

CONSULTATION PAPER ON PROPOSED INTERNATIONAL FINANCIAL SERVICES CENTRES AUTHORITY (LISTING) REGULATIONS, 2024

Objective

1. The objective of this paper is to seek comments from the public on the draft IFSCA (Listing) Regulations, 2024.

Statement of Object and Reasons

2. The purpose of the proposed IFSCA (Listing) Regulations, 2024 (“Listing Regulations”) is to provide the revised regulatory framework for issue and listing of various financial products, including specified securities, debt securities and other financial products on the recognised stock exchanges in the international financial services centres (“IFSC”) in India.
3. Further, the proposed Listing Regulations aim to facilitate raising of capital through the stock exchanges in the IFSC, taking into consideration the global standards specified by the International Organization of Securities Commissions (“IOSCO”), and benchmarking with the best practices followed in other jurisdictions.

Background

4. IFSCA has issued the IFSCA (Issuance and Listing of Securities) Regulations, 2021 (“ILS Regulations”) providing a unified regulatory framework for listing of various securities by issuers incorporated in the IFSC, India and foreign jurisdictions¹.
5. The Hon’ble Union Minister of Finance and Corporate Affairs of India on July 28, 2023, announced the decision of Government of India to allow direct listing of equity shares of public Indian Companies on the international exchanges in the IFSC (“Direct Listing”).
6. Subsequently, the Government of India has on January 24, 2024 notified [Foreign Exchange Management \(Non-debt Instruments\) Amendment Rules, 2024](#) and the [Companies \(Listing of Equity Shares in Permissible Jurisdictions\) Rules, 2024](#) enabling direct listing of equity shares by public Indian companies on the international exchanges in the IFSC. Additionally, the Government of India has also released [FAQs](#) on the Direct Listing Scheme.
7. The Direct Listing Scheme provides an overarching framework for issuance and listing of equity shares of public Indian companies on international exchanges. Prior to this, Indian companies were not allowed to issue or list equity shares abroad. This policy initiative, to enable listing of Indian companies in GIFT IFSC, is

¹ As defined in the ILS regulations

expected to reshape the Indian capital market landscape and offers Indian companies, especially start-ups and companies in the sunrise and technology sectors, an alternative avenue to access global capital beyond the domestic exchanges.

8. Recently, RBI has issued the necessary amendments in the Foreign Exchange Management (Foreign Currency Accounts by a person resident in India) Regulations, 2015 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019, providing the necessary enablers *inter alia* for maintaining foreign currency account by Indian issuer in the IFSC and remittance of proceeds of the issue from IFSC to India.

Review of ILS Regulations

9. IFSCA issued a Press Release on January 24, 2024 seeking suggestions from public and regulated entities for reviewing the ILS Regulations. IFSCA has received comments from various market participants including stock exchanges, law firms, consultants, credit rating agency, investment bankers, etc.
10. IFSCA has constituted a Standing Committee on Primary Markets (“SCOP”) to advise IFSCA on the various policy and regulatory matters to facilitate the development of a vibrant and robust ecosystem for primary markets in GIFT IFSC.
11. The comments received from the stakeholders during public consultation were presented and discussed in the SCOP. A sub-committee of the SCOP (“SCOP Sub-Committee”) studied the global best practices in other jurisdictions and proposed recommendations for reviewing the ILS Regulations. Subsequent to comments received from public and the discussions in the SCOP Sub-Committee, it has been decided that several amendments may be required in the extant listing framework.
12. Considering that several amendments were recommended, it has been decided that the extant ILS regulations may be replaced with the new IFSCA (Listing) Regulations, 2024.

Benchmarking with international best practices

13. The proposed Listing Regulations have been prepared, taking into consideration Principles relating to the issuer (Principles 16 - 18) of the IOSCO Objectives and Principles of Securities Regulation (“IOSCO Principles”), as mentioned below:
 - a) *Principle 16 - There should be full, accurate and timely disclosure of financial results, risk and other information which is material to investors’ decisions;*
 - b) *Principle 17 - Holders of securities in a company should be treated in a fair and equitable manner; and*

c) Principle 18 - Accounting standards used by issuers to prepare financial statements should be of a high and internationally acceptable quality.

14. The best practices followed in other jurisdictions including USA², UK³, Hong Kong⁴ and Singapore⁵ have been studied while proposing amendments in the new regulations. The SCOP Sub-Committee has made recommendations on various regulatory issues such as initial public offer, use of accounting standards, disclosures, etc. based on comparative analysis of the practices followed in other jurisdictions.

IFSCA (Listing) Regulations, 2024

15. The salient features of the proposed IFSCA (Listing) Regulations, 2024, include:

A. IPOs

1) Eligibility Criteria

An issuer shall be eligible to make an initial public offer only if:

- (a) the issuer has an operating revenue, based on consolidated audited accounts, of at least USD twenty million in the last financial year or averaged over the last three financial years; or
- (b) the issuer has a pre-tax profit, based on consolidated audited accounts, of at least USD one million in the last financial year or averaged over the last three financial years; or
- (c) The issuer has a post issue market capitalization of at least USD twenty-five million; or
- (d) The issuer is a start-up or a small and medium-sized enterprise; or
- (e) Any other eligibility criteria specified by the Authority.

2) Filing of Offer Document

The issuers shall be required to file offer document with IFSCA. The issuers with proposed issue size of USD 100 million or less shall be exempted from the requirement to seek observation letter from IFSCA.

3) Offer Timing

² [Rules | The Nasdaq Stock Market](#)

³ <https://www.handbook.fca.org.uk/handbook/LR.pdf>

⁴ <https://en-rules.hkex.com.hk/rulebook/main-board-listing-rules>

⁵ <https://rulebook.sgx.com/rulebook/mainboard-rules>

The offer shall be made by the issuers within a period of not more than eighteen months from the date of issuance of observation letter by IFSCA. In case the offer is not made within this period, the issuer will be required to file a fresh offer document with IFSCA.

4) Disclosures in Offer Document

- a. The offer document shall contain all material disclosures which are true, correct and adequate to enable the investors to take an informed investment decision. The list of mandatory disclosures has been provided in the regulations.
- b. The financial information of the issuers shall not be older than 135 days.
- c. The issuer shall prepare its financial statements in accordance with IFRS or US GAAP or Ind AS or accounting standards as applicable in its jurisdiction of incorporation. However, in case an issuer is preparing financial statements as per the accounting standards of its home jurisdiction (other than IFRS, US GAAP and Ind AS), it shall be required to reconcile the same with IFRS.

5) Pricing

The issuer shall determine pricing in consultation with the lead manager(s) and may be through a fixed price mechanism or through book building mechanism and the same shall be suitably disclosed in the offer document. Further, in case of listing of equity shares by a public Indian company, the issuer shall also comply with the requirements prescribed under schedule XI of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

6) Offer Period

The initial public offer shall be kept open for at least one working day and not more than ten working days.

7) Minimum public offer

The minimum public offer shall not be less than 10% of the post issue paid-up capital of the issuer.

8) Anchor Investor

The issuer may offer a portion of the issue size for subscription by anchor investors, subject to disclosures made in the offer document such as details

of anchor investors, proposed maximum limit of allotment to anchor investors, lock-up (if any), pricing etc.

