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India
Capital Markets

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This country-specific Q&A provides an overview of capital markets laws and regulations applicable in India.

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India: Capital Markets

1. Please briefly describe the regulatory framework and landscape of both equity and debt capital market in your jurisdiction, including the major regimes, regulators and authorities.

The issuance and listing of securities in India are governed by the Companies Act, 2013, as amended ("**Companies Act**") and other sector specific regulations. Securities and Exchange Board of India ("**SEBI**") is the primary regulator for securities markets which aims to protect the interests of the investors and to promote the development of securities market.

For equity offerings, the filing of offer documents and relevant disclosure requirements are governed by SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), along with other rules and regulations as may be issued by SEBI from time to time.

For debt issuances, the regulatory framework is provided under SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended ("**SEBI NCS Regulations**"). The Reserve Bank of India ("**RBI**"), as a central bank of India, plays a pivotal role in the debt market for government securities. The monetary policy set by the RBI has a direct impact on bond yields and debt securities.

Additionally, the requirements of relevant stock exchanges where the securities are proposed to be listed are to be complied with. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") are the two main stock exchanges in India. Each stock exchange has its own approval process in relation to listing of securities.

2. Please briefly describe the common exemptions for securities offerings without prospectus and/or regulatory registration in your market.

In India, any security offering to the public requires a prospectus filing in terms of the Companies Act[1]. However, an offer of securities to a select group of persons, not exceeding 200 (excluding qualified institutional buyers and employees of a company) in the aggregate in a financial year, does not require a prospectus and regulatory registration.[2] A private placement offer letter is required to be issued in compliance with the Companies Act for such offer.

Footnote(s):

[1] Section 23(1)(a), Companies Act.

[2] Section 42, Companies Act.

3. Please describe the insider trading regulations and describe what a public company would generally do to prevent any violation of such regulations.

Insider trading in India is governed by the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended ("**Insider Trading Regulations**").

The Insider Trading Regulations are applicable to 'trading' which means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities,[3] by insiders on the basis of any private confidential information.

A deeming fiction is created wherein a person having access to the unpublished price sensitive information ("**UPSI**") about the company shall be a 'connected person' unless contrary is proved. It also brings into its ambit persons who may seemingly not occupy any position in the company but are in regular touch with the company and its officers and are involved in the know-how of the company's operations. A person shall be considered as an 'insider' regardless of the manner in which such person came into possession of UPSI.

In compliance with the Insider Trading Regulations, a public company is required to formulate the following policies:

i. ***Policy for 'legitimate purposes':*** A policy for determination of 'legitimate purposes' (which includes sharing of UPSI in the ordinary course of business by an insider partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants).[4]
ii. ***Whistle blower policy:*** A whistle blower policy which

enables employees to report instances of leak of UPSI.[5]

iii. ***Policy for fair disclosure of UPSI:*** A code of practices and procedures for fair disclosure of UPSI.

Additionally, a company is required to take various measures to prevent violation of Insider Trading Regulations, as delineated below:[6]

i. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
ii. Uniform and universal dissemination of UPSI to avoid selective disclosure;
iii. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of UPSI;
iv. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
v. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities;
vi. Ensuring that information shared with analysts and research personnel is not UPSI;
vii. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made; and
viii. Handling of all UPSI on a need-to-know basis.

Footnote(s):

[3] Regulation 2(1)(l), Insider Trading Regulations.

[4] Regulation 3(2A), Insider Trading Regulations.

[5] Regulation 9A(6), Insider Trading Regulations.

[6] Schedule A, Insider Trading Regulations.

4. What are the key remedies available to shareholders of public companies / debt securities holders in your market?

The Companies Act serves as the primary legislation governing shareholder rights in India. Subject to applicable laws and the articles of association of a company, shareholders of Indian companies typically have the following rights:

- Right to receive dividends, if declared. The dividend is to be paid in proportion to the amount paid-up on each share[7];
- Right to attend general meetings and exercise voting rights in proportion to their share in the paid-up equity share capital, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or "e-voting", in accordance with the provisions of the Companies Act;
- Right to access and inspect corporate records including (i) books of account, annual returns and financial statements;[8] (ii) register of members, debenture holders and other security holders;[9] (iii) minutes of general meetings;[10] (iv) register of contracts with related parties;[11] and (v) register of directors and director's shareholding register;[12]
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the articles of association of the company and other applicable laws.

The key remedies available to the shareholders of an Indian company are as follows:

- ***Protection against oppression and mismanagement:*** The shareholders (holding at least 10% of the share capital or representing one-tenth of the total number of minority shareholders) can approach the National Company Law Tribunal for relief against acts of oppression and mismanagement by the company's board or majority shareholders.[13]
- ***Class action suits:*** Minority shareholders of a company may file a class action suit against the company or its directors for any fraudulent, unlawful or wrongful act.[14]

The debt security holders may approach the debenture trustees, appointed in accordance with the SEBI NCS Regulations for redressal of their grievances. They can also initiate enforcement proceedings, if the issuer defaults on repayment.

Moreover, the security holders may file grievances pertaining to securities markets against listed company and market intermediaries by way of SEBI Complaint Redress System ("**SCORES**"), an online platform to facilitate investors to lodge and track their complaints.

Further, in terms of the SEBI Listing Regulations, a listed entity is required to adopt necessary processes and procedures to ensure protection and facilitation of the following rights of shareholders:

- Right to participate in, and to be sufficiently informed of, decisions concerning fundamental corporate changes;
- Opportunity to participate effectively and vote in general shareholder meetings;
- Being informed of the rules, including voting procedures that govern general shareholder meetings;
- Opportunity to ask questions to the board of directors, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations;
- Effective shareholder participation in key corporate governance decisions, such as the nomination and election of members of board of directors;
- Exercise of ownership rights by all shareholders, including institutional investors;
- Adequate mechanism to address the grievances of the shareholders; and
- Protection of minority shareholders from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and effective means of redress.

