

Procedure for Right Issue (Normal Route) by an Equity Listed Entity

Sr. No.	Governing Provisions:
1.	Section 62(1)(a), 179, Companies Act, 2013 (CA, 2013)
2.	Rule 12A of Companies (Share Capital and Debentures) Rules, 2014 Rule 8 of Companies (Meeting of Board and its Power) Rules, 2014 (Board Meeting Rules)
3.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)
4.	Chapter III of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR)
5.	SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Reg, 2015 or Insider Regulations)
6.	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (STC, 2011 or Takeover Regulations)
7.	Secretarial Standards 1 & 2 (SS-1)
8.	SEBI, NSE and BSE Circulars (Circulars)
9.	MCA Notifications (Notification)

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Types of Right Issue:

Normal or Regular Rights Issue

Provisions Applicable: Chapter III, Reg. 60-98

[Schedule III, IV, V, VI & XVI, XVII (Part B & C), XVIII, XIX, Part I-VIII]

Fast Track Rights Issue

Provisions Applicable: Chapter III, Reg. 99-100 [Schedule III, Part IX]

1. **Rights issue (RI):** When an issue of shares or convertible securities is made by **an issuer to its existing shareholders** as on a **particular date fixed** by the issuer (i.e. record date), it is called a rights issue. The rights are offered in a particular ratio to the number of shares or convertible securities held as on the record date.
2. **This assignment contains only the provisions regarding “Procedure for issue of shares on Right Issue basis through normal mode”.**
3. **A separate assignment is being prepared for “Procedure for issue of shares on Right Issue basis through Fast Track mode” and will be shared with you shortly.**
4. **Outcome of Board Meeting: Recent Amendments in SEBI LODR, 2015, dated 12.12.2024**

Outcome of Board Meeting i.e. 30 Minutes/ 03 Hours

Board Meeting completed on same day but before closure of normal trading hours

Within 30 Minutes from closure of the Board Meeting

Board Meeting completed on same day but after closure of normal trading hours*

Within 03 Hours from conclusion of the Board Meeting

*** It is presumed that the Board Meeting is completed on same day but after the closure of normal trading hours but more than three hours before the beginning of the normal trading hours of the next trading day.**

Sr. No.	Basis Of Difference	Part B [Schedule VI] (Disclosures in Draft Letter of Offer DLOO/ Letter of Offer LOF)	Disclosures in Part B-1 [Schedule VI] (Disclosures in Draft Letter of Offer DLOO/ Letter of Offer LOF)
1.	Applicability	<p>Normal Route: The periodic reports, statements and information are being filed in compliance with SEBI LODR, 2015, for the last one year immediately preceding the date of filing the draft letter of offer with the Board;</p> <p>Fast Track Issue: Date of filing the letter of offer with the designated stock exchange in case of a fast track issue.</p> <ul style="list-style-type: none"> • All relevant reports, statements are available on the website of any stock exchange; • It has investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by the board of directors of the issuer as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances. 	<p>a. The issuer does not satisfy the 03 conditions specified for Part B, it shall make disclosures in the letter of offer as specified in Part B-1 of Schedule VI.</p> <p>b. The following issuers shall mandatorily make disclosures in the draft letter of offer/letter of offer as specified in Part B-1.</p> <ul style="list-style-type: none"> ➤ issuer whose management has undergone any change pursuant to acquisition of control pursuant to STC and is making a rights issue of specified securities for the first time subsequent to such change and a period of three full years has not elapsed since such a change; ➤ an issuer whose specified securities have been listed consequent to a scheme approved by a tribunal under sections 230-234 of the Companies Act, 2013 and is making a rights issue of specified securities for the first time subsequent to such listing and a period of three full years has not elapsed since such listing.
2.	Scope of Disclosure	Relevantly, lesser disclosures because the issuer is already fully compliant.	Relevantly, more disclosures because the issuer is not having full track record of compliance.
3.	List of Disclosures	Refer Part-B of Schedule VI .	Refer Part-B-1 of Schedule VI .
4.	Signed By	DLOF & LOF shall be approved by the Board of Directors & signed by all directors including the Managing Director/ Manager and the Chief Financial Officer or any other person heading the finance function.	DLOF & LOF shall be approved by the Board of Directors & signed by all directors including the Managing Director/ Manager and the Chief Financial Officer or any other person heading the finance function.

General Instructions for abridged Letter of Offer (ALOF) / Draft Letter of Offer (DLOF) / Letter of Offer (LOF)

1. Printed in a booklet form of **A4 size paper**.
2. Cover pages shall be of adequate thickness (minimum hundred GSM quality) and shall be white in colour with no patterns.
3. Printed in font size which shall not less than **Times New Roman size 11** (or equivalent) **with 1.0 line spacing**.
4. Application Form shall be so positioned that on the **tearing-off of the application form, no part of the ALOF is mutilated**.
5. Wherever it is mentioned that details are given elsewhere in the document, the same shall be adequately cross-referenced by indicating the paragraph heading and page number.
6. Consistency shall be ensured in the style of disclosures. If first person is used, the same may be used throughout. Sentences that contain a combination of first and third persons may be avoided.
7. For currency of presentation, only one standard financial unit shall be used.
8. Front inside cover page shall be kept blank.
9. The back inside cover page and back outside cover page shall be kept blank.

Definitions:

1. SEBI ICDR, Reg 2018:

- Reg. 2(d):** **“Application Supported by Blocked Amount (ASBA)”** means an application for subscribing to a public issue or rights issue, along with an authorization to self-certified syndicate bank to block the application money in a bank account;
- Reg. 2(e):** **“Associate”** means a person which is an associate of the issuer and as defined under the Companies Act, 2013;
- Reg. 2(f):** **“Board”** means the Securities and Exchange Board of India established under the Act;
- Reg. 2(h):** **“Composite Issue”** means an issue of specified securities by a listed issuer on public-cum-rights basis, wherein the allotment in both public issue and rights issue is proposed to be made simultaneously;
- Reg. 2(l):** **“Designated Stock Exchange”** means a recognized stock exchange having nationwide trading terminals chosen by the issuer on which securities of an issuer are listed or proposed to be listed for the purpose of a particular issue of specified securities under these regulations:
Provided that, the issuer may choose a different recognized stock exchange as a designated stock exchange for any subsequent issue of specified securities;
- Reg. 2(m):** **“Draft Letter of Offer or DLOF”** means the draft letter of offer filed with the Board in relation to a rights issue under these regulations;
- Reg. 2(p):** **“Fugitive Economic Offender”** shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018;
- Reg. 2(r):** **“General Corporate Purposes”** include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the draft offer document, draft letter of offer, the offer document, or the letter of offer:
Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the draft offer document, draft letter of offer, the offer document, or the letter of offer;
- Reg. 2(bb):** **“Key Managerial Personnel”** shall mean the key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;