9) Underwriting

A public issue of specified securities may be underwritten by an underwriter and in such a case, adequate disclosures regarding underwriting arrangements shall be disclosed in the offer document.

10) Lockup

The pre-issue shareholding of promoters and controlling shareholders of the issuer shall be locked up for a period of 180 days from the date of allotment in the initial public offer.

B. Listing of Debt Securities

The extant regulatory framework for listing of debt securities provided in the ILS Regulations have largely been retained in the proposed new Listing Regulations, particularly considering that there have been several listing of debt securities on the stock exchanges in the IFSC. As on March 31, 2024, the cumulative amount of debt securities listed on the stock exchanges in the IFSC was USD 56.41 billion.⁶

The following are the key amendments proposed in the new Listing Regulations for listing of debt securities:

1) Credit Rating

Credit ratings are a necessary part of the ecosystem in any financial market, particularly for debt securities. Enabling ratings on the listed issuances would enable a sound, safe, and transparent development of the entire ecosystem at the IFSC. Presently, almost 92% of the debt securities listed on the international exchanges in the IFSC are credit rated even though it is not mandatory. Therefore, it has been proposed that credit rating may be made mandatory for issuers of debt securities listed on IFSC exchanges.

Post the global financial crisis, IOSCO has also stressed upon the importance of regulating Credit Rating Agencies (“CRA”). Accordingly, the following Principle on regulating CRAs were introduced:

Credit rating agencies should be subject to adequate levels of oversight. The regulatory system should ensure that credit rating agencies whose ratings

⁶ https://ifsca.gov.in/Document/Legal/IFSCA_Listing_Brochure.pdf

are used for regulatory purposes are subject to registration and ongoing supervision.

IFSCA is having the regulatory framework for registration and supervision of CRAs under the IFSCA (Capital Market Intermediaries) Regulations, 2021.

In order to build the necessary ecosystem for CRAs in the IFSC, going forward, the issuers may be mandated to have at least one rating from a CRA registered with IFSCA. The issuer may at its discretion, obtain an additional credit rating from any globally recognised rating agency. However, there may be a need to provide a transition period for implementation of this requirement. Accordingly, it has been proposed that the mandatory requirement to obtain rating from a CRA registered with IFSCA may be applicable from April 01, 2025 or such other date as may be specified by IFSCA.

2) Private Placement

The mandatory requirement to have minimum subscription of USD 100,000/- in case of private placement has been proposed to be deleted in the new regulations.

C. Continuous Obligations and Disclosure Requirements (Post Listing)

The detailed requirements for continuous obligations and post-listing disclosure requirements have been specified in the regulations. The following are the key amendments in the proposed new Listing Regulations:

1) Sustainability Reporting

The listed entities will have the option to provide sustainability reporting based on: (a) internationally accepted reporting frameworks such as Global Reporting Initiative, International Sustainability Standards Board, Task Force on Climate-related Financial Disclosures; (b) Business Responsibility and Sustainability Reporting; or (c) any other standards that may be specified by IFSCA.

2) Whistleblower Mechanism

The listed entities will be required to establish a whistle-blower mechanism for directors, employees and others to report genuine concerns. The whistleblower mechanism shall provide for adequate safeguards against victimisation of persons.

3) Disclosure of financial statements

The timeline for disclosure of audited standalone and consolidated financial statements for the full financial year has been proposed to be reduced from six months to three months.

4) Accounting Standards

The listed entity shall prepare financial statements in accordance with IFRS or US GAAP or Ind AS or accounting standards as applicable in its jurisdiction of incorporation. However, in case a listed entity is preparing financial statements as per the accounting standards of its home jurisdiction (other than IFRS, US GAAP and Ind AS), it shall be required to reconcile the same with IFRS.

D. Concept of Controlling Shareholder

Globally, the concept of controlling shareholder is more prevalent than the term 'promoter'. Accordingly, the new regulations have been proposed to be amended to consider 'promoter' only in respect of Indian companies, whereas the concept of controlling shareholder has been made applicable for foreign companies.

E. Listing of other financial products

The applicability of the new Listing regulations has been proposed to be expanded to cover other financial products such as Commercial Paper, Certificate of Deposits and other financial products as may be specified by IFSCA.

There are several other changes in the proposed new IFSCA (Listing) Regulations, 2024 compared to the ILS Regulations.

16. The draft IFSCA (Listing) Regulations, 2024 are attached at **Annexure-I**.

Regulatory Objective and expected Impact

17. The policy decision by Government of India to enable direct listing of equity shares of Indian companies on the stock exchanges in the IFSC, will allow the Indian companies to access global capital and contribute towards growth of the Indian economy. This initiative will also benefit Indian companies having global ambitions and looking for raising foreign capital to expand their presence in other markets. GIFT IFSC is therefore well positioned to act as the gateway for attracting untapped foreign capital into India; and integrating India with the global financial system.

18. Further, the aim of these regulations is to also enable foreign issuers to access capital through issue and listing of securities on the stock exchanges in the IFSC.
19. Accordingly, the proposed new IFSCA (Listing) Regulations, 2024 is expected to promote ease of doing business for the issuers, both domestic and foreign, to access capital market through listing of securities on the stock exchanges in the IFSC. The issuers will be able to access capital with greater flexibility and efficiency.
20. The regulations are expected to give a fillip to the primary market activities in the IFSC, across various financial instruments. A robust and vibrant primary market is essential for the overall development of the capital market ecosystem.
21. Further, the regulatory objective is to ensure that capital raising by the issuers in the IFSC is in a fair, orderly, efficient and transparent manner. The regulations aim to protect the interests of investors by ensuring that there is full disclosure of material information that are required for decision making by the investors. The proposed regulations are expected to reduce any systemic risk in the primary market activities in the IFSC.

Public Comments

22. In view of the above, comments and suggestions from public are invited on the proposed IFSCA (Listing) Regulations, 2024 contained in Annexure-I. The comments may be sent by email to consultation-cfd@ifsc.gov.in with a copy to Shri Arjun Prasad, General Manager at arjun.pd@ifsc.gov.in with subject line **“Comments on draft IFSCA (Listing) Regulations, 2024”** latest by May 25, 2024.

23. The comments should be provided in the following format:

Name and Designation				
Contact No. and Email address				
Name of Organisation				
S. No.	Regulation no./Sub regulation no.	Text of the Regulation/ Sub-Regulation	Comments/ Suggestions/ Suggested modifications	Detailed Rationale

May 03, 2024
Gandhinagar

GAZETTE OF INDIA
EXTRAORDINARY
PART III, SECTION 4
PUBLISHED BY AUTHORITY

INTERNATIONAL FINANCIAL SERVICES CENTRES AUTHORITY

NOTIFICATION

Gandhinagar, _____

International Financial Services Centres Authority (Listing) Regulations, 2024

No. _____ In exercise of the powers conferred by sub-section (1) of Section 28 read with sub-section (1) of Section 12 and sub-section (1) of Section 13 of the International Financial Services Centres Authority Act, 2019; and Section 30 and Section 11A read with Section 28C of the Securities and Exchange Board of India Act, 1992, the International Financial Services Centres Authority hereby makes the following regulations, namely:-

CHAPTER I: PRELIMINARY

1. Short title and commencement

- (1) These regulations may be called the International Financial Services Centres Authority (Listing) Regulations, 2024.
- (2) They shall come into force on the date of publication in the Official Gazette.

