

THE GAZETTE OF INDIA
EXTRAORDINARY
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SECURITIES AND EXCHANGE BOARD OF INDIA
NOTIFICATION

Mumbai, the 12th October, 2012

**SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF
DEBT SECURITIES)(AMENDMENT) REGULATIONS, 2012.**

No. LAD-NRO/GN/2012-13/19/5392. - In exercise of the powers under section 30 of the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Board hereby makes the following regulations to amend the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, namely:-

1. These regulations shall be called the Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012.
2. These regulations shall come into force on the thirtieth day from the date of their publication in the Official Gazette.
3. In the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008,—
 - i. In regulation 19, after sub-regulation (2), the following new sub-regulation shall be inserted, namely,-

“(3) Where the issuer has disclosed the intention to seek listing of debt securities issued on private placement basis, the issuer shall forward the listing application along with the disclosures specified in Schedule I to the

recognized stock exchange within fifteen days from the date of allotment of such debt securities.”

ii. In regulation 21, after the words “shall make disclosures” and before the words “as specified in Schedule I”, the words “in a disclosure document” shall be inserted.

iii. After regulation 21, the following new regulation shall be inserted, namely,—
“Filing of Shelf Disclosure Document.

21A. (1) An issuer making a private placement of debt securities and seeking listing thereof on a recognised stock exchange may file a Shelf Disclosure Document containing disclosures as provided in Schedule I.

(2) An issuer filing a Shelf Disclosure Document under sub-regulation (1), shall not be required to file disclosure document, while making subsequent private placement of debt securities for a period of 180 days from the date of filing of the shelf disclosure document:

Provided that the issuer while making any private placement under Shelf Disclosure Document, shall file with the concerned stock exchange updated disclosure document with respect to each tranche, containing details of the private placement and material changes, if any, in the information provided in Shelf Disclosure Document.”

iv. Schedule I shall be substituted with the following, namely,—

“SCHEDULE I

*[See Regulation 5 (2) (b), Regulation 19(3), Regulation 21 and
Regulation 21A]*

DISCLOSURES

1. The issuer seeking listing of its debt securities on a recognized stock exchange shall file the following disclosures along with the listing application to the stock exchange:

A. Memorandum and Articles of Association and necessary resolution(s) for the allotment of the debt securities;

- B. Copy of last three years audited Annual Reports;
 - C. Statement containing particulars of, dates of, and parties to all material contracts and agreements;
 - D. Copy of the Board / Committee Resolution authorizing the borrowing and list of authorized signatories.
 - E. An undertaking from the issuer stating that the necessary documents for the creation of the charge, where applicable, including the Trust Deed would be executed within the time frame prescribed in the relevant regulations/act/rules etc and the same would be uploaded on the website of the Designated Stock exchange, where the debt securities have been listed, within five working days of execution of the same.
 - F. Any other particulars or documents that the recognized stock exchange may call for as it deems fit.
 - G. An undertaking that permission / consent from the prior creditor for a second or *pari passu* charge being created, where applicable, in favor of the trustees to the proposed issue has been obtained.
2. Issuer shall submit the following disclosures to the Debenture Trustee in electronic form (soft copy) at the time of allotment of the debt securities:
- A. Memorandum and Articles of Association and necessary resolution(s) for the allotment of the debt securities;
 - B. Copy of last three years' audited Annual Reports;
 - C. Statement containing particulars of, dates of, and parties to all material contracts and agreements;
 - D. Latest Audited / Limited Review Half Yearly Consolidated (wherever available) and Standalone Financial Information

(Profit & Loss statement, Balance Sheet and Cash Flow statement) and auditor qualifications , if any.