Footnote(s):

[7] Section 51, Companies Act.

[8] Sections 128 and 136 Companies Act read with Rule 14, The Companies (Management and Administration) Rules, 2014.

[9] Sections 88 and 94, Companies Act, read with Rule 14, The Companies (Management and Administration) Rules, 2014.

[10] Section 119, Companies Act.

[11] Section 189, Companies Act.

[12] Sections 170 and 172, Companies Act.

[13] Section 241, Companies Act.

[14] Section 245, Companies Act.

5. Please describe the expected outlook in fund raising activities (equity and debt) in your market in 2025.

Fundraising by Indian corporates touched a record high in fiscal 2024-25, with ₹3,700 billion being raised through the equity route and ₹11,120 billion from the debt market. In FY25, 78 Indian corporates raised record funding worth ₹1,620 billion through main-board initial public offerings ("**IPOs**") in FY25, over 2.5 times of the ₹619.22 billion mobilised by 76 IPOs in FY24. Fundraising through debt also reached an all-time high of ₹11,123.75 billion (including of InvITs/ReITs). Out of this, ₹11,043.31 crore was raised via private placement of debt and ₹80.44 billion through public bonds.[15]

As far as equity is concerned, fund raising through IPOs has seen a revival in July 2025 with firms proposing to raise approximately $2.4 billion in July.[16] As per data released by London Stock Exchange Group, India remains world's no. 2 IPO market with $5.86 billion in 2025 raised accounting for 12% of proceeds raised globally. According to PRIME Database, there are 143 Indian IPOs being planned worth a potential $26 billion. Of those, 73 have been approved by the regulator.

For debt market, analysts foresee inflows, despite recent outflows amid global trade worries. RBI's gradual and shallow rate cut cycle in FY26 is expected to result in short-term yields to fall, long-term yields to remain relatively sticky and the yield curve to steepen modestly.[17] With most factors being aligned including U.S. yield moderation, contained consumer price index, stable currency, and improved liquidity, Indian debt markets are well-positioned.

Footnote(s):

[15] https://indianexpress.com/article/business/indian-companies-fundraising-ipo-debt-new-high-fy25-9909841/

[16] India's IPO market eyes $2.4 billion in offerings in July as confidence rebounds | Reuters

[17] https://indiamacroindicators.co.in/resources/blogs/indias-debt-market-2025-key-charts-trend-analysis.

6. What are the essential requirements for listing a company in the main stock exchange(s) in your market? Please describe the simplified regime (if any) for company seeking a dual-listing in your market.

SEBI and the stock exchanges (BSE and NSE) regulate the

process for listing a company on the main stock exchange(s). Certain common eligibility requirements for listing a company on BSE and NSE are as follows:

Qualitative criteria:

i. The issuer, any of its promoters, promoter group or directors, or selling shareholders should not be debarred from accessing the capital markets by SEBI.
ii. No statutory authority should have restrained the company from issuing its securities to public through IPO.
iii. The issuer's promoters or directors should not be promoters or directors of any other company which is debarred from accessing the capital markets by SEBI.
iv. The issuer, any of its promoters or directors should not be a wilful defaulter or fraudulent borrower.
v. Any of the issuer's promoters or directors should not be a fugitive economic offender.
vi. There should not be any outstanding convertible securities or any other right which would entitle any person with an option to receive equity shares of the issuer.[18]
vii. The issuer and promoter (other than individuals) have not been referred to the Board of Industrial & Financial Reconstruction ("**BIFR**") and/or no proceedings have been admitted under the Insolvency and Bankruptcy Code, 2016 against the issuer and/or no winding up petition is admitted by any National Company Law Tribunal against the issuer.
viii. The issuer, its promoters and promoter group, have not been in default in payment of listing fees to any stock exchange in the last three years or have not been delisted or suspended from trading in the past.

Quantitative criteria:

i. **Net Tangible Assets:** The issuer should have net tangible assets of at least 30 million, calculated on a restated and consolidated basis, in each of the three preceding full financial years, of which not more than 50%[19] are to be held in monetary assets.[20]
ii. **Operating Profit:** The issuer should have an average operating profit of at least 150 million, calculated on a restated and consolidated basis, during each of the preceding three financial years.[21]
iii. **Net Worth:** The issuer should have a net worth of at least 10 million, calculated on a restated and consolidated basis, during each of the preceding three financial years.[22]
iv. **Revenue:** In the event the issuer has changed its name within the last one year, at least 50% of the revenue, calculated on a restated and consolidated basis, for the preceding financial year has been earned by the activity indicated by its new name.[23]
v. **Paid-up Capital:** The post-issue paid-up equity capital of the issuer shall not be less than 100 million and the capitalization of the issuer shall not be less than 250 million[24].
vi. **Issue size:** The minimum issue size is required to be 100 million.

Note: If the issuer is not satisfying the conditions stipulated in (i) to (iv) above, it shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least 75% of the net offer to qualified institutional buyers.

While a public company may issue such class of securities for the purpose of listing on permitted stock exchanges in permissible foreign jurisdictions,[25] a foreign company is not permitted to dual list on the stock exchanges of India.

Footnote(s):

[18] This requirement does not apply to: (i) outstanding options granted to employees, whether currently an employee or not, pursuant to an employee stock option scheme in compliance with applicable law; (ii) outstanding stock appreciation rights granted to employees pursuant to a stock appreciation right scheme, which are fully exercised for equity shares prior to the filing of the red herring prospectus (in case of book-built issues) or the prospectus (in case of fixed price issues), as the case may be, and disclosures regarding such stock appreciation rights and the scheme and the total number of equity shares resulting from the exercise of such rights are made in the draft offer document and offer document; and (iii) fully paid-up outstanding convertible securities which are required to be converted on or before the date of filing of the red herring prospectus (in case of book-built issues) or the prospectus (in case of fixed price issues), as the case may be.

