

THE GAZETTE OF INDIA

EXTRAORDINARY

PART – III – SECTION 4

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SECURITIES AND EXCHANGE BOARD OF INDIA

NOTIFICATION

Mumbai, the 31st January, 2014

**SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF
DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2014**

No. LAD-NRO/GN/2013-14/43/207.— 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 and Listing of Debt Securities) Regulations, 2008, namely:—

1. These regulations may be called the Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2014.
2. They shall come into force on the date of their publication in the Official Gazette.
3. In the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 -
 - (1) in regulation 2, in sub-regulation (1),—
 - (i) after clause (g), the following clause shall be inserted, namely,—

“(ga) "net worth" shall have the same meaning as assigned to it in clause (57) of section 2 of the Companies Act, 2013;”;

(ii) in clause (j), the word “prospectus”, shall be substituted with the words “a prospectus or a shelf prospectus”;

(iii) after clause (l), the following clause shall be inserted, namely,–

“(la) “shelf prospectus” shall have the same meaning as assigned to it in section 31 of the Companies Act, 2013;”.

(2) after regulation 6, following regulation shall be inserted, namely,–

"Filing of Shelf Prospectus.

6A. (1) Without prejudice to the regulation 6, following companies or entities may file shelf prospectus under section 31 of Companies Act, 2013 for public issuance of their debt securities,–

- a. Public financial institutions as defined under clause (72) of section 2 of the Companies Act, 2013, and scheduled banks as defined under clause (e) of section 2 of the Reserve Bank of India Act, 1934; or
- b. Issuers authorized by the notification of Central Board of Direct Taxes to make public issue of tax free secured bonds, with respect to such tax free bond issuances; or
- c. Infrastructure Debt Funds – Non-Banking Financial Companies regulated by Reserve Bank of India; or
- d. Non-Banking Financial Companies registered with Reserve Bank of India and Housing Finance Companies registered with National Housing Bank complying with the following criteria:
 - i. having a net worth of at-least Rs.500 crore, as per the audited balance sheet of the preceding financial year;
 - ii. having consistent track record of distributable profit for the last three years;
 - iii. securities issued under the shelf prospectus have been assigned a rating of not less than "AA-" category or equivalent by a credit rating agency registered with the Board;

- iv. no regulatory action is pending against the company or its promoters or directors before the Board, Reserve Bank of India or National Housing Bank;
- v. the issuer has not defaulted in the repayment of deposits or interest payable thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any public financial institution or banking company, in the last three financial years.

or

- e. Listed entities complying with the following criteria:
 - i. whose public issued equity shares or debt securities are listed on recognized stock exchange for a period of at least three years immediately preceding the issue and have been complying with the listing agreement entered into between the issuer and the recognized stock exchanges where the said securities of the issuer are listed;
 - ii. having a net worth of at-least Rs.500 crore, as per the audited balance sheet of the preceding financial year;
 - iii. having consistent track record of distributable profit for the last three years;
 - iv. securities issued under the shelf prospectus have been assigned a rating of not less than "AA-" category or equivalent by a credit rating agency registered with the Board;
 - v. no regulatory action is pending against the company or its promoters or directors before the Board, Reserve Bank of India or National Housing Bank;
 - vi. the issuer has not defaulted in the repayment of deposits or interest payable thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term

loan or interest payable thereon to any public financial institution or banking company, in the last three financial years.

(2) The issuer filing a shelf prospectus shall file a copy of an information memorandum with the recognised stock exchanges and the Board, immediately on filing the same with the Registrar.

(3) The information memorandum shall contain the disclosures specified in Companies Act, 1956 or Companies Act, 2013, whichever is applicable and rules made thereunder and shall include disclosures regarding summary term sheet, material updations including revision in ratings, if any along with the rating rationale and financial ratios specified in Schedule I, indicating the pre and post issue change.

(4) Not more than four issuances shall be made through a single shelf prospectus.”

U. K. SINHA

CHAIRMAN

SECURITIES AND EXCHANGE BOARD OF INDIA

Footnotes:

1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the principal regulations were published in the Gazette of India on 6th June, 2008 vide No. LAD-NRO/GN/2008/13/127878.
2. These regulations were subsequently amended on October 12th, 2012 by SEBI (Issue and Listing of Debt Securities)(Amendment)Regulations, 2012 vide LAD-NRO/GN/2012-13/19/5392.