our own examination of the COMPANY NAME and the terms of the issue, including the merits and risks involved and my/our decision to make this application is solely based on disclosures contained in the Prospectus.
8. I/We have obtained the necessary statutory and/or regulatory permissions/approvals for applying for, subscribing to, and seeking allotment of the NCDs applied for.
9. UPI Mechanism for Blocking Fund would be available for Retail Individual Investors, who have submitted bid for an amount not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta).
10. Additional Undertaking, in case of ASBA Applicants:
    1) I/We hereby undertake that I/We am/are an ASBA Applicant(s) as per applicable provisions of the SEBI Regulations; 2) In accordance with ASBA process provided in the SEBI Regulations and disclosed in the Prospectus, I/We authorize
    (a) the Lead Manager(s), Lead Brokers, Trading Members (in Specified cities only), Broker, CRTA, CDP or the SCSBs, as the case may be, to do all acts as are necessary to make the Application in the Issue, including uploading my/our application, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Application Form or in the bank account of the Applicant linked with the UPI ID provided in the Application Form, as the case may be, transfer of funds to the Public Issue Account on receipt of instruction from the Lead Manager and Registrar to the Issue or the Sponsor Bank, as the case may be, after finalization of Basis of Allotment; and (b) the Registrar to the Issue or Sponsor Bank, as the case may be, to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalization of the Basis of Allotment. 3) In case the amount available in the specified Bank Account is insufficient as per the Application, the SCSB shall reject the Application.
11. I/We confirm that I/We shall be allocated and allotted [•] NCDs wherein I/We have not indicated the choice of the relevant Series of NCDs.
12. Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted. Eligible NRIs bidding on a non-repatriation basis by using the Resident Bid cum Application Form are required to authorise their SCSB to confirm or accept the UPI Mandate Request (in case of Retail Individual Bidders Bidding through the UPI Mechanism), block their Non-Resident Ordinary (NRO) Accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. All Bidders including the Eligible NRIs Bidding on a non-repatriation basis can obtain the Bid cum Application Form from the Registered and Corporate Office of the Company or from any of the Members of the Syndicate or CDPs or RTAs or Registered Brokers from the Bidding centers. In accordance with applicable law and UPI Circulars, Bidders to please ensure that SCSB where the ASBA Account is maintained has notified at least one branch in the location where Bid cum Application Forms will be deposited by Designated Intermediaries.
13. • Please note that application made using third party UPI ID or third party ASBA Bank A/c. are liable to be rejected; • QIBs and Non-Institutional Bidders cannot use UPI Mechanism to apply.
    • For Retail Individual Bidders applying using UPI:
    - Please ensure that your Bank is offering UPI facility for public offers; Ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) Retail Individual Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
14. Disclaimer towards noin-eligible jurisdiction to be inserted.

IMPERSONATION

Attention of the Applicants is specifically drawn to sub-section (1) of Section 38 of the Companies Act 2013, reproduced below: *"Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447".*

ISSUE RELATED INFORMATION FOR FILLING THE APPLICATION FORM

Investor Category	Sub Category Code	Investor Category	Sub Category Code
Category I (Institutional Investors)		**Category II (Non Institutional Investors)**	
Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs	[•]	Companies within the meaning of Section 2(20) of the Companies Act, 2013; statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs	[•]
Provident funds and pension funds each with a minimum corpus of ₹ 250 million, superannuation funds and gratuity funds, which are authorised to invest in the NCDs	[•]	Co-operative banks and regional rural banks	[•]
Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012	[•]	Trusts including public/private charitable/religious trusts which are authorised to invest in the NCDs	[•]
		Scientific and/or industrial research organisations, which are authorised to invest in the NCDs	[•]
Resident Venture Capital Funds registered with SEBI	[•]	Partnership firms in the name of the partners	[•]
Insurance companies registered with the IRDAI	[•]	Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009)	[•]
State industrial development corporations;	[•]	Association of Persons	[•]
Insurance funds set up and managed by the army, navy, or air force of the Union of India	[•]	Any other incorporated and/ or unincorporated body of persons	[•]
Insurance funds set up and managed by the Department of Posts, the Union of India	[•]	**Category III (High Net-worth Individual Investors) ("HNIs")**	
Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 5,000 million as per the last audited financial statements	[•]	Resident Indian individuals or Hindu Undivided Families through the Karta including eligible NRI applying for an amount aggregating to above ₹10,00,000 across all Series of NCDs in the Issue	[•]
National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India	[•]	**Category IV (Retail Individual Investors)**	
Mutual funds registered with SEBI	[•]	Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹10,00,000 across all Series of NCDs in the Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta inlcuding eligible NRI) though UPI Mechanism.	[•]

ISSUE STRUCTURE

The terms of the Secured NCDs offered pursuant to the Issue are as follows:

Series	I*	II	III	IV	V	VI	VII
Frequency of Interest Payment	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Minimum Application	[•]						
In Multiples of thereafter (₹)	[•]						
Face Value/ Issue Price of NCDs (₹/ NCD)	[•]						
Tenor	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Coupon (% per annum) for NCD Holders in Category I, II, III & Category IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Effective Yield (per annum) for NCD Holders in Category I, II, III and Category IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Mode of Interest Payment	[•]						
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Maturity / Redemption Date (Years from the Deemed Date of Allotment)	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Put and Call Option	[•]						
Nature of Indebtedness	[•]						

**Our Company shall allocate and allot [•] NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.*

For further information please refer to section titled "Issue Related Information"on page no. [•] of the Prospectus.

If the Deemed Date of Allotment undergoes a change, the coupon payment dates, redemption amounts and other cash flow workings shall be changed accordingly. Please refer to Section titles" Issue Related Information" on page [•] of the Prospectus.

Also for details of the interest payment please refer to "Manner of Payment of Interest/Refund" at page no. [•] of the Prospectus.

For further details, please refer to the Prospectus dated [•].

All capitalized terms not specifically defined herein shall have the meaning given to such term in the Prospectus dated [•].

TEAR HERE

- Applicants may contact the Registrar to the Issue in case of any pre-Issue or post-Issue related problems (non-receipt of Allotment Advice, refunds or credit of NCDs).
- In case of ASBA Application submitted to the SCSBs, the Applicants should contact Registrar to the Issue with copy to the relevant SCSB.
- In case of queries related to upload of Applications submitted to the Lead Manager's/ Lead Brokers/ Brokers/Trading Member/CRTA/CDP should contact the relevant Lead Manager/ Lead Brokers/ Brokers/ Trading Member/CRTA/CDP.
- The grievances arising out of Applications for the NCDs made through Trading Members may be addressed directly to Stock Exchanges.

COMPANY CONTACT DETAILS	REGISTRAR CONTACT DETAILS

2 COMPANY NAME

Chapter III – Day count convention, disclosure of cash flows and other disclosures in the offer document[9]

[See Regulation 14, Clause 2.2.27 of Schedule I and Clause 2.3.22 of Schedule II of SEBI NCS Regulations, 2021]

1. The cash flows emanating from the non-convertible securities according to the day count convention (Actual/ Actual) shall be mentioned in the offer document, by way of an illustration.

2. For the purpose of standardization, if the coupon/ dividend payment date of the non- convertible securities falls on a Sunday or a holiday, the coupon payment shall be made on the next working day. However, the dates of the future payments would continue to be as per the schedule originally stipulated in the offer document.

3. If the maturity date of the debt securities, falls on a Sunday or a holiday, the redemption proceeds shall be paid on the previous working day.

4. In order to ensure consistency, a uniform methodology shall be followed for calculation of interest/ dividend payments in the case of leap year. If a leap year (i.e. February 29) falls during the tenor of a security, then the number of days shall be reckoned as 366 days (Actual/ Actual day count convention) for the entire year, irrespective of whether the interest/ dividend is payable annually, half yearly, quarterly or monthly.

5. A sample illustration is given below:

Table 1: Illustration depicting computation of days regarding coupon and redemption

Name of the issuer		XYZ Limited	
Face Value (per security)		10,00,000	
Tranche Issue date/ Date of allotment		Monday, December 14, 2020	
Date of redemption		Sunday, December 14, 2025	
Tenure and coupon rate		5 years; 8.95% p.a.	
Frequency of the interest/ dividend payment (with specified dates)		Annually; First interest/ dividend shall become payable on December 14, 2021 and subsequently on 14th December every year, till maturity/ redemption.	
Day Count Convention		Actual/ Actual	
Cash Flows	**Day and date for coupon/ redemption becoming due**	**Number of days for denominator**	**Amount (in Rupees)**
1st Coupon	Tuesday, December 14, 2021	365	89,500
2nd Coupon	Wednesday, December 14, 2022	365	89,500
3rd Coupon	Thursday, December 14, 2023	365	89,500
4th Coupon	Monday, December 16, 2024	366	89,500
5th Coupon	Friday, December 12, 2025	365	89,500
Principal	Friday, December 12, 2025	-	10,00,000
Total		-	**14,47,500**

[9]*CIR/IMD/DF/18/2013 dated October 29, 2013; CIR/IMD/DF/12/2014 dated June 17, 2014; and CIR/IMD/DF-1/122/2016 dated November 11, 2016;*

In the above illustration, the year 2024 being a leap year has 29 days in February 2024. This implies that 366 days would be reckoned as the denominator (Actual/ Actual), for payment of interest/ dividend. Further, December 14, 2024 falls on a Saturday which being the second Saturday will be a banking holiday. Hence, the 4th coupon payment shall be made on the next working day i.e. December 16, 2024. However, the calculation for payment of interest shall be only till December 13, 2024, which would have been the case if December 14, 2024 was not a holiday. This shall not affect the subsequent coupon payment and it shall continue to fall due on December 14, 2025, i.e. original coupon payment schedule. However, since December 14, 2025 falls on a Sunday, the redemption (i.e. principal and the 5th/ last coupon payment) shall be made on the previous working day i.e. on December 12, 2025.

6. **Other disclosures:** The issuer shall make the following additional disclosures in the offer document in case of public issue:

   6.1. Provisions relating to fictitious applications;

   6.2. Declaration by board of directors that the underwriters, if any, have sufficient resources to discharge their respective obligations;

   6.3. Reservation in the issue, if any;

   6.4. Utilization details regarding the previous issues of the issuer as well as its group companies, for the past 3 years;

   6.5. Benefit/ interest accruing to promoters/ directors out of the object of the issue; and

   6.6. Details regarding material contracts other than the contracts entered in the ordinary course of business and the material contracts entered within the previous two years.

Chapter IV – Additional Disclosures by Non-Banking Finance Company or Housing Finance Company or Public Financial Institution[10]

[See Regulation 25(4), Clause 2.2.9 of Schedule I and Clause 2.3.15 of Schedule II of SEBI NCS Regulations, 2021]

A. Disclosures by NBFC or HFC or PFI, in a public issue:

1. In case the issuer is a NBFC or HFC or PFI and the objects of the public issue entail loan to any entity which is a 'Group Company', then disclosures shall be made in the following format:

Table 1: Disclosure by NBFC or HFC or PFI with respect to "Group Company"

Sl. No.	Name of borrower	Amount of advances/ exposures to such borrower (group company) (Rs. crore) (A)	Percentage of exposure = (A)/ Total AUM

B. Disclosures by NBFC or HFC, in a public issue or private placement:

2. Details with regard to the lending done by the issuer out of the issue proceeds of debt securities in last three years, including details regarding the following:

   2.1. Lending policy: Should contain overview of origination, risk management, monitoring and collections;

   2.2. Classification of loans/ advances given to associates, entities/ person relating to board, senior management, promoters, others, etc.;

   2.3. Classification of loans/ advances given, according to type of loans, denomination of loan outstanding by loan to value, sectors, denomination of loans outstanding by ticket size, geographical classification of borrowers, maturity profile etc.;

   2.4. Aggregated exposure to the top 20 borrowers with respect to the concentration of advances, exposures to be disclosed in the manner as prescribed by RBI in its stipulations on Corporate Governance for NBFCs or HFCs, from time to time;

   2.5. Details of loans, overdue and classified as non-performing in accordance with RBI stipulations;

3. In order to allow investors to better assess the debt securities issued by the NBFC/ HFC, the following disclosures shall also be made by such issuers in their offer documents:

[10] *CIR/IMD/DF/ 12 /2014 dated June 17, 2014; and CIR/IMD/DF/6/2015 dated September 15, 2015;*

3.1. A portfolio summary with regard to industries/ sectors to which borrowings have been made;

3.2. NPA exposures of the issuer for the last three financial years (both gross and net exposures) and provisioning made for the same as per the last audited financial statements of the issuer;

3.3. Quantum and percentage of secured vis-à-vis unsecured borrowings made; and

3.4. Any change in promoters' holdings during the last financial year beyond the threshold, as prescribed by RBI.

C. NBFCs shall provide disclosures on the basis of the following draft template:

4. Classification of loans/ advances given according to:

4.1. Type of loans:

Table 2: Details of types of loans

Sl. No.	Type of loans	Rs. crore
1	Secured	
2	Unsecured	
	Total assets under management (AUM)*^	

**Information required at borrower level (and not by loan account as customer may have multiple loan accounts); ^Issuer is also required to disclose off balance sheet items;*

4.2. Denomination of loans outstanding by loan-to-value:

Table 3: Details of LTV

Sl. No.	LTV (at the time of origination)	Percentage of AUM
1	Upto 40%	
2	40-50%	
3	50-60%	
4	60-70%	
5	70-80%	
6	80-90%	
7	>90%	
	Total	

4.3. Sectoral exposure:

Table 4: Details of sectoral exposure

Sl. No.	Segment-wise break-up of AUM	Percentage of AUM
1	**Retail**	
A	Mortgages (home loans and loans against property)	
B	Gold loans	
C	Vehicle finance	
D	MFI	
E	MSME	
F	Capital market funding (loans against shares, margin funding)	
G	Others	
2	**Wholesale**	
A	Infrastructure	
B	Real estate (including builder loans)	
C	Promoter funding	
D	Any other sector (as applicable)	
E	Others	
	Total	

4.4. Denomination of loans outstanding by ticket size*:

Table 5: Details of outstanding loans category wise

Sl. No.	Ticket size (at the time of origination)	Percentage of AUM
1	Upto Rs. 2 lakh	
2	Rs. 2-5 lakh	
3	Rs. 5 - 10 lakh	
4	Rs. 10 - 25 lakh	
5	Rs. 25 - 50 lakh	
6	Rs. 50 lakh - 1 crore	
7	Rs. 1 - 5 crore	
8	Rs. 5 - 25 crore	
9	Rs. 25 - 100 crore	
10	>Rs. 100 crore	
	Total	

** Information required at the borrower level (and not by loan account as a customer may have multiple loan accounts);*

4.5. Geographical classification of borrowers:

Table 6: Top 5 states borrower wise

Sl. No.	Top 5 states	Percentage of AUM
1		
2		
3		
4		
5		
	Total	

4.6. Details of loans overdue and classified as non-performing in accordance with RBI's stipulations:

Table 7: Movement of gross NPA

Movement of gross NPA*	**Rs. crore**
Opening gross NPA	
- Additions during the year	
- Reductions during the year	
Closing balance of gross NPA	

Table 8: Movement of provisions for NPA

Movement of provisions for NPA	**Rs. crore**
Opening balance	
- Provisions made during the year	
- Write-off/ write-back of excess provisions	
Closing balance	

**Please indicate the gross NPA recognition policy (Day's Past Due)*

4.7. Segment-wise gross NPA:

Table 9: Segment wise gross NPA

Sl. No.	**Segment-wise gross NPA**	**Gross NPA (%)**
1	**Retail**	
A	Mortgages (home loans and loans against property)	
B	Gold loans	
C	Vehicle finance	
D	MFI	
E	MSME	
F	Capital market funding (loans against shares, margin funding)	
G	Others	
2	**Wholesale**	
A	Infrastructure	
B	Real estate (including builder loans)	
C	Promoter funding	
D	Any other sector (as applicable)	
E	Others	
	Total	

4.8. **Residual maturity profile of assets and liabilities (in line with the RBI format):**

Table 10: Residual maturity profile of assets and liabilities

Category	**Up to 30/31 days**	**>1 month – 2 months**	**>2 months – 3 months**	**>3 months – 6 months**	**>6 months – 1 year**	**>1 years – 3 years**	**>3 years – 5 years**	**>5 years**	**Total**
Deposit									
Advances									
Investments									
Borrowings									
FCA*									
FCL*									

**FCA – Foreign Currency Assets; FCL – Foreign Currency Liabilities;*

Chapter V – Denomination of issuance and trading of Non-convertible Securities

[See Regulation 50(4) and Clause 2.2.e of Schedule II SEBI NCS Regulations, 2021]

1. Issuance of non-convertible securities:

   1.1. The face value of each debt security or non-convertible redeemable preference share issued on private placement basis shall be Rs. Ten lakh.

   1.2. The face value of each security mentioned under Chapter V of SEBI NCS Regulations, 2021 and Chapter 13 of this operational circular shall be Rs. One crore.

2. Trading of non-convertible securities:

   2.1. The face value of the listed debt security and non-convertible redeemable preference share issued on private placement basis traded on a stock exchange or OTC basis shall be Rs. Ten lakh.

   2.2. The face value of listed security mentioned under Chapter V of SEBI NCS Regulations, 2021 and Chapter 13 of this operational circular traded on a stock exchange or OTC basis shall be Rs. One crore.

   2.3. The trading lot shall always be equal to face value.

3. This chapter is not applicable for debt securities and non-convertible redeemable preference shares issued on a public issue basis.

Chapter VI - Electronic Book Provider platform[11]

[See Regulation 12 of SEBI NCS Regulations, 2021 and Regulation 16 of SEBI ILDM Regulations, 2015]

Primary issuances through EBP platform shall comply with the stipulations provided in this chapter.

1. The following are the eligible participants (i.e. bidders) on the EBP Platform:

   1.1. QIBs as defined under Regulation 2 (ss) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to SEBI ICDR Regulations, 2018).

   1.2. Any non-QIB investor including arranger(s), who/ which has been authorized by the issuer, to participate in a particular issue on the EBP Platform.

2. The following issues of securities shall be made through the EBP platform:

   2.1. A private placement of debt securities and NCRPS as per the provisions of SEBI NCS Regulations, 2021, if it is:

      a) a single issue, inclusive of green shoe option, if any, of Rs. 100 crore or more;

      b) a shelf issue, consisting of multiple tranches, which cumulatively amounts to Rs. 100 crore or more, in a financial year; and

      c) a subsequent issue, where aggregate of all previous issues by an issuer in a financial year equals or exceeds Rs. 100 crore.

   2.2. Issues of debt securities and NCRPS on private placement basis, irrespective of issue size, by issuers who are in existence for less than three years, in accordance with Clause 2.3.8 c. of Schedule II to the SEBI NCS Regulations, 2021.

   2.3. The issuance of PDIs, PNCPS, PCPS, RNCPS, and instruments of similar nature which are essentially non-equity regulatory instruments, forming part of a bank's or NBFC's capital, issued as per RBI stipulations and listed under Chapter V of the SEBI NCS Regulations, 2021, irrespective of the issue size.

3. An issuer, if desirous, may choose to access EBP platform for private placement of municipal debt securities or CPs or CDs also.

4. Issuers of debt securities and NCRPS on private placement basis of issue size less than Rs. 100 crores may also choose to access the EBP platform for such issuances.

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[11]SEBI/HO/DDHS/CIR/P/2018/05 dated January 05, 2018; and SEBI/HO/DDHS/CIR/P/2018/122 dated August 16, 2018;

5. **The obligations of issuers are as under:**

5.1. The issuer shall ensure compliance with all requisite laws, rules, regulations, etc. with respect to private placement of securities including ensuring compliance with Section 42 of the Companies Act, 2013.

Provided that, an issuer, shall consider the number of eligible participants, on whose behalf arranger is making bid in a particular issue, for the purposes of compliance with the provisions of Section 42 of the Companies Act, 2013 and other relevant statutes.

5.2. Issuer shall provide the Placement Memorandum and term sheet (i.e. summary of important terms and conditions related to an issue) to the EBP at least two working days prior to the issue opening date.

However, the issuer issuing the securities for the first time through EBP platform shall provide the above information at least five working days prior to the issue to the opening date.

5.3. The Placement Memorandum and the term sheet, inter-alia, discloses the following:

a) Details of size of the issue and green shoe option, if any, and a range within which such green shoe option, may be retained.

b) Bid opening and closing date.

c) Minimum Bid Lot.

d) Manner of bidding in the issue i.e. open bidding or closed bidding.

e) Manner of allotment in the issue i.e. uniform yield allotment or multiple yield allotment.

f) Manner of settlement in the issue i.e. through clearing corporation or through escrow bank account of issuer.

g) Settlement cycle i.e. T+1 or T+2 day.

5.4. The issuer may choose to disclose estimated cut off yield to the EBP, however the same has to be disclosed at least one hour prior to opening of the bidding for the issue.

5.5. Subsequent to closure of the issue, the issuer shall ensure following details of the issue are provided on the EBP platform:

Table 1: Details of allotment in private placement

Details of Investors to whom allotment has been made			
Name	QIB/ Non-QIB	Category i.e. Scheduled Commercial Banks, MF, Insurance Company, Pension Fund, Provident Fund, FPI, PFI, Corporate, Others	Amount invested in Rs. crore

6. **Withdrawal of offer by an issuer:**

6.1. An issuer, at its discretion, may withdraw from the issue process at any time, however subsequent to such withdrawal, the issuer shall not be allowed to access any of the EBP platforms for a period of seven days from the date of such withdrawal.

6.2. If an issuer withdraws from the issue because of any of the reasons as outlined below, the restrictions mentioned at paragraph 6.1 above shall not be applicable:

a) issuer is unable to receive the bids upto base issue size; or

b) bidder has defaulted on payment towards the allotment, within stipulated timeframe, due to which the issuer is unable to fulfill the base issue size; or

c) cutoff yield (i.e. the highest yield at which a bid is accepted) in the issue is higher than the estimated cut off yield (i.e. the yield estimated by the issuer, prior to opening of issue) disclosed to the EBP, where the base issue size is fully subscribed.

6.3. Disclosure of estimated cut off yield on the EBP platform to the eligible participants, pursuant to closure of issue, shall be at the discretion of the issuer.

6.4. In case an issuer withdraws issues on the EBP platform because of the cut off yield being higher than the estimated cut off yield, the EBP shall mandatorily disclose the estimated cut off yield to the eligible participants.