2. Objective

These regulations provide the regulatory framework for issue and listing of various financial products, including specified securities, debt securities and other financial products on the recognised stock exchanges in the international financial services centres in India.

3. Definitions

- (1) In these regulations, unless the context otherwise requires, the terms defined herein shall bear the meanings assigned to them below, and their cognate expressions shall be construed accordingly, -
 - (a) "Act" means the International Financial Services Centres Authority Act, 2019 (50 of 2019);

- (b) “business combination” means a merger or amalgamation or acquisition of shares or assets of one or more companies having business operations;
- (c) “commercial paper” is an unsecured money market instrument issued in the form of promissory note;
- (d) “control” shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner;
- (e) “controlling shareholder” shall include a person or entity who has control over the affairs of the issuer, directly or indirectly whether as a shareholder, director or otherwise;
- (f) “convertible debt instrument” means an instrument which creates or acknowledges indebtedness and is convertible into equity shares of the issuer at a later date with or without the option of the holder of the instrument, whether constituting a charge on the assets of the issuer or not;
- (g) “convertible securities” means securities which are convertible into or exchangeable with equity shares of the issuer at a later date, with or without the option of the holder of such securities and includes convertible debt instruments and convertible preference shares;
- (h) “debt securities” means non-convertible debt securities which create or acknowledge indebtedness and includes debentures and bonds;
- (i) “designated stock exchange” means a recognised stock exchange 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 securities under these regulations;
- (j) “DR” or “depository receipt” means a negotiable financial instrument representing underlying securities of an issuer in another jurisdiction;
- (k) "Foreign Jurisdiction" means a country, other than India, whose securities market regulator is a signatory to International Organization of Securities Commission’s Multilateral Memorandum of Understanding or a signatory to a bilateral Memorandum of Understanding with the Authority, and which is not identified in the public statement of Financial Action Task Force as:
 - (i) a jurisdiction having a strategic Anti-Money Laundering or Combating the Financing of Terrorism deficiencies to which counter measures apply; or
 - (ii) a jurisdiction that has not made sufficient progress in addressing the deficiencies or has not committed to an action plan developed with the Financial Action Task Force to address the deficiencies;

- (l) “follow-on public offer” or “FPO” or “further public offer” means an offer of specified securities by a listed entity to the public for subscription and includes an offer for sale of specified securities to the public by any existing holder of such specified securities in a listed issuer;
- (m) “green shoe option” means an option of allotting specified securities in excess of the specified shares offered in the public issue as a post-listing price stabilizing mechanism;
- (n) “IFSCA” or “Authority” means the International Financial Services Centres Authority established under sub-section (1) of section 4 of the Act;
- (o) “information memorandum” means listing particulars or offering memorandum or offering circular or any document that provides investors with certain information about the issuer and the securities in connection with an application for listing of securities;
- (p) “initial public offer” or “IPO” means an offer of specified securities by an unlisted issuer to the public for subscription and includes an offer for sale of specified securities to the public by any existing holder of such specified securities in an unlisted issuer;
- (q) “issuer” is an entity that issues financial products under these regulations;
- (r) “International Financial Services Centre” or “IFSC” shall have the same meaning as assigned to it under clause (g) of sub-section (1) of Section 3 of the Act;
- (s) “key managerial personnel”, in relation to a company, means
 - (i) the Chief Executive Officer or the managing director or the manager;
 - (ii) the company secretary;
 - (iii) a whole-time director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be designated as key managerial personnel by the Board by the company;

Provided that, in relation to a company incorporated in India, the term “key managerial personnel” shall have the same meaning as assigned to it under sub-section (51) of section 2 of the Companies Act, 2013;

- (t) “lead manager” means an investment banker 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;

- (u) “listed entity” means an entity whose specified securities or depository receipts are listed on a recognised stock exchange in the IFSC;
- (v) “promoter” shall have the same meaning as assigned to it under sub-section (69) of section 2 of the Companies Act, 2013

Explanation: The references to “promoter” under these regulations shall apply only in respect of companies incorporated under the Companies Act, 2013;

- (w) “offer document” means a red herring prospectus, prospectus, shelf prospectus, letter of offer, tranche prospectus, placement memorandum, as applicable;
- (x) “recognised stock exchange” means a stock exchange in the IFSC recognised by the Authority;
- (y) “Special Purpose Acquisition Company” or “SPAC” means a company which does not have any operating business and has been formed with the primary objective to effect a business combination;
- (z) “specified securities” means equity shares and convertible securities; and
- (aa) “SR equity shares” means the equity shares of an issuer having superior voting rights compared to all other equity shares issued by that issuer.

- (2) Words and expressions used and not defined in these regulations but defined in the Act, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act 1996, or any rules or regulations made thereunder shall have the same meanings as respectively assigned to them in those Acts, rules or regulations made thereunder or any statutory modification or re-enactment thereto, as the case may be.

4. Applicability

These regulations shall apply to:

- (a) an initial public offer of specified securities by an unlisted issuer;
- (b) a follow-on public offer of specified securities by a listed issuer;
- (c) an initial public offer of specified securities by a Special Purpose Acquisition Company;
- (d) a rights issue or a preferential issue or a qualified institutions placement of specified securities by a listed issuer;
- (e) issue and listing of depository receipts;
- (f) issue and listing of debt securities;
- (g) secondary listing of securities; and

(h) listing of other financial products as permitted by the Authority.

CHAPTER II: GENERAL CONDITIONS

5. General Principles

The underlying principles for an issuer to list its securities in the IFSC are:

- (a) There should be true, correct and adequate disclosure of material information in the offer document to enable the investors to take informed decision.
- (b) There should be full, accurate and timely disclosure of financial results, risk and other non-financial information which is material to investors' decisions;
- (c) All holders of listed securities shall be treated in a fair and equitable manner;
- (d) The directors of an issuer shall ensure to act in the interests of shareholders as well as other stakeholders.

6. General Eligibility Criteria

- (1) An issuer shall be eligible to list its specified securities or debt securities or a financial product under these regulations on a recognised stock exchange, if it is a body corporate or a trust incorporated in the IFSC, India or a Foreign Jurisdiction:

Provided that,

- (a) the issuer is duly incorporated or established according to the relevant laws of its place of incorporation or establishment;
- (b) the issuer is operating in conformity with its constitution; and
- (c) the issuer is eligible to issue such securities or financial instruments that are proposed to be listed in the IFSC, in conformity with the laws of its home jurisdiction.

Provided further that a public Indian company shall be eligible to list its equity shares on a recognised stock exchange only if it meets the eligibility criteria also provided under Schedule XI of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the Companies (Listing of equity shares in permissible jurisdictions) Rules, 2024.

- (2) Notwithstanding sub-regulation (1) above, an issuer shall be eligible to list its debt securities on a recognised stock exchange, if the issuer is -
 - (a) a supranational or a multilateral or a statutory institution; or
 - (b) a municipality or any other entity which offers or proposes to offer municipal debt securities; or
 - (c) an entity which offers or proposes to offer sovereign debt securities:

Provided that the issuer is established or headquartered in an IFSC, India or a Foreign Jurisdiction:

Provided further that the issuer is eligible to issue such debt securities that are proposed to be listed in the IFSC, in conformity with the laws of its home jurisdiction.