[19] If more than 50% of the net tangible assets are held in monetary assets, the issuer should have utilised or made firm commitments to utilise the excess monetary assets in business or project. It is to be noted that the limit of 50% on monetary assets shall not be applicable in case the initial public offer is made entirely through offer for sale of shares by existing shareholders.

[20] Regulation 6, SEBI ICDR Regulations.

[21] Regulation 6, SEBI ICDR Regulations.

[22] Regulation 6, SEBI ICDR Regulations.

[23] Regulation 6, SEBI ICDR Regulations.

[24] BSE and NSE checklists for in-principle approval of initial public offer (Main Board), available at NSE and BSE, respectively.

[25] Section 23(3), Companies Act.

7. Are weighted voting rights in listed companies allowed in your market? What special rights are allowed to be reserved (if any) to certain shareholders after a company goes public?

A publicly listed company is required to ensure equitable treatment of all shareholders, including minority and foreign shareholders in terms of the SEBI Listing Regulations. All shareholders of a publicly listed company have equal voting rights. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the company.[26]

Subject to applicable provisions of the Companies Act and variation in the rights of shareholders being permitted under the memorandum and articles of association of the company, special rights, including but not limited to, board nomination rights, information rights, affirmative voting rights and transfer restrictions may be granted to certain shareholders of the company subject to passing of a special resolution at a separate meeting of the shareholders in this regard.[27] Once approved, such special rights shall also be incorporated in the articles of association of the company.

Footnote(s):

[26] Section 47, Companies Act.

[27] Section 48, Companies Act.

8. Is listing of SPAC allowed in your market? If so, please briefly describe the relevant regulations for SPAC listing.

The traditional regulatory framework of India did not support Special Purpose Acquisition Companies ("**SPAC**") structures. A company needs to be mandatorily incorporated with a business object as enshrined in the memorandum of association of the company.[28] This would not be possible for a SPAC which is a shell company and are yet to identify a target. Further, a SPAC shall not be able to fulfil the eligibility requirements required for listing as specified under the SEBI ICDR Regulations.

However, SPACs operate within a limited regime of International Financial Services Centres ("**IFSCs**") which are special economic zones in India set up to promote ease of doing business for international market participants in the financial services economy. International Financial Services Centres Authority ("**IFSCA**") issued IFSCA (Issuance and Listing of Securities) Regulations, 2021 ("**IFSCA Regulations**") for listing of SPACs in IFSCs. GIFT City in Gujarat being the only IFSC, the aforesaid regime does not apply to the country at large. As per the IFSCA Regulations, SPAC means a company which does not have any operating business and has been formed with the primary objective to affect a business combination.[29]

A SPAC is eligible to raise capital through initial public offer ("**IPO**") only if the target business combination has not been identified prior to the IPO and the SPAC has the provisions for redemption and liquidation in line with the IFSCA Regulations.[30] For listing, a SPAC is required to file an initial offer document, which shall contain disclosures customary to public offering. Additional disclosures are required pertaining to track record of sponsors, target business section and time period for completion of business combination. The issue size shall be of not less than US$ 50 million and the sponsors shall hold at least 15% and not more than 20% of the post-issue paid-up capital.[31] Unlike other public offering where pricing can be based on book building, SPAC issue shall be through a fixed price mechanism and shall be not less than US$ 5 per share.[32] On the completion of the business combination by SPAC, the resulting issuer shall disclose details regarding the completed transaction to the recognized stock exchange(s).

Footnote(s):

[28] Regulation 4, Companies Act.

[29] Regulation 2(s), IFSCA Regulations.

[30] Regulation 67, IFSCA Regulations.

[31] Regulation 75, IFSCA Regulations.

[32] Regulation 76, IFSCA Regulations.

9. Please describe the potential prospectus liabilities in your market.

A misstatement in a prospectus shall attract both civil and criminal liabilities.

Where a prospectus includes any statement which is untrue or misleading or where any inclusion or omission is likely to mislead, every person who authorises the issue of such prospectus shall be liable for imprisonment for a term ranging from six months to ten years. Such person shall also be liable to a fine which shall be equivalent to the amount involved in the fraud and may extend to three times the amount involved in the fraud.[33] However, if a person proves that such statement or omission was immaterial or that he had reasonable grounds to believe that the statement was true or the inclusion or omission was necessary, he shall not be held criminally liable.

Where a person has subscribed for securities of a company acting on any statement included or any omission, in the prospectus which is misleading and has sustained any loss or damage, the company, directors, promoters and expert (as named in the prospectus) and every person who has authorised the issue of the prospectus shall be liable to pay compensation to every person who has sustained such loss or damage.[34] However, the aforesaid persons shall not be liable if they had withdrawn their consent before the issue of prospectus or that the prospectus was issued without his knowledge and consent.

Additionally, where it is proved that a prospectus has been issued with the intent to defraud the applicants for the securities of the company, the aforesaid persons shall be personally responsible without any limitation of liability, for all or any of the losses or damages that may have been incurred by any person who subscribed to the securities on the basis of such prospectus.

Additionally, SEBI places obligations on merchant bankers to ensure accuracy of disclosure in the offer documents. SEBI has wide penal powers under the SEBI Act, 1995 pursuant to which penalties may be imposed by SEBI for violation of the SEBI ICDR Regulations and other applicable regulations enacted by SEBI with respect to intermediaries registered with SEBI as well as the issuer entity and its promoters and directors.

Footnote(s):

[33] Sections 34 and 447, Companies Act.

[34] Section 35, Companies Act.

10. Please describe the key minority shareholder protection mechanisms in your market.

In order to safeguard the interests of the non-controlling shareholders in public and private companies, the Companies Act provides for rights of minority shareholders such as:

- right to file an application before the National Company Law Tribunal for oppression of the minority shareholders or mismanagement of the company;
- right to file a class action suit; and
- right to require the majority shareholders to purchase the shareholding from minority shareholders.

The aforementioned rights can be exercised by minority shareholders subject to shareholding threshold and in the manner as prescribed under the Companies Act. Further, the minority shareholders can also seek additional rights contractually under the shareholders' agreement.