7. **Participants:**

7.1. Participants, prior to entering into the bidding process shall be required to enroll with EBP. Such enrollment of a participant on an EBP will be onetime exercise and shall be valid till the time such enrolment is annulled or rescinded.

7.2. The KYC verification and enrolment of the eligible participants on the EBP platform shall be done in the following manner:

a) KYC verification shall be undertaken by obtaining/ utilizing existing KYCs of clients from KRAs registered with SEBI or on the basis of the guidelines as prescribed by SEBI from time to time.

b) For QIB investors bidding directly or through arranger(s), KYCs and enrolment shall be done by the EBP.

c) For non-QIB investors bidding directly, KYCs shall be done by the issuer and enrolment shall be done by the EBP.

d) For non-QIB investors, which are bidding through arranger(s), KYC and enrolment on EBP shall be ensured by arranger(s).

7.3. All eligible participants shall have access to PM, term sheet and other issue specific information available on EBP.

7.4. Eligible participants bidding, for an amount equal to or more than Rs.15 crore or 5% of the base issue size, whichever is lower, shall bid directly i.e. shall enter the bids directly on EBP platform.

Provided that foreign portfolio investors may bid through their custodians.

7.5. For bids made by an arranger for any particular issue, such arranger shall disclose the following to the EBP at the time of bidding:

a) Specify that whether the bid is proprietary bid or is being entered on behalf of an eligible participant or is a consolidated bid i.e. an aggregate bid consisting of proprietary bid and bid(s) on behalf of eligible participants.

b) For consolidated bid, arranger shall disclose breakup between proprietary bid and bid(s) made on behalf of eligible participants. Further, for bids entered on behalf of eligible participants, following shall be disclosed:

i. Names of such eligible participants;

ii. Category (i.e. QIB or non-QIB); and

iii. Quantum of bid of each eligible participant.

7.6. An arranger shall not bid on behalf of eligible participant for an amount equal to or more than Rs.15 crore or 5% of the base issue size, whichever is lower.

7.7. Pay-in towards the allotment of securities shall be done from the account of the bidder, to whom allocation is to be made.

Provided that for the bids made by the arranger on behalf of eligible participants, pay-in towards allotment of securities shall be made from the account of such eligible participants.

7.8. Pay-in of funds through escrow bank account of issuer: The pay-in of funds towards an issue on EBP shall be permitted either through clearing corporation of stock exchanges or through escrow bank account of an issuer. An issuer, in its PM, shall disclose the manner of funds pay-in so chosen and details thereof. The process of pay-in of funds by investors and pay-out to issuer can be done on either T+1 or T+2 day, where T day is the issue day, and the same shall be disclosed by issuer in PM.

7.9. In case of non-fulfillment of bidding obligations by bidders, such bidders shall be debarred from accessing the bidding platform across all EBPs for a period of thirty days from the date of such default.

7.10. Pay in shall be done through the clearing corporation of stock exchanges, as per their operating guidelines, or through an escrow bank account of the issuer, as mentioned below.

Provided that where the issuer has selected the escrow bank account as the mechanism for pay-in, EBP, pursuant to successful closure of issue, shall share the allocation details with the Registrar to an Issue, associated with the issue.

8. Process flow of settlement, where funds pay-in is to be made to escrow bank account of issuer:

8.1. Successful bidders, in an issue, will make pay-in of funds towards the allocation made to them, in the escrow bank account within the timelines, as provided by the issuer in the PM/ IM. The funds pay-in by the successful bidders will be made only from the bank account(s), which have been provided/ updated in the EBP system. Further, pay-in received from any other bank account will lead to cancellation of bid and consequent debarment of the investor from accessing EBP platform for 30 days.

8.2. Escrow bank, pursuant to receipt of funds will provide a confirmation to the RTA, associated with the issue, about receipt of funds along with details including name of bank account holder, bank account number and the quantum of funds received.

8.3. RTA, will then reconcile the information received from escrow bank with the details as provided by EBP and after reconciliation RTA shall intimate to the issuer about receipt of funds. Subsequently, issuer will initiate the process of corporate action through the RTA to Depository.

8.4. RTA, after passing on the instructions for corporate action to the depositories, will issue instruction to the escrow bank to release money to the issuers bank account.

9. **Responsibilities of various entities involved in the process:**

9.1. Issuer shall:

a) open an escrow bank account/ have an escrow bank account jointly with a RTA, where the role of the RTA in operating such bank account shall be limited to the responsibilities as provided under this circular;

b) provide the details of escrow bank account in which pay-in of funds has to be made and the timelines by which such pay-in shall be done by the successful bidders; and

c) effect corporate action for credit of securities to the successful bidders, after receiving confirmation from the RTA about receipt of funds.

9.2. RTA shall:

a) undertake reconciliation between information received from the escrow Bank and EBP. Further, after reconciliation, shall intimate the issuer about the receipt of funds and shortfall, if any, and the reasons thereof;

b) issue instructions to the escrow bank account for the release of funds, after passing on the instructions for corporate action to the depositories; and

c) intimate to the EBP, upon closure of the issue, the status of the issue i.e. successful or withdrawn, details of defaulting investors etc.

10. **Bidding Process:**

10.1. Bidding timings & period:

a) In order to ensure operational uniformity across various EBP platforms, the bidding on the EBP platform shall take place between 9 a.m. to 5 p.m. only, on the working days of the recognized stock exchanges.

b) The bidding window shall be open for the period as specified by the issuer in the bidding announcement, however the same shall be open for at least one hour.

10.2. Bidding Announcement:

a) Issuer shall make the bidding announcement on EBP at least one working day before initiating the bidding process.

b) Bidding announcement shall be accompanied with details of bid opening and closing time, and any other details as required by EBP from time to time.

c) Any change in bidding time and/ or date by the Issuer shall be intimated to EBP, ensuring that such announcement is made within the operating hours of the EBP, at least a day before the bidding date.

Provided that such changes in bidding date or time shall be allowed for a maximum of two times.

11. **Bidding and Allotment process:**

11.1. Bidding process on EBP platform shall be on an anonymous order driven system.

11.2. Bid shall be made by way of entering bid amount in Rupees (INR) and coupon/ yield in basis points (bps) i.e. up to four decimal places.

11.3. Modification or cancellation of the bids shall be allowed i.e. bidder can cancel or modify the bids made in an issue, subject to following:

a) such cancellation/ modification in the bids can be made only during the bidding period;

b) no cancellation of bids shall be permitted in the last 10 minutes of the bidding period; and

c) in the last 10 minutes of the bidding period, only revision allowed would for improvement of coupon/ yield and upward revision in terms of the bid size.

12. Investors may place multiple bids in an issue.

13. The bid placed in the system shall have an audit trail which includes bidder's identification details, time stamp and unique order number. Further against such bids, EBP shall provide an acknowledgement.

14. All the bids made in a particular issue, shall be disclosed on the EBP platform, in the following format:

Table 2: Details of cumulative demand received on EBP platform

Yield (%)	**Demand at that particular yield (in Rs. crore)**	**Cumulative Demand (in Rs. crore)**

For issues with open bidding, the aforesaid information shall be disseminated on a real time basis, however, for issues with closed bidding, the information shall be disseminated after closure of bidding.

15. Allotment to the bidders shall be done on yield-time priority basis in the following manner:

15.1. allotment would be done first on "yield priority" basis;

15.2. where two or more bids are at the same yield, then the allotment shall be done on "time-priority" basis; and

15.3. where two or more bids have the same yield and time, then allotment shall be done on "pro-rata" basis.

16. **EBP and its obligations:**

An EBP shall:

16.1. provide an on-line platform for placing bids;

16.2. have necessary infrastructure like adequate office space, equipment, risk management capabilities, manpower and other information technology infrastructure to effectively discharge the activities of an EBP;

16.3. ensure that the placement memorandum, term sheet and other issue related information is available to the eligible participants on its platform immediately on receipt of the same from the issuer;

16.4. have adequate backup, disaster management and recovery systems; and

16.5. ensure safety, secrecy, integrity and retrievability of data.

17. **CISA Audit of EBP Platform:**

The EBP platform so provided by the EBP shall be subject to audit by a CISA at least once a year.

18. **Obligations and duties:**

18.1. An EBP shall ensure that all details regarding issuance is updated on the website of the EBP.

18.2. EBPs shall together ensure that the operational procedure is standardized across all EBP platforms and the details of such operational procedure are disclosed on their website.

18.3. Where an issuer has disclosed estimated cut-off yield/ range to the EBP, the EBP shall ensure its electronic audit trail and secrecy. However, in case issuers withdraw issues on the EBP because of the cut off yield being higher than the estimated cut off yield, the EBP shall mandatorily disclose the estimated cut off yield in the EBP platform.

18.4. All EBPs shall ensure coordination amongst themselves and also with depositories so as to ensure that the cooling off period for issuers and debarment period for investors is adhered to.

18.5. EBP shall ensure that bidding is done in the manner as specified.

18.6. The EBP shall be responsible for accurate, timely and secured bidding process of the electronic bid by the bidders.

18.7. The EBP shall be responsible for addressing investor grievances arising from bidding process.

19. **Electronic book providers are directed to:**

19.1. comply with the conditions laid down hereunder;

19.2. put in place necessary systems and infrastructure for implementation and make consequential changes, if any, to their bidding portal and respective exchange bye-laws; and communicate and create awareness about these provisions amongst issuers, arrangers and investors.

Chapter VII - Standardization of timelines for listing of securities issued on a private placement basis[12]

[See Regulation 46 of SEBI NCS Regulations, 2021, Clause 7(m) of Schedule I of SEBI ILDM Regulations, 2015 and Chapters VII and VIIA of SEBI SDI Regulations, 2008]

1. This chapter shall be applicable for non-convertible securities, securitised debt instruments, security receipts and municipal debt securities (hereinafter referred to as "securities" in this chapter) issued on a private placement basis.

2. The timelines for listing of securities is as under:

Table 1: Timelines for listing of securities

Sl. No.	Details of Activities	Due Date
1	Closure of issue	T Day
2	Receipt of funds	To be completed by T+2 working day
3	Allotment of Securities	
4	Issuer to make listing application to stock exchange(s)	To be completed by T+4 working day
5	Listing permission from stock exchange(s)	

3. Depositories shall activate the ISINs of securities issued on private placement basis only after the stock exchange(s) have accorded approval for listing of such securities.

   Further, in order to facilitate re-issuances of new debt securities in an existing ISIN, Depositories are advised to allot such new securities under a new temporary ISIN which shall be kept frozen. Upon receipt of listing approval from stock exchange(s) for such new securities, the securities credited in the new temporary ISIN shall be debited and the same shall be credited in the pre-existing ISIN of the existing securities, before they become available for trading.

4. Stock exchange(s) are advised to inform the listing approval details to the depositories whenever listing permission is given to securities issued on private placement basis.

5. In case of delay in listing of securities issued on privately placement basis beyond the timelines specified above, the issuer shall:

   5.1. pay penal interest of 1% p.a. over the coupon/ dividend rate for the period of delay to the investor (i.e. from the date of allotment to the date of listing); and

   5.2. be permitted to utilise the issue proceeds of its subsequent two privately placed issuances of securities only after receiving final listing approval from stock exchanges.

[12] *SEBI/HO/DDHS/CIR/P/2020/198 dated October 05, 2020;*

Chapter VIII - Specifications related to ISIN for debt securities[13]

[See Regulation 17 of SEBI NCS Regulations, 2021]

In respect of private placement of debt securities, the following shall be complied with regard to ISINs:

1. A maximum number of seventeen ISINs maturing in any financial year shall be allowed for an issuer of debt securities. In addition, a further twelve ISINs shall also be available for the issuance of the capital gains tax debt securities by the authorized issuers under section 54EC of the Income Tax Act, 1961 on private placement basis.

2. Out of the seventeen ISINs maturing in a financial year, the bifurcation of ISINs shall be as under:

   2.1. A maximum of twelve ISINs maturing per financial year shall be allowed for plain vanilla debt securities. Within this limit of twelve ISINs, the issuer can issue both secured and unsecured debt securities

   2.2. A maximum of five ISINs maturing per financial year shall be allowed for structured debt securities and market linked debt securities.

3. Where an issuer issues only structured/ market linked debt securities, the maximum number of ISINs allowed to mature in a financial year shall be twelve.

4. Issuers of certain debt securities like subordinate debt, Tier II bonds issued by Standalone Primary Dealers, bonds issued by banks to raise resources for lending to long term infrastructure sub-sectors and affordable housing were provided dispensations from ISIN restrictions till June 30, 2020.

5. In case of conversion of partly paid debt securities to fully paid debt securities, such conversion shall not be counted as an additional ISIN.

6. In case of debt securities, where call and/ or put option is exercised, the issuer, if it so desires, may issue additional debt securities for the balance period viz. remaining period of maturity of earlier debt securities. For example, if an issuer has issued debt securities in the month of August 2017 having maturity period of three years and callable after one year, then in such a scenario if the call option is exercised in the month of August 2018, then for the balance two years' period viz. (September 2018 - August 2020) the issuer may issue additional debt securities maturing in August 2020, under the same ISIN.

   Provided that the aforesaid additional issue shall be subject to the condition that the aggregate count of outstanding ISINs maturing in the financial year in which the original issue of debt securities (bearing call and/ or put option) is due for expiring, shall not exceed the prescribed limit of ISINs.

[13] *CIR/IMD/DF-1/ 67/2017 dated June 30, 2017; and CIR/DDHS/P/59/2018 dated March 28, 2018;*

7. In case of structured/ market linked debt securities which have embedded options viz. call and/ or put option, the maturity of ISINs shall be reckoned on basis of original maturity date of debt securities.

   For e.g. If a structured debt security with a maturity period of five years has an option to be called after three years and every year thereafter till redemption, then such security shall be grouped as per its maturity period i.e. five years and not based upon the option to call.

8. Mechanism for honoring debt obligations arising out of capping of ISINs:

8.1. An issuer may honour its debt obligations/ liabilities, arising out of such ISIN restrictions, in the manner as deemed feasible to them i.e. the issuer can make staggered repayments or bullet maturity repayments or in any other manner deemed so.

8.2. An issuer may offer different type of payment options to different category of investors subject to such disclosures being made in the placement memorandum in order to manage their asset liability mismatch.

For e.g. an insurance company may be offered staggered redemption, however mutual fund may be offered bullet payment.

8.3. Also, in case of any modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out frequency etc. the issuer may make such modification by following procedure as has been laid out in Regulation 59 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI LODR Regulations, 2015).

8.4. Record Date: There may be cases where multiple record dates would arise on account of staggered payment or other cases viz. frequency of payment etc. In such a case, when announcing multiple record dates, the issuer has to disclose clearly to the stock exchanges the basis of payment to the investors viz. pro-rata, first come first serve basis etc.

9. Amendment to the AoA/ charter/ constitution of the issuer: In order to comply with the provisions of regulation 49 (a) of the SEBI NCS Regulations, 2021 the issuer shall make an enabling provision in its AoA/ charter/ constitution to carry out consolidation and re-issuance of debt securities.

10. Reporting and Monitoring:

10.1. Issuers:

a) The issuer shall within fifteen days from the end of every half year (i.e. April 15 and October 15), submit a statement, to the stock exchange, where its debt securities are listed, as well as to the depository containing data in the format as prescribed below:

Table 1: Format for half-yearly reporting by the issuer

Name of the issuer	ISIN no.	Issuance date	Maturity date	Coupon rate	Payment frequency	Embedded option, if any	Amt. issued	Amt. outstanding

b) In case there is any modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out frequency etc.as specified above, the issuer shall, forthwith, inform the same to the depository.

10.2. Obligations of stock exchanges and depositories:

a) Upon receipt of the report as specified above:

i. the stock exchange shall upload the same on its website as well as the Integrated Trade Repository for debt securities.

ii. The depositories shall upload the same on the centralized database for corporate bonds/ debentures as well as the Integrated Trade Repository for debt securities.

b) The stock exchange shall within five working days of the expiry of the period as specified in paragraph 10.1 above, send the reports received by it to the depositories for the purposes of their reconciliation.

c) The depositories shall thereafter within five working days of receipt of reports from the stock exchanges, send a status report to the latter regarding utilization of ISINs by the issuers.

d) The stock exchanges shall within thirty working days from the end of every half year, shall submit a report to SEBI, in case there has been any violation by the issuers regarding the above provisions.

Chapter IX – Green Debt Securities[14]

[See Regulation 26 of SEBI NCS Regulations, 2021]

Disclosure requirements for issue and listing of green debt securities:

1. An issuer desirous of issuing green debt securities shall make the following additional disclosures in the offer document for public issues and private placements:

   1.1. A statement on environmental objectives of the issue of green debt securities;

   1.2. Brief details of decision-making process followed/ proposed for determining the eligibility of project(s) and/ or asset(s), for which the proceeds are being raised through issuance of green debt securities, such as:

      a) process followed/ to be followed for determining how the project(s) and/ or asset(s) fit within the eligible green projects categories as defined under Regulation 2 (q) of NCS Regulations,

      b) the criteria making the project(s) and/ or asset(s) eligible for using the green debt securities proceeds; and

      c) environmental sustainability objectives of the proposed green investment.

   1.3. Issuer shall provide the details of the system/ procedures to be employed for tracking the deployment of the proceeds of the issue.

   1.4. Details of the project(s) and/ or asset(s) or areas where the issuer, proposes to utilise the proceeds of the issue of green debt securities, including towards refinancing of existing green project(s) and/ or asset(s), if any.

   1.5. The issuer may appoint an independent third party reviewer/ certifier, for reviewing/ certifying the processes including project evaluation and selection criteria, project categories eligible for financing by green debt securities, etc. Such appointment is at the option of the issuer; however, any such appointment of reviewer/ certifier, shall be disclosed in the offer document.

Continuous disclosure requirements:

2. An issuer who has listed its green debt securities, shall provide following additional disclosures along with its annual report and financial results:

   2.1. Utilisation of the proceeds of the issue, as per the tracking done by the issuer using the internal process as disclosed in offer document. Utilisation of the proceeds shall be verified by the report of an external auditor, to verify the internal tracking method and the allocation of funds towards the project(s) and/ or asset(s), from the proceeds of green debt securities.

[14] *CIR/IMD/DF/51/2017 dated May 30, 2017;*

2.2. Details of unutilized proceeds.

2.3. An issuer who has listed its green debt securities, shall provide following additional disclosures along with its annual report:

a) List of project(s) and/ or asset(s) to which proceeds of the Green Debt Securities have been allocated/ invested including a brief description of such project(s) and/ or asset(s) and the amounts disbursed. However, where confidentiality agreements limit the amount of detail that can be made available about specific project(s) and/ or asset(s), information shall be presented about the areas in which such project(s) and/ or asset(s) fall into.

b) Qualitative performance indicators and, where feasible, quantitative performance measures of the environmental impact of the project(s) and/ or asset(s). If the quantitative benefits/ impact cannot be ascertained, then the said fact may be appropriately disclosed along with the reasons for non-ascertainment of the benefits/ impact on the environment.

c) Methods and the key underlying assumptions used in preparation of the performance indicators and metrics;

2.4. An issuer of green debt securities or any agent appointed by the issuer complying with globally accepted standard(s) for the issuance of green debt securities including measurement of the environmental impact, identification of the project(s) and/ or asset(s), utilisation of proceeds, etc., shall disclose the same in the offer document and/ or as part of continuous disclosures.

Responsibilities of the issuer:

3. An issuer of green debt securities shall:

3.1. maintain a decision-making process which it uses to determine the continuing eligibility of the project(s) and/ or asset(s). This includes, without limitation statement on the environmental objectives of the green debt securities and a process to determine whether the project(s) and/ or asset(s) meet the eligibility requirements;

3.2. ensure that all project(s) and/or asset(s) funded by the proceeds of green debt securities, meet the documented objectives of green debt securities; and

3.3. utilise the proceeds only for the stated purpose, as disclosed in the offer document.

Chapter X - Structured or market linked debt securities[15]

[See Regulations 4, 5 and 28 of SEBI NCS Regulations, 2021]

Issue and listing of structured debt securities/ market linked debt securities:

1. Market linked debt securities would mean debt securities that have an underlying principal component and issued with market linked returns obtained through exposures on exchange traded derivatives or MIBOR, GDP, inflation rate, underlying securities/ indices etc. with coupon linked to a benchmark differ from plain vanilla debt securities. The returns linked to equity markets are also called equity linked debt securities, stock linked debt securities, structured debt securities.

2. In view of the fact that such securities are different in their nature and their risk-return relationship, the following additional disclosures and requirements are specified in respect of issue and listing of structured debt securities/ market linked debt securities:

   2.1. Debt securities which do not promise to return the principal amount in full at the end of the tenor of the instrument, i.e., 'principal non-protected' shall not be considered as debt securities under regulation 2(k) of SEBI NCS Regulations, 2021 and therefore will not be eligible for issue and listing under the said regulations.

   2.2. Eligibility criteria for issuers: As such securities expose the issuer to market risk, the issuer should have a minimum net worth of at least Rs. 100 crores at the time of issue.

   2.3. Disclosure requirements: In addition to the disclosure requirements specified under SEBI NCS Regulations, 2021, the following disclosures shall be made in all offer documents for such securities:

      a) Credit rating by any registered CRAs shall bear a prefix 'PP-MLD' denoting Principal Protected Market Linked Debt securities followed by the standardized rating symbols for long/ short term debt securities on the lines specified in SEBI Circular No. CIR/MIRSD/4/2011 dated June 15, 2011, SEBI/HO/MIRSD/DOS3/CIR/P/2019/70 dated June 13, 2019 or as may be specified by the Board.

      b) A detailed scenario analysis/ valuation matrix showing value of the security under different market conditions such as rising, stable and falling market conditions shall be disclosed in a table along with a suitable graphic representation.

      c) A risk factor shall be prominently displayed that such securities are subject to model risk, i.e., the securities are created on the basis of complex mathematical models involving multiple derivative exposures which may or

[15] *Cir./IMD/DF/17/2011 dated September 28, 2011; and SEBI/HO/DDHS/CIR/P/2020/120 dated July 13, 2020;*

may not be hedged and the actual behavior of the securities selected for hedging may significantly differ from the returns predicted by the mathematical models.

d) A risk factor shall be prominently displayed stating that in case of principal/ Capital Protected Market Linked Debt securities, the principal amount is subject to the credit risk of the issuer whereby the investor may or may not recover all or part of the funds in case of default by the issuer.

e) Where indicative returns/ interest rates are mentioned in the offer document in percentage terms, such figures shall be shown only on annualized basis.

f) It shall be disclosed therein that the latest and historical valuation for such securities shall be made available on the websites of the issuer and of the valuer appointed for the purpose.

g) All commissions by whatever name called, if any, paid by issuer to distributor for selling/ distribution of such securities to end investors shall be disclosed in the offer document.

h) Conditions for premature redemption of such securities, if any, shall be clearly disclosed in the offer document.