- (3) An issuer shall not be eligible to list securities under these regulations if the issuer or any of its promoters or controlling shareholders or directors or selling shareholders is -
- (a) debarred from accessing the capital market; or
 - (b) a wilful defaulter; or
 - (c) a fugitive economic offender.

Explanation: For the purpose of these regulations, 'wilful defaulter' or 'fugitive economic offender' means a person or an issuer who or which is categorized as such as per laws of the home jurisdiction.

7. Dematerialised Form

The securities listed or proposed to be listed on a recognised stock exchange shall be freely transferable and held in dematerialised form:

Provided that debt securities and such other financial products may be permitted to be held with an international central securities depository as permitted in these regulations or as permitted by the Authority from time to time.

8. Currency

The securities issued under these regulations shall be denominated for trading on a recognised stock exchange in a foreign currency as permitted by the Authority under the IFSCA (Banking) Regulations, 2020, as amended from time to time:

Explanation: For the purpose of these regulations, reference to USD/US Dollar, would mean an equivalent amount in the currency in which such securities are issued.

CHAPTER III: PUBLIC OFFER OF SPECIFIED SECURITIES (IPO AND FPO)

PART A: INITIAL PUBLIC OFFER

9. Eligibility criteria

An issuer shall be eligible to make an initial public offer only if:

- (f) the issuer has an operating revenue, based on consolidated audited accounts, of at least USD twenty million in the last financial year or averaged over the last three financial years; or
- (g) the issuer has a pre-tax profit, based on consolidated audited accounts, of at least USD one million in the last financial year or averaged over the last three financial years; or
- (h) The issuer has a post issue market capitalization of at least USD twenty five million; or
- (i) The issuer is a start-up or a small and medium-sized enterprise:
Explanation: The issuer shall qualify as a start-up or a small and medium-sized enterprise as per the applicable definition in the jurisdiction of its incorporation or in the absence of the same, as may be specified by the Authority; or
- (j) It qualifies as an issuer under other eligibility criteria specified by the Authority.

Explanation: "Financial year" for the purposes of these regulations shall mean financial year followed by the issuer.

10. SR Equity Shares

If an issuer has issued SR equity shares or dual class shares to any shareholder, it shall be allowed to do an initial public offer of ordinary shares for listing on the recognised stock exchange(s) subject to compliance with the following:

- (a) The issue of SR equity shares had been authorized by a resolution passed at a general meeting of the shareholders of the issuer;
- (b) The SR equity shares have been held for a period of at least three months prior to the filing of the draft offer document;

11. Offer for Sale

In case of an offer for sale, the securities must have been held by the sellers for a period of at least one year prior to the date of filing of the draft offer document:

Provided that in case equity shares received on conversion or exchange of fully paid-up compulsorily convertible securities including depository receipts are being offered for sale, the holding period of such convertible securities, including depository receipts, as well as that of resultant equity shares together shall be considered for the purpose of calculation of the period of one year.

Explanation: If equity shares arising out of conversion or exchange of fully paid-up compulsorily convertible securities are being offered for sale, such conversion or exchange should have been completed prior to filing of the offer document, provided full disclosures of the terms of conversion or exchange are made in the draft offer document.

Provided further that the requirement of holding equity shares for a period of one year shall not apply:

- (a) If the equity shares offered for sale were acquired pursuant to any scheme of merger or amalgamation in lieu of business and invested capital which had been in existence for a period of more than one year prior to approval of such scheme; or
- (b) If the equity shares offered for sale were issued under a bonus issue on securities held for a period of at least one year prior to the filing of the draft offer document with IFSCA and further subject to the following:
 - (i) such specified securities being issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceding the financial year in which the draft offer document is filed with IFSCA; and
 - (ii) such equity shares not being issued by utilisation of revaluation reserves or unrealized profits of the issuer.

12. Lead manager

The issuer shall appoint one or more investment bankers as lead manager(s) to the issue and other intermediaries in consultation with the lead manager(s).

13. In-principle approval from recognised stock exchange(s)

- (1) The issuer shall file an application with a recognised stock exchange seeking in-principle approval:

Provided that where the application is made to more than one recognised stock exchange, the issuer shall choose one of them as the designated stock exchange.

- (2) The stock exchange shall grant an in-principle approval or reject the application for the in-principle approval within fifteen days from the date of receipt of complete information from the issuer.

14. Filing of Offer Document

- (1) Where size of the proposed issue is hundred million USD or below,
 - (a) the issuer, through the lead manager(s), shall file a draft offer document along with fee with the Authority;
 - (b) the lead manager(s) shall submit a due diligence certificate along with the draft offer document;
 - (c) the draft offer document shall be hosted on the websites of the Authority, recognised stock exchange(s), issuer and the lead manager(s) of the issue.

- (2) Where size of the proposed issue is more than hundred million USD,
 - (a) the issuer, through the lead manager(s), shall file a draft offer document along with fee with the Authority;
 - (b) the lead manager(s) shall submit a due diligence certificate along with the draft offer document;
 - (c) the draft offer document shall be made public by hosting it on the websites of IFSCA, stock exchange(s), issuer and lead manager(s) for inviting comments from public:

Provided that comments may be provided by the public within a period of seven working days from the date of filing;
 - (d) the lead manager(s) shall file with the Authority details of material comments received by them or the issuer from the public on the draft offer document during that period and the consequential changes, if any, that are required to be made in the draft offer document;
 - (e) the Authority may issue observations, if any, on the draft offer document within twenty one working days from the later of the following dates:
 - (i) the date of receipt of the draft offer document; or
 - (ii) the date of receipt of satisfactory reply from the issuer and/or the lead manager where IFSCA has sought any clarification or additional information from them; or
 - (iii) the date of receipt of clarification or information from any regulator or agency, where IFSCA has sought any clarification or information from such regulator or agency; or
 - (iv) the date of receipt of a copy of in-principle approval letter issued by the stock exchange(s).

- (f) the issuer shall carry out changes specified by IFSCA, if any, in the offer document.
- (g) The issuer shall, through the lead manager(s), file the updated offer document with the Authority and the stock exchange(s).

15. Offer Timing

The offer shall be made by the issuer within a period of not more than eighteen months from the date of issuance of observations by IFSCA:

Provided that if the proposed size of the issue is hundred million USD or below, the period of eighteen months shall be from the date of receipt of offer document by the Authority:

Provided further that if the offer is not made within the specified time period, a fresh draft offer document shall be filed.