11. What are the common types of transactions involving public companies that would require regulatory scrutiny and/or disclosure?

Several transactions involving public companies in India, including but not limited to the following, are overseen by regulators and/ or require disclosures under various legislations.

I. Regulatory Scrutiny of Transactions

The details of open offer are required to be disclosed under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SAST Regulations**") and are scrutinised by SEBI in order to protect the rights of retail and minority investors.

Similarly, further public offering ("**FPO**") by a listed company is overseen by SEBI and the relevant stock exchanges, in accordance with the SEBI ICDR Regulations.

Further, the combinations of entities (including mergers, acquisitions and amalgamations) require approval from the Competition Commission of India ("**CCI**"). CCI ensures that such combinations do not lead to creation of monopolies or have an appreciable adverse effect on competition in the Indian market.

II. Disclosure Requirements

Every listed company shall make disclosures of any events or information, which in the opinion of its board of

directors, is material.[35]

Certain events shall be deemed to be material event and shall be disclosed to the stock exchanges upon its occurrence, including but not limited to the following:

i. acquisition, schemes of arrangement, sale or disposal of any units or undertaking of the entity, sale of stake in associate company of the entity;
ii. issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities;
iii. new ratings or revision in ratings;
iv. outcome of meetings of the board of directors;
v. agreements which are entered not in the ordinary course of business;
vi. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party; and
vii. defaults by a listed entity, its promoter, director, key managerial personnel, senior management etc.

Information with respect to certain other events may be disclosed to the stock exchanges in accordance with the materiality policy, as may be framed by its board of directors in compliance with the SEBI Listing Regulations.

Footnote(s):

[35] Regulation 30, SEBI Listing Regulations.

12. Please describe the scope of related parties and introduce any special regulatory approval and disclosure mechanism in place for related parties' transactions.

A related party with respect to a company means the following entities:[36]

1. a director or his relative;
2. a key managerial personnel or his relative;
3. a firm, in which a director, manager or his relative is a partner;
4. a private company in which a director or manager or his relative is a member or director;
5. a public company in which a director or manager is a director and holds along with his relatives, more than 2% of its paid-up share capital;
6. any body corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
7. any person on whose advice, directions or instructions a director or manager is accustomed to act;
8. any body corporate which is (a) a holding, subsidiary or associate of such company; (b) a subsidiary of a holding company to which it is also a subsidiary; or (c) an investing company or the venturer of a company.

Further, (a) any person or entity forming a part of the promoter or promoter group of the company; (b) any person or any entity, holding equity shares of 10% or more in the company either directly or on a beneficial interest basis, at any time, during the immediate preceding financial year; shall be deemed to be a related party.[37]

The consent of the board of directors of the company shall be required for a company to enter into any contract or arrangement with a related party with respect to:[38]

1. sale, purchase or supply of any goods or materials;
2. selling or otherwise disposing of, or buying, property of any kind;
3. leasing of property of any kind;
4. availing or rendering of any services;
5. appointment of any agent for purchase or sale of goods, materials, services or property;
6. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
7. underwriting the subscription of any securities or derivatives thereof, of the company.

A listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions including clear threshold limits duly approved by the board of directors. It is to be noted that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10,000 million or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.[39]

All related party transactions shall require prior approval of the audit committee and shall be approved by only those members of the committee who are independent directors.[40] Further, the audit committee may grant omnibus approval for related party transactions proposed

to be entered into by the listed entity or its subsidiary subject to the criteria laid down in the policy for related party transactions formulated by the company.

The listed entity shall disclose to the stock exchanges details of related party transactions and shall publish the same on its website. Such disclosures shall be made every six months on the date of publication of its standalone and consolidated financial results.[41]

Footnote(s):

[36] Section 2(76), Companies Act.

[37] Regulation 2(1)(zb), SEBI Listing Regulations.

[38] Section 188(1), Companies Act.

[39] Regulation 23(1), SEBI Listing Regulations.

[40] Regulation 23(2), SEBI Listing Regulations.

[41] Regulation 23(9), SEBI Listing Regulations.

13. What are the key continuing obligations of a substantial shareholder and controlling shareholder of a listed company?

In India, a controlling shareholder refers to an individual or entity that has the ability to exercise significant influence or control over the management and policy decisions of a company. This control can be exercised through ownership of a substantial percentage of the company's voting shares, or through contractual rights or influence over the board of directors. Legally, Indian regulations equate controlling shareholders with “promoters", particularly in the context of listed companies.

In India, a promoter is not just a shareholder but often the face and captain of a company. While controlling shareholders may or may not be designated promoters, promoters post-IPO are subject to significant lock-in, disclosure, and corporate governance obligations aimed at ensuring transparency, fairness, and protection for public investors.

Continuing Obligations of a Promoter Post-IPO

Once a company is listed, promoters have specific obligations under applicable SEBI regulations. Certain key continuing obligations of a promoter include the following:

I. Minimum promoter contribution and lock-in requirements under the SEBI ICDR Regulations:

- Promoter(s) are required to contribute 20% of the post-issue capital of the issuer for lock-in from the date of allotment in the IPO either for a period of 18 months or three years (if one of the objects of the IPO is capital expansion).
- Promoter's shareholding in excess of the minimum promoter contribution is locked-in for a period of six months or one year (if one of the objects of the IPO is capital expansion).

II. Disclosure requirements

- Promoters must make periodic disclosures of their shareholding under:
  - SEBI Listing Regulations – Promoters must disclose their shareholding (including changes) in quarterly filings under Regulation 31.
  - SAST Regulations; and
  - Insider Trading Regulations.
- Immediate disclosure of any creation, invocation, release of any pledge over promoters' shareholding, and/or sale, or transfer of their shareholding.
- Any change in control involving a promoter triggers obligations under the SAST Regulations including providing an open offer.

III. Requirements under the Insider Trading Regulations

Promoters are considered insiders under the Insider Trading Regulations and must:

- Not trade while in possession of unpublished price-sensitive information (UPSI);
- Comply with trading windows, pre-clearance of trades, and code of conduct obligations; and
- Follow the company's insider trading code.