- Reg. 2(cc):** **“Lead Manager”** means a merchant banker registered with the Board and appointed by the issuer to manage the issue and in case of a book built issue, the lead manager(s) appointed by the issuer shall act as the book running lead manager(s) for the purposes of book building;
- Reg. 2(dd):** **“Listed Issuer”** means an issuer whose equity shares are listed on a recognized stock exchange having nationwide trading terminals;
- Reg. 2(ee):** **“Main Board”** means a recognized stock exchange having nationwide trading terminals, other than SME exchange;
- Reg. 2(kk):** **“Offer Document”** means a red herring prospectus, prospectus or shelf prospectus, as applicable, referred to under the Companies Act, 2013, in case of a public issue, and a **letter of offer (LOF) in case of a rights issue**;
- Reg. 2(xx):** **“Rights Issue”** means an offer of specified securities by a listed issuer to the shareholders of the issuer as on the record date fixed for the said purpose;
- Reg. 2(aaa):** **“Self-Certified Syndicate Bank”** means a banker to an issue registered with the Board, which offers the facility of ASBA;
- Reg. 2(eee):** **“Specified Securities”** means equity shares and convertible securities;
- Reg. 2(eeea):** **“SR Equity Shares”** means the equity shares of an issuer having superior voting rights compared to all other equity shares issued by that issuer.
- Reg. 2(ggg):** **“Stock Exchange”** means any recognized stock exchange having nationwide trading terminals chosen by the issuer on which securities of an issuer are listed or proposed to be listed for the purpose of a particular issue of specified securities under these regulations, other than an SME exchange;
- Reg. 2(III):** **“Wilful Defaulter or a Fraudulent Borrower”** means a person or an issuer who or which is categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India;
- Reg. 2(mmm):** **“Working Day”** means all days on which commercial banks in the city as specified in the offer document are open for business;

Explanation: For the purpose of this clause, in respect of –

- (a) Announcement of price band; and
- (b) Bid/ Issue Period,

working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the offer document are open for business;

- (c) The time period between the bid/ issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the Board.

➤ **Reg. 3: Applicability of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018**

Unless otherwise provided, these regulations shall apply to the following:

- (a) an initial public offer by an unlisted issuer;
- (b) **a rights issue by a listed issuer; where the Aggregate Value of the issue is Rs. 50 Crore or more;**
- (c) a further public offer by a listed issuer;
- (d) a rights issue by a listed issuer;
- (e) a qualified institutions placement by a listed issuer;
- (f) an initial public offer of Indian depository receipts;
- (g) a rights issue of Indian depository receipts;
- (h) an initial public offer by a small and medium enterprise;
- (i) a listing on the innovators growth platform through an issue or without an issue; and
- (j) a bonus issue by a listed issuer.

Provided that in case of rights issue of size less than fifty crores rupees, the issuer shall prepare the letter of offer in accordance with requirements as specified in these regulations and file the same with the Board for information and dissemination on the Board's website.

Provided further that these regulations shall not apply to issue of securities under clause (b), (d) and (e) of sub-regulation (1) of regulation 9 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

➤ **Reg. 60: For the purpose of Chapter III, "Reference Date":**

An Issuer offering specified securities of **Aggregate Value of 50 Crores Rupees or more**, through a rights issue shall satisfy the conditions of this Chapter at the time of filing the **draft letter of offer with the Board** and also at the time of filing the final letter of offer with the stock exchanges, as the case may be.

➤ **Non-Eligibility Conditions and General Conditions:**

Sr. No.	Non-Eligible Issuer [Reg. 61]	Eligible Issuer [General Conditions] [Reg. 62]
1.	<p>The Issuer, any of its Promoters, Promoter Group/ Directors of the issuer are debarred from accessing the capital market by the Board.</p> <p>Explanation: The above restrictions will not apply to the persons or entities mentioned therein who were debarred in the past by the Board and the period of debarment is already over as on the date of filing of the draft letter of offer with the Board.</p>	<p>It has to make an application to one or more stock exchanges to seek an In-Principle Approval for listing of its specified securities on such stock exchanges and has to choose one of them as the designated Stock Exchange.</p>
2.	<p>Any of the Promoters/ Directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board.</p> <p>Explanation: The above restrictions will not apply to the persons or entities mentioned therein who were debarred in the past by the Board and the period of debarment is already over as on the date of filing of the draft letter of offer with the Board.</p>	<p>All its existing Partly Paid-Up Equity Shares have either been fully paid-up or have been forfeited.</p>
3.	<p>Any of its Promoters/ Directors is a Fugitive Economic Offender.</p>	<p>It has to make Firm Arrangements of Finance through verifiable means towards 75% of the stated means of finance for the specific project proposed to be funded from issue proceeds, excluding the amount to be raised through the proposed rights issue or through existing identifiable internal accruals.</p> <p>Explanation - For the purpose of this regulation 'Finance for the specific Project' shall mean finance of capital expenditures only.</p>
4.	<p>—</p>	<p>The Issuer/ any of its promoters/ directors is a wilful defaulter/ a fraudulent borrower, the promoters or promoter group of the issuer shall not renounce their rights except to the extent of renunciation within the promoter group.</p>

Sr. No.	Non-Eligible Issuer [Reg. 61]	Eligible Issuer [General Conditions] [Reg. 62]
5.	—	It has issued SR equity shares to its promoters or founders, then such a SR shareholder shall not renounce their rights and the SR shares received in a rights issue shall remain under lock-in until conversion into equity shares having voting rights same as that of ordinary equity shares along with existing SR equity shares

Allocation of Amount to be raised through Rights Issue [Reg. 62(2) & (2A)]

For General Corporate Purpose	General Purpose + Not Identified Acquisition/ Investment target	Not Identified Acquisition/ Investment target
Max. 25% of amount to be raised through Right Issue.	Max. 35% of amount to be raised through Right Issue.	Max. 25% of amount to be raised through Right Issue The above limits shall not apply if the proposed acquisition or strategic investment object has been identified and suitable specific disclosures about such acquisitions / investments are made in the draft offer document and the offer document.

➤ **Record Date: [Reg. 68]**

Sr. No.	Particular	Provision
1.	Purpose	To determine the shareholders eligibility to apply for specified securities in the proposed rights issue.
2.	Withdrawal Allowed or not	The Company shall not withdraw its rights issue after announcement of the record date. If the Company withdraws the rights issue after announcing the record date, it shall not be eligible to make an application for listing of any of its specified securities on any stock exchange for a period of twelve months from the record date announced.

➤ **Appointment of Intermediaries: [Reg. 69]**

Sr. No.	Name of Intermediary	Particular
1.	Merchant Banker	The Company shall appoint one or more merchant bankers, which are registered with the Board, as lead manager(s) to the issue. At least one lead manager to the issue shall not be an associate (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) of the issuer and if any of the lead manager is an associate of the issuer, it shall disclose itself as an associate of the issuer and its role shall be limited to marketing of the issue.
2.	Bankers to an Issue	The Company shall appoint bankers to an issue.
3.	Registrar to the Issue	The Company shall appoint a registrar to the issue registered with the Board, which has connectivity with all the depositories; Provided that if the issuer itself is a registrar, it shall not appoint itself as a registrar to the issue; Provided further that a lead manager shall not act as a registrar to the issue in which it is also handling the post-issue responsibilities.

