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SECURITIES AND EXCHANGE BOARD OF INDIA

NOTIFICATION

Mumbai, the 14th August, 2015

SECURITIES AND EXCHANGE BOARD OF INDIA

(ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS)

(FIFTH AMENDMENT) REGULATIONS, 2015

No. SEBI/LAD-NRO/GN/2015-16/012.— In exercise of the powers conferred by section 30 of the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Board hereby makes the following regulations to further amend the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, namely:-

1. These regulations may be called the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015.
2. They shall come into force on the first day of January, 2016.
3. In the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:-

(I) In regulation 12, after the words and symbol “syndicate members,” and before the word “underwriters”, the words and symbols “registrar to issue and share transfer agents, depository participants, stock brokers,” shall be inserted.

(II) In regulation 58, sub-regulation (5) shall be substituted with the following, namely:-

“(5) In all, -

- (i) Public issues, the issuer shall accept bids using only ASBA facility in the manner specified by the Board;
- (ii) Rights issues, where not more than one payment option is given, the issuer shall provide the facility of ASBA in accordance with the procedure and eligibility criteria specified by the Board:

Provided that in case of qualified institutional buyers and non-institutional investors the issuer shall accept bids using ASBA facility only.”

(III) In regulation 65, sub-regulation (1) and (2) shall be substituted with the following, namely:-

“(1) In public issue, the lead merchant banker shall submit final post-issue report as specified in Part C of Schedule XVI, within seven days of the date of finalization of

basis of allotment or within seven days of refund of money in case of failure of issue.

(2) In rights issue, the lead merchant banker shall submit post-issue reports as follows:-

- (a) initial post issue report as specified in Part B of Schedule XVI, within three days of closure of the issue;
- (b) final post issue report as specified in Part D of Schedule XVI, within fifteen days of the date of finalization of basis of allotment or within fifteen days of refund of money in case of failure of issue. ”

(IV) In Schedule VIII, in Part A, in Para (2), -

- (1) in sub-para (VI), in clause (B), in sub-clause (6), after the words and symbol “Self-Certified Syndicate Banks,” and before the word “etc.,” the words and symbols “registrar to issue and share transfer agents, depository participants,” shall be inserted;
- (2) in sub-para (XII), in clause (B), in sub-clause (3), item (f), sub-item (ii), after the word “SCSBs” and before the word “and”, the words and symbols “/ RTAs / DPs / stock brokers” shall be inserted.

(V) In Schedule VIII, in Part D, in para (II), after clause (F), following new clause shall be inserted, namely:-

“(FA) Details regarding website address(es)/link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers.”

(VI) In Schedule XI, in Part A, -

(1) in item 6,-

(i) in the proviso to sub-item (a), after the words and symbols “Self-Certified Syndicate Banks,” and before the words “shall also”, the words and symbols “Registrar to Issue and Share Transfer Agents, Depository Participants, Stock brokers” shall be inserted;

(ii) sub-item (b) shall be substituted with the following namely, -

“ (b) The stock brokers, Self Certified Syndicate Bank, Registrar to Issue and Share Transfer Agents and Depository Participants accepting applications and application monies shall be deemed as ‘bidding/collection centres’ . ”

(iii) in sub-item (c), for the words and symbols “book runners/syndicate members/stock brokers/Self Certified Syndicate Banks a”, the words “SEBI registered intermediaries” shall be substituted;

(2) in item 12,-

(i) in sub-item (d), for the words and symbols “on-line system or Self Certified Syndicate Banks”, the words “on-line system, Self Certified

Syndicate Banks, Registrar to Issue and Share Transfer Agents or Depository Participants,” shall be substituted;

(ii) in sub-item (e), after the words “Self-Certified Syndicate Bank” and before the words “shall accept”, the words and symbols “, Registrar to Issue and Share Transfer Agents or Depository Participants” shall be inserted;

(iii) in sub-item (i), for the words “finalization of allotment”, the words “closure of the issue” shall be substituted.