2.4. Appointment of third party valuation agency:

a) It shall be mandatory for the issuer to appoint a third party valuation agency which shall be an AMFI appointed valuation agency.

b) This valuer shall publish on its website and provide to the issuer, the value of the securities at least once a week. The issuer shall also make the valuations available on its website. This shall be publicly available.

c) The issuer shall also arrange to provide the value to an investor whenever investor asks for it.

d) At no point in time, the investor shall be charged for such services.

e) The cost incurred for valuation shall be disclosed in the offer document.

2.5. Primary issuance and sale of securities to retail investors:

The issuer shall ensure that such securities are sold to retail investors with the following safeguards:

a) The intermediary who sells the security to the retail investor shall be a SEBI regulated entity.

b) The intermediary shall explain the risks involved in such securities to the investor.

c) The intermediary shall ensure that the investor is capable of taking the risk posed by such securities and shall satisfy itself that securities are suitable to the risk profile of the investor.

d) The intermediary shall make available the offer document to the investor.

e) The intermediary shall provide guidance to investor on obtaining valuation for the securities, i.e., the locations where such information would be available (issuer or the third party).

f) The intermediary shall provide the investor with guidance on exit loads/ exit options/ liquidity support, if any, etc., being provided by the issuer or through the secondary market.

3. Stock exchanges shall create wide publicity among listed entities and make available suitable *'Frequently Asked Questions'* for information/ education of investors visiting the websites of the exchange.

4. Merchant Bankers shall comply with the conditions specified above and create awareness among issuers of such securities regarding the above provisions.

Chapter XI - Operational framework for transactions in defaulted debt securities post maturity date/ redemption date[16]

[*See Regulations 20 and 21 of SEBI NCS Regulations, 2021]*

1. The operational framework for transactions in defaulted debt securities (debt securities where redemption amount has not been paid on maturity/ redemption date) as well as the obligations of issuers, debenture trustee(s), depositories and stock exchange(s) has been outlined below and the same is also presented in a tabular form (Table 1) along-with timelines thereafter, for ease of reference.

2. **Temporary restriction on transactions in debt securities**:

   2.1. Stock exchanges shall not allow any transaction(s) in debt securities, two working days prior to their maturity/ redemption date.

   2.2. On maturity/ redemption date of the debt securities, depositories shall temporarily restrict transactions in such debt securities from such maturity/ redemption date till the time its status of payment is determined.

3. **Intimation on status of payment**:

   3.1. Issuer shall intimate to the stock exchanges, depositories and debenture trustees the status of payment of debt securities within one working day of payment/ redemption date.

   3.2. While intimating the status of payment to debenture trustee(s), issuer shall also intimate to debenture trustee(s) that they have informed the status of payment or otherwise to the stock exchanges and depositories.

4. **Role of debenture trustee(s):**

   4.1. At the time of executing debenture trust deed, issuer shall provide its bank details (from which it proposes to pay the redemption amount) and pre-authorise debenture trustee(s) to seek debt redemption payment related information from the issuer's bank. Issuer shall also inform the debenture trustee(s) of any change in bank details within one working day of such change.

   4.2. In case the issuer fails to intimate the status of payment of the debt securities within stipulated timelines, then debenture trustee(s) shall seek status of payment from issuer and/ or conduct independent assessment (from banks, investors, rating agencies, etc.) to determine the same. Based on such assessment, debenture trustee(s) shall intimate stock exchange and depositories the status of payment of debt securities within 9 working days of the maturity/ redemption date.

   4.3. In case intimation of the status of payment of debt securities is not received by stock exchanges and depositories within stipulated timeline, transactions in

[16] *SEBI/HO/DDHS/CIR/P/103/2020 dated June 23, 2020;*

such debt securities shall continue to be restricted and such restrictions shall continue until any further intimation is received from issuer/ debenture trustee(s) regarding the status of payment of such debt securities.

5. **Default in payment of redemption amount and resumption of transaction on defaulted debt securities:**

5.1. Within two working days from the date of intimation from issuer or debenture trustee(s) that issuer has defaulted on its payment obligations, the depositories in co-ordination with stock exchanges shall update the ISIN master file and lift restrictions on transactions in such debt securities. Information regarding resumption of transactions shall be disseminated immediately on the websites of both depositories and stock exchange(s).

5.2. Depositories shall also immediately flag in the Corporate Bond Database such debt securities as “ISIN-defaulted in redemption” and its description shall reflect that there was default in payment of redemption amount of the concerned debt securities.

6. **Reporting of trades in defaulted debt securities on stock exchange platform:**

6.1. Upon intimation by depositories that transactions have been permitted in the defaulted debt securities, stock exchange(s) shall simultaneously but not later than two working days of the default intimation from issuer/ debenture trustee(s), permit reporting of OTC trades in the concerned defaulted debt securities on its reporting platform within fifteen minutes of the trade.

6.2. At the time of reporting of such trades, stock exchanges shall ensure that a pop-up window is flashed, specifying that the reported trade is in a defaulted debt security.

6.3. The trade repository shall flag such trades as “Trades in ISIN-defaulted in redemption”.

7. **Intimation of transactions in defaulted debt securities**:

In case of transactions in defaulted debt securities, the depositories shall send an intimation (by email/ SMS, as per BO a/c details available) to both parties to the transaction that it is “Transaction in ISIN-defaulted in redemption” immediately.

8. **Account statement**: While sending the periodic account statement to the demat account holders, including CAS, Depositories shall highlight in such statements that a particular debt security is an "ISIN – defaulted in redemption".

9. **Continuous assessment of default status:**

9.1. The issuer shall inform the stock exchange(s), depositories and debenture trustee(s) latest by the second working day of April of each financial year on the updated status of payment of the debt securities

9.2. In case the issuer fails to intimate the updated status of payment of the concerned debt securities within the stipulated timelines, the debenture trustee(s) shall carry independent assessment as given at paragraph 4 above and intimate the status of payment of debt securities to the stock exchange and depositories within seventh working day of April of each financial year.

9.3. In case issuer or debenture trustee(s) does not intimate the status of payment of debt securities to stock exchanges and depositories within the stipulated timeline, transactions in such debt securities shall be restricted from eighth working day of April of that financial year, until any further intimation is received from Issuer or debenture trustee(s) regarding the same.

9.4. In case of any developments that impact the status of default of the debt securities (including restructuring of debt securities, NCLT/ NCLAT proceedings relating to insolvency/ bankruptcy, repayment, etc.), the issuer/ debenture trustee shall intimate the stock exchanges and depositories within one working day of such development.

10. **Payment of debt securities or subsequent payment of defaulted debt securities:** In case of receipt of intimation or subsequent intimation to the depositories regarding full payment of redemption amount or any developments that impacts the status of default of the concerned debt securities (including restructuring of debt securities, IBC proceedings, its repayment, etc.) from issuer or from debenture trustee(s), transactions shall be restricted in such debt securities by the depositories immediately. The same shall be informed to the stock exchange(s) and disseminated on respective depositories' website, within one working day of such restriction. Further, the concerned ISIN shall be extinguished in the depository system on receipt of corporate action documents from the issuer towards its extinguishment.

11. The process explained in paragraphs 9 and 10 above shall be followed either till full payment on these securities is made by issuer or the issuer has been liquidated and money has been realised after completion of recovery proceedings.

Table 1: Timelines for allowing transactions in defaulted debt securities

Sl. No.	Event	Activity to be undertaken	Timeline*	By	To
1	Execution of debenture trust deed	Pre-authorization to seek debt redemption payment related information from issuer's bank	At the time of execution of the deed	Issuer	Debenture trustee(s)
2	Any change in bank details of issuer for making debt redemption payment	Information regarding updated bank details	Within one working day of event	Issuer	Debenture trustee(s)
3	Creation of ISIN/ listing of debt securities	Intimation of Redemption date	-	Issuer	Depositories, stock exchange(s)

Sl. No.	Event	Activity to be undertaken	Timeline*	By	To
4	Redemption/ maturity date (T day)	Non-acceptance of trades for reporting/ settlement	T-2	Stock exchange	-
5		Temporary restriction on transaction in ISIN	T	Depository	-
6		Intimate status of payment of debt securities	T+1	Issuer	Debenture trustee(s), depositories, stock exchange(s)
7	Non receipt of status of payment from Issuer	Independent assessment of payment status	T+2 to T+9	Debenture trustee(s)	-
8		Intimate status of payment of debt securities	By T+9		Depositories, stock exchange(s)
9	Receipt of information regarding full Payment	Obligations as per paragraph 10 of this chapter	T+3/ T+11/ event basis, as applicable	Depositories, stock exchanges	
10	Receipt of information regarding non payment	Obligations as per paragraphs 5-9 of this chapter		Depositories, stock exchanges	
Continuous assessment of payment					
11	Any development that impacts the status of default of the concerned debt securities (including restructuring of debt securities, IBC, its repayment, etc.)	Intimate updated status of payment of debt securities	Within one working day of the event	Issuer or debenture trustee(s)	Depositories, stock exchange(s)
12	Continuous assessment of Payment	Intimate Status of payment of debt securities	2nd working day of April every FY	Issuer	Debenture trustee(s), depositories, stock exchange(s)
13	Non receipt of status of payment from Issuer	Independent assessment of payment status	3rd working day of April -7th working day of April of every FY	Debenture trustee(s)	
14		Intimate status of payment of debt securities	Within 7 working days of April of every FY		Depositories, stock exchange(s)

**working days*

Chapter XII - Fund raising by issuance of debt securities by large corporate[17]

[See Regulation 20 of SEBI NCS Regulations, 2021]

With a view to operationalize the Union Budget announcement for FY2018-19, which, inter-alia, stated "*SEBI will also consider mandating, beginning with large entities, to meet about one-fourth of their financing needs from the debt market*", SEBI came out with a discussion paper on July 20, 2018. Based on the feedback received on the discussion paper and wider consultation with market participants including entities, the detailed provisions for operationalising the above budget announcement are given below.

1. **Applicability of framework:**

1.1. For entities following April - March as their financial year, this framework is applicable with effect from April 01, 2019 and for the entities which follow calendar year as their financial year, the framework is applicable with effect from January 01, 2020.

Explanation: The term 'Financial Year' here would imply April - March or January - December, as may be followed by an entity. Thus, FY2020 shall mean April 01, 2019 - March 31, 2020 or January 01, 2020 - December 31, 2020, as the case may be.

1.2. The framework shall be applicable for all listed entities (except for Scheduled Commercial Banks), which as on last day of the FY (i.e. March 31 or December 31):

a) have their specified securities or debt securities or non-convertible redeemable preference shares, listed on a recognised stock exchange(s) in terms of SEBI LODR Regulations, 2015; and

b) have an outstanding long term borrowing of Rs. 100 crore or above, where outstanding long-term borrowings shall mean any outstanding borrowing with original maturity of more than one year and shall exclude external commercial borrowings and inter-corporate borrowings between a parent and subsidiary(ies); and

c) have a credit rating of *"AA and above",* where credit rating shall be of the unsupported bank borrowing or plain vanilla bonds of an entity, which have no structuring/ support built in; and in case, where an issuer has multiple ratings from multiple rating agencies, the highest of such ratings shall be considered for the purpose of applicability of this framework.

2. **Framework:**

2.1. A listed entity, fulfilling the criteria as specified at paragraph 1.2 above, shall be considered as a "Large Corporate" (LC) and such LC shall raise not less than

[17] *SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018;*

25% of its incremental borrowings, during the financial year subsequent to the financial year in which it is identified as a LC, by way of issuance of debt securities, as defined under SEBI NCS Regulations, 2021.

Explanation: For the purposes of this circular, the expression *"incremental borrowings"* shall mean any borrowing done during a particular financial year, of original maturity of more than one year, irrespective of whether such borrowing is for refinancing/repayment of existing debt or otherwise and shall exclude external commercial borrowings and inter-corporate borrowings between a parent and subsidiary(ies).

2.2. For an entity identified as a LC, the following shall be applicable:

a) For FY2020 and FY2021, the requirement of meeting the incremental borrowing norms shall be applicable on an annual basis. Accordingly, a listed entity identified as a LC on last day of FY2019 and FY2020, shall comply with the requirement as laid down under paragraph 2.1, by last day of FY2020 and FY2021, respectively.

b) Provided that in case where a LC is unable to comply with the above requirement, it shall provide an explanation for such shortfall to the stock exchanges, in the manner as prescribed at paragraph 3 below.

c) From FY2022, the requirement of mandatory incremental borrowing by a LC in a FY will need to be met over a contiguous block of two years. Accordingly, a listed entity identified as a LC, as on last day of FY "T-1", shall have to fulfil the requirement of incremental borrowing for FY "T", over FY "T" and "T+1".

d) However, if at the end of two years i.e. last day of FY "T+1", there is a shortfall in the requisite borrowing (i.e. the actual borrowing through debt securities is less than 25% of the incremental borrowings for FY "T"), a monetary penalty/ fine of 0.2% of the shortfall in the borrowed amount shall be levied and the same shall be paid to the stock exchange(s).

3. **Disclosure requirements for large entities:**

3.1. A listed entity, identified as a LC under the instant framework, shall make the following disclosures to the stock exchanges, where its security(ies) are listed:

a) Within 30 days from the beginning of the FY, disclose the fact that they are identified as a LC, in the format as provided at **Annex - XII-A**.

b) Within 45 days of the end of the FY, the details of the incremental borrowings done during the FY, in the formats as provided at **Annex - XII-B1** and **Annex - XII-B2.**

3.2. The disclosures made in terms of paragraph 3.1 above shall be certified both by the CS and the CFO of the LC.

3.3. Further, the disclosures made in terms of paragraph 3.1 above shall also form part of audited annual financial results of the entity.

3.4. The details of the framework as mentioned under paragraph 2 above and disclosure requirements as mentioned under paragraph 3.1 above, are illustrated in **Annex - XII-C.**

4. **Responsibilities of stock exchanges:**

4.1. The stock exchange(s) shall collate the information about the LC, disclosed on their platform, and shall submit the same to the Board within fourteen days of the last date of submission of annual financial results.

4.2. In the event of a short fall in the requisite borrowing, the stock exchanges shall collect the fine as mentioned at paragraph 2.2(d) above. The fine so collected shall be remitted by the stock exchanges to SEBI Investor Protection and Education Fund within 10 days from the end of the month in which the fine was collected.

Annex - XII-A

Format of the initial disclosure to be made by an entity identified as a Large Corporate (to be submitted to the stock exchange(s) within 30 days from the beginning of the FY)

Sl. No.	Particulars	Details
1	Name of the company	
2	CIN	
3	Outstanding borrowing of company as on 31st March/ 31st December, as applicable (in Rs. crore)	
4	Highest credit rating during the previous FY along with name of the CRA	
5	Name of stock exchange* in which the fine shall be paid, in case of shortfall in the required borrowing under the framework	

We confirm that we are a Large Corporate as per the applicability criteria given under the Chapter XII of SEBI Operational circular dated August 10, 2021.

(Signature)
Name of the Company Secretary
Designation
Contact Details

(Signature)
Name of the Chief Financial Officer
Designation
Contact Details

Date - dd/mm/yyyy

**In terms paragraph of 2.2(d) of the circular, beginning FY2022, in the event of shortfall in the mandatory borrowing through debt securities, a fine of 0.2% of the shortfall shall be levied by Stock Exchanges at the end of the two-year block period. Therefore, an entity identified as LC shall provide, in its initial disclosure for a financial year, the name of stock exchange to which it would pay the fine in case of shortfall in the mandatory borrowing through debt markets.*

Annex - XII-B1

Format of the annual disclosure to be made by an entity identified as a LC (to be submitted to the stock exchange(s) within 45 days of the end of the FY)

(Applicable for FY 2020 and FY 2021)

1. Name of the Company:

2. CIN:

3. Report filed for FY:

4. Details of the borrowings (all figures in Rs. crore):

Sl. No.	Particulars	Details
1	Incremental borrowing done in FY (a)	
2	Mandatory borrowing to be done through issuance of debt securities (b) = (25% of a)	
3	Actual borrowings done through debt securities in FY (c)	
4	Shortfall in the mandatory borrowing through debt securities, if any (d) = (b) - (c) {If the calculated value is zero or negative, write "nil"}	
5	Reasons for short fall, if any, in mandatory borrowings through debt securities	

(Signature)
Name of the Company Secretary
Designation
Contact Details

(Signature)
Name of the Chief Financial Officer
Designation
Contact Details

Date - dd/mm/yyyy

Annex - XII-B2

Format of the annual disclosure to be made by an entity identified as a LC* (to be submitted to the stock exchange(s) within 45 days of the end of the FY)

(Applicable from FY 2022 onwards)

1. Name of the Company:
2. CIN:
3. Report filed for FY: T
4. Details of the current block (all figures in Rs. crore):

Sl. No.	Particulars	Details
1	2-year block period (specify financial years)	(T), (T+1)
2	Incremental borrowing done in FY (T) (a)	
3	Mandatory borrowing to be done through debt securities in FY (T) (b) = (25% of a)	
4	Actual borrowing done through debt securities in FY (T) (c)	
5	Shortfall in the borrowing through debt securities, if any, for FY (T-1) carried forward to FY (T). (d)	
6	Quantum of (d), which has been met from (c) (e)	
7	Shortfall, if any, in the mandatory borrowing through debt securities for FY (T) {after adjusting for any shortfall in borrowing for FY (T-1) which was carried forward to FY (T)} (f)= (b)-[(c)-(e)] {If the calculated value is zero or negative, write "nil"}	

5. Details of penalty to be paid, if any, in respect to previous block (all figures in Rs. crore):

Sl. No.	Particulars	Details
1	2-year block period (specify financial years)	(T-1) ,(T)
2	Amount of fine to be paid for the block, if applicable Fine = 0.2% of {(d)-(e)}[#]	

**In cases, where an entity is not categorised as LC for FY (T), however was LC for FY (T- 1), and there was a shortfall in the mandatory bond borrowing for FY (T-1), which was carried forward to FY (T), the disclosures as prescribed in this annexure shall be made by the entity for FY (T).*

[#](d) and (e) are the same as mentioned at sl. nos. 5 and 6 in the table given at point no. 4 of this annexure.

(Signature)
Name of the Company Secretary
Designation
Contact Details
Date - dd/mm/yyyy

(Signature)
Name of the Chief Financial Officer
Designation
Contact Details

Annex - XII-C

The illustration given below is only for the purpose of demonstration and shall not be construed in any other manner.

Company Name	XYZ
Credit Rating of unsupported bank borrowing or plain vanilla bonds	AA or equivalent
Security listed	Equity shares and/ or debt securities and/ or NCRPS
Financial Year format	01st April – 31st March

For FY2020 and FY2021 (all figures in Rs. crore)

Current financial year	**FY2020**	**FY2021**
Outstanding borrowing as on March 31st of previous FY	1000	1200
Whether framework applicable?	Yes	Yes
Incremental Borrowing in the current FY (a)	400	500
Mandatory borrowing through debt securities in the current FY (b) = 25% of (a)	100	125
Actual borrowings done through debt securities in the current FY (c)	80	150
Shortfall in mandatory borrowing through debt securities, if any, for the current FY (d)= (b)-(c)	20	-
Compliance status	Shortfall, hence explanation to be provided.	Complied with the requirement of 25% borrowing through issuance of debt securities.

From FY 2022 onwards (all figures in Rs. crore)

Current financial year	**FY2022**	**FY2023**	**FY2024**	**FY2025**
Outstanding borrowing as on March 31st of previous FY	800	400	80	120
Whether framework is applicable for current FY?	Yes	Yes	No	Yes
Incremental Borrowing in the current FY (a)	400	200	40	100
Mandatory borrowing through debt securities in the current FY (b) = 25% of (a)	100	50	Not Applicable	25
Block for compliance of the mandatory borrowing through debt securities	FY 2022 and FY 2023	FY 2023 and FY 2024	Not Applicable	FY 2025 and FY 2026

Current financial year	FY2022	FY2023	FY2024	FY2025
Actual borrowings done through debt securities in the current FY (c)	50	75	10	25
Shortfall of previous FY {for first year of the previous block} carried forward to current FY (d)	-	50	25	Nil
Quantum of (d), which has been met from (c) (e)	-	50	10	Nil
Shortfall, if any, in the mandatory borrowing through debt securities for the current FY {after adjusting for any shortfall in borrowing for previous FY, carried forward to current FY} (f)= (b)-[(c)-(e)]	50	25	Not Applicable	Nil
Fine, to be paid {in case the shortfall of previous FY, if any, is not adjusted completely against the debt securities borrowings of current FY} 0.2% of [(d)-(e)]	Nil	Nil	0.2% of Rs 15 crore = Rs 3 lakhs	Nil
Compliance Status	For previous block - NA For current block- shortfall of Rs. 50 crore carried forward to FY 2023	For previous block - Rs. 50 crore of borrowing shortfall for FY2022 adjusted towards d ebt market borrowings of FY2023. Complied For current block - shortfall of Rs. 25 crore carried forward to FY 2024.	For previous block - Rs. 10 cr of borrowing shortfall for FY 2023 adjusted towards debt market borrowings of FY2024. Thus, remains a borrowing shortfall of Rs. 15 crore for FY 2023. Thus, fine of Rs. 3 lakh to be paid by XYZ. For current block- framework not applicable.	For previous block – framework not applicable. For current block - complied with by the end of first year

Chapter XIII - Issuance, listing and trading non-equity regulatory capital[18]

[See Chapter V of SEBI NCS Regulations, 2021]

1. PDIs, PNCPS, PCPS, RNCPS, RCPS, debt instruments and instruments of similar nature which are essentially non-equity regulatory instruments, forming part of a bank's or NBFC's capital, issued as per RBI stipulations and listed in terms of Chapter V of the SEBI NCS Regulations, 2021.