16. Disclosures in Offer Document

- (1) The offer document shall contain all material disclosures which are true, correct and adequate to enable the investors to take an informed investment decision.
- (2) The lead manager(s) shall exercise due diligence and satisfy themselves about all aspects of the issue including materiality, veracity and adequacy of disclosures in the offer document.
- (3) The offer document shall contain disclosures relating to the public offer, including the following:
 - (a) Offer Document Summary
 - (b) Risk factors
 - (c) Introduction providing a brief overview of the offer details including basis for offer price
 - (d) General information
 - (e) Capital Structure
 - Explanation:* Capital structure shall include details of all shareholders holding five per cent or more of the pre-issue paid-up capital
 - (f) Particulars of the Issue
 - i. Objects of the Issue
 - ii. Requirement of Funds

- iii. Funding Plan
- iv. Business/Project Appraisal, if any
- v. Deployment of Funds
- vi. Basis of Issue Price
- (g) Underwriting
- (h) Tax Implications for investors
- (i) About the Issuer
 - i. Industry Description
 - ii. Business Description
 - iii. Organisational structure, Management and Remuneration
 - iv. Shareholders' Agreements and Other material Agreements
 - v. Dividend Policy
- (j) Financial Statements
- (k) Material Related Party Transactions
- (l) Legal and Other Information
 - i. Outstanding material litigation and material developments
 - ii. Pending material Government/Regulatory approvals
- (m) Details of major group companies including business and management
- (n) Other regulatory and statutory disclosures
- (o) Any other material disclosures

Explanation: The issuer shall provide details about their materiality policy in the offer document.

(4) Disclaimer: The offer document shall contain the following disclaimer in bold:

"It is to be distinctly understood that filing of the offer document with IFSCA is for the purpose of record and should not in any way be deemed or construed that the same has been cleared or approved by IFSCA. IFSCA does not take any responsibility either for the financial soundness of the issuer or for the correctness of the statements made or opinions expressed in the offer document. The issuer and the investment banker(s) have certified that the disclosures made in the offer document are adequate and are

in conformity with the IFSCA (Listing) Regulations, 2024. This requirement is to facilitate investors to take an informed decision for making investment. The Issuer is responsible for the correctness, adequacy and disclosure of all relevant information in the offer document.”

- (5) Audited financial information of the issuer for at least three financial years shall be disclosed in the offer document:

Provided that where the issuer has been in existence for less than three years, audited financial information shall be provided for such period of existence:

Provided further that

- (i) financial information in any offer document shall not be older than 135 days;
- (ii) financial information for part of the financial year can be limited reviewed.

Provided further that if the issuer has been in existence for less than one year, audited financial information shall be provided.

- (6) The issuer shall prepare its financial statements in accordance with IFRS or US GAAP or Ind AS or accounting standards as applicable in its jurisdiction of incorporation:

Provided that an issuer preparing financial statements as per the accounting standards of its home jurisdiction (other than IFRS, US GAAP and Ind AS) shall be required to reconcile the same with IFRS.

17. Reservations

The issuer may choose to make reservations on a competitive basis out of the issue size in favour of the following categories of persons and the same shall suitably be disclosed in the offer document:

- (a) employees;
- (b) directors; and
- (c) shareholders (other than controlling shareholders) of listed subsidiaries or listed promoter companies:

18. Pricing

The issuer shall determine pricing in consultation with the lead manager(s) and may be through a fixed price mechanism or through book building mechanism and the same shall be suitably disclosed in the offer document:

Provided that in case of listing of equity shares by a public Indian company, the issuer shall also comply with the requirements prescribed under schedule XI of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

19. Offer period

The initial public offer shall be kept open for at least one working day and not more than ten working days:

Provided that in case the issuer has made a simultaneous offer in any other jurisdiction, the offer period may be for same period as applicable in the other jurisdiction.

20. Minimum public offer

The minimum public offer shall not be less than 10% of the post issue paid-up capital of the issuer.

21. Minimum subscription

An offer shall be considered successful only if the minimum subscription as disclosed in the offer document is received:

Provided that the concept of minimum subscription shall apply only to fresh issue of specified securities and not for the Offer for Sale component of the public offer.

22. Anchor Investor

The issuer may offer a portion of the issue size for subscription by an anchor investor, subject to disclosures made in the offer document such as details of anchor investor, proposed maximum limit of allotment to anchor investor, lockup (if any), pricing etc.

23. Underwriting

A public issue of specified securities may be underwritten by an underwriter and in such a case, adequate disclosures regarding underwriting arrangements shall be disclosed in the offer document.

24. Allotment

(1) Allotment to investors shall be on proportionate basis or discretionary basis and shall be disclosed in the offer document:

Provided that no single investor, other than an underwriter, shall be allotted more than 10% of the post issue capital unless specifically disclosed in the offer document.

(2) The issuer and lead manager(s) shall ensure that the specified securities are allotted and the payments and refunds are completed within 5 working days from the date of

closing of the issue.

25. Listing

The specified securities shall list on the stock exchange(s) within the period, as specified by the stock exchange(s):

Provided that in case the issuer has made a simultaneous offer in any other jurisdiction, the specified securities shall be listed on the same date.

26. Post-issue report

The issuer, through the lead manager(s), issuer shall file a post-issue report with the recognised stock exchange(s) giving details relating to number, value and percentage of all applications received, allotments made, basis of allotment, subscription, details of credit of specified securities, details relating to payments and refunds, date of filing of listing application, etc. within ten working days from the date of closing the issue.

27. Price stabilisation through green shoe option

- (1) An issuer may provide a green shoe option for stabilising the post listing price of its specified securities, subject to the following conditions:
 - (a) the draft offer document and offer document shall contain all material disclosures about the green shoe option;
 - (b) the issuer has appointed an investment banker as a stabilising agent, who shall be responsible for the price stabilisation process;
 - (c) the maximum number of specified securities that may be borrowed for the purpose of allotment or allocation of specified securities in excess of the issue size shall not exceed 15% of the issue size.
- (2) The stabilisation process shall be available for a period not exceeding ninety days from the date on which trading permission is given by the stock exchanges in respect of the specified securities allotted in the public issue.
- (3) The stabilising agent shall open a special account, distinct from the issue account, with a bank for crediting the monies received from the applicants against the over-allotment and a special account with a depository participant for crediting specified securities to be bought from the market during the stabilisation period out of the monies credited in the special bank account.
- (4) The specified securities bought from the market shall be returned to the pre-issue shareholders promptly and not later than two working days after the end of the stabilization period.
- (5) On expiry of the stabilisation period, if the stabilising agent has not been able to buy

specified securities from the market to the extent of such securities over-allotted, the issuer shall allot specified securities at issue price to the extent of the shortfall within five working days of the closure of the stabilisation period and such specified securities shall be returned to the pre-issue shareholders by the stabilising agent in lieu of the specified securities borrowed from them and the account with the depository participant shall be closed thereafter.

- (6) The issuer shall make a listing application in respect of the further specified securities allotted under sub-regulation (5), to all the stock exchanges where the specified securities allotted in the public issue are listed.
- (7) Any monies left in the special bank account after remittance of monies to the issuer and deduction of expenses incurred by the stabilising agent for the stabilisation process shall be transferred to the pre issue shareholders who lent their specified securities towards the green shoe option, and the special bank account shall be closed soon thereafter.

28. Lockup of securities

- (1) The pre-issue shareholding of promoters and controlling shareholders of the issuer shall be locked-up for a period of 180 days from the date of allotment in the initial public offer:

Provided that the lockup provisions shall not apply with respect to the specified securities lent to stabilising agent for the purpose of green shoe option, during the period starting from the date of lending of such specified securities and ending on the date on which they are returned to the lender.

- (2) The shareholding of the SR Equity Shares shall be locked-up after the initial public offering, until the later of:
 - a) their conversion to ordinary shares; and
 - b) One year from the date of allotment in the initial public offer.
- (3) The specified securities held by the promoters or controlling shareholders and locked-up may be pledged as a collateral security for a loan granted by a scheduled commercial bank or a public financial institution or a systemically important non-banking finance company or a housing finance company.

