**PRE ISSUE FORMALITIES- RIGHTS ISSUE**

**The following document should be submitted to obtain in-principle approval for the proposed Rights issue:**

1. Certified true copy of the resolution passed by the Board of Directors for issue of securities under proposed rights issue/ appropriating the proposed fast track rights issue.
2. Certified true copy of the resolution passed by the Shareholders, if any;
	1. for issue of securities under proposed rights issue/ fast track rights issue
	2. increase in the authorised share capital (if required)
3. Undertaking from the Company that the entire issued capital of the Company is listed with Exchange and are fully paid up
4. Certificate from all Lead Manager/Merchant Banker and Company w.r.t compliance with Regulation 10(1)(a) to 10(1)(h) of SEBI (ICDR) Regulation, 2009 (in case of fast track rights issue)
5. 10 Copies of Draft Letter of Offer along with a soft copy on CD
6. Processing fees

**FORMALITIES BEFORE ISSUE OPENING**

1. 10Copies of Final Letter of Offer
2. 1% Security Deposit - 50% Cash (Maximum to Rs.3 Crs to be deposited through RTGS in Bank of India – Deatils as per Annexure II) and 50% in Bank Guarantee – If CSE is the designated stock exchange.
3. A request letter from Company/BRLM for activation of Right Renunciation Facility on

CSE (if required)

**Annexure I**

|  |  |
| --- | --- |
| **Issue size** | **ASBA Fees for utlilization for IBBS Platform** |
|
| Upto Rs. 100 crs | Rs. 375000 |
| Above Rs. 100 crs | Rs. 375000 plus Rs. 25 for every increase of Rs. 1 lacs above Rs. 100 crs. Subject to a cap of Rs. 12,00,000 plus ST |

**POST ISSUE FORMALITIES- RIGHTS ISSUE**

**Checklist of documents for Basis of allotment**

Company has to finalise the basis of allotment, and submit the documents as under (incase CSE is the designated Exchange), within 10 days from closure of the issue:

1. Bid data of Exchanges other than CSE
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 given as Annexure III.
9. Pre Allotment shareholding and Post proposed Allotment Shareholding pattern as per Clause 35 format.
10. The calculation of ex right price as per Regulation 10 (4) (b) (ii) by the Statutory Auditor/ Practicing company secretary/ Practicing Chartered Accountant, if not available in the offer document.

  **Annexure III**

**Format of Undertaking - Basis of allotment**

DATE \_\_\_\_\_\_\_\_\_\_\_

**The Calcutta Stock Exchange Ltd.**

Listing Department

7, Lyons Range

**Kolkata-700001.**

**Sub: RIGHT ISSUE OF \_\_\_\_\_\_**

We the undersigned confirm that:

1. The basis of allotment submitted to you for approval is in compliance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 and the Letter of Offer dated \_\_\_\_\_\_\_\_\_.
2. We have scrutinized all the physical applications and data for ASBA applications, in assistance with the Registrar to the Issue and that only valid applications have been considered for allotment.
3. We confirm that all applicants who are eligible to apply thru ASBA in terms of the eligibility criteria listed out in the Circular issued by SEBI bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated Dec 30, 2009, read together with Circular CIR/CFD/DIL/1/2011 dated April 29, 2011 also issued by SEBI, and where the application amount is above Rs 2.00 Lacs, have been considered valid, only if applied thru ASBA mode.
4. Post the Rights Issue, the Company is in compliance with Clause 40A of the Listing Agreement.
5. Acquisition of Equity Shares by promoter and promoter group entities, beyond their entitlement, is in compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Thanking you,

Yours Truly,

|  |  |  |
| --- | --- | --- |
| For**LEAD MANAGER TO THE ISSUE****Authorized Signatory** | For**COMPANY****Authorized Signatory** | For**REGISTRAR TO THE ISSUE****Authorized Signatory** |

**Checklist of documents for listing of securities issued pursuant to the Rights issue.**

The company should submit the letter of application along with the following documents / formalities,:

1. Listing Application, Table 1A of the Analysis Form and Distribution Schedule (for rights issue and post rights issue) for all types of securities issued on rights basis should be submitted**.** Listing application can be downloaded from the CSE website
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 clause 35 of the listing agreement for all types of securities issued on Rights basis.
4. A certified copy of the letter received from Designated Stock Exchange confirming the listing approval for these securities should be filed. (Applicable only if BSE is not the Designated Stock Exchange).
5. 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).
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 in the physical category and in Demat (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. The company should pay applicable Annual Listing fees plus service tax, for the current financial year, if applicable, on the enhanced capital to be listed.

**Formalities for obtaining Trading approval**

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).

1. Confirmation from the depositories for crediting of securities to the beneficiary owner’s account
2. Copies of News paper advertisement of Basis of Allotment.