IV. Fiduciary Responsibilities

Promoters, particularly when in control, are seen as fiduciaries to minority shareholders and can be held accountable for acts of oppression, mismanagement, or fraud.

V. Exit offer

In the event the objects for which the issuer raised money through prospectus are varied, the promoters shall give an opportunity of exit to the dissenting shareholders.

VI. Liability

Where a prospectus includes any statement which is

untrue or misleading or where any inclusion or omission is likely to mislead, every person who authorises the issue of such prospectus (which typically includes the promoters), shall be held liable for a term ranging from six months to ten years. Such persons may also be liable to a fine which shall be equivalent to the amount involved in the fraud and may extend to three times the amount involved in the fraud.

14. What corporate actions or transactions require shareholders' approval?

In accordance with the Companies Act, certain corporate actions require shareholders' approval such as:

i. Amendment of memorandum of association and articles of association;
ii. Change in the registered office of the company;
iii. Increase or re-classification of authorized share capital of the company;
iv. Appointment or removal of directors of the company;
v. Proposed loans and investments by a company including loans to directors;
vi. Further issuance of shares or debentures;
vii. Reduction in the share capital of the company, including by way of buy back;
viii. Declaration of dividend by the company;
ix. Variation of shareholder rights; and
x. Any merger, amalgamation or demerger of the company.

15. Under what circumstances a mandatory tender offer would be triggered? Is there any exemption commonly relied upon?

The acquisition of shares or voting rights in a target company, whether direct or indirect is governed by the SAST Regulations.

Under the SAST Regulations, a mandatory open offer is triggered when an acquirer proposes to acquire shares or voting rights in a target company which taken together with shares or voting rights, if any, held by him and by persons acting in concert with him in such target company, entitle them to exercise 25% or more of the voting rights in such target company.[42]

Moreover, when the acquirer, together with persons acting in concert with him, has acquired and holds shares or voting rights in a target company entitling them to exercise 25% or more of the voting rights in the target company but less than the maximum permissible non-public shareholding, proposes to acquire within any financial year additional shares or voting rights in such target company entitling them to exercise more than 5% of the voting rights, he shall make a public announcement of an open offer for acquiring shares of such target company.[43]

It is pertinent to note that acquisition of shares by any person, such that the individual shareholding of such person acquiring shares exceeds the stipulated thresholds, shall also be attracting the obligation to make an open offer for acquiring shares of the target company irrespective of whether there is a change in the aggregate shareholding with persons acting in concert.[44]

The SAST Regulations provide for certain exemptions from the obligations to make an open offer, as mentioned below:[45]

i. ***Inter-se transfer of shares:*** Where the acquisition is pursuant to inter se transfer of shares amongst (a) immediate relatives and promoters; (b) company, its subsidiary or holding company, other subsidiaries of the holding company or persons who hold 50% or more of the equity shares of such company; (c) shareholders of the target company who have been persons acting in concert for not less than three years prior to the proposed acquisition, the requirement of an open offer shall not be triggered. Since such transfers do not represent a typical acquisition carrying an economic value, the exemption has been granted.
ii. ***Acquisitions in the ordinary course of business:*** Where the acquisition is proposed by certain categorized persons including underwriters, stock brokers, merchant bankers, stabilizing agents, market makers etc., an open offer shall not be required.
iii. ***Acquisition at subsequent stages:*** Where at a prior stage, an open offer is already made pursuant to an agreement of disinvestment and both the acquirer and the seller are the same at all stages of acquisition, no open offer shall be required to be made at such subsequent stage.
iv. ***Acquisition pursuant to various schemes:*** Where an acquisition is a result of certain legislations and schemes of arrangement due to any order of court, tribunal or competent authority, the requirement of an open offer shall not be applicable.
v. ***Acquisition under certain legislations:*** Where the acquisition is pursuant to the provisions of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, or under delisting regulations or by way of transmission, succession or inheritance etc. or by lenders as part of debt restructuring, the requirement of open offer shall not be triggered.

Footnote(s):

[42] Regulation 3(1), SAST Regulations.

[43] Regulation 3(2), SAST Regulations.

[44] Regulation 3(3), SAST Regulations.

[45] Regulation 10, SAST Regulations.

16. Are public companies required to engage any independent directors? What are the specific requirements for a director to be considered as "independent"?

Every publicly listed company shall have at least one-third of the total number of directors as independent directors.[46] In the event that a listed entity that does not have a regular non-executive chairperson, at least half of the board of directors ("**Board**") shall comprise of independent directors.[47]

Additionally, where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of Board or at one level below the Board, at least half of the Board of the listed entity shall consist of independent directors.[48]

An independent director shall mean a non-executive director, other than the managing director or whole-time director or a nominee director, who:[49]

i. is not less than 21 years of age;
ii. in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
iii. is or was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
iv. is not related to the promoters or directors in the listed entity, its holding, subsidiary or associate company;
v. has or had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding 10% of his total income, with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
vi. none of whose relatives –
    a. is holding any security or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of 5 million or 2% of the paid-up capital of the listed entity, its holding, subsidiary or associate company or such higher sum as may be prescribed;
    b. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the three immediately preceding financial years or during the current financial year;
    c. has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the three immediately preceding financial years or during the current financial year; or
    d. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding, subsidiary or associate company amounting to 2% or more of its gross turnover or total income.

It is to be noted that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (a) to (d) above shall not exceed 2% percent of its gross turnover or total income or 5 million or such higher amount as may be specified from time to time, whichever is lower.

vii. who, neither himself / herself nor whose relatives—
    a. holds or has held the position of a key managerial personnel or is or has been employee of the listed entity or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years immediately preceding the financial year in which he / she is proposed to be appointed. It is to be noted that in case of a relative who is an employee, the restriction under this clause shall not apply for his employment during preceding three financial years;
    b. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of (i) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or (ii) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to

10% or more of the gross turnover of such firm;
c. holds together with his relatives 2% or more of the total voting power of the listed entity; or
d. is a chief executive or director, of any non-profit organisation that receives 25% or more of its receipts from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the listed entity; or
e. is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

ix. is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director; or
x. who possesses such other qualifications as may be prescribed.