29. Other responsibilities of lead manager

- (1) The lead manager(s) shall prepare a schedule, listing the activity-wise allocation of responsibilities relating to the issue, the name of the lead manager responsible for each set of activities or sub-activities, and disclose the same in the offer documents.
- (2) A lead manager shall be designated for ensuring compliance with these regulations

and coordinating with the Authority.

- (3) The designated lead manager shall be responsible for ensuring that all intermediaries fulfil their obligations and functions as specified in their agreements with the issuer.
- (4) The responsibilities of the lead manager(s) shall continue until completion of the issue process and for any issue related matter thereafter.
- (5) The lead manager(s) shall continue to be responsible for post-issue activities till the applicants have received the securities certificates, credit to their demat account or refund of application monies and the listing agreement is entered into by the issuer with the stock exchange and listing or trading permission is obtained.

30. Prohibition on payment of incentives

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 public offer, except for fees or commission for services rendered in relation to the issue.

PART B: FOLLOW-ON PUBLIC OFFER

31. Applicability

An issuer listed on a recognised stock exchange may make a follow-on public offer of specified securities in the manner provided in these regulations.

32. Offer for sale

In case of an offer for sale, the securities must have been held by the sellers for a period of at least one year prior to the date of filing of the draft offer document:

Provided that in case the equity shares received on conversion or exchange of fully paid-up compulsorily convertible securities including depository receipts are being offered for sale, the holding period of such convertible securities, including depository receipts, as well as that of resultant equity shares together shall be considered for the purpose of calculation of one year.

Explanation: If the equity shares arising out of the conversion or exchange of the fully paid-up compulsorily convertible securities are being offered for sale, the conversion or exchange should be completed prior to filing of the offer document, provided full disclosures of the terms of conversion or exchange are made in the draft offer document.

Provided further that the requirement of holding equity shares for a period of one year shall not apply:

- a) If the equity shares offered for sale were acquired pursuant to any scheme of merger or amalgamation in lieu of business and invested capital which had been in existence for a period of more than one year prior to approval of such scheme;
or
- b) If the equity shares offered for sale were issued under a bonus issue on securities held for a period of at least one year prior to the filing of the draft offer document with IFSCA and further subject to the following:
 - i. such specified securities being issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceding the financial year in which the draft offer document is filed with IFSCA; and
 - ii. such equity shares not being issued by utilisation of revaluation reserves or unrealized profits of the issuer.

33. Lead manager

The issuer shall appoint one or more merchant bankers as lead manager(s) to the issue and shall also appoint other intermediaries in consultation with the lead manager(s).

34. In-principle approval from recognised stock exchange(s)

- (1) The issuer shall file an application with the recognised stock exchange(s) seeking in-principle approval:

Provided that where the application is made to more than one recognised stock exchange, the issuer shall choose one of them as the designated stock exchange.

- (2) The stock exchange(s) shall grant or reject the application within fifteen days from the date of receipt of complete information from the issuer.

35. Fast track follow-on public offer

- (1) An issuer may make follow-on public offer through the fast track route, if the issuer satisfies the following conditions:

- (a) equity shares of the issuer have been listed on a recognised stock exchange for a period of at least 18 months;
- (b) issuer has complied with all the regulatory requirements specified by the Authority and the recognised stock exchange(s) in the preceding three years;
- (c) no show-cause notice has been issued by IFSCA which is pending against the issuer or its promoters or controlling shareholders or whole-time directors;
- (d) there is no adverse opinion, disclaimer of opinion, qualified opinion by the auditors on the financial statements of the issuer, or any of the issuer's subsidiaries or associated companies (having a material impact on the issuer's consolidated accounts), in the preceding three years;
- (e) there has not been any disclosure relating to irregularities in the issuer, having a material impact on the issuer, by any director, key managerial personnel or compliance officer:

Explanation: If the issuer is listed for a period of less than three years, the period would be considered from the date of listing for the purpose of clauses (b) and (d) above.

- (2) The issuer, through the lead manager(s), shall file the offer document along with fee to the Authority.
- (3) The lead manager(s) shall submit a due diligence certificate along with the offer document.
- (4) The issuer shall simultaneously file the offer document with the recognised stock exchange(s).

- (5) The offer document shall be hosted on the websites of the Authority, recognised stock exchange(s) and the lead manager(s) of the issue.

36. Follow-on public offer without fast track

The issuer not meeting the conditions for a fast track follow-on public offer, may make follow-on public offer by filing of offer document in the same manner as provided for Initial Public Offers under Part A of this Chapter.

37. Disclosures in the offer document for a follow on public offer

- (1) The offer document for a follow on offer shall contain all material disclosures which are true, correct and adequate to enable the investors to take an informed investment decision.
- (2) The lead manager(s) shall exercise due diligence and satisfy themselves about all aspects of the issue including the veracity and adequacy of disclosures in the offer document.
- (3) The offer document shall contain disclosures relating to the public offer, including the following:
- (a) Offer Document Summary
 - (b) Risk factors
 - (c) Introduction providing a brief overview of the offer details including basis for offer price
 - (d) General information
 - (e) Capital Structure
 - Explanation:* Capital structure shall include details of all shareholders with holding of five per cent. or more of the paid-up capital
 - (f) Particulars of the Issue
 - i. Objects of the Issue
 - ii. Requirement of Funds
 - iii. Funding Plan
 - iv. Business/Project Appraisal, if any
 - v. Deployment of Funds
 - vi. Basis of Issue Price

- (g) Underwriting
- (h) Tax Implications for investors
- (i) Financial Statements
- (j) Material Related Party Transactions
- (k) Legal and Other Information
 - i. Outstanding material litigation and material developments
 - ii. Pending material Government/Regulatory approvals
- (l) Details of major group companies including business and management
- (m) Other regulatory and statutory disclosures
- (n) Any other material disclosures

Explanation 1: The issuer may submit the disclosures in offer document by providing references to a recent prospectus or other disclosures made on a recognised exchange.

Explanation 2: The issuer shall provide details about their materiality policy in the offer document.

- (4) The offer document shall contain the following disclaimer in bold:

“It is to be distinctly understood that filing of the offer document with IFSCA is for the purpose of record and should not in any way be deemed or construed that the same has been cleared or approved by IFSCA. IFSCA does not take any responsibility either for the financial soundness of the issuer or for the correctness of the statements made or opinions expressed in the offer document. The issuer and the investment banker(s) have certified that the disclosures made in the offer document are adequate and are in conformity with the IFSCA (Listing) Regulations, 2024. This requirement is to facilitate investors to take an informed decision for making investment. The Issuer is responsible for the correctness, adequacy and disclosure of all relevant information in the offer document.”

38. Issue Process

The provisions relating to offer timing, pricing, offer period, minimum subscription, underwriting, allotment, listing, post-issue report, other responsibilities of lead manager and prohibition on payment of incentives provided for Initial Public Offers under Part A of this Chapter shall *mutatis mutandis* apply to follow-on public offer by a listed issuer.

CHAPTER IV: LISTING OF COMPANIES WITHOUT PUBLIC OFFER

39. Listing of companies without public offer

An issuer may list its specified securities on a recognised stock exchange without a public offer in the manner as may be specified by the Authority from time to time.