➤ **PART V: Disclosures in and filing of Draft Letter of Offer (DLOF) and Letters of Offer (LOF)**

Disclosures in the Draft Letter of Offer (DLOF) and Letter of Offer (LOF) [Reg. 70]	Filing of the draft letter of offer and letter of offer) [Reg. 71]	Draft Letter of Offer (DLOF) and Letter of Offer (LOF) to be available to the public) [Reg. 72]
The lead manager(s) shall exercise due diligence and satisfy themselves about all aspects of the issue including the veracity and adequacy of disclosure in the DLOF and the LOF.	Prior to making a rights issue, the issuer shall, except in case of a fast track issue, file a draft letter of offer, with the Board and with the stock exchange(s), through the lead manager(s). Provided that the issuer shall, in case of fast track issue, file a letter of offer and pay fees as specified in Schedule III with the Board.	The DLOF filed with the Board shall be made public for comments , if any, for a period of Min. 21 days from the date of filing , by hosting it on the websites of the issuer, the Board, stock exchanges where specified securities are proposed to be listed and the lead manager(s) associated with the issue.
The lead manager(s) shall call upon the issuer, its promoters and its directors to fulfil their obligations as disclosed by them in the DLOF & LOF.	The Lead Manager(s) shall submit the following to the Board along with the draft letter of offer : a) A certificate , confirming that an agreement has been entered into between the issuer and the lead manager(s) and includes content specified in Schedule II; b) A due diligence certificate as per Form A of Schedule V; c) A certificate confirming compliance of the conditions specified in Part F of Schedule VI, if applicable.	The issuer shall, within 02 days of filing of the DLOF with the Board, make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of the issuer is situated, for inviting the public to provide their comments to the Board, the issuer or to the lead manager(s).
The information or particulars contained in DLOF & LOF, as per audited financial statements in the letter of offer are not more than six months old from the issue opening date.	The issuer shall also file the draft letter of offer with the stock exchange(s) and shall submit to such stock exchange(s), the Permanent Account Number, bank account number and passport number of its promoters where they are individuals, and Permanent Account Number, bank account	The Lead Manager(s) shall, after expiry of 21 days , file with the Board, details of comments received by them or the issuer from the public, on the DLOF, during that period and consequential changes, if any, that are required to be made in the DLOF.

Disclosures in the Draft Letter of Offer (DLOF) and Letter of Offer (LOF) [Reg. 70]	Filing of the draft letter of offer and letter of offer) [Reg. 71]	Draft Letter of Offer (DLOF) and Letter of Offer (LOF) to be available to the public) [Reg. 72]
	number, company registration number or equivalent and the address of the Registrar of Companies with which the promoter is registered, where the promoter is a body corporate.	
An issuer shall make disclosures in the DLOF, LOF and Abridged LOF, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.	<p>The SEBI may specify changes/ observation in DLOF within thirty days from the later of the following dates:</p> <p>(a) the date of receipt of the draft letter of offer, as applicable, under sub-regulation (1); or</p> <p>(b) the date of receipt of satisfactory reply from the lead manager(s), where the Board has sought any clarification or additional information from them; or</p> <p>(c) the date of receipt of clarification or information from any regulator or agency, where the Board has sought any clarification or information from such regulator or agency; or</p> <p>(d) the date of receipt of a copy of in-principle approval letter issued by the stock exchanges.</p>	The Issuer and the Lead Manager(s) shall ensure that the LOF are hosted on the websites as required under these regulations and its contents are the same as the versions as filed with the Board and the stock exchanges, as applicable.
In the LOF and the Abridged LOF, the issuer shall disclose the process of credit of Rights Entitlements (REs) in the demat account and renunciation thereof.	<p>If Observance is made by SEBI in DLOF OR no observation is issued within 30 days as calculated above:</p> <p>The Lead Manager shall submit the following documents:</p> <p>(a) a statement certifying that all changes, and observations made by the Board have been</p>	The Lead Manager(s) and the Stock Exchanges shall provide copies of the DLOF to the public as and when requested and may charge a reasonable sum for providing a copy of the same.

Disclosures in the Draft Letter of Offer (DLOF) and Letter of Offer (LOF) [Reg. 70]	Filing of the draft letter of offer and letter of offer) [Reg. 71]	Draft Letter of Offer (DLOF) and Letter of Offer (LOF) to be available to the public) [Reg. 72]
	<p>incorporated in the LOF;</p> <p>(b) a due diligence certificate as per Form C of Schedule V, at the time of submission of the letter of offer with stock exchange(s);</p> <p>(c) a due diligence certificate as per Form D of Schedule V, in the event the issuer has made a disclosure of any material development by issuing a public notice.</p>	
-	<p>Copy of the LOF shall also be filed with the Board and the Stock Exchanges through the Lead Manager simultaneously with filing of the Letter of Offer (LOF) with the designated stock exchange.</p> <p>The DLOF and LOF shall also be furnished to the Board in a soft copy.</p>	-

➤ **PART VI: Pricing [Reg. 73]**

1. The issuer shall decide the issue price, in consultation with the lead manager(s), before determining the record date, which shall be determined in consultation with the designated stock exchange.
2. The issue price shall not be less than the face value of the specified securities.
3. The issuer shall disclose the issue price in the LOF filed with the Board and the stock exchange(s).

➤ **PART VII: Issuance Conditions And Procedure [Reg. 74-96]**

Reservations [Reg. 74]	Abridged letter of offer [Reg. 75]	ASBA [Reg. 76]
<ul style="list-style-type: none"> The issuer shall make a rights issue of equity shares only if it has made reservation of equity shares of the same class in favour of the holders of outstanding compulsorily convertible debt instruments, if any, in proportion to the convertible part thereof. The equity shares so reserved for the holders of fully or partly compulsorily convertible debt instruments shall be issued to the holder of such convertible debt instruments at the time of conversion of such convertible debt instruments, on the same terms at which the equity shares offered in the rights issue were issued. Provided that for the purposes of offering such rights entitlements, the issuer company shall not be required to credit rights entitlements. Subject to other applicable provision of these regulations, the issuer may make reservation for its employees along with rights issue subject to the condition that the value of allotment to any employee shall not exceed 02 lakhs rupees. Provided that in the event of under-subscription in the employee reservation portion, the unsubscribed portion may be 	<ul style="list-style-type: none"> Abridged Letter of Offer (ALOF) shall contain the disclosures as specified by the Board in Part F of Schedule VI and shall not contain any matter extraneous to the contents of the letter of offer. Every application form distributed by the issuer or any other person in relation to the issue shall be accompanied by a copy of the abridged letter of offer. 	<p>An applicant to the rights issue shall do so only through the ASBA facility, which facility shall be provided by the issuer in the manner specified by the Board.</p> <p>Provided that payment through any other electronic banking mode shall be permitted in respect of an application made for any reserved portion outside the issue period.</p>

Reservations [Reg. 74]	Abridged letter of offer [Reg. 75]	ASBA [Reg. 76]
allotted on a proportionate basis, for a value in excess of two lakhs rupees, subject to the total allotment to an employee not exceeding five lakhs rupees.		