2. These instruments have certain unique features which, *inter-alia,* grant the issuer (in consultation with RBI) a discretion in terms of writing down the principal/ interest, to skip interest payments, to make an early recall etc. without commensurate right for investors to legal recourse, even if such actions of the issuer might result in potential loss to investors.

3. Given the nature and contingency impact of these instruments and the fact that full import of the discretion is available to an issuer, may not be understood in the truest form by retail individual investors, the matter was discussed in SEBI's advisory committee on the development of corporate bond market in India viz. CoBoSAC. Based on the recommendations of the CoBoSAC, the following shall be the additional framework related to issuance, listing and trading of PDIs, PNCPS or instruments of similar nature by whatever name called (debt instruments, RNCPS, RCPS, etc.) and proposed to be listed:

   3.1. Investors: Issuers and stock exchanges shall ensure that only QIBs are allowed to participate in the issuance of all these non-equity regulatory capital instruments mentioned at paragraph 1 above.

   3.2. Allotment size, face value and trading lot: The minimum allotment size, face value and trading lot size of these instruments shall be as specified in Chapter V of this circular.

   3.3. Other requirements: Issuers, in addition to making disclosures as per Schedule II of the SEBI NCS Regulations, 2021, shall also make following specific disclosures about the following:

      a) Details of all the conditions upon which the call option will be exercised by them for these instruments, in the placement memorandum.

      b) Risk factors, to include all the inherent features of these instruments highlighted at paragraph 2 above.

      c) Point of Non Viability clause: The absolute right, given to the RBI, to direct an issuer to write down the entire value of its outstanding these instruments/ bonds, if it thinks the bank has passed the PONV, or requires a public sector capital infusion to remain a going concern.

[18] *SEBI/HO/DDHS/CIR/P/2020/199 dated October 06, 2020;*

Chapter XIV – Centralized Database for corporate bonds/ debentures[19]

[See Regulations 17(1) and 20 of SEBI NCS Regulations, 2021]

1. This chapter contains provisions mandating stock exchanges and depositories to jointly create, host and maintain a Centralised Database of corporate bonds, held in demat form. It also delineates the responsibilities of the issuer, CRAs and DTs in relation to the database. A list of data fields to be maintained in the said database along with the manner of filing the same is also provided in the succeeding paragraphs.

2. **Responsibilities of parties involved, contents of the database and manner of submitting the information**

2.1. **Depositories:**

a) Depositories shall continue to jointly create, host, maintain and disseminate the centralized database of corporate bonds, which are available in demat form. All historical data available in the database in terms of SEBI Circular no. CIR/IMD/DF/17/2013 dated October 22, 2013 and SEBI/HO/DDHS/DDHS1/P/CIR/2021/572 dated June 04, 2021 shall continue to be hosted by the Depositories.

b) Depositories shall ensure to have adequate systems and safeguards to maintain the integrity of data and to prevent manipulation of data.

c) Each depository shall synchronize the database in consultation with the other Depository.

d) Depository which receives information from an issuer shall host the same as well as share it with the other depository for hosting within three working days from the date of receipt of the information.

e) Depositories shall categorise investors as per the SEBI Circular No. CIR/CFD/CMD/13/2015 dated November 30, 2015.

f) Depositories shall provide secure login credentials to issuers, stock exchanges, credit rating agencies and debenture trustees for updating and verifying requisite information in the corporate bond database within timelines as mentioned in this circular.

[19] *SEBI/HO/DDHS/DDHS1/P/CIR/2021/572 dated June 04, 2021;*

2.2. **Issuers:**

a) Issuers shall fill all the requisite fields as provided in **Annex - XIV-A** in the Centralized Database at the time of allotment of the ISIN. Depositories shall verify the information as provided by issuer at the time of activation of ISIN.

b) Post listing of securities, Issuers shall submit information in the requisite fields as provided in **Annex - XIV-B** to any of the stock exchanges where their securities are listed on a periodical basis[20] (within 30 days from the end of the financial year) and/ or *'as and when*' basis (event based), as applicable. The stock exchange shall indicate the format of filing to the Issuers in this regard.

2.3. **Stock exchanges:**

a) Stock exchanges and depositories shall develop a system such that information received by them is updated on the Centralized Database on a daily basis.

b) Stock exchanges shall verify listing details as provided in **Annex - XIV-A** and **Annex - XIV-B** of this chapter in the Centralized Database.

c) Stock exchanges shall update event based and periodical information in the Centralized Database when received from the issuers in **Annex - XIV-B.**

2.4. **Credit Rating Agencies:**

CRAs shall access the database to verify the rating information uploaded by the Issuer. In case of any discrepancy, CRAs shall notify the same to stock exchanges and update the correct information in the database within the time stipulated in **Annex - XIV-C.**

2.5. **Debenture Trustees**:

DTs shall access the database to verify the information regarding default history and other relevant information. in case of any discrepancy, debenture trustee shall notify the same to stock exchanges and update the correct information in the database, within the time stipulated in **Annex - XIV-C.**

[20]*Modified vide SEBI/HO/DDHS/P/CIR/2022/0028 dated March 8, 2022. Prior to the amendment, the clause read as under:*

"Post listing of securities, Issuers shall submit information in the requisite fields as provided in Annex - XIV-B to any of the stock exchanges where their securities are listed on a periodical basis and/ or 'as and when' basis (event based), as applicable. The stock exchange shall indicate the format of filing to the Issuers in this regard."

3. Depositories shall also provide the information available with respect to Non-convertible Redeemable Preference Shares and Securitized Debt Instruments, in a separate section within the database, in the form as available with them, after sharing the same with the other depository for synchronizing and updating the database.

Annex - XIV-A

The list of data fields to be submitted by issuer to depositories at the time of allotting of ISIN is as under:

A. Issuer details:

Sl. No.	Category	
1	Issuer Name	
2	Issuer's former names (the last three names including merger/ amalgamation cases will be made available, if any)	
3	CIN	
4	LEI	
5	Address of registered office of the issuer	
6	Name and e-mail address of the Compliance Officer/ Company Secretary	
7	Details of the Group Companies	
a.	Name of the Companies	
b.	CIN	
c.	LEI	
d.	Nature of relationship	
	Subsidiary, Associate, Holding company, common directors, others (if any, provide the details)	

B. Issuer/ instrument classification:

8. Type of Issuer (relevant option may be selected (√)):

a) Based on ownership:

Sl. No.	Category	
1	PSU	
2	Non PSU	
3	Issuer under SEBI ILDM Regulations, 2015	

[21]

[21] *Deleted vide SEBI/HO/DDHS/P/CIR/2022/0028 dated March 8, 2022. Prior to the deletion, the clause read as under:*

"b) Based on nature of business:

Sl. No.	*Category*	
1	*Bank*	
2	*Bank owned HFCs*	
3	*PSU/ Government owned HFCs*	
4	*Bank owned NBFC*	
5	*PSU/ Government owned NBFC*	
6	*NBFCs – other that (4) and (5) above*	
7	*HFCs – other than (2) and (3)*	
8	*Corporate*	
9	*Others*	

9. Based on sector of business (relevant option may be selected (√))[22]:

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
IN01	Commodities	IN0101	Chemicals	IN010101	Chemicals & Petrochemicals	IN01010 1001	Commodity Chemicals	Manufacturers of basic and industrial chemicals like synthetic fibres, films, organic and inorganic chemicals etc.
						IN01010 1002	Specialty Chemicals	Manufacturers of chemicals used in the manufacture of a variety of products, like fine chemicals, additives, advanced polymers, explosives, adhesives, printing inks, sealants, dyes, pigments, coatings etc.
						IN01010 1003	Carbon Black	Manufacturers of carbon black
						IN01010 1004	Dyes And Pigments	Manufacturer, supplier and distributor of dyes and pigments
						IN01010 1005	Explosives	Manufacturer, supplier and exporter of commercial explosives and explosive accessories
						IN01010 1006	Petrochemicals	Manufacturer, supplier and distributor of petrochemical products like propylene oxide, propylene glycols and polyols etc. Also includes manufacturers of nylon, polyester and acrylic fibres, plastics (not covered under Plastic Products - Consumer under Consumer Discretionary and Plastic Products - Industrial under Manufacturing) etc.
						IN01010 1007	Printing Inks	Manufacturers and distributor of printing inks and allied material
						IN01010 1008	Trading - Chemicals	Trading companies and distributors of chemicals
						IN01010 1009	Industrial Gases	Producer or supplier of industrial gases
				IN010102	Fertilizers & Agrochemicals	IN01010 2001	Fertilizers	Manufacturers of fertilizers
						IN01010 2002	Pesticides & Agrochemicals	Manufacturers of agrochemicals and pesticides

[22]*Modified vide SEBI/HO/DDHS/P/CIR/2022/0028 dated March 8, 2022. Prior to the amendment, the table under the clause read as under:*

"Sl. No.	***Category***	
1	*Basic Materials*	
2	*Consumer Goods including FMCG*	
3	*Consumer Services*	
4	*Energy*	
5	*Finance*	
6	*Healthcare*	
7	*Industrial*	
8	*Technology*	
9	*Telecommunications*	
10	*Utilities*	
11	*Others*	

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
		IN0102	Construction Materials	IN010203	Cement & Cement Products	IN010203001	Cement & Cement Products	Manufacturer, supplier and distributor of cement, cement products
				IN010204	Other Construction Materials	IN010204001	Other Construction Materials	Other construction material such supplier of sand etc. It excludes companies dealing with granites, marbles, etc. which are classified as 'Furniture, Home Furnishing, Flooring' under Consumer Discretionary
		IN0103	Metals & Mining	IN010301	Ferrous Metals	IN010301001	Ferro & Silica Manganese	Manufacturers and distributor of ferro silico manganese like ferro alloys, briquette, fly ash bricks etc.
						IN010301002	Pig Iron	Manufacturers and distributor of pig iron
						IN010301003	Sponge Iron	Manufacturers and distributor of sponge iron
						IN010301004	Iron & Steel	Manufacturers of Iron & steel
				IN010302	Non - Ferrous Metals	IN010302001	Aluminium	Mining, processing, manufacturing and distributing the aluminium
						IN010302002	Copper	Producer and distributor of copper
						IN010302003	Zinc	Producer and distributor of zinc
						IN010302004	Precious Metals	Mining, manufacturing and distributing precious materials like gold, silver, platinum etc. Includes investment trusts where underlying is gold or similar precious metals
				IN010303	Diversified Metals	IN010303001	Diversified Metals	Companies engaged in manufacturing and mining of diversified metals
				IN010304	Minerals & Mining	IN010304001	Industrial Minerals	Mining, producing and distributing industrial materials (excluding Coal which has been classified under 'Energy')
				IN010305	Metals & Minerals Trading	IN010305001	Trading - Metals	Trading companies and distributors of metals (excluding precious metals)
						IN010305002	Trading - Minerals	Trading companies and distributors of industrial minerals (excluding Coal trading which has been classified under 'Energy')
		IN0104	Forest Materials	IN010401	Paper, Forest & Jute Products	IN010401001	Paper & Paper Products	Manufacturers of paper, paper boards etc.
						IN010401002	Forest Products	Companies dealing with Timber, Wood, Soil, Pulp, Firewood, Cork, Shellac, Cross Laminated Timber excluding plywood and laminates which is classified as 'Furniture, Home Furnishing, Flooring' under Consumer Discretionary
						IN010401003	Jute & Jute Products	Manufacturers of jute and jute products
IN02	Consumer Discretionary	IN0201	Automobile and Auto Components	IN020101	Automobiles	IN020101001	Passenger Cars & Utility Vehicles	Manufacturer of passenger /utility vehicles including car, bus, taxis, auto rickshaws etc.

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
						IN02010 1002	2/3 Wheelers	Manufacturers of motorcycles, scooters, three-wheelers and bicycles
						IN02010 1003	Trading - Automobiles	Trading and distribution of passenger cars, utility vehicles, 2/3 wheelers
				IN020 102	Auto Components	IN02010 2001	Auto Components & Equipments	Manufacturers and distributors of accessories for automobiles
						IN02010 2002	Batteries - Automobile	Manufacturer of automobiles batteries
						IN02010 2003	Fastener	Manufacturer of fastener for vehicles
						IN02010 2004	Gas Cylinders	Manufacturer of gas cylinders for automobile
						IN02010 2005	Trading - Auto Ancillaries	Trading and distribution of auto components
						IN02010 2006	Tyres & Rubber Products	Manufacturers and distributors of tyres and rubber products for automobile
		IN0202	Consumer Durables	IN020 201	Consumer Durables	IN02020 1001	Air Conditioner	Manufacturers and distributors of air conditioners
						IN02020 1002	Cycles	Manufacturers and distributors of bicycles and tricycles
						IN02020 1003	Consumer Electronics	Manufacturers and distributor of consumer electronics like television, video cassette recorder, DVD player, audio equipments, games etc.
						IN02020 1004	Furniture, Home Furnishing, Flooring	Manufacturers and distributor of furniture, carpets, ceramic tiles, granite, marble etc.
						IN02020 1005	Gems, Jewellery And Watches	Manufacturers and distributor of gems, jewellery, watches and other luxury goods and accessories
						IN02020 1006	Glass - Consumer	Manufacturers and distributor of consumer glass products
						IN02020 1007	Household Appliances	Manufacturers of electric household appliances like juicers, food processors, microwave ovens etc.
						IN02020 1008	Houseware	Manufacturers and distributors of other household durable products like cookware, cutlery, utensils and consumer specialties not classified otherwise
						IN02020 1009	Leather And Leather Products	Manufacturers and distributors of leather products such as belt, leather bags, all types of footwear etc.
						IN02020 1010	Leisure Products	Manufacturers of leisure products and equipment including sports equipment, gift articles etc.
						IN02020 1011	Plastic Products - Consumer	Manufacturers and distributor of plastic products used in households such as suitcase, briefcase and other consumer plastic products not covered under 'Houseware' above

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
						IN02020 1012	Plywood Boards/ Laminates	Manufacturers and distributor of plywood, laminates etc.
						IN02020 1013	Sanitary Ware	Manufacturer of sanitary ware like ceramic plumbing fixtures (as sinks, lavatories, or toilet bowls)
						IN02020 1014	Toys	Manufacturers and distributors of toys, games etc
						IN02020 1015	Paints	Manufacturers and distributors of interior and exterior paints
						IN02020 1016	Diversified Consumer Products	Any other consumer products not covered above
		IN0203	Textiles	IN020 301	Textiles & Apparels	IN02030 1001	Garments & Apparels	Manufacturers & distributors of apparels/ garments
						IN02030 1002	Other Textile Products	Manufacturers & distributors of textiles, fabrics, yarn, silk yarn, blended and texturized yarn and related products
						IN02030 1003	Trading - Textile Products	Trading and Distribution of 'garments & apparels' and 'other textile products' where a revenue from each segment cannot be determined separately
		IN0204	Media, Entertainment & Publication	IN020 401	Media	IN02040 1001	Advertising & Media Agencies	Companies providing advertising, public relations and marketing services. It also includes billboard providers and telemarketers.
						IN02040 1002	Electronic Media	Publisher of newspapers, magazines and other periodicals through electronic medium
						IN02040 1003	Web based media and service	Companies engaged in providing social media, search engines, platforms for networking etc. Excludes companies operating in online shopping classified under E-Retail/ E-Commerce and companies providing online directory of suppliers and potential buyers for various products/ merchandise classified under Internet & Catalogue Retail
						IN02040 1004	Print Media	Publisher of newspapers, magazines and other periodicals through print medium
				IN020 402	Entertainment	IN02040 2001	Film Production, Distribution & Exhibition	Producers and distributors of movies. Includes theatres and auditoriums
						IN02040 2002	Digital Entertainment	Producers and distributors of movies and other entertainment related contents through digital, Over the Top (OTT) platform.
						IN02040 2003	Media & Entertainment	Producers and distributors of entertainment products and services. It includes companies engaged in the production, distribution and screening of television shows, producers and distributors of music and sports teams. It excludes production and distribution of movies which is classified under 'Film

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
								Production, Distribution & Exhibition'.
						IN02040 2004	TV Broadcasting & Software Production	Owners of TV channels, includes broadcasting of TV shows and cable TV operators and DTH service providers
				IN020 403	Printing & Publication	IN02040 3001	Printing & Publication	Companies providing service of commercial printing, publication of books, commercial documents etc.
		IN0205	Realty	IN020 501	Realty	IN02050 1001	Residential, Commercial Projects	Companies engaged in development and construction of residential/ commercial (offices/ shops etc.) properties
						IN02050 1002	Real Estate related services	Companies engaged in providing real estate related services like real estate agents.
						IN02050 1003	Real Estate Investment Trusts (REITs)	Companies or Trusts engaged in ownership, acquisition, development, management and operation of real estate
		IN0206	Consumer Services	IN020 601	Leisure Services	IN02060 1001	Hotels & Resorts	Owners and operators of hotels, resorts etc. Includes investment trusts where underlying is 'Hotels and Resorts'
						IN02060 1002	Restaurants	Owners and operators of restaurants, recreation clubs, bars, coffee shops, fast-food, catering service etc.
						IN02060 1003	Amusement Parks/ Other Recreation	Owners and operators of amusement parks, Casinos and other recreation facilities not covered above
						IN02060 1004	Wellness	Owners and operators of wellness facilities such as gymnasium, yoga centre, beauty parlours, salons etc.
						IN02060 1005	Tour, Travel Related Services	Companies engaged into provision of tour, travel related services. It includes tour operators, ticketing, visa processing, hotel and vehicle booking etc. It includes companies that provide such service through digital medium
				IN020 602	Other Consumer Services	IN02060 2001	Education	Any stream of education (including IT education or any specialized training) provided in classroom
						IN02060 2002	E-Learning	Any stream of education (including IT education or any specialized training) provided through medium other than classroom
						IN02060 2003	Food Storage Facilities	Companies engaged in providing food storage facility
						IN02060 2004	Other Consumer Services	Companies providing other consumer services not classified elsewhere. It includes event managers, security services, housekeeping services etc.
				IN020 603	Retailing	IN02060 3001	Specialty Retail	Owners and operators of retail store comprising a single class of goods such as apparels, electronics, stationary etc.

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
						IN02060 3002	Pharmacy Retail	Companies engaged in sale of pharmaceutical, provision of health related products and services through electronic medium
						IN02060 3003	Diversified Retail	Owners and operators of stores offering multiple range of product categories (department stores)
						IN02060 3004	E-Retail/ E-Commerce	Companies that earns significant revenue from provision of products or services predominantly through electronic medium such as internet.
						IN02060 3005	Internet & Catalogue Retail	Companies providing online directory of suppliers and potential buyers for various products/ merchandise
						IN02060 3006	Distributors	Distributors and wholesalers of general merchandise not classified elsewhere
IN03	Energy	IN0301	Oil, Gas & Consumable Fuels	IN030 101	Gas	IN03010 1001	Gas Transmission/ Marketing	Companies engaged in marketing and/ or transportation of gases
						IN03010 1002	Industrial Gas	Producer or supplier of industrial gases
						IN03010 1003	LPG/CNG/PNG/LNG Supplier	Companies engaged in distribution of LPG, CNG, PNG and LNG
						IN03010 1004	Trading - Gas	Companies engaged in the activity of trading in gas
				IN030 102	Oil	IN03010 2001	Oil Exploration & Production	Companies engaged in the exploration and production of oil
						IN03010 2002	Offshore Support Solution Drilling	Companies providing offshore drilling services to oil companies
						IN03010 2003	Oil Storage & Transportation	Companies engaged in providing storage and transportation facility for oil companies
						IN03010 2004	Oil Equipment & Services	Manufacturers of equipment for and providers of services to the oil and gas industry
				IN030 103	Petroleum Products	IN03010 3001	Refineries & Marketing	Companies engaged in the refining and marketing of oil, gas and petroleum products
						IN03010 3002	Lubricants	Manufacturers and distributors of lubricants
				IN030 104	Consumable Fuels	IN03010 4001	Coal	Companies engaged in exploration, mining, trading and distribution of coal, coke and lignite
IN04	Fast Moving Consumer Goods	IN0401	Fast Moving Consumer Goods	IN040 101	Agricultural Food & other Products	IN04010 1001	Edible Oil	Producers and distributors of edible oil
						IN04010 1002	Sugar	Producers and distributors of sugar and allied products
						IN04010 1003	Tea & Coffee	Producers and distributors of tea and coffee
						IN04010 1004	Other Agricultural Products	Producers and distributors of agricultural products not classified elsewhere
				IN040 102	Beverages	IN04010 2001	Breweries & Distilleries	Manufacturers of alcoholic beverages. Includes distillers

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
						IN04010 2002	Other Beverages	Manufacturers of non-alcoholic beverages
				IN040 103	Cigarettes & Tobacco Products	IN04010 3001	Cigarettes & Tobacco Products	Manufacturers and distributors of cigarettes and other tobacco products
				IN040 104	Food Products	IN04010 4001	Animal Feed	Manufacturers and distributors of animal feed
						IN04010 4002	Dairy Products	Producers and distributors of dairy products
						IN04010 4003	Other Food Products	Producers and distributors of other food products not classified elsewhere
						IN04010 4004	Packaged Foods	Producers & distributors of packaged foods including biscuits, chocolates, chips etc.
				IN040 105	Personal Products	IN04010 5001	Personal Care	Manufacturers and distributors of personal products such as tooth paste, shampoo, perfume, cosmetics etc.
				IN040 106	Household Products	IN04010 6001	Household Products	Manufacturers and distributors of household products such as aluminium foils, detergents, matchstick, paper tissues, soaps etc.
						IN04010 6002	Batteries	Manufacturers and distributors of batteries used in home appliances. Excludes automobiles batteries classified under 'Consumer Discretionary'
						IN04010 6003	Photographic Products	Manufacturers and distributors of photographic products
						IN04010 6004	Stationary	Manufacturers and distributors of stationary such as pen, pencil, notebooks etc.
				IN040 107	Diversified FMCG	IN04010 7001	Diversified FMCG	Companies engaged into multiple FMCG products, where no single business segment contributes more than 50% of companies' total revenue and two or more segments each contributes at least 20% of total revenue
IN05	Financial Services	IN0501	Financial Services	IN050 101	Finance	IN05010 1001	Financial Institution	Financial Institutions as defined under Section 4(1) of the Companies Act, 1956
						IN05010 1002	Housing Finance Company	Companies providing loan for buying housing and commercial properties
						IN05010 1003	Investment Company	Companies which earn major revenue from interest, capital appreciation from investments made. It does not include rental income which is classified under 'Diversified Commercial Services'
						IN05010 1004	Non-Banking Financial Company (NBFC)	Non-Banking Financial Company (NBFC) as may be specified by the Reserve Bank of India (RBI)
						IN05010 1005	Other Financial Services	Companies providing financial services not covered elsewhere under 'Financial Services'
						IN05010 1006	Holding Company	Holding companies with holding of 51% or more in other company