CHAPTER V: LISTING OF COMPANIES WITH SPECIFIED SECURITIES ALREADY LISTED IN OTHER JURISDICTION

40. Secondary Listing without public offer

A company which is having its specified securities listed in a jurisdiction outside IFSC may list its specified securities on a recognised stock exchange(s), without public offer, subject to the following conditions:

- (a) The company shall file listing application, in the manner specified by the recognised stock exchange(s); and
- (b) The company shall comply with the listing requirements of the stock exchange(s) and other conditions as may be specified by IFSCA.

41. Listing with public offer

- (1) An issuer which is having its specified securities listed in a jurisdiction outside IFSC may list its specified securities on a recognised stock exchange(s) by undertaking a public offer.
- (2) The provisions relating to appointment of lead manager, in-principle approval from recognised stock exchanges, filing of offer document, offer timing, initial disclosures in offer document, pricing, offer period, issue size, minimum subscription, underwriting, allotment, listing, post-issue report, other responsibilities of lead manager and prohibition on payment of incentives provided for Initial Public Offers under Part A of Chapter III shall *mutatis mutandis* apply to listing with public offer by such issuer:

Explanation: For the purpose initial disclosures in offer document, the issuer may submit the disclosures in offer document by providing references to a recent prospectus or other disclosures made on the home exchange or regulatory body.

- (3) A public Indian company with dual listing in IFSC and India shall comply with the additional regulatory norms as may be specified by the Authority from time to time.

42. Listing for Qualified Institutions Placements

A public Indian company having its equity shares listed on a stock exchange in India may be permitted to make a qualified institutions placement in the manner as may be specified by the Authority from time to time.

CHAPTER VI: LISTING OF SPECIAL PURPOSE ACQUISITION COMPANIES

43. Eligibility

- (1) A Special Purpose Acquisition Company issuer shall be eligible to raise capital through initial public offer of specified securities on the recognised stock exchange(s), only if:
 - (a) the target business combination has not been identified prior to the IPO; and
 - (b) The SPAC has the provisions for redemption and liquidation in line with these Regulations.
- (2) A sponsor of the SPAC issuer shall have a good track record in SPAC transactions or business combinations or fund management or merchant banking activities, and the same shall be disclosed in the offer document.
- (3) For the purpose of this chapter, sponsor shall mean a person sponsoring the formation of the SPAC and shall include persons holding any specified securities of the SPAC prior to the IPO.
- (4) An issuer shall not be eligible to list securities under these regulations if the issuer or any of its sponsors is -
 - (a) debarred from accessing the capital market; or
 - (b) a wilful defaulter; or
 - (c) a fugitive economic offender.

44. IPO Process

- (1) The provisions relating to appointment of lead manager, in-principle approval from recognised stock exchange(s) and filing of offer document provided for Initial Public Offers under Part A of Chapter III shall *mutatis mutandis* apply to initial public offer by a SPAC issuer.
- (2) IFSCA may consider the proposed listing of a SPAC issuer on a recognised stock exchange on a case-by-case basis.

45. Offer Timing

The offer shall be made by the issuer within a period of not more than eighteen months from the date of issuance of observations by IFSCA:

Provided that if the offer is not made within the specified time period, a fresh draft offer document shall be filed.

46. Initial disclosures in the Offer Document

- (1) The offer document shall contain all material disclosures which are true, correct and adequate to enable the investors to take an informed investment decision.
- (2) The lead manager(s) shall exercise due diligence and satisfy themselves about all aspects of the issue including the veracity and adequacy of disclosures in the offer document.
- (3) The offer document shall contain disclosures relating to the public offer, including the following:
 - a) Offer Document Summary
 - b) Risk factors
 - c) Introduction
 - d) General information
 - e) Capital Structure
 - f) Redemption Rights
 - g) Liquidation
 - h) Particulars of the Issue
 - i. Objects of the Issue
 - ii. Use of proceeds
 - iii. Interim use of funds
 - iv. Expenses of the Issue
 - i) Underwriting
 - j) Tax implications for investors
 - k) About the Issuer
 - i. Organisational structure
 - ii. Details of sponsors and their track record
 - iii. The SPAC's target business sector or geographic area for its business combination, if applicable;

Explanation: However, the target business combination shall not be identified prior to the IPO and a declaration in this regard shall be disclosed.

- iv. Time period for completion of the business combination
- v. The valuation method(s) intended to be used in valuing the business combination, if known
- vi. Management
- vii. Remuneration and benefits
- l) Financial Statements
- m) Material Related Party Transactions
- n) Legal and Other Information
 - i. Outstanding material litigations and material developments
 - ii. Material Government approvals
- o) Information with respect to group companies
- p) Other regulatory and statutory disclosures
- q) Any other material disclosures.

Explanation: The issuer shall provide details about their materiality policy in the offer document.

47. Issue size

- (1) The issue shall be of size not less than USD fifty million or any other amount as may be specified by IFSCA from time to time.
- (2) The sponsors shall hold at least 15% and not more than 20% of the post issue paid up capital:

Provided that the sponsors shall also have aggregate subscription (all securities) in terms of amount in the SPAC company prior to or simultaneous to the IPO, amounting to at least 2.5% of the issue size or USD 10 million, whichever is lower, or any other amount as may be specified by the Authority.

48. Pricing

The issue shall be through a fixed price mechanism and the issuer shall determine the price in consultation with the lead manager(s).

49. Offer period

The initial public offer shall be kept open for at least one working day and not more than ten working days.

50. Underwriting

- (1) A public issue of specified securities may be underwritten by an underwriter and in such a case adequate disclosure regarding underwriting arrangements shall be disclosed in the offer document.
- (2) At least 50% of the underwriting commission shall be deferred until successful completion of the business combination, and shall be deposited in the escrow account.
- (3) In case of liquidation, the underwriter shall waive their rights on the deferred commission deposited in the escrow account.

51. Application and Allotment

- (1) The minimum application size in an initial public offer of SPAC shall be USD 100,000.
- (2) Allotment to investors shall be on proportionate basis or discretionary basis, as disclosed in the offer document.
- (3) The issuer and lead manager(s) shall ensure that the specified securities are allotted and the payments and refunds are completed within 5 working days from the date of closing of the issue.

52. Other provisions

The provisions relating to listing, post-issue report, other responsibilities of lead manager and prohibition on payment of incentives provided for Initial Public Offers under Part A of Chapter III shall *mutatis mutandis* apply to initial public offer by a SPAC issuer.