Availability of Letter of Offer (LOF) and other issue materials [Reg. 77]	Credit of rights entitlements and allotment of specified securities [Reg. 77A]	Conditions for making applications on plain paper [Reg. 78]
<ul style="list-style-type: none"> ❖ The Lead Manager(s) shall ensure availability of the LOF and other issue material including application forms with stock exchanges, registrar to issue, registrar and share transfer agents, depository participants, stock brokers, and underwriters, bankers to the issue, investors 'associations and self-certified syndicate banks before the opening of the issue. ❖ The ALOF, along with application form, shall be dispatched through registered post or speed post or by courier service or by electronic transmission to all the existing shareholders at least three days before the date of opening of the issue. ❖ The LOF shall also be provided by the issuer or lead manager(s) to any existing shareholder who makes a request in this regard. 	<ul style="list-style-type: none"> • The Rights Entitlements (REs) shall be credited to the demat account of the shareholders before the date of opening of the issue. • Allotment of specified securities shall be made in the dematerialised form only. 	<p>(1) Shareholders who have not received the application form may make an application in writing on a plain paper, along with the requisite application money.</p> <p>Provided that SCSBs shall accept such application forms only if all details required for making the application as per these regulations are specified in the plain paper application.</p> <p>(2) Shareholders making an application on plain paper shall not be entitled to renounce their rights and shall not utilize the application form for any purpose including renunciation even if it is received subsequently.</p> <p>(3) If a shareholder makes an application both in an application form as well as on a plain paper, both applications are liable to be rejected.</p>

Prohibition on payment of incentives [Reg. 79]	Underwriting [Reg. 81]	Monitoring agency [Reg. 82]
<p>A. Any person connected with the issue, shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the rights issue, except for fees or commission for services rendered in relation to the issue.</p>	<p>1. If the issuer desires to have the issue underwritten, it shall appoint merchant bankers or stock brokers, registered with the Board, to act as underwriters.</p> <p>Provided that the issue can be underwritten only to the extent of entitlement of shareholders other than the promoters and promoter group.</p> <p>2. In case of every underwritten issue, the Lead Manager(s) shall undertake minimum underwriting obligations as specified in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.</p>	<p>1. If Issue size exceeds 100 Crore- Use of proceeds of the issue shall be monitored by a credit rating agency. Exception: Specified Securities issued by</p> <ol style="list-style-type: none"> 1. Banks 2. Public Financial Institution 3. Insurance Company <p>2. Report on quarterly basis by CRA- Till 100% of the proceeds of the issue actually raised have been utilized.</p> <p>3. The board of directors and the management of the issuer shall provide their comments on the findings of the monitoring agency.</p> <p>4. Report to be submitted with Stock Exchange(s) & publish on its Website: Within 45 days from the end of each quarter.</p>

1. Reg. 80 regarding requirements of “Security deposit” with Stock Exchanges, have been omitted w.e.f. 18.05.2024.

➤ **Public communications, publicity materials, advertisements and Research Reports [Reg. 83]**

All public communication, publicity materials, advertisements and research reports shall comply with the provisions of **Schedule IX**.

➤ **Issue-related Advertisements: [Reg. 84]**

1. Before Opening of Issue-Advertisement in Newspaper:

One English national daily newspaper, **Hindi national** daily newspaper and **one regional language** daily newspaper with wide circulation, and also give an **intimation to the stock exchanges** for dissemination on their websites, **at least 02 days before the date of opening of the issue**, disclosing the following:

1. **Date** of completion of dispatch of Abridged Letter of Offer (ALOF) and the application form;
2. **Centers other than registered** office of the issuer where the shareholders or the persons entitled to receive the rights entitlements may obtain duplicate copies of the application form;
3. **Statement** that if the shareholders entitled to receive the rights entitlements have **neither received the original application forms nor are in a position to obtain the form**; they may make an application through the form available on the website of Registrar, stock exchanges or lead managers or in writing on a plain paper to subscribe to the Rights Issue along with a format specifying therein the necessary particulars such as name, address, ratio of rights issue, issue price, number of equity shares held, ledger folio numbers, depository participant ID, client ID, number of equity shares entitled and applied for, additional shares if any, and the amount to be blocked with SCSB along with the application;
4. **Statement** to the effect that if the shareholder makes an application using the application form as well as plain paper, **both the applications shall be liable to be rejected** at the option of the issuer.

2. During Issue Period -Advertisement in Newspaper:

No advertisement shall be released giving an impression that the issue has been fully subscribed or oversubscribed, or indicating investors' response to the issue.

3. After Closure of Issue-Advertisement in Newspaper:

An **Announcement** regarding closure of issue shall be made **only after the lead manager(s) is satisfied** that **Min. 90 % of the offer through letter of offer (LOF)** has been subscribed and a certificate has been obtained to that effect from the Registrar to the Issue (RTA):

Provided that such an **announcement shall not be made before the date on which the issue is to be closed except** for issue closing advertisement made in the format prescribed in these regulations.

➤ **Opening of the issue: [Reg. 85]**

Timelines:

Normal Right Issue: Rights Issue may be **opened within twelve months** from the date of issuance of the observations by the Board under regulation 71.

Fast Track Right Issue: Provided that in case of a fast track issue, the issue shall **open within twelve months** from the record date.

Minimum subscription [Reg. 86]	Period of subscription [Reg. 87]	Payment Options [Reg. 88]
<p>Min. Subscription: 90% of offer through the offer document.</p> <p>Min. Subscription shall not applicable if:</p> <p>Object of the issue involves financing other than financing of capital expenditure for a project; and</p> <p>Promoters and the Promoter Group of the issuer undertake to subscribe fully to their portion of rights entitlement and do not renounce their rights except to the extent of renunciation within the promoter group.</p> <p>Refund all Money:</p> <p>In case of Non-receipt of Minimum Subscription all application monies received shall be refunded to the applicants forthwith, but not later than 04 days from the closure of the issue.</p>	<p>Open of subscription: Min. 07 Days & Max. 30 days</p> <p>1. No withdrawal of application shall be permitted after the issue closing date.</p>	<p>The issuer shall give one of the following payment options to all the shareholders for each type of instrument:</p> <p>a) part payment on application with balance money to be paid in calls; or</p> <p>b) full payment on application:</p> <p>In case of part Payment: Application money will be Min. 25 % of issue price.</p> <p>Balance Money in Calls: It may be paid through electronic banking modes.</p>

➤ **Manner of Calls: [Reg. 89]**

If the issuer proposed to **receive subscription monies in calls**, it shall ensure that the outstanding subscription money is called **within 12 months** from the **date of allotment** in the issue.

If any applicant fails to pay the call money within the said twelve months, the equity shares on which there are **calls in arrear along with the subscription money already paid on such shares shall be forfeited.**

Provided further that **it shall not be necessary to call the outstanding subscription money within twelve months**, if the issuer **has appointed a monitoring agency in terms of regulation 82.**

Allotment procedure and Basis of Allotment [Reg. 90]

1. The issuer shall not make any allotment in excess of the specified securities offered through the letter of offer, except as provided in regulation 74(1) and (2).

2. Manner of Allotment:

Full Allotment (A)	Allotment Variation (B)	Allotment Variation (C)
To those eligible shareholders who applied for their Rights Entitlement (REs) either in full or in part and also to the Renouncee(s), who applied for the specified securities renounced in their favour, in full or in part, as adjusted for fractional entitlement.	To those eligible shareholders who applied for specified securities in full to the extent of their rights entitlement and have also applied for additional specified securities, shall be made as far as possible on an equitable basis having due regard to number of specified securities held by them on record date, provided there is an under-subscribed portion after making allotment in (A) category.	To Renouncees, who having applied for the specified securities renounced in their favour and also applied for additional specified securities, provided there is an under-subscribed portion after making full allotment specified in (A) and (B). The allotment of such additional specified securities may be made on a proportionate basis.