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
				IN050102	Banks	IN050102001	Public Sector Bank	Banks sponsored by Central or State government in India categorized as public sector bank by Reserve Bank of India (RBI)
						IN050102002	Private Sector Bank	Banks categorized as private sector banks by Reserve Bank of India (RBI)
						IN050102003	Other Bank	Other banks not classified under Public Sector Bank and Private Sector Bank above. Includes foreign banks, payment banks, small banks etc.
				IN050103	Capital Markets	IN050103001	Asset Management Company	Companies engaged in mutual fund activities i.e. companies operating mutual funds, open-end mutual funds, closed-end mutual funds etc.
						IN050103002	Depositories, Clearing Houses and Other Intermediaries	Companies providing depository services. Includes clearing houses/ clearing corporations, registrar/ share transfer agents, custodians etc. which are not covered elsewhere under 'Capital Markets'
						IN050103003	Financial Products Distributor	Companies engaged into distribution of financial products
						IN050103004	Ratings	Companies providing ratings service
						IN050103005	Exchange and Data Platform	Companies providing platform for trading of equity, commodity, currency, fixed income securities, power etc. are classified under 'Exchange Platform'. Companies providing data vending/ data dissemination are classified under 'Data Platform'
						IN050103006	Stockbroking & Allied	Companies engaged in providing brokerage services and other allied activities such as investment advisory services etc.
						IN050103007	Other Capital Market related Services	Other Capital Market related Services not classified elsewhere above
				IN050104	Insurance	IN050104001	General Insurance	Companies providing general insurance
						IN050104002	Life Insurance	Companies providing life insurance
						IN050104003	Other Insurance Companies	Insurance companies offering multiple line of insurance such as life insurance, general insurance, medical insurance, etc.
						IN050104004	Insurance Distributors	Companies engaged into distribution of insurance products
				IN050105	Financial Technology (Fintech)	IN050105001	Financial Technology (Fintech)	Fintechs providing services like banking, payment processing, brokerage, aggregation and distribution of financial products and services
IN06	Healthcare	IN0601	Healthcare	IN060101	Pharmaceuticals & Biotechnology	IN060101001	Pharmaceuticals	Manufacturers and distributors of pharmaceuticals and companies engaged in research & development of pharmaceuticals
						IN060101002	Biotechnology	Companies engaged in the development, manufacturing or

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
								marketing and distribution of products based on biotechnology
				IN060102	Healthcare Equipment & Supplies	IN060102001	Medical Equipment & Supplies	Manufacturers and distributors of medical equipments such as blood pressure monitoring machine, X-Ray machines, MRI scanners, and supplies such as injection needles, syringe, gloves etc.
				IN060103	Healthcare Services	IN060103001	Hospital	Owners and operators of health care facilities. It includes hospitals, nursing homes and veterinary hospitals. Includes investment trusts where underlying is 'Hospitals'
						IN060103002	Healthcare Service Provider	Owners and operators of diagnostic services such as pathological laboratories, X-Ray and MRI scan centres, etc.
						IN060103003	Healthcare Research, Analytics & Technology	Companies providing healthcare research and analytics related services
IN07	Industrials	IN0701	Construction	IN070101	Construction	IN07010 1001	Civil Construction	Companies engaged in designing, construction and maintenance of roads, bridges, canals, dams etc. It excludes companies engaged in construction of residential and commercial buildings which are classified as 'Realty' under 'Consumer Discretionary'. Includes investment trusts where underlying is 'Civil Construction'
						IN07010 1002	Engineering, Designing & Construction	Companies engaged into Engineering, procurement and construction (EPC) projects
		IN0702	Capital Goods	IN070201	Aerospace & Defense	IN07020 1001	Aerospace & Defense	Manufacturers of civil and military aerospace and equipments, defense equipments, defense electronics and products thereof
				IN070202	Agricultural, Commercial & Construction Vehicles	IN07020 2001	Tractors	Manufacturers and distributors of tractors and other farm vehicles
						IN07020 2002	Commercial Vehicles	Manufacturers and distributors of commercial vehicles as trucks, dumpers etc.
						IN07020 2003	Construction Vehicles	Manufacturers and distributors of construction vehicles like cranes, bulldozers etc.
				IN070203	Electrical Equipment	IN07020 3001	Heavy Electrical Equipment	Manufacturers and distributors of power generating equipment and other heavy electrical equipment such as power turbines, transmission towers, heavy electrical machinery
						IN07020 3002	Other Electrical Equipment	Manufactures and distributors of electric cables and wires and other electrical components or equipment not classified under Heavy Electrical Equipment
				IN070204	Industrial Manufacturing	IN07020 4001	Elevators	Manufacturer of elevators and escalators

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
						IN07020 4002	Engineering & Construction products	Manufacturers and distributors of engineering and construction related products not covered elsewhere
						IN07020 4003	Industrial Electronics	Manufacturers and distributor of industrial electronics like CC TV surveillance system, access control system, fire alarm System, multi-apartment video door phones, video door phones, intruder alarm System, fingerprint locks, and remote managed services etc.
						IN07020 4004	Industrial Equipments	Manufacturers and distributor of industrial equipment not covered elsewhere
						IN07020 4005	Railway Wagons	Manufacturers of railway wagons and EMU coaches
						IN07020 4006	Ship Building & Allied Services	Companies engaged in ship building and providing allied services
						IN07020 4007	Industrial Machinery	Manufacturers and distributors of industrial machinery not covered elsewhere
				IN070 205	Industrial Products	IN07020 5001	Abrasives	Manufactures and distributors of abrasives
						IN07020 5002	Bearings	Manufactures and distributors of bearings. Excludes bearings used for automobiles which are classified as 'Auto Components & Equipments' under Consumer Discretionary
						IN07020 5003	Cables - Electricals	Manufacturers and distributors of electrical cables/ wires. Excludes telecom cables which are classified as 'Telecom - Equipment & Accessories' under 'Telecommunication'
						IN07020 5004	Castings & Forgings	Manufacturers and distributors of castings and forgings. Excludes companies generating majority revenue from automobile segment and they are classified as 'Auto Components & Equipments' classified under 'Consumer Discretionary'
						IN07020 5005	Compressors & Pumps	Manufacturers and distributors of compressors and pumps
						IN07020 5006	Diesel Engines	Manufacturers and distributors of diesel engines. Excludes engines used for automobiles which are classified as 'Auto Components & Equipments' under Consumer Discretionary
						IN07020 5007	Electrodes	Manufacturers and distributors of electrodes
						IN07020 5008	Packaging	Manufacturers and distributors of packaging materials such as cardboard, bags, boxes, cans, drums, bottles and jars and glass
						IN07020 5009	Plastic Products - Industrial	Manufacturers and distributors of industrial plastic products such as plastic pipes etc.
						IN07020 5010	Refractories	Manufacturers and distributors of refractories

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
						IN07020 5011	Rubber	Manufacturers and distributors of rubber and rubber products. Excludes companies classified as 'Tyres & Rubber Products' under 'Consumer Discretionary'
						IN07020 5012	Other Industrial Products	Manufacturers and distributors of other industrial products not classified elsewhere
						IN07020 5013	Glass - Industrial	Manufacturers and distributors of industrial glasses. It excludes consumer glass classified under 'Consumer Discretionary'
						IN07020 5014	Aluminium, Copper & Zinc Products	Manufacturers and distributors of aluminium, copper and zinc products
						IN07020 5015	Iron & Steel Products	Manufacturers and distributors of iron and steel products
IN08	Information Technology	IN0801	Information Technology	IN080 101	IT - Software	IN08010 1001	Computers - Software & Consulting	Companies engaged in software development, IT consulting and data analytics
						IN08010 1002	Software Products	Companies engaged in development of software products that can be commonly used by individuals and corporates
				IN080 102	IT - Services	IN08010 2001	IT Enabled Services	Companies engaged in providing services for business automation through provision of IT infrastructure.
				IN080 103	IT - Hardware	IN08010 3001	Computers Hardware & Equipments	Manufactures and distributors of computer hardware and equipments such as personal computers, laptops, servers, motherboards, networking equipments, printers, photo copiers etc.
IN09	Services	IN0901	Services	IN090 101	Engineering Services	IN09010 1001	Dredging	Companies providing dredging and related services
				IN090 102	Transport Services	IN09010 2001	Airline	Owners and operators of commercial airlines
						IN09010 2002	Logistics Solution Provider	Companies providing logistic services, courier, movers & packers etc.
						IN09010 2003	Railways	Companies providing passenger or cargo transportation through railways
						IN09010 2004	Road Transport	Companies providing passenger or cargo transportation through roads
						IN09010 2005	Shipping	Companies providing passenger or cargo transportation through marine (shipping)
						IN09010 2006	Transport Related Services	Other transport related service not covered elsewhere
				IN090 103	Transport Infrastructure	IN09010 3001	Airport & Airport services	Owners and operators of airports and companies providing airport related services
						IN09010 3002	Port & Port services	Owners and operators of marine ports and related services like marine engineering services
						IN09010 3003	Toll bridge operator	Operators of bridge, highway, toll bridges etc. Does not include companies engaged into

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
								construction of road, bridges and highways which are classified as 'Civil Construction' under 'Manufacturing'
				IN090104	Commercial Services & Supplies	IN090104001	Trading & Distributors	Companies engaged in trading and distribution of goods not covered elsewhere
						IN090104002	Consulting Services	Companies engaged in providing consulting services
						IN090104003	Data Processing Services	Companies engaged in providing commercial electronic data processing services
						IN090104004	Diversified Commercial Services	Companies providing commercial and consumer services not classified elsewhere. Includes, employment and related services, environmental services and pollution control services, other security services, renting and leasing services, trade and commission agent services etc.
						IN090104005	Business Process Outsourcing (BPO)/ Knowledge Process Outsourcing (KPO)	Companies engaged in providing Business Process Outsourcing (BPO)/ Knowledge Process Outsourcing (KPO) services
IN10	Telecommunication	IN1001	Telecommunication	IN100101	Telecom - Services	IN100101001	Telecom - Cellular & Fixed line services	Companies providing fixed line and cellular telecom services
						IN100101002	Telecom - Infrastructure	Companies engaged into provision of telecom instruments and telecom related infrastructure services.
						IN100101003	Other Telecom Services	Companies engaged into provision of broad band internet service and other telecom related services not covered elsewhere
				IN100102	Telecom - Equipment & Accessories	IN100102001	Telecom - Equipment & Accessories	Manufacturers and distributors of telecom equipments, cables and other accessories. Includes investment trusts where underlying is telecom equipment such as telephone instruments
IN11	Utilities	IN1101	Power	IN110101	Power	IN110101001	Electric Utilities	Companies engaged into production and distribution of thermal, solar, hydro and wind power. Includes investment trusts where underlying is power generation and distribution
						IN110101002	Power Trading	Companies engaged into trading of electricity
						IN110101003	Power - Transmission	Companies engaged into transmission or distribution of electricity. Includes investment trusts where underlying is power transmission
		IN1102	Utilities	IN110201	Other Utilities	IN110201001	Water Supply & Management	Companies engaged into water supply and management

MES Code	Macro-Economic Sector	Sect Code	Sector	Ind Code	Industry	Basic Ind Code	Basic Industry	Definition
						IN11020 1002	Waste Management	Companies engaged into waste management
						IN11020 1003	Emergency Services	Companies engaged into providing emergency services like fire brigade, flood management etc.
						IN11020 1004	Multi Utilities	Companies providing multiple lines of utilities
						IN11020 1005	Other Utilities	Companies providing utilities not covered elsewhere
IN12	Diversified	IN1201	Diversified	IN120 101	Diversified	IN12010 1001	Diversified	Companies engaged into multiple business segment, where no single business segment contributes more than 50% of companies' total revenue and two or more segments each contributes at least 20% of total revenue

10. Type of Instrument (relevant option may be selected (√)):

Sl. No.	Category	
1	Plain vanilla debentures	
2	Structured/ market linked debentures	
3	Municipal bonds	
4	Green debt securities	
5	Perpetual debt instruments	
6	Others (Please specify)	

11. Whether tax free (relevant option may be selected (√)):

Sl. No.	Category	
1	Yes	
2	No	

If tax free, quote the relevant section of the Income Tax Act, 1961 under which it is tax free.

12. Whether bonds/ debentures fall under *'Infrastructure'* category as per Government notification (relevant option may be selected (√)):

Sl. No.	Category	
1	Yes	
2	No	

C. Issue details:

Sl. No.	Category	
13	Mode of issue (relevant option may be selected (√))	
a	Public issue	
b	Private Placement - indicate if EBP/ non-EBP	
c	Bonus issue	
d	Scheme of arrangement	
e	Others, please specify	
14	Scheduled opening date* (if applicable)	
15	Scheduled closing date* (if applicable)	
16	Actual closing date*	
17	Arranger/ lead manager to the issue (name, address & contact details)	
18	Registrar (name, address & contact details)	
19	Debenture trustee (name, address, contact details including grievance/ complaints email address & website address)	
20	Total Allotment Quantity	
21	Issue price (per instrument)	
22	Issue Size including Green Shoe Option (if applicable)	
a	Issue Size (total allotment quantity * face value)	
b	Green Shoe Option (yes/ no)	
c	Amount raised (total allotment quantity * issue price)	
23	Date of allotment	
24	Listed/ unlisted/ to be listed	
25	Name of the stock exchange (in which listed or proposed to be listed) and date of listing (if listed)	

** mandatory in case of private placement and public issue*

26. Further issuance under same ISIN (yes/ no). If yes, provide the following details of all the previous issuances under the same ISIN:

Sl. No.	Date of allotment	Allotment quantity	Cumulative quantity	Issue price (in Rs.)	Issue size (in Rs. crore)	Cumulative issue size (in Rs. crore)	Total amount raised (in Rs. crore)	Cum. amount raised (in Rs. crore)

27. Objects of the issue (details):

D. Instrument details:

28. ISIN:

29. Series/ tranche (if any):

30. Tranche No. (If any):

31. Instrument description (short):

32. Instrument description (long):

33. Face value (per instrument):

34. Tenure of the instrument at the time of issuance (in ___years; ____months; __days)

35. Whether secured or unsecured (relevant option may be selected (√):

Sl. No.	Category	
1	Secured	
2	Unsecured	

If secured, provide complete details regarding the assets secured/ hypothecated/ mortgaged etc.)

36. Whether Guaranteed or Partially guaranteed (relevant option may be selected (√)):

Sl. No.	Category	
1	Guaranteed	
2	Partially guaranteed	
3	Not guaranteed	

If guaranteed, provide complete details regarding the guarantee:

a) Name of guarantor:

b) Percentage of guarantee:

c) Other details of guarantee:

37. Credit enhancement details:

a) Credit enhancement facility availed (yes/ no):

b) If yes, provide complete details regarding the credit enhancement:

i. Nature of Credit Enhancement

ii. Amount of Credit Enhancement

iii. Other details of Credit Enhancement

38. Principal protected (yes/ no):

39. Seniority in repayment (relevant option may be selected (√)):

Sl. No.	Category	
1	Senior	
2	Subordinate – Tier 1	
3	Additional Tier 1	
4	Subordinate – Tier 2	
5	Subordinate – Tier 2-Upper	
6	Subordinate – Tier 2-Lower	
7	Subordinate – Tier 3	
8	Perpetual	
9	Unsubordinated	

40. Coupon basis (relevant option may be selected (√)):

Sl. No.	Category	
1	Fixed	
2	Variable (If variable, please specify the benchmark and the spread over/ under the benchmark; mention floor value and cap value if any)	
	a) Index Linked	
	b) Equity Linked	
	c) Commodity linked	
	d) MIBOR linked	
	e) Inflation Linked	
	f) G-Sec Linked	
	g) Credit Linked	
	h) Bank Marginal Cost of Funds based Lending Rate (MCLR) linked	
	i) Others	
3	Zero coupon	

41. Coupon type (relevant option may be selected (√)):

Sl. No.	Category	
1	Simple	
2	Compounding	

If compounding, provide details of frequency of compounding.

42. Coupon rate (If variable, please specify the benchmark and the spread over/ under the benchmark; mention floor value and cap value if any):

43. Whether step up/ step down coupon basis is available (relevant option may be selected (√)):

Sl. No.	Category	
1	Step up	
2	Step down	

If yes, kindly provide the details thereof along with details of coupon reset value(s) and date(s) of reset.

44. Undertaking that the Day Count Convention is calculated as *'Actual/ Actual'.*

45. A hyperlink (downloadable) for the 'allotment confirmation letter' reflecting the number of ISINs to be allotted to be made available.

46. Whether put option available (yes/ no):

    a) If yes, provide specified dates:

    b) Put option can be exercised at (discount/ premium/ par) (relevant option may be selected (√)):

Sl. No.	Category	
1	Discount	
2	Premium	
3	Par	

47. Whether call option available (yes/ no):

    a) If yes, provide specified dates:

    b) Call option can be exercised at (discount/ premium/ par) (relevant option may be selected (√)):

Sl. No.	Category	
1	Discount	
2	Premium	
3	Par	

48. Indicate whether the instrument is rated (relevant option may be selected (√)):

Sl. No.	Category	
1	Yes	
2	No	

49. Credit rating with name of CRA and date of credit rating:

    a) Current rating (if rated by multiple CRAs, include all such ratings):

Name of the CRA	Credit rating	Rating outlook	Date of credit rating	Date of rating change	Verification status of CRAs (verified/ not verified)	Date of verification

b) Earlier rating and date of rating (if any):

Name of the CRA	Credit rating	Rating outlook	Date of credit rating	Verification status of CRAs (verified/ not verified)	Rating action (new, upgrade, downgrade, reaffirm)	Date of verification

50. Redemption date/ last conversion date (if convertible):

51. Redemption type (relevant option may be selected (√)):

Sl. No.	Category	
1	Full redemption	
2	Partial redemption (including details, if redemption is due to exercise of call or put option)	
	a) By face value redemption	
	b) By quantity redemption	

52. Details of Partial Redemption:

Sl. No.	Partial redemption dates	Face value/ quantity redemption	If redemption is based on quantity (specify whether on lot basis or pro-rata basis)

53. Redemption premium details (if any):

54. Maturity type (please specify) (relevant option may be selected (√)):

Sl. No.	Category	
1	Fixed maturity	
2	Fixed maturity with call feature	
3	Fixed maturity with put feature	
4	Fixed maturity with call and put feature	
5	Amortization plan	
6	Amortization plan with call feature	
7	Amortization plan with put feature	
8	Amortization plan with call & put	
9	Perpetual	
10	Perpetual with call	
11	Perpetual with put	
12	Extendible	
13	Others	

55. Default history information:

Whether there have been any defaults/ delays in servicing any other debt security issued by the issuer? If yes, details thereof:

ISIN	Nature of the issue	Issue size	Due date of interest/ redemption (DD/MM/YYYY)	Actual payment date details (DD/MM/YYYY)	Default details	Verification status of debenture trustee (yes/ no)	Date of verification

56. “Shelf prospectus/ Information Memorandum/ Offer Documents/ Tranches/ Series” hyperlink (downloadable) or hyperlink to stock exchange(s) website:

Annex - XIV-B

List of data fields to be submitted by issuer to stock exchanges on a periodical basis (once a year) and/or '*as and when'* basis (event based)

1. Listing Details:

Sl. No.	ISIN	Allotment date	Listing date	Listing quantity	First issue/ further issue	Exchange

(In case of restructuring of ISIN, the old ISIN may be marked as 'restructured' or the restructured ISIN may suitably be flagged for easy identification. Furthermore, in case of partly paid non-convertible debentures as and when ISIN has been changed due to increase in face value, it should be updated regularly in the centralised data base. Reissuances or further issuance under same ISIN nomenclature with specific amount for the said reissuance or further issuance should be reflected separately.)

2. A hyperlink of 'Listing Notification by stock exchange' [final approval] hyperlink (downloadable):

3. Details of record date:

Sl. No.	ISIN	Record date	Interest/ redemption	Date of payment of interest/ redemption

4. Details of credit rating:

a) Current rating details:

ISIN	Name of the CRA	Credit rating	Outlook	Rating action (new, upgrade, downgrade, reaffirm)	Date of credit rating	Verification status of CRAs (verified/ not verified)	Date of verification

b) Earlier rating details:

ISIN	Name of the CRA	Credit rating	Outlook	Rating action (new, upgrade, downgrade, reaffirm)	Date of credit rating	Verification status of CRAs (verified/ not verified)	Date of verification

5. Payment Status:

a) Whether Interest payment/ redemption payment made (yes/ no):

b) Details of interest payments:

Sl. No.	Particulars	Details
1	ISIN	
2	Issue size	
3	Interest Amount to be paid on due date	
4	Frequency - quarterly/ monthly	
5	Change in frequency of payment (if any)	
6	Details of such change	
7	Interest payment record date	
8	Due date for interest payment (DD/MM/YYYY)	
9	Actual date for interest payment (DD/MM/YYYY)	
10	Amount of interest paid	
11	Date of last interest payment	
12	Reason for non-payment/ delay in payment	

c) Details of redemption payments:

Sl. No.	Particulars	Details
1	ISIN	
2	Type of redemption (full/ partial)	
3	If partial redemption, then	
	a. By face value redemption	
	b. By quantity redemption	
4	If redemption is based on quantity, specify, whether on: a. Lot basis b. Pro-rata basis	
5	Reason for redemption (call, put, premature redemption, maturity, buyback, conversion, others (if any))	
6	Redemption date due to put option (if any)	
7	Redemption date due to call option (if any)	
8	Quantity redeemed (no. of NCDs)	
9	Due date for redemption/ maturity	
10	Actual date for redemption (DD/MM/YYYY)	
11	Amount redeemed	
12	Outstanding amount (Rs.)	
13	Date of last Interest payment	

6. Default history information: Have there been any defaults/ delays in servicing any other debt security issued by the issuer? If yes, details thereof:

Nature of the issue	Issue size	Due date of interest/ redemption (dd/mm/yyyy)	Actual payment date details (dd/mm/yyyy)	Default details	Verification status of debenture trustee (yes/ no)	Date of verification

Annex - XIV-C

Timelines for update of information by various parties:

Sl. No.	Activity	Responsibility	Remarks
1	Providing details as per Annex - XIV-A to depository for the instruments being issued	Issuer	At the time of applying for ISIN.
2	Providing details as per Annex - XIV-B to stock exchanges	Issuer	Within one working day of the of the change in such details.
3	Updating the database with details received by stock exchanges as per Annex - XIV-B	Stock Exchanges	On a daily basis.
4	Providing details regarding any variation/changes in the details provided by them to Depository other than the data fields in Annex - XIV-B	Issuer	This information shall be provided by issuers within seven days of the change in such details.
5	Providing the requisite infrastructure and hosting the database based on the information provided by issuers and other information providers	Depositories	On a daily basis.
6	Synchronization of the database of depositories	Depositories	Information shall be synchronized on a daily basis.
7	Sharing of information received by the depository with other depository for hosting	Depositories	Within three working days from the date of receipt of information.
8	Information of extinguishment of debt securities to stock exchanges	Depositories	Within one working day.
9	Verification and updating of subsequent rating migrations information in the database	CRAs	Within one working day from the press release.
10	Verification and updating of default history information about the instrument/ issuer, as applicable in the database	DTs	Within seven days of knowledge of default.
11	Verification of initial rating information provided by the Issuer in respect of the ISINs for the instruments.	CRAs	In case of any variation, CRAs update the same within three working days.