Footnote(s):

[46] Section 149(4), Companies Act.

[47] Regulation 17(1)(b), SEBI Listing Regulations.

[48] Regulation 17(1)(b), SEBI Listing Regulations.

[49] Section 149(6), Companies Act, read with Regulation 16(b), SEBI Listing Regulations.

17. What financial statements are required for a public equity offering? When do financial statements go stale? Under what accounting standards do the financial statements have to be prepared?

The financial information required to be disclosed in the offer documents for a public equity offering consists of (i) restated financial information; and (ii) other financial information.

I. Restated Financial Information: The restated financial information includes the consolidated financial statements ("**CFS**") of the issuer, prepared in accordance with Indian Accounting Standards ("**Ind AS**") for last completed three financial years, and the stub period, if applicable.[50] Such CFS shall be audited and certified by the statutory auditor(s) who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India ("**ICAI**").

The CFS for the stub period will be required if Ind AS CFS for the latest complete financial year disclosed in the offer document is older than six months from the date of filing of the draft offer document or offer document, as the case may be. Further, the stub period should not end up to a date earlier than six months of the date of filing of the draft offer document or offer document.

The auditor shall issue an examination report on the restated and audited financial information in accordance with the Guidance Note issued by the ICAI from time to time ("**Guidance Note**").

II. Other Financial Information:

a. The following information shall be disclosed in the offer document, as computed in accordance with the 'Guidance Note' issued by ICAI:
   i. Earnings per shares (Basic and diluted);
   ii. Return on net worth;
   iii. Net asset value per share; and
   iv. EBITDA (Earnings before interest, taxes, depreciation and amortization).
b. *Proforma financial statements:* In the event the issuer or its subsidiaries have made a material acquisition or divestment after the latest period for which the financial information is disclosed in the offer document, the issuer shall also disclose 'proforma financial statements' of all the subsidiaries or businesses material[51] to the CFS, in accordance with the Guidance Note and as certified by its statutory auditors.

The proforma financial statements shall be prepared for the last completed financial year and the stub period, if any. Where the businesses acquired or divested does not represent a separate entity, combined or carved-out financial statements for such businesses shall be prepared in accordance with the Guidance Note.

Footnote(s):

[50] Paragraph 11, Schedule VI, SEBI ICDR Regulations.

[51] The acquisition or divestment shall be considered 'material' if the business which is acquired or divested contributes 20% or more to the turnover, net worth or profit before tax in the lates annual CFS of the issuer.

18. Please describe the key environmental, social, and governance (ESG) and sustainability requirements in your market. What are the key recent changes or potential changes?

In accordance with the SEBI Listing Regulations, top 1000 listed entities (by market capitalization) are required to disclose 'Business Responsibility and Sustainability Report' ("**BRSR**") on the environmental, social and

governance disclosures, as part of its annual report, in the format prescribed by SEBI.[52] Further, other listed entities may voluntarily submit such reports.

The principles of BRSR are provided below:[53]

i. The businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable.
ii. The businesses should provide goods and services in a manner that is sustainable and safe.
iii. The businesses should respect and promote the well-being of all employees, including those in their value chains.
iv. The businesses should respect the interests of and be responsive to all its stakeholders.
v. The businesses should respect and promote human rights.
vi. The businesses should respect and make efforts to protect and restore the environment.
vii. The businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.
viii. The businesses should promote inclusive growth and equitable development.
ix. The businesses should engage with and provide value to their consumers in a responsible manner.

Recent Changes

SEBI, by way of its circular dated July 12, 2023 introduced (i) 'BRSR Core'; and (ii) ESG Disclosures for value chain, for assurance by listed entities.[54]

I. BRSR Core

The BRSR Core is a sub-set of BRSR which consists of certain key performance indicators ("**KPIs**") under nine ESG principles mentioned above. The attributes of the BRSR Core include (i) greenhouse gas footprint; (ii) water footprint; (iii) energy footprint; (iv) waste management; (v) enhancing employee well-being and safety; (vi) enabling gender diversity in business; (vii) enabling inclusive development; (viii) fairness in engaging with customers and suppliers; and (ix) openness of business.

The listed entities shall mandatorily undertake reasonable assurance of the BRSR Core, as per the timelines specified below:[55]

Financial Year	Applicability of BRSR Core to top listed entities (by market capitalization)
2023 – 2024	Top 150 listed entities
2024 – 2025	Top 250 listed entities
2025 – 2026	Top 500 listed entities
2026 – 2027	Top 1000 listed entities

II. ESG Disclosures for Value Chain

A 'value chain' encompasses the top upstream and downstream partners of a listed entity, cumulatively comprising 75% of its purchases or sales, respectively, by value. The requirement of ESG disclosures for the value chain shall be applicable to the top 250 listed entities (by market capitalization), on a comply or explain basis from financial year 2024 – 25.

III. Industry Standards on BRSR Core

A listed company is required to follow the '*Industry Standards on BRSR Core*' which were issued by the Industry Standards Forum comprising of representatives from industry associations ("**Industry Standards**") in order to comply with its requirements on the disclosure of BRSR Core. The Industry Standards lay down the 'general requirements' and detailed 'attribute-wise requirements' that are needed for each KPI and prescribe methodology and calculation principles to ensure that reporting can be made in a structured and comparable format across various listed entities.