Authorised Stock Exchanges Employee, Lead Managers and RTA shall ensure basis of allotment is finalised in a fair and proper manner.

Allotment, Refund and Payment of interest [Reg. 91]

- The Issuer and Lead Manager(s) shall ensure that the specified securities are allotted and/or application monies are refunded or unblocked within such period as may be specified by the Board.
- Lead Manager(s) shall ensure that the allotment, credit of dematerialised securities, refunding or unblocking of application monies, as may be applicable, are done electronically.
- If specified securities are not allotted and/or application monies are not refunded or unblocked within specified period, the issuer shall undertake to pay interest @ 15% P.A. to the shareholders within such time as disclosed in the draft letter of offer and the letter of offer and the lead manager(s) shall ensure the same.

Post-Issue Advertisements (PIA) [Reg. 92]

The Lead Manager(s) shall ensure that an advertisement giving details relating to:

subscription, basis of allotment;
number, value and percentage of all applications including ASBA;
value and percentage of successful allottees for all applications including ASBA;
date of completion of dispatch of refund orders;
instructions to self- certified syndicate banks by the Registrar;
date of dispatch of certificates;
date of credit of specified securities and
date of filing of listing application etc.

In how many days: Within 10 days from the date of completion of the various activities.

In which newspaper: At least one English national daily one Hindi national daily newspaper and one regional language daily newspaper, at the place where registered office of the issuer is situated.

Details specified in above shall also be placed on the websites of the stock exchanges where the securities are listed.

Post-issue responsibilities of the Lead Manager(s) [Reg. 93]

1. The responsibility of the Lead Manager(s) shall continue until completion of the issue process and for any issue related matter thereafter.
2. The Lead Manager(s) shall regularly monitor redressal of investor grievances arising from any issue related activities.
3. The Lead Manager(s) shall **continue to be responsible** for **post-issue activities till the applicants have received, credit to their demat account or refund of application monies and listing or trading permission is obtained.**
4. The Lead Manager(s) shall be responsible for and co-ordinate with the registrars to the issue and with various intermediaries at regular intervals after the closure of the issue to monitor the flow of applications from self-certified syndicate banks, processing of the applications including application form for ASBA and other matters till the basis of allotment is finalised, credit of the specified securities to the dematerialised accounts of the allottees, as applicable and unblocking of ASBA accounts/ dispatch of refund orders are completed and securities are listed, as applicable.
5. Any act of omission or commission on the part of any of the intermediaries noticed by the lead manager(s) shall be duly reported by them to the Board.
6. **In case there is a devolvement on underwriters**, the Lead Manager(s) shall ensure that the notice for devolvement containing the obligation of the underwriters is **issued within ten days** from the **date of closure of the issue.**
7. **In case of undersubscribed issues that are underwritten**, the Lead Manager(s) shall furnish information to the Board in respect of **underwriters who have failed to meet their underwriting devolvement** in the format specified in Schedule XVIII.

Release of subscription money [Reg. 94]	Reporting of transactions of the Promoters and Promoter Group [Reg. 95]	Post-issue reports [Reg. 96]				
<p>1. The Lead Manager(s) shall confirm to the bankers to the issue by way of copies of listing and trading approvals that all formalities in connection with the issue have been completed and that the banker is free to release the money to the issuer or release the money for refund in case of failure of the issue.</p> <p>2. In case the issuer fails to obtain listing or trading permission from the stock exchanges where the specified securities were listed, it shall refund through verifiable means the entire monies received within 04 days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within 04 days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the 4th day, be jointly and severally liable to repay that money with interest @ 15% per annum.</p> <p>3. The lead manager(s) shall ensure that the monies received in respect of the rights issue are released to the issuer in compliance with the provisions of sub-section (3) of section 40 of the Companies Act, 2013, as applicable.</p>	<p>All transactions in securities by the Promoters and Promoter Group, between the date of filing of the DLOF or LOF, as the case may be and date of closure of the issue shall be reported to the Stock Exchanges where the specified securities of the issuer are to be listed, within twenty four hours of such transactions.</p>	<p>The Lead Manager(s) shall submit Post-Issue Reports (PIRs) as follows:</p> <table><tr><th>Initial PIRs</th><th>Final PIRs</th></tr><tr><td>Within 03 working days of closure of the issue [Part B of Sch. XVII]</td><td>Within 15 working days of finalization of basis of allotment or refund of money in case of failure of the issue. [Part C of Sch. XVII]</td></tr></table>	Initial PIRs	Final PIRs	Within 03 working days of closure of the issue [Part B of Sch. XVII]	Within 15 working days of finalization of basis of allotment or refund of money in case of failure of the issue. [Part C of Sch. XVII]
Initial PIRs	Final PIRs					
Within 03 working days of closure of the issue [Part B of Sch. XVII]	Within 15 working days of finalization of basis of allotment or refund of money in case of failure of the issue. [Part C of Sch. XVII]					

➤ **PART VIII: Miscellaneous [Reg. 97-98]**

Restriction on further capital issues [Reg. 97]	Alteration of rights of holders of specified securities [Reg. 98]				
<p>4. An issuer shall not make any further issue of specified securities in any manner whether by way of public issue, rights issue, rights issue, qualified institutions placement, issue of bonus shares or otherwise, except pursuant to an employee stock option scheme:</p> <table border="1" data-bbox="159 545 1094 846"> <thead> <tr> <th data-bbox="159 545 625 618">Normal Issue</th><th data-bbox="625 545 1094 618">Fast Track Issue</th></tr> </thead> <tbody> <tr> <td data-bbox="159 618 625 846"> From date of filing of DLOF with the Board/ SEBI to the listing of the specified securities offered through the LOF or refund of application monies; </td><td data-bbox="625 618 1094 846"> From date of filing of LOF with the Board/ SEBI to the listing of the specified securities offered through the LOF or refund of application monies; </td></tr> </tbody> </table> <p>Unless full disclosures regarding the total number of specified securities or amount proposed to be raised from such further issue are made in such DLOF or LOF, as the case may be.</p>	Normal Issue	Fast Track Issue	From date of filing of DLOF with the Board/ SEBI to the listing of the specified securities offered through the LOF or refund of application monies;	From date of filing of LOF with the Board/ SEBI to the listing of the specified securities offered through the LOF or refund of application monies;	<p>The issuer shall not alter the terms (including the terms of issue) of specified securities which may adversely affect the interests of the holders of those specified securities, except with the consent in writing of the holders of not less than three-fourths of the specified securities of that class or with the sanction of a special resolution passed at a meeting of the holders of the specified securities of that class.</p>
Normal Issue	Fast Track Issue				
From date of filing of DLOF with the Board/ SEBI to the listing of the specified securities offered through the LOF or refund of application monies;	From date of filing of LOF with the Board/ SEBI to the listing of the specified securities offered through the LOF or refund of application monies;				

Procedure for issue of Equity Shares on Right Issue Basis

1. Issue notice of Board Meeting for approval of shares to be issued on right basis [Fund Raising]: [Section 173(3) & SS-1]

The Company has to issue 7 days' notice (shorter notice if any) for convening a board meeting to pass a board resolution for issuing shares on right issue basis.