(VII) In Schedule XIII, -

(1) in Part A, under the items of the heading “AVAILABILITY OF APPLICATION FORMS”, after the words “Self Certified Syndicate Banks” and before the words and symbols “(as the case may be)”, the words and symbols “,Registrar to Issue and Share Transfer Agents, Depository Participants” shall be inserted;

(2) in Part B, under the items of the heading “AVAILABILITY OF APPLICATION FORMS”, after the words “Self Certified Syndicate Banks” and before the words and symbols “(as the case may be)”, the words and symbols “, Stock Brokers, Registrar to Issue and Share Transfer Agents, Depository Participants” shall be inserted;

(3) in Part C, under the items of the heading “AVAILABILITY OF APPLICATION FORMS”, after the words “Self Certified Syndicate Banks” and before the words and symbols “(as the case may be)”, the words and symbols “, Stock Brokers, Registrar to Issue and Share Transfer Agents, Depository Participants” shall be inserted;

(VIII) In Schedule XVI, -

(1) Part A shall be omitted;

(2) In Part C,-

(i) in reference title, the number and symbol “65(2)(b)” shall be substituted with the number and symbol “65(1)”.

(ii) item No. I (5) shall be omitted.

U.K. SINHA

CHAIRMAN

SECURITIES AND EXCHANGE BOARD OF INDIA

Footnote:

1. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 were published in the Gazette of India on 26th August, 2009 vide No. LAD-NRO/GN/2009- 10/15/174471.

2. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 were subsequently amended on:-

- (1) 11th December, 2009 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2009 vide No. LAD-NRO/GN/2009- 10/23/186926.
- (2) 1st January, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2010 vide No. LAD-NRO/GN/2009- 2010/25/189240.
- (3) 8th January, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2010 vide No. LADNRO/GN/2009- 10/26/190146.
- (4) 13th April, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2010 vide No. LADNRO/GN/2010-11/03/1104.
- (5) 12th November, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2010 vide No. LADNRO/GN/2010-11/19/26456.
- (6) 29th April, 2011 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2011 vide F. No. LADNRO/GN/2011-12/05/13907.
- (7) 23rd September, 2011 by Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 vide No. LAD-NRO/GN/2011-12/24/30181.
- (8) 23rd September, 2011 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2011 vide F. No. LADNRO/GN/2011- 12/25/30309.
- (9) 30th January, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2012 vide No. LAD-NRO/GN/2011-12/34/2499.
- (10) 7th February, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2012 vide No. LAD-NRO/GN/2011-12/35/3186.
- (11) 21st May, 2012 by Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 vide No. LAD-NRO/GN/2012-13/04/11262.
- (12) 24th August, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2012 vide No. LADNRO/GN/2012-13/12/18951.
- (13) 12th October, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2012 vide No. LADNRO/GN/2012-13/18/5391.
- (14) 27th February, 2013 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Amendment) Regulations, 2013 vide No. LAD-NRO/GN/2012-13/32/4947.
- (15) 26th August, 2013 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Second Amendment) Regulations, 2013 vide No. LAD-NRO/GN/2013-14/19/6422.
- (16) 8th October, 2013 by Securities and Exchange Board of India (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013 vide No. LAD-NRO/GN/2013-14/28/6720.
- (17) 7th January, 2014 by Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 vide No. LAD-NRO/GN/2013-14/36/12.
- (18) 4th February, 2014 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2014 vide No. LAD-NRO/GN/2013-14/44/226.
- (19) 23rd May, 2014 by Securities and Exchange Board of India (Payment of Fees) (Amendment) Regulations, 2014 vide No. LAD-NRO/GN/2014-15/03/1089.
- (20) 25th August, 2014 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2014 vide No. LAD-NRO/GN/2014-15/06/1372.
- (21) 24th March 2015 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2015 vide No. LAD-NRO/GN/2014-15/24/538.
- (22) 5th of May, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2015 vide No. SEBI-NRO/OIAE/GN/2015-16/003.
- (23) 11th of August, 2015 by SEBI (Issue of Capital and Disclosure Requirements)

(Third Amendment) Regulations, 2015 vide
No. SEBI/LAD-NRO/GN/2015-16/007.

(24) 14th of August, 2015 by SEBI (Issue of
Capital and Disclosure Requirements)

(Fourth Amendment) Regulations, 2015
vide No. SEBI/LAD-NRO/GN/2015-16/008.