IV. Reporting and Disclosure

SEBI, by way of its circular dated March 28, 2025, introduced certain changes regarding the BRSR disclosure regime in order to improve ease of business outcomes for listed entities. The key changes introduced include:

- Creation of an additional leadership indicator to mandate disclosures on green credits which have been generated or procured by a listed entity as well as its top ten value chain partners;
- Substitution of the requirement of mandatory 'assurance' of BRSR Core with the requirement of either 'assurance' or 'assessment' of the BRSR Core such that listed entities would now have the option and the flexibility to get their disclosures either assured or assessed by a third-party, with a view to optimising costs and efforts; and
- A value chain of a listed entity shall encompass the top upstream and downstream partners of a listed entity, individually comprising 2% or more of the listed entity's purchases and sales (by value) respectively. However, a listed entity has been allowed the flexibility

to limit disclosure of its value chain to cover 75% of its purchases and sales (by value) respectively.

Footnote(s):

[52] Regulation 34(2)(f), SEBI Listing Regulations.

[53] Ministry of Corporate Affairs, National Guidelines on Responsible Business Conduct, December 10, 2018 available at https://www.mca.gov.in/Ministry/pdf/NationalGuildeline_15032019.pdf.

[54] SEBI Circular titled 'BRSR Core – Framework for assurance and ESG disclosures for value chain' dated July 12, 2023 bearing reference no. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

[55] SEBI Circular titled 'BRSR Core – Framework for assurance and ESG disclosures for value chain' dated July 12, 2023 bearing reference no. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

19. What are the typical offering structures for issuing debt securities in your jurisdiction? Does the holding company issue debt securities directly or indirectly (by setting up a SPV)? What are the main purposes for issuing debt securities indirectly?

The debt market in India primarily comprises of (i) government securities market; and (ii) corporate debt market. The issuance and listing of debt securities is governed by SEBI NCS Regulations. The SEBI NCS Regulations are applicable to the public issue of debt securities and listing of debt securities issued through public issue or on private placement basis on a recognized stock exchange.

A company may issue debentures with an option to convert such debentures into shares, either wholly or partly, at the time of redemption and such issue shall be approved by a special resolution passed at a general meeting.[56] The holding company directly issues the debt securities.

Footnote(s):

[56] Section 71(1), Companies Act.

20. Are trust structures adopted for issuing debt securities in your jurisdiction? What are the typical trustee's duties and obligations under the trust structure after the offering?

In the event the company is proposing to issue a prospectus or make an offer or invitation to the public or to its members exceeding 500 for the subscription of its debentures, one or more debenture trustee[57] shall be appointed prior to such issue or offer[58]. A debenture trustee shall not act as such with respect to each issue of debenture unless it enters into a written agreement with the body corporate before the opening of the subscription list for issue of debentures.[59]

Further, the company shall also execute a debenture trust deed, not later than 60 days after the allotment of debentures, to protect the interest of the debenture holders.[60]

In order to protect the interests of the debenture holders, the duties and obligations of the debenture trustee are as follows:[61]

i. satisfy itself that the letter of offer does not contain any matter which is inconsistent with the terms of the issue of debentures or with the trust deed;
ii. satisfy itself that the covenants in the trust deed are not prejudicial to the interest of the debenture holders;
iii. call for periodical status or performance reports from the company within seven days of the relevant board meeting or within 45 days of the respective quarter, whichever is earlier;
iv. communicate promptly to the debenture holders defaults, if any, with regard to payment of interest or redemption of debentures and action taken by the trustee therefor and inform the debenture holders immediately of any breach of the terms of issue of debentures or covenants of trust deed;
v. appoint a nominee director on the board of directors of the company in the event of (a) two consecutive defaults in payment of interest to the debenture holders; or (b)default in creation of security for debentures; or (c) default in redemption of debentures;
vi. ensure that the company does not commit any breach of the terms of issue of debentures or covenants of the trust deed and take such reasonable steps as may be necessary to remedy any such breach;
vii. ensure the implementation of the conditions regarding creation of security for the debentures, if any, debenture redemption reserve and recovery expense fund;
viii. ensure that the assets of the company issuing debentures and of the guarantors, if any, are sufficient

to discharge the interest and principal amount at all times and that such assets are free from any other encumbrances except those which are specifically agreed to by the debenture holders;

ix. do such acts as are necessary in the event the security becomes enforceable;

x. call for reports on the utilization of funds raised by the issue of debentures;

xi. take steps to convene a meeting of the holders of debentures as and when such meeting is required to be held;

xii. ensure that the debentures have been converted or redeemed in accordance with the terms of the issue of debentures;

xiii. perform such acts as are necessary for the protection of the interest of the debenture holders and do all other acts as are necessary in order to resolve the grievances of the debenture holders;

xiv. take possession of trust property in accordance with the provisions of the trust deed;

xv. to take appropriate measures for protecting the interest of the debenture holders as soon as any breach of the trust deed or law comes to his notice; and

xvi. exercise due diligence to ensure compliance by the body corporate, with the provisions of the Companies Act, SEBI Listing Regulations, the listing agreement of the stock exchange or the trust deed or any other regulations issued by SEBI pertaining to debt issue.

Footnote(s):

[57] The debenture trustee shall be registered with SEBI under the SEBI (Debenture Trustees) Regulations, 1993, as amended ("**Debenture Trustees Regulations**").

[58] Section 71(5), Companies Act.

[59] Regulation 13, SEBI Debenture Trustees Regulations.

[60] Rule 18(1)(c), The Companies (Share Capital and Debentures) Rules, 2014.

[61] Rule 18(3), The Companies (Share Capital and Debentures) Rules, 2014, read with Regulation 15(1), SEBI Debenture Trustees Regulations.

21. What are the typical credit enhancement measure (guarantee, letter of credit or keep-well deed) for issuing debt securities? Please describe the factors when considering which credit enhancement structure to adopt.

Typically, credit enhancement measures such as pledge of shares, corporate guarantees by the holding company and/or personal guarantees from the promoters of the issuer are provided for such debt security.