[It is assumed that the Company is not required to alter its MOA & AOA for the proposed right issue i.e. Alteration/ Increase of Authorised Share Capital and doesn't require shareholders' approval for the same otherwise the Company has to follow that procedure before issuing shares on right issue basis]

2. Prior Intimation of Board Meeting and closure of Trading Window:[Reg. 29(1)(d) & (2) of LODR & read with Reg. 9 and Sch. B of PIT Reg. 2015] [Pdf and XBRL mode]

The Company is required to intimate **at least 02 working days in advance**, excluding the date of the intimation and date of the meeting before the BoD Meeting to Stock Exchange(s), for issue of shares on rights issue basis and closure of trading window.

3. Update website of Company: [Reg. 46(3) read with reg. 30(8) of LODR] [Pdf mode]

The Company has to update its website within 02 work days of change in its contents.

4. Submission of Outcome of BoD Meeting: [Reg. 30 read with Stock Exchanges' circulars] [Pdf Mode]

The Company has to submit the outcome of BoD Meeting with the Stock Exchange(s), **within 30 minutes/ 03 hours from conclusion of BoD Meeting, as the case may be.**

5. Issue notice of another Board Meeting:[Section 173(3)& SS-1]

The Company has to issue 7 days' notice (shorter notice, if any,) for convening another board meeting to pass a board resolution for various other matters in connection with the Rights Issue including the specific terms of the Rights Issue, such as the determination of the Rights Issue price and related payment mechanism, **rights entitlement ratio, the record date and timing of the Rights Issue (Right Issue Period) etc.**

6. Prior Intimation of Board Meeting:[Reg. 29(1)(d) & (2) of LODR] [Pdf and XBRL mode]

The Company is required to intimate **at least 02 working days in advance**, excluding the date of the intimation and date of the meeting before the BoD Meeting to Stock Exchange(s), for issue of shares on rights issue basis.

7. Submission of Outcome of BoD Meeting:[Reg. 30 read with Stock Exchanges' circulars] [Pdf Mode]

The Company has to submit the outcome of BoD Meeting with the Stock Exchange(s), mentioning the terms of Right Issue, *inter-alia*, total number of Equity Shares and Rights Issue size, **Rights Issue Price, Record Date, Rights Issue period**, Outstanding Equity Shares, **Rights Entitlement (RE) Ratio**, Other terms of the Rights Issue (including fractional and zero entitlements) etc., **within 30 minutes/ 03 hours from conclusion of BoD Meeting, as the case may be.**

8. Filing of e-form MGT-14 with RoC: [Ref: Sec. 117 read with rule 24 of Companies (Management and Administration) Rules, 2014] [Pdf mode]

The Company has to file e-form MGT-14, with Registrar of Companies (ROC), within 30 days of passing Board Resolution for issuing shares on right issue basis.

9. Appointment of Merchant Banker(s) as Lead Manager(s) (LMs): [Reg. 69(1) of ICDR]

The Company has to appoint one or more merchant bankers as lead manager(s) to the issue by entering into an agreement with Lead Managers (for looking after whole right issue).

10. Appointment of other Intermediaries: [Reg. 69 of ICDR]

The Company has to appoint other intermediaries by entering into agreements:

1. **Registrar to Issue (Registrar):** Who has connectivity with all depositories in connection with the issue.
[Agreement between Issuer and Registrar]
2. **Banker to Issue:** To deal with the various matters relating to collection, appropriation and refund of Application Monies, and other matters related thereto in relation to the Issue.
[Agreement between Issuer, Lead Manager(s) and Banker to Issue]
3. **Monitoring Agency:** To monitor the full utilization of proceeds of the issue raised through issue of shares on right basis.
[Agreement between Issuer and Monitoring Agency] (Mandatory only if Issue Size exceeds 100 Crore- Reg. 82 of ICDR)

11. Submission of Draft Letter of Offer (DLOF) with Board (SEBI): [Reg. 71 & Sch. VI of ICDR] [Pdf mode]

The Company through Lead Manager(s) shall submit the DLOF along with statutory fee & other relevant documents with the Board (SEBI) for shares to be allotted on right issue basis.

12. Submission of Draft Letter of Offer (DLOF) with Stock Exchange(s): [Reg. 71 & Sch. VI of ICDR] [Pdf & XBRL mode]

The Company through Lead Manager(s) shall submit the DLOF along with fee & other relevant documents, *inter-alia*, the Permanent Account Number, bank account number and passport number of its promoters where they are individuals, and Permanent Account Number, bank account number, company registration number or equivalent and the address of the Registrar of Companies with which the promoter is registered, where the promoter is a body corporate with the Stock Exchange(s) for shares to be allotted on right issue basis.

13. Upload DLOF on website of the Company: [Reg. 72 of ICDR] [Pdf mode]

The Company has to upload the DLOF on its website for public comments, if any, for at least 21 days from date of filing of DLOF with Board. It may be noted that the DLOF shall also be made available on the website of the Board, Stock Exchange(s) and lead Manager(s).

14. Public Announcement (PA) in newspapers on filing of DLOF: [Reg. 72(4) of ICDR]

The Company has to make Public Announcement in **03 Newspapers** (elaborated in upper segment), within **02 days of filing of DLOF** stating the fact that DLOF has been filed and other relevant details.

15. Submission of Newspapers' copies to Stock Exchange(s): [Reg. 30(6) read with para 12 of part A Sch. III read with Annexure-II of SEBI Circular dated 13.07.2023] [Pdf mode]

The Company has to submit copies of newspapers publication, within 12 hours from publication to Stock Exchange(s).

16. Submission of Issue Summary Document (ISD) with Stock Exchanges: [SEBI circular SEBI/HO/CFD/PoD-1/P/CIR/2023/29 dated February 15, 2023- 2nd Phase-for further issue w.e.f -April 03, 2023:] [XBRL form]

The Company has to submit Issue Summary Document (ISD) with Stock Exchange(s) **at the time of submitting application** for **obtaining in-principle approval** for issuing shares on right basis.

17. Submission of application for “In-Principle” Approval with Stock Exchange(s): [Reg. 28 of LODR]

The Company has to make an application for obtaining “In-Principle” approval from Stock Exchange(s) before issuing securities.

18. Submission of a statement containing details of Comments received on DLOF, with Board: [Reg. 72 of ICDR]

The Company has to submit through Lead Manager(s) a statement containing details of comments and the consequential changes, if any, that are required to be made in the DLOF.

19. Approval or Observation by Board, if any, on DLOF submitted: [Reg. 71 of ICDR]

The Board may specify changes or issue observations, **within 30 days from the later of the following dates:**

- (a) the date of receipt of the draft letter of offer, as applicable, under sub-regulation (1); or
- (b) the date of receipt of satisfactory reply from the lead manager(s), where the Board has sought any clarification or additional information from them; or
- (c) the date of receipt of clarification or information from any regulator or agency, where the Board has sought any clarification or information from such regulator or agency; or
- (d) the date of receipt of a copy of “in-principle” approval letter issued by the stock exchanges.

20. 2nd Public Announcement (PA) in newspapers on resubmission of DLOF: [Reg. 72 of ICDR read with SEBI Master Circular on ICDR dated 11.11.2024] [APPLICABLE ONLY IN CASE OF RESUBMISSION of DLOF]

The Company has to make Public Announcement in **03 Newspapers** (elaborated in upper segment), **within 02 days of filing of DLOF** stating the fact that DLOF has been resubmitted after making necessary changes and other relevant details.