Chapter XV – Reporting of primary issuances[23]

Disclosure by issuers of non-convertible securities on private placement basis:

1. Issuers, who have made private placements of non-convertible securities and for whom accessing the EBP platform is not mandatory, shall upload details of such private placements as per format given at **Annex – XV-A.** The said information has to be uploaded with any one of the EBPs within one working day of allotment of securities.

Daily and monthly reports on primary market issuance by stock exchanges and depositories:

2. EBPs shall update on their websites, details of issuances done through the EBP platform at the end of the day after the acceptance of the bid by the issuer in the format at **Annex - XV-B.**

3. Stock exchanges and depositories shall maintain a primary market data repository on their website as per the format as enclosed at **Annex - XV-C** wherein details of all type of primary issuances (Public/ EBP/ Non-EBP) of listed debt securities shall be displayed on a daily basis**.**

[23] *SEBI/HO/DDHS/CIR/P/2018/05 dated January 05, 2018*

Annex - XV-A

Details of allotment in private placement:

Details of Investors to whom allotment has been made			
Name	**QIB/ Non-QIB**	**Category i.e. Scheduled Commercial Banks, MF, Insurance Company, Pension Fund, Provident Fund, FPI, PFI, Corporate, Others.**	**Amount invested in Rs. crore**

Annex - XV-B

Data related to EBP:

Bidding date	Issuer name	ISIN	Issue description	Type of issuance (fresh/ Re-issuance)	Allotment date	Face value	Amount raised in Rs. Cr (should be in face value)	(Maturity date)	Coupon	Price	Credit rating	Type of bidding (open/ closed)	Manner of allotment (uniform/ multiple yield/ price)	Manner of settlement (Clearing Corporation/ Escrow mechanism)	Link to the PM/ IM	No. of successful bidders	
																QIBs	Non-QIBs

Annex - XV-C

Primary Market Repository:

ISIN	Issuer name	Issue description	Issue type (fresh issuance/ re-issuance)	Issue size in Rs. crore*	Issue price in Rs.	Issue allotment date	Maturity date	Coupon (%)	Credit Rating	Mode of issuance (public/ EBP/ non-EBP)

**Issue size = Total number of bonds issued * face value*

Chapter XVI – Reporting of trades[24]

[See Regulation 21 of SEBI NCS Regulations, 2021 and Regulations 38 and 38H of SEBI SDI Regulations, 2008]

1. **Reporting and clearing of trades in non-convertible securities:**

1.1. All OTC trades in non-convertible securities shall be reported only on any one of the reporting platforms provided in the debt segment of stock exchanges viz. NSE, BSE and MSEI within fifteen minutes of the trade.

1.2. All regulated entities, listed corporates, "Institutional Investors" as defined under SEBI ICDR Regulations, 2018, all India financial institutions and any other entity as allowed by stock exchanges from time to time may use the RFQ platform of stock exchanges for interaction amongst the market participants to negotiate transactions amongst themselves, where an initiator may request other participants for a quote.

1.3. The reporting of trades in non-convertible securities shall be made by all person(s) dealing in such securities irrespective of whether they are SEBI registered intermediaries or otherwise.

1.4. Mutual funds, while reporting their trades in such securities shall also report their inter-scheme transfers on the reporting platform of exchanges. The mutual funds, or the brokers/ intermediaries acting on their behalf shall ensure that inter-scheme transfers are indicated separately while reporting the same.

1.5. All trades in non-convertible securities shall necessarily be cleared and settled either through NSCCL or ICCL or MCCIL.

2. **Reporting and clearing of trades in SDIs:**

2.1. All trades in SDI (listed or unlisted) by mutual funds, foreign institutional investors/ sub-accounts/ qualified foreign investors/ foreign portfolio investors, alternative investment funds, foreign venture capital investors and portfolio managers and RBI regulated entities shall be reported on any one of the trade reporting platforms of either NSE, BSE or MSE within fifteen minutes of the trade. The reporting of a trade must be done by the buyer and the seller on the same platform to ensure matching of both sides of the trades.

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[24]SEBI/CFD/DIL/BOND/1/2006/12/12 dated December 12, 2006; SEBI/CBM/BOND/1/2007/01/03 dated March 01,2007; SEBI/CBM/BOND/2/2007/13/04 dated April 13, 2007; SEBI/IMD/DOF-1/BOND/Cir-3/2009 dated July 31, 2009; SEBI/IMD/DOF-1/BOND/Cir-4/2009 dated October 16, 2009; CIR/IMD/DF/6/2010 dated July 30, 2010; Cir./IMD/DF/8/2012 dated March 05, 2012; CIR/IMD/DF/1/2014 dated January 07, 2014; CIR/MRD/DP/10 /2014 dated March 21, 2014; and SEBI letter no. IMD/DOF-1/Bond/V/182601/2009 dated November 10, 2009;

2.2. To provide transparency and efficient pricing of SDI, the reporting platforms shall provide continuous data pertaining to SDI, comprising of issuer name, ISIN number, face value, maturity date, current coupon, last price reported, last amount reported, last yield (annualized) reported, weighted average yield/ price, total amount reported and rating of SDI. The stock exchanges shall also provide on its website offer document/ continuous disclosures, if any, relating to the SDI traded and such other additional information pertaining to the trade/ reporting.

2.3. All trades in SDI (listed or unlisted) done between specified entities namely, mutual funds, foreign institutional investors/ sub-accounts/ qualified foreign investors/ foreign portfolio investors, alternative investment funds, foreign venture capital investors and portfolio managers and RBI regulated entities, as specified by RBI, shall necessarily be cleared and settled through NSCCL or ICCL or MCCIL.

2.4. Specified entities shall ensure that their systems and processes are adequate for implementation of the provisions of this circular.

3. **Reporting and clearing of trades in CPs or CDs:**

3.1. All SEBI regulated entities shall report their OTC transactions in CPs and CDs on the FIMMDA reporting platform within 15 minutes of the trade for online dissemination of market information as per detailed guidelines issued by FIMMDA.

3.2. All SEBI regulated entities shall settle their OTC trades in CDs and CPs on the lines of already existing process for settlement of OTC trades in non-convertible securities, through NSCCL, ICCL and MCCIL.

4. **Reporting of trades by both seller and buyer:**

Trades reported on the stock exchange reporting platform shall be confirmed by both buyer and seller (excluding FPIs). The stock exchanges shall provide a mechanism on the reporting platform for such mandatory confirmation.

5. **Availability of RFQ platform and reporting platform**:

5.1. The RFQ platform of stock exchanges shall be available from 9 AM to 5 PM on all working days. Stock exchanges shall ensure that the norms are harmonious between them.

5.2. All reporting platforms of stock exchanges shall be operational from 9 AM to 5:15 PM or as may be prescribed from time to time.

5.3. All trades that take place after 5 PM on the day of the trade shall be reported between 9 AM to 9:15 AM the next day.

6. **Other obligations:**

6.1. There shall be no shut period during which trades/ transfers are restricted for payment of interest or part redemptions. For other corporate actions such as redemptions/ put-call options, issuers may choose to specify a shut period.

6.2. Stock exchanges shall coordinate among themselves to ensure that the information reported with them is aggregated, checked for redundancy and disseminated on their website in a homogenous manner. The reporting may be made to either platform of BSE or NSE but not to both for the same transaction. Although, reporting may be done at either of the exchange platforms, BSE and NSE shall ensure that all the relevant details are disseminated by both the stock exchanges on their websites and that there is no segregation of data between the exchanges on the basis of its reporting origin.

6.3. Trade repository hosted by stock exchanges and depositories shall have appropriate link/ URL for an ISIN to the Centralised Database. Stock exchanges and depositories shall put in place a mechanism to enable the same.

6.4. The format to display reported trades and trades executed through RFQ platform on real time basis by stock exchanges is as under:

Table 1: Trade and Settlement data of debt securities

Deal type* (brokered/ direct/ IST)	ISIN	Listed/ unlisted security	Issuer name	Coupon (%)	Issue description	Traded price in Rs.	Trade yield (%)	Yield type (YTC/ YTP/YTM)#	Trade value in Rs. lakh (in face value term)	Trade date & time	Settlement date	Settlement status^ (settled/ not settled/ pending	Reported trade/ trade executed on RFQ platform

**Deal Type: Direct - Deals among participants done directly and reported by participants; Brokered - deals done/ transacted through broker and reported by participants;*
IST – Inter-Scheme Transfers - Deals within schemes of same mutual fund/ Insurance Company;
#Yield Type: The dealer/ user calculate yield and select the type at the time of reporting;
^Settlement status will be updated at EOD.

6.5. Further, the details of each individual trade occurred in that particular ISIN shall also be made available as a dropdown at ISIN level.

6.6. To capture data from all the platforms on which the trades of debt securities takes place, stock exchanges shall provide trades in debt securities across stock exchanges summarized on the basis of ISIN on daily basis in the following format:

Table 2: Secondary Market Repository
(Separate table for OTC including RFQ and capital market segment)

Exchange flag	Trade date	ISIN	Listed/ unlisted security	Issuer name	Issue description	Coupon (%)	Maturity date	Credit rating	No. of trades	Total trade value* in Rs. lakh	Last trade price	Weighted average price	Weighted average yield

**Traded Value - Face value for OTC and traded value in case of cash segment;*

6.7. Stock exchanges may share the listing file between them on daily basis.

6.8. All transactions cleared and settled in terms of this circular will be subject to such norms as may be specified by NSCCL, ICCL and MCCIL.

6.9. NSE, BSE, MSEI and Clearing Corporations of said exchanges are directed to:

a) have necessary amendments to the bye- laws, rules and regulations for the implementation of the above decision as may be applicable and necessary.

b) have necessary arrangements for smooth implementation of this circular.

Chapter XVII - Listing of Commercial Paper[25]

[See Chapter VI of SEBI NCS Regulations, 2021]

A. **An issuer who desires to list CP shall forward an application for listing along with following disclosures to the concerned stock exchange(s).**

Disclosures to be provided along with the application for listing:

1. **Details pertaining to the issuer:**

1.1. Details of the issuer:

a) Name, address, CIN and PAN;

b) Line of business;

c) Chief executive (Managing Director/ President/ CEO/ CFO); and

d) Group affiliation (if any).

1.2. Details of the directors:

Table 1: Format for details of directors

Sl. No.	Name, designation and DIN	Age	Address	Director since	List of other directorships

1.3. Details of change in directors in last three financial years including change, if any, in the current year:

Table 2: Details of change in directors

Sl. No.	Name, designation and DIN	Date of appointment/ resignation	Date of cessation (in case of resignation)	Remarks/ reasons for change

[25] *SEBI/HO/DDHS/DDHS/CIR/P/2019/115 October 22, 2019; and SEBI/HO/DDHS/DDHS/CIR/P/2019/167-CP dated December 24, 2019;*

1.4. List of top 10 holders of equity shares of the company as on the latest quarter end:

Table 3: Details of equity share holders

Sl. No.	Name and category of shareholder	Total no. of equity shares	No of shares in demat form	Total shareholding as % of total no. of equity shares

1.5. Details of the statutory auditor:

Table 4: Details of statutory auditor

Name and address	Date of appointment	Remarks (viz. reasons for change etc.)

1.6. Details of the change in statutory auditors in last three financial years including any change in the current year:

Table 5: Details of change in statutory auditors

Sl. No.	Name and address	Date of appointment/ resignation	Director of cessation (in case of resignation)	Remarks (viz. reasons for change etc.)

1.7. List of top 10 NCD holders (as on …….):

Table 6: Details of top NCD holders

Sl. No.	Name of NCD holder	Category of NCD holder	Face value of NCD holding	NCD holding % as a percentage of total NCD outstanding of the issuer

1.8. List of top 10 CP holders (as on …….):

Table 7: Details of top CP holders

Sl. No.	Name of CP holder	Category of CP holder	Face value of CP holding	CP holding % as a percentage of total CP outstanding of the issuer

2. **Material Information:**

2.1. Details of all default(s) and/ or delay in payments of interest and principal of CPs, (including technical delay), debt securities, term loans, external commercial borrowings and other financial indebtedness including corporate guarantee issued in the past 5 financial years including in the current financial year.

2.2. Ongoing and/ or outstanding material litigation and regulatory strictures, if any.

2.3. Any material event/ development having implications on the financials/ credit quality including any material regulatory proceedings against the issuer/ promoters, tax litigations resulting in material liabilities, corporate restructuring event which may affect the issue or the investor's decision to invest/ continue to invest in the CP.

3. **Details of borrowings of the company, as on the latest quarter end:**

3.1. Details of debt securities and CPs:

Table 8: Details of debt securities and CPs

Series	ISIN	Tenor/ period of maturity	Coupon	Amount issued	Date of allotment	Redemption date/ schedule	Credit rating	Secured/ unsecured	Security	Other details *viz.* details of IPA, details of CRA

3.2. Details of secured/ unsecured loan facilities/ bank fund based facilities/ rest of the borrowing (if any, including hybrid debt like foreign currency convertible bonds (FCCB), optionally convertible debentures/ preference shares) from banks or financial institutions or financial creditor, as on last quarter end:

Table 9: Details of loan facilities, bank fund based facilities, other borrowings, etc.

Lender's Name/ Name of the Bank	Nature of facility/ Instrument	Amount sanctioned	Principal amount outstanding	Repayment date/ schedule	Security, if applicable	Credit rating, if applicable	Asset classification

3.3. The amount of corporate guarantee or letter of comfort issued by the issuer along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc.) on behalf of whom it has been issued, contingent liability including DSRA guarantees/ any put option etc.

4. **Issue Information:**

4.1. Details of current tranche including ISIN, amount, date of issue, maturity, all credit ratings including unaccepted ratings, date of rating, name of credit rating agency, its validity period, declaration that the rating is valid as at the date of issuance and listing, details of issuing and paying agent and other conditions, if any[26].

4.2. CP borrowing limit, supporting board resolution for CP borrowing, details of CP issued during the last 15 months.

4.3. End-use of funds.

4.4. Credit support/ enhancement (if any):

a) Details of instrument, amount, guarantor company;

b) Copy of the executed guarantee;

c) Net worth of the guarantor company;

d) Names of companies to which guarantor has issued similar guarantee;

e) Extent of the guarantee offered by the guarantor company; and

f) Conditions under which the guarantee will be invoked.

4.5. Where an issue is made by an issuer who has been in existence for less than three years, a disclosure that the issue is open for subscription only to Qualified Institutional Buyers[27].

5. **Financial Information:**

5.1. a. Audited/ limited review half yearly consolidated (wherever available) and standalone financial information (Profit & Loss statement, Balance Sheet and Cash Flow statement) along with auditor qualifications, if any, for last three years along with latest available financial results, if the issuer has been in existence for a period of three years and above; or,

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[26]Modified vide SEBI/HO/DDHS/P/CIR/2021/0692 dated December 17, 2021. Prior to amendment, the clause read as under:

"Details of current tranche including ISIN, amount, date of issue, maturity, all credit ratings including unaccepted ratings, date of rating, name of credit rating agency, its validity period (details of credit rating letter issued not older than one month on the date of opening of the issue), details of issuing and paying agent and other conditions, if any."

[27] Inserted vide SEBI/HO/DDHS/P/CIR/2021/0692 dated December 17, 2021.

b. Audited/ limited review half yearly consolidated (wherever available) and standalone financial information (Profit & Loss statement, Balance Sheet and Cash Flow statement) along with auditor qualifications, if any, pertaining to the years of existence, if the issuer has been in existence for less than three years[28].

5.2. Latest audited financials should not be older than six months from the date of application for listing.

5.3. Provided that listed issuers (who have already listed their specified securities and/ or NCDs and/ or NCRPS) who are in compliance with SEBI LODR Regulations, 2015, and/ or issuers (who have outstanding listed CPs) who are in compliance with the continuous listing conditions mentioned at paragraphs 7-10 below, may file unaudited financials with limited review for the stub period in the current year, subject to making necessary disclosures in this regard including risk factors.

5.4. Latest available limited review quarterly financial results in case an issuer is not having any listed specified securities and is required to prepare such results on quarterly basis for consolidation of financial results of its holding company, under the requirement of any applicable law(s).

6. **ALM disclosures:**

6.1. NBFCs/ HFCs seeking to list their CPs shall also make disclosures as specified in Chapter III of this circular.

6.2. On approval of the listing application by the concerned stock exchange(s), the disclosures so provided along with the application for listing, shall be made available on the website of the concerned stock exchange(s).

B. **Post listing, the issuer shall make the following disclosures during the tenure of the CP(s) to the concerned stock exchange(s), which in turn shall disseminate the same on its website.**

Continuous disclosure requirements for listed CPs:

7. **Financial results:**

[28]*Modified vide SEBI/HO/DDHS/P/CIR/2021/0692 dated December 17, 2021. Prior to amendment, the clause read as under:*

"Audited/ limited review half yearly consolidated (wherever available) and standalone financial information (profit & loss statement, balance sheet and cash flow statement) along with auditor qualifications, if any, for last three years along with latest available financial results."

7.1. Issuers who have listed their specified securities under Chapter IV of SEBI LODR Regulations, 2015 and also have outstanding listed CPs shall prepare and submit financial results in terms of regulation 33 of SEBI LODR Regulations, 2015 and additional line items as required under regulation 52(4) of SEBI LODR Regulations, 2015.

7.2. Issuers who have listed NCDs, NCRPS' or both under Chapter V of SEBI LODR Regulations, 2015 and also have outstanding listed CPs or who only have outstanding listed CPs shall prepare and submit financial results in terms of regulation 52 of SEBI LODR Regulations, 2015.

However, if an issuer is required to prepare financial results for the purpose of consolidated financial results of its parent company in terms of regulation 33 of SEBI LODR Regulations, 2015, such issuers shall submit financial results in terms of paragraph 5 above or shall submit quarterly financial results that have been prepared for the purpose of consolidation of their parent company.

8. **Material events or Information:** The issuer shall disclose the following details to the stock exchange(s) as soon as possible but not later than 24 hours from the occurrence of event (or) information:

8.1. Details such as expected default/ delay/ default in timely fulfilment of its payment obligations for any of the debt instrument;

8.2. Any action that shall affect adversely, fulfilment of its payment obligations in respect of CPs;

8.3. Any revision in the credit rating;

8.4. A certificate confirming fulfilment of its payment obligations, within 2 days of payment becoming due.

9. Issuers who are NBFCs/ HFCs, shall simultaneously submit to stock exchanges, latest Asset Liability Management statements as and when they submit the same to RBI.

10. A certificate from the CEO/ CFO to the recognized stock exchange(s) on quarterly basis certifying that CP proceeds are used for disclosed purposes, and adherence to other listing conditions, as specified in this chapter.

11. The stock exchange(s) shall put in place:

11.1. necessary systems and procedures for monitoring of disclosures as specified above.

11.2. a framework for imposition of fine, in case of non-compliance and/ or inappropriate disclosures by issuers.

Chapter XVIII – Additional interest for non-payment of interest/ redemption[29]

[See Regulations 20 and 23(1) of SEBI NCS Regulations, 2021]

1. In case of default (including delay) in payment of interest and/ or redemption of principal on the due dates for debt securities issued on private placement or public issue, additional interest of at least @ 2% p.a. over the coupon rate shall be payable by the issuer for the defaulting period.

2. In case of default (including delay) in payment of dividend and/ or redemption of principal on the due dates for NCRPS issued on private placement or public issue, additional dividend of at least @ 2% p.a. over the rate of dividend shall be payable by the issuer for the defaulting period.

[29] *SEBI/ HO/ MIRSD/ DOS3/CIR/P/2019/68 dated May 27, 2019;*

Chapter XIX – Publishing Investor Charter and Disclosure of Complaints by Merchant Bankers on their Websites[30]

1. Investor Charter is a brief document containing details of services provided to investors, their rights, dos and don'ts, responsibilities, investor grievance handling mechanism and timelines thereof etc., at one single place, in a lucid language, for ease of reference.

2. All registered Merchant Bankers are advised to disclose on their websites, the Investor Charter for each of the below mentioned categories, as provided at **Annex - XIX - A** to this circular:

   a. Public issue of debt securities;

   b. Public issue of non-convertible redeemable preference shares; and

   c. Private placement of debt securities and non-convertible redeemable preference shares.

3. Additionally, in order to bring about further transparency in the investor grievance redress mechanism, all registered Merchant Bankers shall also disclose on their respective websites, data on complaints received against them or against issues dealt by them and redressal status thereof, latest by the seventh day of the succeeding month, as per the format enclosed at **Annex - XIX - B** to this circular.

4. These disclosure requirements are in addition to the existing requirements pertaining to the investor grievance handling mechanism, under various Regulations, circulars and directions, issued by SEBI and/ or stock exchanges.