SEBI, by way of its circular dated September 28, 2022, has identified various types of securities which qualify for ascertaining the strength of credit enhancement, which include (i) guaranteed bond, shortfall undertaking backed bond or such other third-party credit enhancement; (ii) covered bonds with primary recourse to the issuer and secondary recourse to the cash flows from the pool of loans housed in a trust; (iii) partially guaranteed bond; (iv) commercial mortgaged securities like structures; (v) standby letter of credit backed securities; (vi) debt backed by pledge of shares or other assets; (vii) guaranteed pooled bond issuance; (viii) cross-default guarantee structures; (ix) debt backed by payment waterfall or a replenishment guarantee from a third party; and (x) letter of comfort.[62]

In order to determine the viability of the credit enhancement structure, the strongest form of explicit support needs to be ascertained. A strong credit enhancement measure is one which is legally enforceable, irrevocable and is valid for entire tenor. It should cover the full amount of the obligation. The support provider must have an unconditional obligation to pay the entire amount with respect to the debt instrument in a timely manner. The support should come without the ability to defer and should have a well-defined payment mechanism.

Footnote(s):

[62] SEBI Circular titled 'Credit Ratings supported by Credit Enhancement' dated September 28, 2022 bearing reference no. SEBI/HO/DDHS/DDHS-RACPOD2/P/CIR/2022/124.

22. What are the typical restrictive covenants in the debt securities' terms and conditions, if any, and the purposes of such restrictive covenants? What are the future development trends of such restrictive covenants in your jurisdiction?

The restrictive covenants with respect to the issuance of the debt are security specific and may vary depending on type, size, structure, rating, maturity, governing law and market conditions in India. An indicative list of restrictive covenants is provided below:

i. ***Preserve corporate status:*** The issuer shall preserve its corporate existence and all rights, contracts,

privileges, franchise and concessions acquired by it in the conduct of business.

ii. ***Issue proceeds:*** The issuer shall utilise the money received towards subscription of the debt securities for the purposes as stated in the issue documents.

iii. ***Financial covenants:*** The issuer shall maintain certain financial ratios such as net worth, debt to equity ratio, maximum leverage, minimum liquidity etc.

iv. ***Maintenance of credit rating:*** The issuer shall strive to maintain its credit rating and shall comply with any agreement with the rating agencies.

v. ***Payment of duties:*** The issuer shall pay all taxes, rates, levies, cesses, assessments, as imposed upon or payable by the issuer under relevant tax laws. The issuer shall also discharge all debts and obligations which may have priority over the security created.

vi. ***Cross-default:*** An event of default is triggered in the event the issuer or any of its subsidiaries fail to pay any other indebtedness above a specific threshold.

vii. ***Indebtedness:*** The issuer shall not incur any additional indebtedness, unless it falls within certain permitted categories or exceptions.

viii. ***Access to information:*** The issuer is required to provide regular financial reports and other information to the investors/ debenture trustee to allow them to monitor its financial health and compliance with the covenants.

23. In general, who is responsible for any profit/income/withholding taxes related to the payment of debt securities' interests in your jurisdiction?

The tax treatment of debt securities depends on its nature and may vary from case to case. In accordance with the Income Tax Act, 1961, income by way of interest received on debt securities held as 'investments' (i.e. capital asset) is charged to tax under 'income from other sources' at the rates applicable to the investor after deduction of expenses, if any.[63] However, in case of the debt security being held as a 'stock-in-trade', interest received thereon will be charged to tax under 'profits and gains of business or profession'.

Further, an amount paid as interest on borrowings and debt qualify for tax deduction.[64] The issuer of a debt instrument shall consider appropriate tax withholding at source on interest payments to claim interest as a tax deductible expense.

Footnote(s):

[63] Section 57, The Income Tax Act, 1961.

[64] Section 36(1)(iii), The Income Tax Act, 1961.

24. What are the main listing requirements for listing debt securities in your jurisdiction? What are the continuing obligations of the issuer after the listing?

The main listing requirements for debt securities in India are as follows:

i. Obtaining in-principle approval from the stock exchanges;

ii. Making an application to the stock exchange(s);

iii. Obtaining credit rating from at least one credit rating agency registered with SEBI; and

iv. Entering into an arrangement with a depository for dematerialisation of debt securities.

In accordance with the SEBI NCS Regulations, an issuer proposing to undertake a public issue of non-convertible debt securities in India is required to file the following documents along with the listing application to the stock exchange and the debenture trustee:[65]

i. Placement Memorandum;

ii. Memorandum of association and articles of association;

iii. Copy of the requisite board/ committee resolutions authorizing the borrowing and list of authorised signatories for the allotment of securities;

iv. Copies of the last three years annual reports;

v. Statement containing particulars of all material contracts and agreements;

vi. An undertaking from the issuer stating that the necessary documents for creation of the charge, wherever applicable, including the debenture trust deed has been timely executed;

vii. An undertaking that permission / consent from the prior creditor for a second or *pari passu* charge being created, wherever applicable, in favour of the debenture trustee to the proposed issue has been obtained; and

viii. Any other particulars or documents that the recognized stock exchange may call for as it deems fit.

All the issuers making public issue of debt securities or seeking listing of debt securities issued on private placement basis shall comply with the conditions of listing specified in the respective listing agreement for debt securities.

The listed entity shall make all relevant disclosures as required under Chapter V of the SEBI Listing Regulations,

including the following:

i. Information having bearing on the performance of the listed entity and price sensitive information, or any action that shall affect payment of interest or dividend.
ii. Every rating obtained by an issuer shall be periodically reviewed by the registered credit rating agency and any revision in the rating shall be promptly disclosed by the issuer to the stock exchange(s) where the debt securities are listed.
iii. The issuer, the respective debenture trustees and stock exchanges shall disseminate all information and reports on debt securities including compliance reports filed by the issuers and the debenture trustees regarding the debt securities to the investors and the general public by placing them on their websites.

The information with respect to (a) default by issuer to pay interest on debt securities or redemption amount; (b) failure to create a charge on the assets; (c) revision of rating assigned to the debt securities shall be placed on the websites, if any, of the debenture trustee, the issuer and the stock exchanges.

Footnote(s):

[65] Regulation 44, SEBI NCS Regulations.

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