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COMMUNIQUE TO REGISTRAR & TRANSFER AGENTS

CDSL/OPS/RTA/POLCY/2023/152

August 4, 2023

SEBI - AMENDMENTS TO GUIDELINES FOR PREFERENTIAL ISSUE AND INSTITUTIONAL PLACEMENT

Issuer / RTAs are advised to refer to the press release of SEBI Circular viz. – **SEBI/HO/DDHS-PoD-2/P/CIR/2023/114** dated **July 05, 2023**, regarding **Master Amendments to guidelines for preferential issue and institutional placement of units by a listed REIT [refer Annexure]**.

Issuer / RTAs are advised to take note of the same.

Queries regarding this communiqué may be addressed to: **CDSL – Helpdesk** Emails may be sent to: helpdesk@cdslindia.com and telephone number 08069144800.

sd/-

Nilesh Shah
Asst. Vice President – Operations

CIRCULAR**SEBI/HO/DDHS-PoD-2/P/CIR/2023/114****July 05, 2023****To**

**All Real Estate Investment Trusts (“REITs”)
All Parties to REITs
All Recognised Stock Exchanges
All Depositories
All Merchant Bankers**

Madam/Sir

Sub: Amendments to guidelines for preferential issue and institutional placement of units by a listed REIT

1. SEBI issued circular SEBI/HO/DDHS/DDHS/CIR/P/2019/142 dated November 27, 2019 providing guidelines for preferential issue and institutional placement of units by listed REITs (“Guidelines”). The guidelines were subsequently revised vide circulars SEBI/HO/DDHS/DDHS/CIR/P/2020/35 dated March 13, 2020, SEBI/HO/DDHS/DDHS/CIR/P/2020/184 dated September 28, 2020, SEBI/HO/DDHS/DDHS_Div3/P/CIR/2022/116 dated August 26, 2022 and SEBI/HO/DDHS/DDHS_Div3/P/CIR/2022/130 dated September 28, 2022.
2. Pursuant to feedback received, the said guidelines for preferential issue and institutional placement of units by listed REITs stand modified as under:

- I. Clause 2 of Annexure II of the SEBI circular dated November 27, 2019 (as amended), is modified as under:

“2. Pricing of Units

The institutional placement shall be made at a price not less than the average of the weekly high and low of the closing prices of the units of the same class

quoted on the stock exchange during the two weeks preceding the relevant date:

Provided that the REIT may offer a discount of not more than five percent on the price so calculated, subject to approval of unitholders through a resolution as specified in guideline 2.1.

Explanation: “relevant date” for the purpose of clauses related to institutional placement shall be the date of the meeting in which the board of directors of the manager decides to open the issue.”

3. This circular shall be applicable with immediate effect.
4. This circular is being issued in exercise of powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992 and Regulation 33 of the REIT Regulations. This circular is issued with the approval of the competent authority.
5. This Circular is available on the website of the Securities and Exchange Board of India at www.sebi.gov.in under the category “Legal” and under the drop down “Circulars”.

Yours faithfully,

Ritesh Nandwani
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