5. The provisions of this chapter came into effect from January 01, 2022.

[30] *SEBI/HO/DDHS/P/CIR/2021/0669 dated November 26, 2021;*

Annex - XIX - A

INVESTOR CHARTER- PUBLIC ISSUE OF DEBT SECURITIES

VISION STATEMENT:

To continuously earn trust of investors and emerge as a solution provider with integrity.

MISSION STATEMENT:

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

DESCRIPTION OF ACTIVITIES/ BUSINESS OF THE ENTITY:

DETAILS OF SERVICES PROVIDED TO INVESTORS – PUBLIC ISSUE:

1. Upload Draft Offer Document on stock exchange/ lead manager/ SEBI/ Issuer's website. Invite public comments within seven working days therefrom.
2. Upload the application form and the abridged prospectus on the lead managers' website.
3. Ensure material contracts and documents are available for inspection as per details in the offer document.
4. Issuer to publish a statutory advertisement, on or before the issue opening date in accordance with SEBI (Issue and Listing of Non-convertible Securities) Regulations, 2021 (NCS Regulations).
5. Issuer and stock exchange(s) to disseminate all information and reports including compliance reports by placing them on their websites.
6. Material developments relating to the issue up to the commencement of listing and trading shall be publicly disseminated through public notices/ advertisements.
7. Investors can request for a copy of the offer document and/ or application form and the same shall be provided by the issuer/ lead manager(s).
8. Listing and the commencement of trading on the stock exchanges shall be within six working days of the offer closing date or such other time as may be prescribed by SEBI.
9. Disclose on lead managers' websites - Track record of the performance of the public issues managed by it, for a period of three financial years from the date of listing for each public issue.
10. Disclose the entire process of basis of allotment in the final offer document.
11. Debenture trustees to ensure independent assessment and diligence for the security offered for the proposed issue and also ensure dissemination of information as per the NCS Regulations.
12. Issuer can roll-over the debt securities by providing notice and publicly disseminating such information as per the applicable regulations.

13. Issuer to promptly inform the stock exchange(s) all information bearing on its performance/ operation, price sensitive information or any action that shall affect payment of interest/ coupon or redemption of the debt securities.

TIMELINES

Sr. No.	Activity	Timeline for which activity takes place	Information where available
1	Filing of draft offer document by company for public comments	0	Websites of stock exchanges, lead manager, issuer and SEBI.
2	Receipt of public comments on offer document	Seven working days from draft offer document filing.	-
3	Statutory advertisement	On or before the Issue opening date.	Newspaper advertisement
4	Issue opening date	On or after statutory advertisement.	Final offer document available on websites of stock exchanges, lead manager, issuer and SEBI .
5	Availability of application forms with abridged prospectus	Till issue closure date	Websites of stock exchanges and lead manager.
6	Display of total demand in the issue	Issue opening date till issue closure date.	Updated on websites of stock exchanges.
7	Commencement of trading – pubic issue	On or before six working days from Issue closure date	Final offer document available on websites of stock exchanges, lead manager, issuer and SEBI.
8	Unblocking ASBA Accounts	Within five working days	In case of delay the issuer shall pay interest at the rate of 15% per annum (Reg. 35(2) of NCS Regulations).
9	Allotment status and allotment advice	Completion of basis of allotment.	By email/ post/ SMS
10	Track record of public issue	Listing date	Lead manager's website

RIGHTS OF INVESTORS:

1. Investors can request for a copy of the offer document and/ or application form and the same shall be provided by the issuer/ lead manager(s).
2. Multiple applications can be bided through a single PAN and re-categorization is also done basis PAN clubbing and total bid amount.
3. Option to modify the bid except for modification of either DP Id/ Client ID or PAN Id but not both.
4. Modification to the bid details to be undertaken by approaching the respective intermediary. Facility of re-initiation/ resend of UPI mandate shall be available only on bid entry day up to 5:00 pm.

5. Investor can withdraw his/ her application prior to the issue closing date. Post issue closure, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the basis of allotment.
6. The investor shall be compensated for delay in allotment, demat credit and refunds, unblocking of funds/ refunds, beyond the time limit as may be prescribed under applicable statutory and/ or regulatory requirements.
7. An investor can submit the bid-cum-application form through the App or web interface developed by stock exchanges.
8. Investors get email and SMS messages w.r.t. allotment status. Allotment advice is sent through email/ physical to successful allottees post completion of allotment.
9. Right to attend meetings as and when such meetings are called by the debenture trustees.
10. Right of free transferability and nomination subject to applicable laws and regulations.
11. Such other rights, as may be available to the holder of debt securities under the Companies Act, the Listing Regulations and the Articles of Association of the Company and other applicable laws.

DOs AND DON'Ts FOR INVESTORS:

(for complete dos and don'ts, may refer to offer document)

DOs:

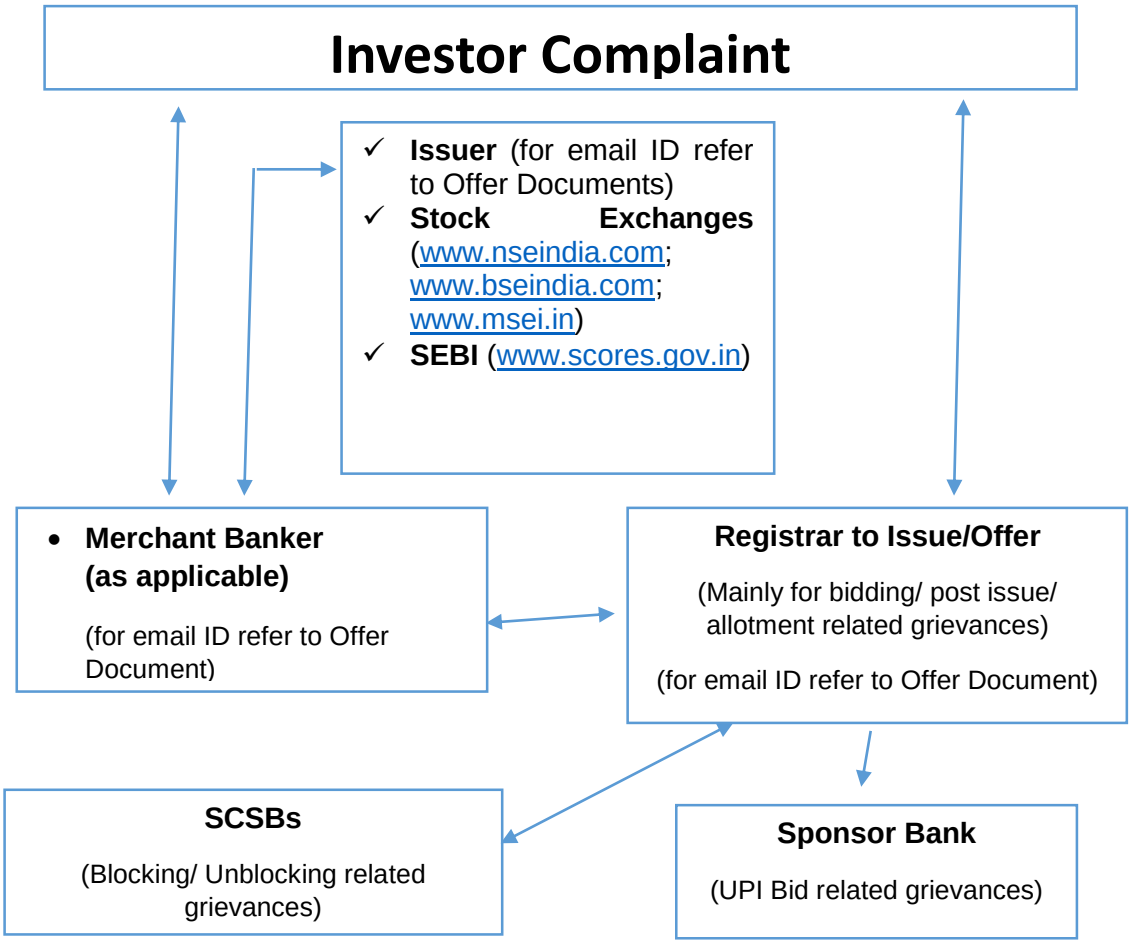
1. Check the eligibility to apply as per the terms of the offer document and applicable laws, including Indian Contract Act, 1872.
2. Read all the instructions carefully and complete the application form.
3. Submission of bids – only ASBA *(by either writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms; or mentioning UPI ID in order to block the funds*).
4. Retail individual investors using the UPI Mechanism to ensure that they submit bids up to the application value of ₹2,00,000 (or as stipulated by SEBI).
5. Ensure availability of sufficient funds in the ASBA Account before submitting the application form.
6. Read all the instructions carefully and complete the bid- cum-application form, as the case may be, in the prescribed form.
7. Ensure that application form is submitted to the designated intermediary, before the closure of application hours on the issue closing date.
8. For joint applications, ensure that the beneficiary account is held in the names of the same applicants and such names are in the same sequence in which they appear in the application form.
9. Ensure an acknowledgement slip is collected as proof.
10. Obtain all the necessary approvals from the relevant statutory and/ or regulatory authorities before applying.
11. Ensure that the application form is signed by the ASBA account holder in case the investor is not the account holder.

12. Ensure that the bidder's depository account is active, the correct DP ID, Client ID, PAN, UPI ID, as applicable, are mentioned in the bid-cum-application form.
13. Ensure that the application form bears the stamp of the relevant designated intermediary(ies) to whom it is submitted.
14. Tick the relevant column "Category of Investor" and option/ series of debt securities in the application form.
15. Guardians applying for minor applicants need to mention the PAN of the minor.

Don'ts:

1. Do not apply for lower than the minimum application size.
2. Do not pay the application amount in cash, by money order, postal order or by stock invest.
3. Do not apply or submit the bid for an amount more than the funds available in your ASBA account or than the applicable investment limit.
4. Do not submit a bid using UPI ID, if you are not a retail individual investor.
5. Do not bid through an incorrect UPI handle or using a bank account of a SCSB and/ or mobile applications not mentioned in the SEBI list.
6. Do not submit more than five application forms per ASBA Account.
7. Do not use any third-party bank account or third-party linked bank account UPI ID.
8. Do not submit the application form without inserting date of birth for first/ sole applicant.
9. Do not submit application without an Indian registered address for the investor.
10. Do not submit applications made by an investor who is ineligible as per relevant regulatory guidelines, as mentioned in the offer document.
11. Investors should not submit applications seeking allotment in dematerialized form whose demat accounts have been 'suspended for credit'.
12. Do not submit applications to the designated intermediaries at centres other than those mentioned in the application form.

INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT



TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES:

Best efforts should be undertaken by lead manager (LM) to resolve the grievances within T+30 days. A desirable indicative timeline is as follows:

Sr. No.	Activity	No. of calendar days
1	Investor grievance received by the lead manager	T
2	Lead Manager to the offer to identify the concerned intermediary and endeavour to forward the grievance to the concerned intermediary/ies on T day itself	T+1
3	The concerned intermediary/ies to respond to the lead manager with an acceptable reply/ proof of resolution	X
5	Lead manager, the concerned intermediary/ies and the investor shall exchange between themselves additional information related to the grievance, wherever required.	Between T and X
4	LM to reply to the investor with the reply/ proof of resolution	X+3

NATURE OF INVESTOR GRIEVANCES FOR WHICH THE AFORESAID TIMELINE IS APPLICABLE:

1. Delay in unblocking of funds.
2. Non allotment/ partial allotment of non-convertible debt securities.
3. Non receipt of non-convertible debt securities in demat account.
4. Amount blocked but application not bid.
5. Non-receipt of interest/ coupon/ redemption amount.
6. Application bid but amount not blocked.
7. Any other nature as may be informed from time to time.

MODE OF RECEIPT OF INVESTOR GRIEVANCE:

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

1. Letter/ email from the investor addressed to the lead manager at its address/ email id, mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc.
2. On the SCORES mechanism.

NATURE OF ENQUIRIES FOR WHICH THE LEAD MANAGER SHALL BE RESPOND TO/ ESCALATED PROMPTLY:

1. Availability of application form.
2. Availability of offer document.
3. Process for participating in the issue/ mode of payments.
4. List of SCSBs/ syndicate members.
5. Date of issue opening/ closing/ allotment/ listing.
6. Technical setbacks in net-banking services provided by SCSBs/ UPI mechanism.
7. Any other query of similar nature.

RESPONSIBILITIES OF INVESTORS (EXPECTATIONS FROM THE INVESTORS):

1. Read and understand offer documents, terms of investment, issue process and timelines, application form, and issue related literature carefully and fully before investing.
2. Consult his or her own tax consultant with respect to the specific tax implications.
3. After the company is listed, investors should regularly check for such information on the stock exchange website regarding all the material developments and material corporate announcements.

INVESTOR CHARTER - PUBLIC ISSUE OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES (NCRPS)

VISION STATEMENT:

To continuously earn trust of investors and emerge as solution provider with integrity.

MISSION STATEMENT:

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

DESCRIPTION OF ACTIVITIES/ BUSINESS OF THE ENTITY:

IPO: Act as Merchant Banker to Issuer

DETAILS OF SERVICES PROVIDED TO INVESTORS:

1. Draft offer document hosted on the website of the issuer, merchant bankers and the stock exchanges for seeking public comments for a period of seven working days.
2. Final offer document, abridged prospectus and application form uploaded on the websites of the lead managers and the issuer for dissemination.
3. Advertisement in a national daily with wide circulation, on or before the issue opening date containing necessary disclosure as required under regulations.
4. Bidding process through an electronically linked transparent bidding facility provided by the stock exchange(s).
5. Listing and the commencement of trading of the NCRPS on the stock exchanges within the timeline as prescribed by SEBI.
6. Disclose on its website, the track record of the performance of the public issues managed by it.

TIMELINES:

Sr. No.	Activity	Timeline for which activity takes place	Information where available/ Remarks
1	Filing of draft offer document by company for public comments	T	Websites of stock exchanges, lead manager, issuer and SEBI.
2	Receipt of public comments on offer document	Seven working days from DRHP filing.	-
3	Statutory advertisement	On or before the Issue opening date.	Newspaper advertisement.
4	Issue opening date	On or after statutory advertisement.	Final Offer Document available on websites of stock exchanges, lead manager, issuer and SEBI.

Sr. No.	Activity	Timeline for which activity takes place	Information where available/ Remarks
5	Availability of application forms	Issue opening date till issue closure date.	Final offer document available on websites of stock exchanges, lead manager, issuer and SEBI.
6	Total demand in the issue	Issue closure date.	Updated on websites of stock exchanges .
7	Commencement of trading	On or before six working days from Issue closure date.	Final Offer Document available on websites of stock exchanges, lead manager, issuer and SEBI
8	Unblocking ASBA Accounts	Within five working days.	In case of delay the issuer shall pay interest at the rate of 15% per annum (Reg. 35(2) of NCS).
9	Allotment status and allotment advice	Completion of basis of allotment.	By email/ post/ SMS.
10	Track record of IPOs	Listing date	Lead Manager's website.

RIGHTS OF INVESTORS:

1. Request for a copy of the offer document and/ or application form from the issuer/ lead manager(s).
2. Get email and SMS messages w.r.t. allotment status and allotment advice through email/ physical to successful allottees post completion of basis of allotment.
3. If allotted NCRPS, all rights as a NCRPS holder (as per offer document).

DOs AND DON'Ts FOR THE INVESTORS:

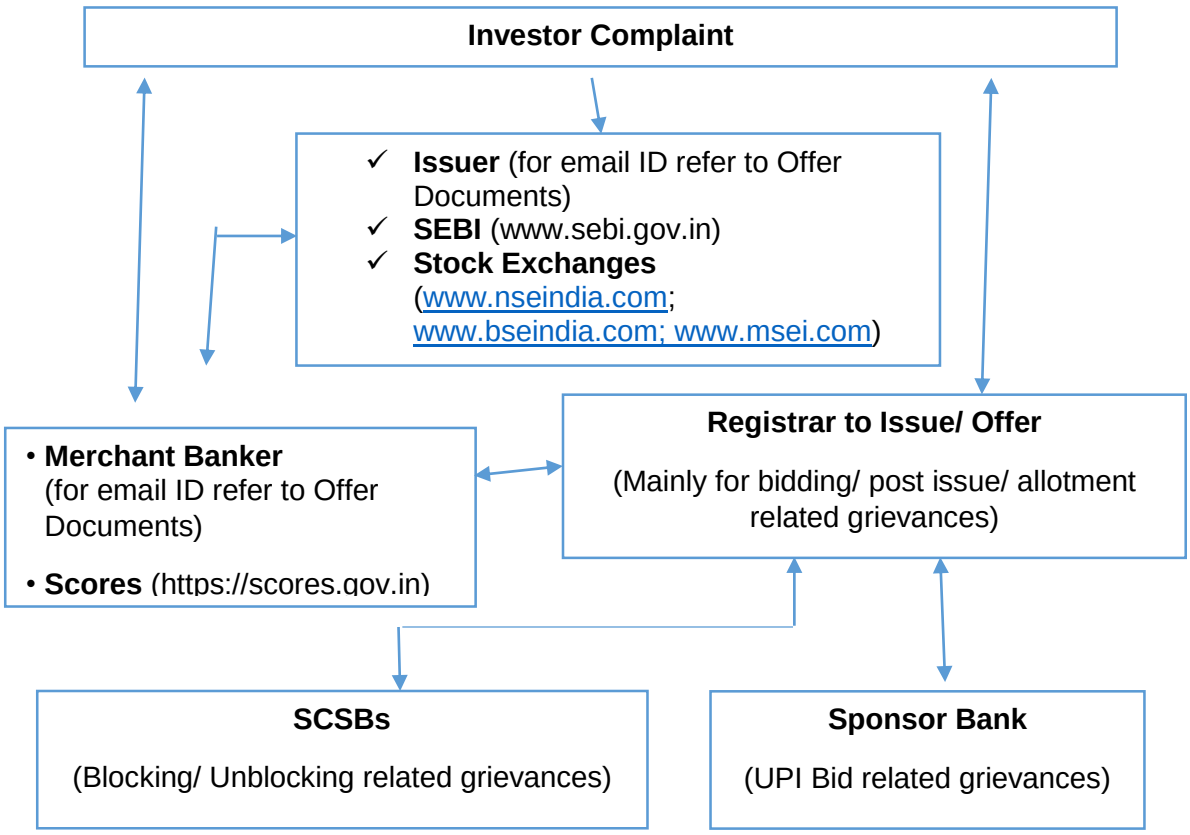
DOs:

1. Check eligibility in prospectus and applicable laws, rules, regulations, guidelines and approvals.
2. Read all the instructions carefully and complete the application form in the prescribed form.
3. Ensure all necessary approvals under applicable laws to participate in the issue are in place before submitting the application form.
4. Ensure that the DP ID, the Client ID and PAN mentioned in the application form, entered into the electronic system of the stock exchange are correct and match with the DP ID, Client ID and PAN available in the depository database; ensure that the depository account is active.
5. Ensure the ASBA Account number (for all applicants other than UPI Investors applying using the UPI Mechanism) is mentioned in the application form.
6. Ensure funds equal to the application amount in the ASBA Account or account used to apply through UPI mechanism is available.
7. Submit application forms at the designated branches of SCSBs or the collection centres provided in the application forms, bearing the stamp of the relevant designated intermediary/ designated branch of the SCSB.

DON'Ts:

1. Do not submit application on plain paper or on incomplete or illegible application forms.
2. Do not apply for lower than the minimum application size.
3. Do not pay the application amount in cash, by cheque, by money order or by postal order or by stock invest.
4. Do not submit the application form to any non-SCSB bank.
5. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (wherever applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue.
6. Do not submit the application form without ensuring that the funds equivalent to the entire application amount are available for blocking in the relevant ASBA Account; or in the case of UPI Investors, making application using the UPI Mechanism, in the UPI-linked bank account where funds for making the application are available.

INVESTOR GRIEVANCE REDRESS MECHANISM AND HOW TO ACCESS IT:



TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES:

Best efforts should be undertaken by lead manager to resolve the grievances within T+30 days. A desirable indicative timeline is as follows:

Sr. No.	Activity	No. of calendar days
1	Investor grievance received by the lead manager	T
2	Lead Manager to the offer to identify the concerned intermediary and it shall be endeavoured to forward the grievance to the concerned intermediary/ies on T day itself	T+1
3	Investor may escalate the pending grievance, if any, to a senior officer of the lead manager of rank of Vice President or above	T+21
4	The concerned intermediary/ies to respond to the lead manager with an acceptable reply	X
5	Lead manager, the concerned intermediary/ies and the investor shall exchange between themselves additional information related to the grievance, wherever required	Between T and X
6	LM to respond to the investor with the reply	Upto X+3

NATURE OF INVESTOR GRIEVANCE FOR WHICH THE AFORESAID TIMELINE IS APPLICABLE:

1. Delay in unblocking of funds.
2. Non allotment/ partial allotment of securities.
3. Non receipt of securities in demat account.
4. Amount blocked but application not bid.
5. Application bid but amount not blocked.
6. Any other grievance as may be informed from time to time.

MODES OF RECEIPT OF INVESTOR GRIEVANCE:

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above:

1. Letter/ email from the investor addressed to the lead manager at its address/ e-mail ID, mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application, mode of application, etc. Letter/ email to also contain contact information of the investor (e-mail, address and valid phone number).
2. On the SCORES mechanism.

NATURE OF ENQUIRIES FOR WHICH LEAD MANAGER SHALL ENDEAVOUR TO RESOLVE SUCH ENQUIRIES/ QUERIES PROMPTLY DURING THE ISSUE PERIOD:

1. Availability of application form.
2. Availability of offer document.
3. Process for participating in the issue/ mode of payments.
4. List of SCSBs/ syndicate members.
5. Date of issue opening/ closing/ allotment/ listing.
6. Technical setbacks in net-banking services provided by SCSBs/ UPI mechanism.
7. Any other query of similar nature.

RESPONSIBILITIES OF INVESTORS (EXPECTATIONS FROM THE INVESTORS):

1. Investors should read offer documents, application form, and issue related literature carefully and fully before investing.
2. Investors should fully understand the terms of investment and timelines involved in the issue process as disclosed in the offer document, application form, and issue related literature.
3. Investor should consult his or her own tax consultant with respect to the specific tax implications.
4. Shareholders should ensure to register their correct email ID with the company or depository for timely updates on corporate actions, takeover, etc.
5. Investors should ensure active demat/ broking account before investing.