21. Obtain separate International Securities Identification Number (ISIN) for Right Entitlements(REs) from Depositories:

The Company has to obtain a separate ISIN for Right Entitlements (REs) to be credited in demat account of eligible shareholders before submitting Letter of Offer (LOF) with Board/ SEBI, and the Depositories shall **suspend** the **ISIN of REs** for transfers, from issue closing date.

22. Prior Intimation of Record to Stock Exchange(s): [Reg. 42 of LODR]

The Company has to intimate **in advance at least 03 working days** (excluding the date of intimation and the record date) before record date scheduled for the rights issue of shares including ISIN for REs, to Stock Exchange(s). [List of documents are given at the end of this assignment]

23. Submission of Letter of Offer (LOF) with Board (SEBI): [Reg. 71 & Sch. VI of ICDR] [Pdf & XBRL mode]

On approval of DLOF, the Company through Lead Manager(s) shall submit the DLOF along with statutory fee & other relevant documents with the Board (SEBI) for shares to be allotted on right issue basis.

24. Upload LOF on website of the Company: [Reg. 72 of ICDR] [Pdf mode]

The Company has to upload the LOF on its website, immediately after filing with the Board. It may be noted that the LOF shall also be made available on the website of the Board, Stock Exchange(s) and lead Manager(s).

25. Sending Abridged Letter of Offer (ALOF) and Application Form to eligible shareholders: [Reg. 75 of ICDR] [Pdf mode]

The Company has to email **Abridged Letter of Offer (ALOF) along with Application Form (Physical Copies only to those shareholders who ask for the same)** to eligible shareholders as on record date determined for the right issue including the process of credit of REs and relevant details, **min. 03 days before the date of opening of the issue.**

26. Upload ALOF & Application form on website of the Company: [Pdf mode]

The Company has to upload ALOF & Application form on its website, immediately after sending to eligible shareholders. It may be noted that the ALOF & Application form shall also be made available on the website of the RTA and Lead Manager(s).

27. Credit of Right Entitlements (REs): [SEBI Master Circular on ICDR dated 11.11.2024]

The Right Entitlements (REs) shall be credited into the demat account of eligible shareholders as on record date in dematerialized form by Depositories through RTA, before the date of opening of the issue. **The ISIN of REs shall be kept frozen (for debit) in the depository system till the date of opening of the issue.**

28. Public Announcement (PA) in newspapers prior to opening of Right Issue: [Reg. 84 of ICDR]

The Company has to make Public Announcement in **03 Newspapers (elaborated in upper segment), within 02 days before the date of opening of the issue** stating the process of right issue and other relevant details.

29. Submission of Newspapers' copies to Stock Exchange(s): [Reg. 30(6) read with para 12 of part A Sch. III read with Annexure-II of SEBI Circular dated 13.07.2023] [Pdf mode]

The Company has to submit copies of newspapers publication, within 12 hours from publication to Stock Exchange(s).

30. Opening of Right Issue: [Reg. 85 of ICDR]

The Company has open the right issue within 12 from the date of issuance of the observations by the Board as mentioned in point no.19.

31. Period of subscription of Right Issue: [Reg. 87 of ICDR]

The Company has to keep the right issue open for subscription for a **Minimum 07 days** and **Maximum 30 days**.

32. Trading of dematerialized Rights Entitlements (REs) on stock exchange: [SEBI Master Circular on ICDR dated 11.11.2024]

The REs credited in the demat accounts of eligible shareholders shall be eligible to trade on secondary market platform of stock exchanges, **with T+1 rolling settlement**, basis where T being the date of trading, similar to the equity shares.

Trading in REs on the secondary market platform of stock exchanges shall commence along with the **opening of the issue** and shall be **closed at least three working days prior to the closure of the rights issue**.

Investors holding REs in dematerialized mode shall be able to renounce their entitlements by trading on stock exchange platform or off-market transfer. Such trades will be settled by transferring dematerialized REs through depository mechanism, in the same manner as done for all other types of securities.

33. Application & Payment by Shareholders: [Reg. 78 & 76 of ICDR]

The Applicants can use application form available on the website of registrar to the issue or printed forms sourced from the issuer, merchant bankers or registrars to the issue and payment for a rights issue shall be made only through ASBA facility through the Self Certified Syndicate Banks (SCSB) network during the issue period.

The investor also has option to make an application in writing on a plain paper.

34. Intimation of Closure of Right Issue:

The Company has to intimate the Stock Exchange(s) regarding the closure of Right Issue.

35. Finalization of allocation of securities and Basis of Allotment: [Reg. 90 of ICDR]

The RTA after reconciliation of valid ASBA applications, funds blocked and REs demat holding list, shall finalize allocation of securities offered through rights offering and the Authorised Employees of the Designated Stock Exchange along with the Lead Manager(s) and Registrars to the issue (RTA) shall ensure that the basis of allotment is finalised in a fair and proper manner.

36. Convene Board Meeting & Allot securities: [Reg. 70(2) read with Sch. VI- Part A of ICDR]

The Company has to convene a Board Meeting for allotment of securities, within 15 days of closure of right issue period otherwise it has to pay interest @ 15 % per Annum.

37. Submission of Outcome of Board Meeting: [Reg. 30 of LODR read with Circulars of Stock Exchanges] [PDF and XBRL]

The Company has to submit the outcome of BoD Meeting with the Stock Exchange(s), mentioning the terms of Right Issue, *inter-alia*, total number of Equity Shares and Rights Issue size, Rights Issue Price including premium, no. of shares allotted, share capital etc., **within 30 minutes/ 03 hours from conclusion of BoD Meeting, as the case may be.**

38. Allotment of Securities: [Master Circulars of NSE & BSE dated 29.04.2024 & 30.04.2024, respectively] [XBRL mode]

The Company has to submit the details of allotment of securities allotted under right issue with the Stock Exchange(s) within 24 hours of pdf submission.

39. Execution of Corporate Action (Debit/ Credit) by RTA:

The RTA through Depositories System credit the shares into the demat account of shareholders.

The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. **Once allotment is done, the ISIN for REs shall be permanently deactivated in the depository system by the Depositories.**

40. Submission of Initial Report (IR) by Lead Manager(s): [Reg. 96 of ICDR]

The LM shall submit Initial Report with stock Exchange(s), **within 03 working days of closure of the issue** containing details prescribed under Part B of Schedule XVII.

41. Public Announcement (PA) in newspapers: [Reg. 92 of ICDR] [Post Issue Advertisement]

The Company has to make Public Announcement in **03 Newspapers (elaborated in upper segment)**, **within 10 days from the date of completion of the various** activities i.e. subscription, basis of allotment, number, value and percentage of all applications including ASBA, number, value and percentage of successful allottees for all applications including ASBA, date of completion of dispatch of refund orders, as applicable, or instructions to self- certified syndicate banks by the Registrar, date of dispatch of certificates or date of credit of specified securities, as applicable, and date of filing of listing application etc..

42. Submission of Newspapers' copies to Stock Exchange(s): [Reg. 30(6) read with para 12 of part A Sch. III read with Annexure-II of SEBI Circular dated 13.07.2023] [Pdf mode]

The Company has to submit copies of newspapers publication, within 12 hours from publication to Stock Exchange(s).