- E. An undertaking to the effect that the Issuer would, till the redemption of the debt securities, submit the details mentioned in point (D) above to the Trustee within the timelines as mentioned in Simplified Listing Agreement issued by SEBI vide circular No.SEBI/IMD/BOND/1/2009/11/05 dated May 11, 2009 as amended from time to time, for furnishing / publishing its half yearly/ annual result. Further, the Issuer shall within 180 days from the end of the financial year, submit a copy of the latest annual report to the Trustee and the Trustee shall be obliged to share the details submitted under this clause with all ‘Qualified Institutional Buyers’ (QIBs) and other existing debenture-holders within two working days of their specific request.

3. The following disclosures shall be made where relevant:

A. Issuer Information

- a. Name and address of the following:-
- i. Registered office of the Issuer
 - ii. Corporate office of the Issuer
 - iii. Compliance officer of the Issuer
 - iv. CFO of the Issuer
 - v. Arrangers, if any, of the instrument
 - vi. Trustee of the issue
 - vii. Registrar of the issue
 - viii. Credit Rating Agency (-ies) of the issue and
 - ix. Auditors of the Issuer

b. A brief summary of the business/ activities of the Issuer and its line of business containing atleast following information:-

- i. Overview
- ii. Corporate Structure
- iii. Key Operational and Financial Parameters * for the last 3 Audited years
- iv. Project cost and means of financing, in case of funding of new projects

* At least covering the following - Consolidated basis (wherever available) else on standalone basis

Parameters	Upto latest Half Year	FY..... ...	FY.....	FY...
For Non-Financial Entities				
Networth				
Total Debt				
of which – Non Current Maturities of Long Term Borrowing				
- Short Term Borrowing				
- Current Maturities of Long Term Borrowing				
Net Fixed Assets				
Non Current Assets				
Cash and Cash Equivalent				
Current Investments				
Current Assets				
Current Liabilities				

Net sales				
EBITDA				
EBIT				
Interest				
PAT				
Dividend amounts				
Current ratio				
Interest coverage ratio				
Gross debt/equity ratio				
Debt Service Coverage Ratios				
For Financial Entities				
Networth				
Total Debt				
of which – Non Current Maturities of Long Term Borrowing				
- Short Term Borrowing				
- Current Maturities of Long Term Borrowing				
Net Fixed Assets				
Non Current Assets				
Cash and Cash Equivalents				
Current Investments				
Current Assets				
Current Liabilities				
Assets Under Management				
Off Balance Sheet Assets				
Interest Income				
Interest Expense				
Provisioning & Write-offs				

PAT				
Gross NPA (%)				
Net NPA (%)				
Tier I Capital Adequacy Ratio (%)				
Tier II Capital Adequacy Ratio (%)				

Gross Debt: Equity Ratio of the Company:-

Before the issue of debt securities	
After the issue of debt securities	

c. A brief history of the Issuer since its incorporation giving details of its following activities:-

i. Details of Share Capital as on last quarter end:-

Share Capital	Rs
Authorized Share Capital	
Issued, Subscribed and Paid-up Share Capital	

ii. Changes in its capital structure as on last quarter end, for the last five years:-

Date of Change (AGM/EGM)	Rs	Particulars

iii. Equity Share Capital History of the Company as on last quarter end, for the last five years:-

Date of Allotment	No of Equity Shares	Face Value (Rs)	Issue Price (Rs)	Consideration (Cash, other than cash, etc)	Nature of Allotment	Cumulative			Remarks
						No of equity shares	Equity Share Capital (Rs)	Equity Share Premium (in Rs)	

Notes: (If any)

iv. Details of any Acquisition or Amalgamation in the last 1 year.

v. Details of any Reorganization or Reconstruction in the last 1 year:-

Type of Event	Date of Announcement	Date of Completion	Details

d. Details of the shareholding of the Company as on the latest quarter end:-

i. Shareholding pattern of the Company as on last quarter end:-

Sr No	Particulars	Total No of Equity	No of shares in	Total Shareholding

		Shares	demat form	as % of total no of equity shares

Notes: - Shares pledged or encumbered by the promoters (if any)

- ii. List of top 10 holders of equity shares of the Company as on the latest quarter end:-