INVESTOR CHARTER- PRIVATE PLACEMENT OF NON-CONVERTIBLE SECURITIES

VISION STATEMENT:

To continuously earn trust of investors and emerge as a solution provider with integrity.

MISSION STATEMENT:

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

DESCRIPTION OF ACTIVITIES/ BUSINESS OF THE ENTITY:

Act as Arranger to Private Placement, if appointed by the Issuer;

DETAILS OF SERVICES PROVIDED TO INVESTORS:

1. Issuers disclosure of all covenants of the issue (including side letters, accelerated payment clause, etc.) in the placement memorandum.
2. Issuers may assist non-QIB Investors to register on the electronic bidding provider platform as a one-time exercise.

TIMELINES

Sr. No.	Activity	Timeline for which activity takes place	Information where available/ Remarks
1	Company to make intimation to the stock exchange(s) at least two business days prior to the passing of the Board resolution in relation to the Issue.	Two days prior to the board resolution.	Stock exchange
2	Board resolution for approving the issuance (shareholder's approval is not required for private placement of debt if the issuance is within the borrowing limits under Section 180(1)(c) of the Companies Act).	Within 30 minutes	Stock exchange
3	Investor needs to do register on the EBP platform.	At least two days before the scheduled date of bidding.	Stock exchange
4	Companies with issue size of Rs. 100 crore and above will have to register themselves on the EBP mechanism of the Stock exchange(s) and the entire process-right from uploading of information memorandum, mapping of investors/ arrangers, bidding, pay-ins, allocation will happen through the EBP mechanism.	Two days before the scheduled date of bidding.	Stock exchange

Sr. No.	Activity	Timeline for which activity takes place	Information where available/ Remarks
5	Issue opens and closes	Issue should remain open for minimum one hour.	Stock exchange
6	To conduct committee/ board meeting to identify the investors and issue the private placement offer letter to the identified investors.	Within one hour of the closure of bidding	-
7	Allotment and receipt of funds	To be completed latest within two working days of closure of issue.	-
8	Filing of listing application and obtaining trading approval from the stock exchange(s).	To be completed latest within four working days of closure of issue.	Stock exchange

RIGHTS OF INVESTORS:

1. Receive clear, accurate and easy to understand, issue related documents in order to make a well informed investment decision.
2. Material modification in the structure of debt securities shall be made only after obtaining the consent of the requisite majority of investors.
3. Right to attend meetings as and when such meetings are called by the debenture trustees.
4. Right of free transferability, nomination subject to applicable laws and regulations.
5. Such other rights, as may be available to the holder of securities under the Companies Act, the SEBI Listing Regulations and the Articles of Association of the Company and other applicable laws.

DOs AND DON'Ts FOR THE INVESTORS:

DOs:

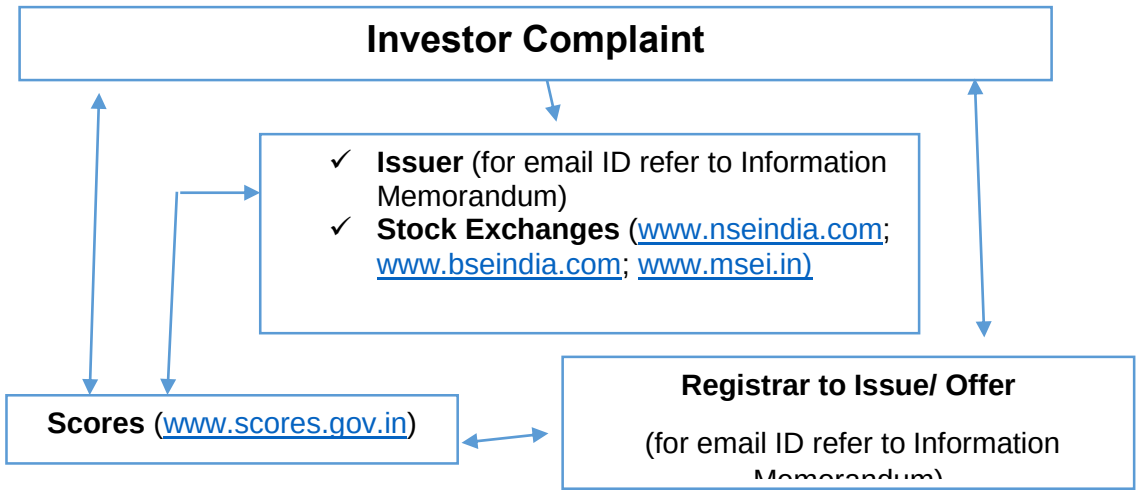
1. Check the eligibility to apply as per the terms of the placement memorandum and applicable laws, including the Indian Contract Act, 1872.
2. The investor is advised to go through the information memorandum, its terms and conditions, all types of covenants, clauses pertaining to security, events of defaults, cross defaults, etc. thoroughly.
3. The applicants should submit the required KYC documents along with the application form.
4. All applications duly completed and accompanied with necessary documents are to be submitted to the Company.
5. The subscription amount shall be remitted by way of RTGS/ NEFT to the clearing corporation account of the exchange.

6. Abide by the terms and conditions of the investment and timelines involved in the issue process.
7. Ensure accurate update of demographic details with depositories - including the address, name, investor status, bank account details, PAN, e-mails addresses, contact details, etc.
8. Ensure active demat/ broking account before investing as securities will be allotted in dematerialized form.
9. Issuer, debenture trustee and stock exchange(s) to disseminate all information and reports including compliance reports by placing them on their websites, in case of debt securities, as applicable under the NCS Regulations.
10. Debenture trustees to ensure independent assessment and diligence for the security offered for the proposed issue of debt securities.

DON'Ts:

1. Do not pay the application amount in cash, by money order, postal order or by stock invest.
2. Do not submit application on plain paper or on incomplete or illegible application forms.
3. Do not apply if your demat account has been 'suspended for credit'.
4. Apart from the dos and don'ts mentioned herein above, investors are required to read the information memorandum and application form carefully.

INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT



TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES:

Best efforts will be undertaken by lead manager to resolve the grievance within T+30 days. A desirable indicative timeline is as follows:

Sr. No.	Activity	No. of calendar days
1	Investor grievance received by the Issuer and/ or the RTA	T
2	The Issuer and/or the RTA to respond to the investor with an acceptable reply	T+10
3	The Issuer and/or the RTA and the investor shall exchange between themselves additional information related to the grievance, wherever required	Between T and T+10
4	In case any further coordination / information is required by Issuer / RTA, final response to the investor should be sent	Up to T+20

NOTE:

It is not mandatory for the issuer to appoint a merchant banker or any other entity as advisor or arranger for the private placement of debt and even if appointed, they are NOT involved in the entire process of issuance and hence the investors will have to take up their grievance/s directly with the Company.

NATURE OF INVESTOR GRIEVANCE FOR WHICH THE AFORESAID TIMELINE IS APPLICABLE:

1. Non-allocation/ allotment of non-convertible debt securities after payment of application amount.
2. Non receipt of non-convertible debentures in demat account.
3. Non receipt of interest/ coupon/ redemption amount by the investor.
4. Any other grievance as may be informed from time to time.

MODE OF RECEIPT OF INVESTOR GRIEVANCE:

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

1. Letter/ email from the investor addressed to the issuer and/ or to the RTA at address/ email ID mentioned in the information/ placement memorandum, detailing nature of grievance, details of application/ bidding, details of bank account, date of application/ date of bidding on electronic book mechanism, etc.
2. On the SCORES mechanism.

NATURE OF ENQUIRIES/ QUERIES FOR WHICH THE ISSUER AND/ OR THE RTA SHALL ENDEAVOUR TO RESOLVE/ ESCALATE PROMPTLY:

1. Process for applying in the private placement of non-convertible debentures and making payments.
2. Terms of the private placement, allotment methodology, issue period, date of allotment, date of listing.
3. Any other query of similar nature.

RESPONSIBILITIES OF INVESTORS (EXPECTATIONS FROM THE INVESTORS):

1. Pay-in towards the allotment of securities shall be done from the account of the bidder/ investor.
2. Consult his or her own tax consultant with respect to the specific tax implications.
3. Investors should provide full and accurate information in the application form as maybe required while making an application and keep records of the same.
4. Investors should ensure active demat/ broking account before investing.
5. Investors need to read all the terms and conditions and disclosures carefully before investing. Merchant bankers merely act in the capacity of arrangers to the issue.
6. Investor to confirm that it is not declared as willful defaulter as per RBI circular.

Annex - XIX - B

Format for investors complaints' data to be displayed by registered merchant bankers on their respective websites:

Data for every month ending -

Sr. No.	Received from	Pending as at the end of last month	Received during particular month	Resolved during particular month*	Total Pending during particular month #	Pending complaints > 1 month	Average Resolution time^ (in days)
1	Directly from Investors						
2	SEBI (SCORES)						
3	Stock exchanges (if relevant)						
4	Other Sources (if any)						
5	**Grand Total**						

Trend of monthly disposal of complaints for the financial year:

Sr. No.	Month	Carried forward from previous month	Received during particular month	Resolved during particular month*	Pending at the end of particular month#
1	April, YYYY				
2	May, YYYY				
3	June, YYYY				
4	……				
5	March, YYYY				
	Grand Total				

^ *Average Resolution time is the sum total of time taken to resolve each complaint in days, in the current month divided by total number of complaints resolved in the current month.*

* *Inclusive of complaints of previous months resolved in the current month.*

 # Inclusive of complaints pending as on the last day of the month.

Trend of annual (financial year) disposal of complaints (for 3 years on rolling basis):

Sr. No.	Year	Carried forward from previous year	Received during particular year	Resolved during particular year	Pending at the end of particular year
1	2019-20				
2	2020-21				
3	2021-22				
	Grand total				

Chapter XX - Bank account details for payment of fees[31]

[See Regulations 13, 51(2) and 57(3) and Clauses 2 and 4 of Schedule VI of SEBI NCS Regulations, 2021, Regulations 4(3), 7(b), 22(2) and Clause 2 of Schedule II of SEBI SDI Regulations]

In order to make payment of fees under the NCS Regulations and SDI Regulations, all issuers, stock exchanges and other entities are advised to follow the below mentioned procedure:

a. Remit the fees only to the virtual accounts as given below:

Name of the Bank	ICICI Bank Ltd.
IFSC Code	I C I C 0 0 0 0 1 0 6
Beneficiary Name	Securities and Exchange Board of India

Type of Fees	**Virtual Account Code**
Regulatory Fee – Private Placement of Debt Securities	SEBIRCDEBTPRIVPLC
Regulatory Fee – Private Placement of Non-convertible Redeemable Preference Shares	SEBIRCNCRPSPRIVPLC
Regulatory Fee – Private Placement of Commercial Papers	SEBIRCCPPRIVPLC
Regulatory Fee – Private Placement of Non-equity Regulatory Capital	SEBIRCNERCPRIVPLC
Regulatory Fee – Public Issue of Debt Securities	SEBIRCDEBTPUBLICPLC
Regulatory Fee – Public Issue of Non-convertible Redeemable Preference Shares	SEBIRCNCRPSPUBLICPLC
Filing Fee – Public Issue of Securitised Debt Instruments	SEBIRCSDIPUBLICPLC
Registration Fees – Trustee/ Special Purpose Distinct Entity (includes Application/ Registration/ Annual)	SEBIRCSPDE
Exemption Fees - Under LODR/ NCS	SEBIRCEXEMPTFEE
Informal Guidance	SEBIRCIG

b. Provide the remittance particulars by email at od-ddhs@sebi.gov.in, immediately after the remittance is made, in the following format:

Name of the Remitter	Date of Remittance	Amount Remitted	Name of the Origin Bank	UTR/ Transaction Ref No.	Purpose for which remittance is made

c. Not to transfer or pay the fees though any other means/ mode which would create reconciliation issues and hence, delay the processing.

d. The aforesaid remittance mechanism came into effect from October 1, 2021.

[31]*Letters to BSE and NSE dated September 24, 2021; NSE Circular Ref. No: NSE/CML/2021/09 dated September 28, 2021; BSE Notice No. 20210929-2 dated September 29, 2021;*

Annex - 1

List of circulars repealed:

Sl. No.	Date	Circular reference	Subject
1	24-07-1992	Ref : SE/7026	Guidelines for public issues
2	01-11-2002	D&CC/FITTC/CIR - 13/2002	Mandatory admission of debt instruments on both the depositories
3	27-10-2004	MRD/DoP/SE/Dep/Cir-36/04	Mandatory admission of debt instruments on both the Depositories
4	12-12-2006	SEBI/CFD/DIL/BOND/1/2006/12/12	Corporate Bond Market – Launch of Reporting Platform
5	01-03-2007	SEBI/CBM/BOND/1/2007/01/03	Corporate Bond Market – Reporting Platform to also be set up by NSE
6	13-04-2007	SEBI/CBM/BOND/2/2007/13/04	Corporate Bond Market – Launch of Trading Platform
7	23-06-2009	SEBI/IMD/BOND/Cir-2/2009	Clarification on applicability of SEBI Regulations/ Circulars on Initial and Continuous Disclosures for Convertible and Non-Convertible Debt
8	31-07-2009	SEBI/IMD/DOF-1/BOND/Cir-3/2009	Reporting of Inter-Scheme Transfers of Corporate Bonds by Mutual Funds on SEBI Authorized Trade Reporting Platforms at NSE/ BSE/ FIMMDA
9	16-10-2009	SEBI/IMD/DOF-1/BOND/Cir-4/2009	Clearing and Settlement of trades in Corporate Bonds through Clearing Corporations
10	10-11-2009	IMD/DOF-1/Bond/v/182601/2009	Revised Operating Hours for Corporate Bond Reporting Platforms
11	30-07-2010	CIR/IMD/DF/6/2010	Reporting of OTC transactions in Certificates of Deposit (CDs) and Commercial Papers – CPs
12	28-09-2011	Cir. /IMD/DF/17/2011	Guidelines for Issue and Listing of Structured Products/ Market Linked Debentures
13	26-12-2011	CIR./ IMD/DF/22/2011	Public Issue of Debt Securities - Prohibition on payment of incentives
14	05-03-2012	Cir. /IMD/DF/8/2012	Clearing and Settlement of OTC trades in Commercial Paper (CPs) & Certificates of Deposit (CDs)
15	16-04-2012	CIR/IMD-DoF-1/11/2012	Processing of investor complaints against companies applying for listing of debt securities in SEBI SCORES system
16	25-07-2012	CIR/IMD/DF-1/19/2012	Contents of Application Form and Abridged Prospectus for Public Issue of Debt Securities
17	29-10-2013	CIR/IMD/DF/18/2013	Issues pertaining to primary issuance of debt securities
18	07-01-2014	CIR/IMD/DF/1/2014	Reporting of Trades in Securitised Debt Instruments in Trade Reporting Platforms and Clearing and Settlement of trades in Securitised Debt Instruments through Clearing Corporations

Sl. No.	Date	Circular reference	Subject
19	21-03-2014	CIR/MRD/DP/10/2014	Circular on Reporting of OTC Trades in Corporate Bond on Trade Reporting Platform of Stock Exchange
20	17-06-2014	CIR/IMD/DF/12/2014	Base Issue Size, Minimum Subscription, Retention of Over-Subscription Limit and further disclosures in the Prospectus for Public Issue of Debt securities
21	15-09-2015	CIR/IMD/DF/6/2015	Disclosures to be made by NBFCs in the Offer Documents for public issue of Debt Securities under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008
22	11-11-2016	CIR/IMD/DF-1/122/2016	Clarification on aspects related to day count convention for debt securities issued under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008
23	23-12-2016	SEBI/HO/IMD/DF1/CIR/P/2016/140	Filing of Forms PAS-4 and PAS-5in case of issuance of debt securities on private placement basis
24	30-05-2017	CIR/IMD/DF/51/2017	Disclosure Requirements for Issuance and Listing of Green Debt Securities
25	30-06-2017	CIR/IMD/DF-1/67/2017	Specifications related to International Securities Identification Number (ISINs) for debt securities issued under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008
26	05-01-2018	SEBI/HO/DDHS/CIR/P/2018/05	Electronic book mechanism for issuance of debt securities on private placement basis
27	28-03-2018	CIR/DDHS/P/59/2018	Clarifications with respect to circular on “Specifications related to International Securities Identification Number (ISINs) for debt securities issued under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008
28	16-08-2018	CIR/DDHS/P/121/2018	Streamlining the process of public issue under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, SEBI (Public Offer and Listing of Securitised Debt Instruments) Regulations, 2008 and SEBI (Issue and Listing of Debt Securities by Municipalities) Regulations, 2015
29	16-08-2018	SEBI/HO/DDHS/CIR/P/2018/122	Electronic book mechanism for issuance of securities on private placement basis – Clarifications
30	26-11-2018	SEBI/HO/DDHS/CIR/P/2018/144	Fund raising by issuance of Debt Securities by Large Entities
31	22-10-2019	SEBI/HO/DDHS/DDHS/CIR/P/2019/115	Framework for listing of Commercial Paper
32	24-12-2019	SEBI/HO/DDHS/DDHS/CIR/P/2019/167	Framework for listing of Commercial Paper-Amendments

Sl. No.	Date	Circular reference	Subject
33	23-06-2020	SBI/HO/DDHS/CIR/P/103/2020	Operational framework for transactions in defaulted debt securities post maturity date/ redemption date under provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008
34	13-07-2020	SEBI/HO/DDHS/CIR/P/2020/199	Guidelines for Issue and Listing of Structured Products/ Market Linked Debentures-Amendments
35	05-10-2020	SEBI/HO/DDHS/CIR/P/2020/198	Standardization of timeline for listing of securities issued on a private placement basis
36	06-10-2020	SEBI/HO/DDHS/CIR/P/2020/199	Issuance, listing and trading of Perpetual Non-Cumulative Preference Shares (PNCPS) and Innovative Perpetual Debt Instruments (IPDIs)/ Perpetual Debt Instruments (PDIs) (commonly referred to as Additional Tier 1 (AT 1) instruments)
37	23-11-2020	SEBI/HO/DDHS/CIR/P/2020/233	Introduction of Unified Payments Interface (UPI) mechanism and Application through Online interface and Streamlining the process of Public issues of securities under - SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (ILDS Regulations), SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (NCRPS Regulations), SEBI (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008 (SDI Regulations) and SEBI (Issue and Listing of Municipal Debt Securities) Regulations, 2015 (ILDM Regulations)
38	04-06-2021	SEBI/HO/DDHS/DDHS1/P/CIR/2021/572	Centralized Database for Corporate Bonds/ Debentures

Specific provisions repealed:

Sl. No.	Date	Circular reference	Subject
1	27-05-2019	Clauses 4(a)(i) and (ii) of SEBI/HO/MIRSD/DOS3/CIR/P/2019/68	Enhanced disclosure in case of listed debt securities

Glossary

Acronym	Full form
AoA	Articles of Association
ALM	Asset Liability Management
AMFI	Association of Mutual Funds in India
ASBA	Application Supported by Blocked Amount
AT1	Additional Tier 1
AUM	Assets Under Management
BSE	Bombay Stock Exchange
BPS	Basis points
BTI	Banker to an Issue
CAS	Consolidated Account Statement
CC	Clearing Corporations
CD	Certificate of Deposit
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Corporate Identity Number
CISA	Certified Information Systems Auditor
CoBoSAC	Corporate Bonds and Securitization Advisory Committee
CP	Commercial Paper
CRA	Credit Rating Agency
CS	Company Secretary
DP	Depository Participant
DIN	Director Identification Number
DSRA	Debt Service Reserve Account
DT	Debenture Trustees
EBP	Electronic Book Provider
EOD	End Of Day
FAQ	Frequently Asked Questions
FIMMDA	Fixed Income Money Market and Derivatives Association of India
FMCG	Fast Moving Consumer Goods
FPI	Foreign Portfolio Investor
FY	Financial Year
GDP	Gross Domestic Product
G-Sec	Government Securities
HFC	Housing Finance Company
IBA	Indian Banks Association
IBC	Insolvency and Bankruptcy Code
ICCL	Indian Clearing Corporation Limited
ID	Identity Document
IM	Information Memorandum
ISIN	International Securities Identification Number
IST	Inter Scheme Transfer
JV	Joint Venture
KYC	Know Your Client
KRA	KYC Registration Agency
LC	Large Corporate

Acronym	Full form
LEI	Legal Entity Identifier
LTV	Loan-to-value
MF	Mutual Fund
MIBOR	Mumbai Interbank Offer Rate
MCCIL	Metropolitan Clearing Corporation of India Limited
MCLR	Marginal Cost of Funds based Lending Rate
MFI	Micro Finance Institutions
MLD	Market Linked Debt securities
MSEI	Metropolitan Stock Exchange of India Limited
MSME	Micro, Small and Medium Enterprise
NBFC	Non-banking Finance Company
NCD	Non-convertible Debentures
NCLAT	National Company Law Appellate Tribunal
NCLT	National Company Law Tribunal
NCRPS	Non-convertible Redeemable Preference Shares
NCS	Non-convertible Securities
NPA	Non-performing asset
NPCI	National Payments Corporation of India
NRI	Non-resident Investor
NSCCL	National Securities Clearing Corporation Limited
NSE	National Stock Exchange of India Limited
OTC	Over the Counter
PAN	Permanent Account Number
PCPS	Perpetual Cumulative Preference Shares
PDI	Perpetual Debt Instrument
PFI	Public Financial Institution
PM	Placement Memorandum
PNCPS	Perpetual Non-cumulative Preference Shares
PONV	Point of Non Viability
PSU	Public Sector Undertaking
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RCPS	Redeemable Cumulative Preference Shares
RFQ	Request for Quote
RNCPS	Redeemable Non-cumulative Preference Shares
RTI/ STA	Registrar to an issue and Share Transfer Agent
SB	Stock Broker
SCORES	SEBI Complaints Redress System
SCSB	Self-Certified Syndicate Bank
SDI	Securitised Debt Instruments
SMS	Short Messaging Service
UPI	Unified Payments Interface
URL	Uniform Resource Locator
YTC	Yield to Call
YTM	Yield to Maturity
YTP	Yield to Put