43. Application for Final Listing and trading approval:

The Company has make an application for final listing and trading of equity shares allotted through right issue basis under new ISIN to Stock Exchange(s). Only Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

44. If Stock Exchange(s) does not give listing or trading permission: [Only in case of the Company fails to get listing/ trading approval]

The Company has to **refund the entire monies** through verifiable means **within 04 days of receipt of intimation from stock exchanges** rejecting the application for listing of specified securities, if it doesn't get listing approval otherwise the Company is liable to pay interest @ 15% P.A. after 04 days.

45. Submission of Final Report (IR) by Lead Manager(s): [Reg. 96 of ICDR]

The LM shall submit Initial Report with stock Exchange(s), **within 15 working days date of finalization of basis of allotment** containing details as prescribed under **Part C of Schedule XVII**.

46. File/ submit of e-form PAS-3 with RoC: [Ref: Sec. 39 read with rule 12 of the Companies (Prospectus and Allotment of Securities) Rules, 2014] [Pdf mode]

The Company has file/ submit e-form PAS-3, within 30 days of allotment of securities under rights issue with RoC.

47. Submission of a Statement of Deviation/ Variation(s) with Stock Exchange(s): [Reg. 82 of ICDR read with Reg. 32 of LODR] [Pdf & XBRL mode]

The Company has submit a Statement of Deviation/ Variation(s), within 45 days from the end of each quarter till utilization of 100% of proceeds raised under rights issue, with Stock Exchange(s).

Documents required for In-Principle approval prior to issue and allotment of securities (BSE)

1. Covering letter for “In-principle approval” for issue and allotment of Securities on a right issue basis under Regulation 28(1) of the SEBI (LODR), Regulations, 2015.
2. 5 Copies of Draft Letter of Offer.
3. Certified copy of the resolution passed by the Board of Directors of the company for the proposed rights issue.
4. Permanent Account Number, bank account number and passport number of its promoters where they are individuals, and Permanent Account Number, bank account number, company registration number or equivalent and the address of the Registrar of Companies with which the promoter is registered, where the promoter is a body corporate.
5. Undertaking from the Company Secretary / Compliance officer as per format prescribed.
6. Certificate from all Lead Manager/Merchant Banker confirming the following:
 1. The issuer is eligible to make a rights issue of securities under SEBI (ICDR) Regulations, 2018:
 2. For the proposed rights issue the issuer has complied with all the statutory formalities including the requirements of Companies Act, 2013, SEBI (ICDR) Regulations, 2018 etc. and no statutory authority has restrained the company from coming up with the proposed rights issue.
 3. Neither the issuer nor any of its promoters nor directors are declared as ‘Fraudulent Borrower’ by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

Documents required for Basis of allotment (BSE)

Sr. No.	Particulars
1.	Bid data of Exchanges other than BSE.
2.	All rejections application along with Summary statement (1 set photocopy to be submitted)
3.	Certified copies of all Bank final certificates (ASBA & NON ASBA).
4.	Minutes of Basis of allotment duly signed by all the Lead Manager, Registrar and the Company.
5.	Basis of allotment sheet for each category.
6.	Round summary in case of over subscription, in hard as well as soft format.
7.	Copy of post issue initial monitoring report filed with SEBI (3-day monitoring report).
8.	Undertaking from Lead Manager, Company and the Registrar, as per attached format prescribed.
9.	Pre-Allotment shareholding and Post proposed Allotment Shareholding pattern as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.
10.	The calculation of ex right price as per Regulation 10 (4) (b) (ii) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by the Statutory Auditor/ Practicing company secretary/ Practicing Chartered Accountant, if not available in the offer document.

Documents required for Listing approval (BSE)

1. Listing Application for all types of securities issued on rights basis should be submitted.
2. Certified copy of the resolution passed by the Board of Directors for allotment of securities on Right Basis.
3. Shareholding pattern for pre and post issue as per the format prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for all types of securities issued on Rights basis.
4. A certified copy of Basis of Allotment as approved by Designated Stock Exchange should be filed (applicable only if BSE is not the Designated Stock Exchange).
5. Details of total Rights Entitlements credited.
6. Auditors /Practicing CA/CS certificate that allotment has been done as per basis of allotment approved by the designated stock exchange.
7. The total number of securities allotted (compulsorily in Demat or suspense escrow demat account of the company in case demat account of a shareholder is frozen or demat account details are not available) (CDSL & NSDL Separately) with category wise distinctive numbers should be filed.
8. An undertaking from the Managing Director/Compliance Officer certifying that all the documents filed by the Company with the Exchange are same/similar/identical in all respect with the documents filed by the Company with Register of Companies/SEBI/RBI/FIPB in respect of the allotment/enlistment of the aforesaid rights share on the Exchange, and that the company has complied with all the legal and statutory formalities and no statutory authority has restrained the company from issuing and allotting the securities on rights basis.
9. Undertaking from the Company Secretary / Compliance Officer of the issuer as per the following format prescribed.
10. The company should pay applicable Annual Listing fees plus GST, for the current financial year, if applicable, on the enhanced capital to be listed as per the schedule of listing fee (Can be paid through **Online Payment Gateway (via Net Banking Facility) in Listing Centre portal-** or through Cheque/DD favoring “BSE Limited”

Enhanced Capital Listing Fee (including GST)	
TDS, if any	
Net amount remitted after TDS	
UTR No./Cheque/Demand Draft No.	
Dated	
Drawn on	

Documents required for Trading approval (BSE)

1. A certified true copy of the Certificate/Letter from Registrars to Issue confirming the date of completion of posting of Refund Orders and Share certificate/Debenture Certificates in Physical form (if any).
2. Confirmation from the depositories for crediting of securities to the beneficiary owner's account
3. Copies of Newspaper advertisement of Basis of Allotment.

Links of all circulars mentioned under this assignment:

BSE (Prior Issue):	https://www.bseindia.com/static/about/downloads.aspx
BSE (Post Issue):	https://www.bseindia.com/static/about/downloads.aspx
BSE Circular (Monitoring Agency):	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20221213-47
NSE Circular (Monitoring Agency):	https://nsearchives.nseindia.com/web/sites/default/files/inline-files/NSE_Circular_13122022.pdf
NSE Master Circular dt. 29.04.2024:	https://nsearchives.nseindia.com/web/sites/default/files/inline-files/NSE_circular_290424_0.zip
BSE Master Circular dt. 30.04.2024:	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20240430-5
SEBI Notification dt. 12.12.2024:	https://www.sebi.gov.in/legal/regulations/dec-2024/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-third-amendment-regulations-2024_89956.html
SEBI Circular dt. 15.02.2023:	https://www.sebi.gov.in/legal/circulars/feb-2023/introduction-of-issue-summary-document-isd-and-dissemination-of-issue-advertisements_68057.html
SEBI Master Circular dt. 11.11.2024:	https://www.sebi.gov.in/legal/master-circulars/nov-2024/master-circular-for-compliance-with-the-provisions-of-the-securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-regulations-2015-by-listed-entities_88388.html
SEBI Circular dt. 13.07.2023:	https://www.sebi.gov.in/legal/circulars/jul-2023/disclosure-of-material-events-information-by-listed-entities-under-regulations-30-and-30a-of-securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-regulations-201-73910.html

Thank you so much & best wishes for future

Sharing is caring...

Shree Radhe Krishna...