Sr No	Name of the shareholders	Total No of Equity Shares	No of shares in demat form	Total Shareholding as % of total no of equity shares

- e. Following details regarding the directors of the Company:-

- i. Details of the current directors of the Company*

Name, Designation and DIN	Age	Address	Director of the Company since	Details of other directorship

* Company to disclose name of the current directors who are appearing in the RBI defaulter list and/or ECGC default list, if any.

ii. Details of change in directors since last three years:-

Name, Designation and DIN	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks

f. Following details regarding the auditors of the Company:-

i. Details of the auditor of the Company:-

Name	Address	Auditor since

ii. Details of change in auditor since last three years:-

Name	Address	Date of Appointment / Resignation	Auditor of the Company since (in case of resignation)	Remarks

g. Details of borrowings of the Company, as on the latest quarter end:-

i. Details of Secured Loan Facilities :-

Lender's Name	Type of Facility	Amt Sanctioned	Principal Amt outstandin g	Repayment Date / Schedule	Security

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ii. Details of Unsecured Loan Facilities:-

Lender's Name	Type of Facility	Amt Sanctioned	Principal Amt outstanding	Repayment Date / Schedule

iii. Details of NCDs:-

Debt Series	Tenor / Period of Maturity	Coupon	Amount	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured / unsecured	Security

iv. List of Top 10 Debenture Holders (as on)

Sr. No.	Name of Debenture Holders	Amount

Note: Top 10 holders' (in value terms, on cumulative basis for all outstanding debentures issues) details should be provided.

v. The amount of corporate guarantee 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.

- vi. Details of Commercial Paper:- The total Face Value of Commercial Papers Outstanding as on the latest quarter end to be provided and its breakup in following table:-

Maturity Date	Amt Outstanding

- vii. Details of Rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) as on:-

Party Name (in case of Facility) / Instrument Name	Type of Facility / Instrument	Amt Sanctioned / Issued	Principal Amt outstanding	Repayment Date / Schedule	Credit Rating	Secured / Unsecured	Security

- viii. Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Company, in the past 5 years .

ix. Details of any outstanding borrowings taken/ debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option;

h. Details of Promoters of the Company:-

i. Details of Promoter Holding in the Company as on the latest quarter end :-

Sr No	Name of the shareholders	Total No of Equity Shares	No of shares in demat form	Total shareholding as % of total no of equity shares	No of Shares Pledged	% of Shares pledged with respect to shares owned.

i. Abridged version of Audited Consolidated (wherever available) and Standalone Financial Information (like Profit & Loss statement, Balance Sheet and Cash Flow statement) for at least last three years and auditor qualifications , if any. *

j. Abridged version of Latest Audited / Limited Review Half Yearly Consolidated (wherever available) and Standalone Financial Information (like Profit & Loss statement, and Balance Sheet) and auditors qualifications, if any. *

k. Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the

Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the debt securities.

- l. The names of the debenture trustee(s) shall be mentioned with statement to the effect that debenture trustee(s) has given his consent to the Issuer for his appointment under regulation 4 (4) and in all the subsequent periodical communications sent to the holders of debt securities.
- m. The detailed rating rationale (s) adopted (not older than one year on the date of opening of the issue)/ credit rating letter issued (not older than one month on the date of opening of the issue) by the rating agencies shall be disclosed.
- n. If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure(procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document.
- o. Copy of consent letter from the Debenture Trustee shall be disclosed.
- p. Names of all the recognised stock exchanges where the debt securities are proposed to be listed clearly indicating the designated stock exchange.
- q. Other details

- i. DRR creation - relevant regulations and applicability.
- ii. Issue/instrument specific regulations - relevant details (Companies Act, RBI guidelines, etc).
- iii. Application process.

* Issuer shall provide latest Audited or Limited Review Financials in line with timelines as mentioned in Simplified Listing Agreement issued by SEBI vide circular No.SEBI/IMD/BOND/1/2009/11/05 dated May 11, 2009 as amended from time to time , for furnishing / publishing its half yearly/ annual result.

B. Issue details

- a. Summary term sheet shall be provided which shall include at least following information (where relevant) pertaining to the Secured / Unsecured Non Convertible debt securities (or a series thereof):-

Security Name	Name of the bond which includes (Issuer Name, Coupon and maturity year) e.g. 8.70% XXX 2015.
Issuer	
Type of Instrument	
Nature of Instrument	Secured or Unsecured
Seniority	Senior or Subordinated.
Mode of Issue	Private placement
Eligible Investors	
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	

Rating of the Instrument	_____ by _____ Ltd.
Issue Size	
Option to retain oversubscription (Amount)	
Objects of the Issue	
Details of the utilization of the Proceeds	
Coupon Rate	
Step Up/Step Down Coupon Rate ¹	
Coupon Payment Frequency	
Coupon payment dates	Dates on which coupon will be paid.
Coupon Type	Fixed, floating or other coupon structure.
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	
Day Count Basis	Actual/ Actual
Interest on Application Money	
Default Interest Rate	
Tenor	___ Months from the Deemed Date of Allotment
Redemption Date	Dates on which Principal will be repaid.
Redemption Amount	
Redemption Premium /Discount	
Issue Price	The price at which bond is issued
Discount at which security is issued and the effective yield as a result of	

such discount.	
Put option Date	
Put option Price	
Call Option Date	
Call Option Price	
Put Notification Time	Timelines by which the investor need to intimate Issuer before exercising the put option.
Call Notification Time	Timelines by which the Issuer need to intimate investor before exercising the call option.
Face Value	Rs 10 lakhs per instrument for all the issues
Minimum Application and in multiples of __ Debt securities thereafter	
Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Pay-in Date 4. Deemed Date of Allotment	
Issuance mode of the Instrument	Demat only (for private placement)
Trading mode of the Instrument	Demat only (for private placement)
Settlement mode of the Instrument	Insert details of payment procedure
Depository	
Business Day Convention ²	
Record Date	15 days prior to each Coupon

	Payment / Put Option Date / Call Option Date / Redemption date.
Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security).	
Transaction Documents ³	
Conditions Precedent to Disbursement	
Condition Subsequent to Disbursement	
Events of Default	
Provisions related to Cross Default Clause	N/A (Not Applicable) in case clause is not there else full description of the clause to be provided
Role and Responsibilities of Debenture Trustee	
Governing Law and Jurisdiction	

Notes:

1. *If there is any change in Coupon Rate rate pursuant to any event including elapse of certain time period or downgrade in rating , then such new Coupon Rate and events which lead to such change should be disclosed.*
2. *The procedure used to decide the dates on which the payment can be made and adjusting payment dates in response to days when*

payment can't be made due to any reason like sudden bank holiday etc., should be laid down.

3. *The list of documents which has been executed or will be executed in connection with the issue and subscription of debt securities shall be annexed.*

b. In privately placed issues, additional Covenants shall be included as part of the Issue Details on the following lines, as per agreement between the issuer and investor:

- i. Security Creation (where applicable): In case of delay in execution of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of atleast 2% p.a. over the coupon rate till these conditions are complied with at the option of the investor.
- ii. Default in Payment: In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of atleast @ 2% p.a. over the coupon rate will be payable by the Company for the defaulting period
- iii. Delay in Listing: In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Company will pay penal interest of atleast 1 % p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.

The interest rates mentioned in above three cases are the minimum interest rates payable by the Company and are independent of each other.”

U. K. SINHA
CHAIRMAN
SECURITIES AND EXCHANGE BOARD OF INDIA

Footnote:

1. The SEBI (Issue and Listing of Debt Securities) Regulations, 2008 were published in the Gazette of India on 6th June, 2008 vide No. LAD-NRO/GN/2008/13/127878.