53. SPAC specific obligations

- (1) The SPAC issuer shall ensure that the entire proceeds of the IPO are kept in an interest-bearing escrow account controlled by an independent custodian until consummation of the SPAC's business combination.
- (2) The escrow funds shall be invested only in instruments disclosed in the offer document and shall include only short-term investment grade liquid instruments.
- (3) The interest and other income derived from the amount placed in the escrow account may be withdrawn by the SPAC issuer for the following purposes:

- (a) Payment of taxes; and
 - (b) General working capital expenses, subject to prior approval by way of special resolution of the shareholders other than sponsors.
- (4) The SPAC shall file a detailed prospectus with the recognised stock exchange(s) containing all relevant disclosures regarding the proposed business combination, while seeking shareholders' approval, including the following disclosures:
- (a) Information about the target company(ies) shall include overview of industry and business, organisational structure, board of directors, management and key managerial personnel (KMPs), major shareholders, material shareholders' agreements, audited financial statements for at least previous 3 financial years, outstanding material litigations against the company and its directors and KMPs, potential conflicts of interest and other material information;
 - (b) Information about the business combination transaction including valuation of the entities and the methodologies used for valuation;
 - (c) Information about the process involved in the business combination and the various regulatory and statutory approvals required for completion of the transaction;
 - (d) Information about the resulting issuer company that would be formed after completion of the business combination; and
 - (e) Any other information as may be specified by the recognised stock exchange(s) or IFSCA from time to time.
- (5) The SPAC shall seek prior approval by way of majority of shareholders other than sponsors, for the proposed business combination.
- (6) If a shareholder (other than sponsors) has voted against the proposed business combination, he shall have the redemption right for converting his securities into a *pro rata* portion of the aggregate amount held in the escrow account (net of taxes payable).
- Explanation:* A shareholder who has not voted may not be afforded redemption right by the SPAC issuer.
- (7) In the event of change in control of the SPAC, the SPAC issuer shall provide the redemption option to the shareholders (other than sponsors) for converting their securities into a *pro rata* portion of the aggregate amount held in the escrow account (net of taxes payable).
- (8) The SPAC issuer shall complete the business combination within the timeline disclosed in the offer document, not exceeding 36 months from the date of listing on the recognised stock exchange(s).

(9) If the business combination is not completed within the permitted time frame, the escrow account shall be liquidated in terms of these regulations and disclosures in the offer document:

Provided that, in the event of liquidation and delisting, the sponsors shall not participate in the liquidation distribution.

(10) A sponsor shall not transfer or sell any of his specified securities prior to the completion of a business combination.

(11) The SPAC issuer shall ensure that the businesses acquisition shall have an aggregate fair market value equal to at least 80% of the aggregate amount deposited in the escrow account, excluding deferred underwriting commissions held in escrow and any taxes payable on the income earned on the escrowed funds.

(12) The SPAC and the sponsors shall ensure that there is no related party transaction or connection of sponsor or any of their associates with the business combination.

(13) Where warrants have been issued in the IPO, the SPAC shall comply with the following:

(a) Each unit may consist of one share and no more than one share purchase warrants;

(b) The exercise price of the warrants shall not be lower than the price of the equity shares offered in the IPO;

(c) The warrants may be detached with the equity shares and traded separately on the recognised stock exchanges provided that details have been appropriately disclosed in the offer document;

(d) The warrants shall not be exercisable prior to the completion of the business combination;

(e) In case of liquidation of SPAC, the warrants shall expire; and

(f) The warrants shall not have any entitlement to the funds lying in the escrow account upon liquidation or redemption.

(14) The Authority may, from time to time, prescribe additional norms regarding listing of SPACs on the recognised stock exchange(s).

54. Continuous disclosure requirements

The continuous disclosure requirements applicable for Listed entities provided under Chapter XII of these regulations shall *mutatis mutandis* apply to a SPAC issuer.

55. Post business combination

- (1) The resulting issuer shall immediately disclose details regarding the completed transaction to the recognised stock exchange(s).

Explanation: For the purpose of this chapter, the resulting issuer means the issuer resulting from the completion of the business combination by the SPAC.

- (2) The resulting issuer shall be required to meet the listing eligibility criteria set out in these regulations within 180 days, in order to continue listing on the recognised stock exchange(s).
- (3) The resulting issuer shall comply with the listing obligations and continuous disclosure requirements specified under Chapter XII of these regulations.
- (4) The shareholding of the sponsors of the SPAC in the resulting issuer shall be locked up for a period of one year from the date of closing of the business combination.
- (5) The shareholding of the controlling shareholders, directors and key managerial personnel of the resulting issuer shall be locked up for a period of one year from the date of closing of the business combination.

CHAPTER VII: RIGHTS ISSUE, PREFERENTIAL ISSUE AND QUALIFIED INSTITUTIONS PLACEMENT

56. Rights Issue, Preferential Issue and Qualified Institutions Placement

An issuer listed on a recognised stock exchange may make rights issues, qualified institutions placement or preferential issues of specified securities, subject to compliance with the requirements that may be specified by the Authority from time to time.

CHAPTER VIII: LISTING OF DEPOSITORY RECEIPTS

PART A: ELIGIBILITY

57. Eligibility

- (1) An issuer incorporated outside an IFSC shall be eligible to make an issue of depository receipts only if –
 - (a) the issuer is authorised to issue depository receipts; and
 - (b) the issuance of depository receipts by the issuer is in accordance with the applicable laws of its home jurisdiction.
- (2) The depository receipts shall be eligible to list only if the underlying securities which the depository receipts represent are:
 - (a) freely transferable, in dematerialised form and rank pari passu with the existing securities of the same class; and
 - (b) fully paid and free from all liens.
- (3) All the depository receipts shall be freely negotiable.
- (4) The issuer shall ensure that it has entered into an agreement with a depository for dematerialisation of the DRs proposed to be issued.

PART B: PUBLIC OFFER OF DEPOSITORY RECEIPTS

58. Offer size

The issue of depository receipts shall be of size not less than USD 700,000 (or equivalent in foreign currency), or any other amount as may be specified by the Authority from time to time.

59. Filing of Offer Document

The filing of offer document shall be in the manner as provided for filing of offer document for initial public offer provided under Chapter III of these Regulations.

60. Initial disclosures in the Offer Document

- (1) The offer document shall contain all material disclosures which are true, correct and adequate to enable the investors to take an informed investment decision.
- (2) The lead manager(s) shall exercise due diligence and satisfy themselves about all aspects of the issue including the veracity and adequacy of disclosures in the offer document.
- (3) The offer document shall contain disclosures relating to the public offer, including the following:
 - (a) Issuer Disclosure
 - i. General information
 - ii. Statutory auditor
 - iii. Risk factors
 - iv. Information about the issuer
 - v. Business Description
 - vi. Organisational structure, Management and Remuneration
 - vii. Capital structure

Explanation: Capital structure shall include details of all shareholders with holding of five per cent. or more of the paid-up capital
 - viii. Material Related party transactions
 - ix. Financial information
 - x. Material contracts
 - xi. Material outstanding litigations and defaults
 - xii. Material approvals of the government/regulatory authorities, if applicable
 - xiii. Foreign investment and exchange controls of the jurisdiction of incorporation/ where the underlying securities are listed.

Explanation: The issuer shall provide details about their materiality policy in the offer document.
 - (b) Securities Disclosures
 - i. Information about the underlying securities
 - ii. Information about the DRs

- iii. Rights of the DR holders including dividend rights, voting rights etc.
- iv. Information relating to the depository

(c) Issue related Disclosures

- i. Objects of the issue
- ii. Interim use of proceeds
- iii. Pricing
- iv. Plan of distribution and allotment
- v. Placing and Underwriting
- vi. Taxation

Explanation: Since the underlying securities of the issuer are listed on its home exchange, the issuer may incorporate the information required in this clause by providing references to a recent prospectus or other disclosures made on the home exchange or regulatory body.

- (4) The audited financial information of the issuer in the offer document shall be for at least three financial years:

Provided that the financial information may be provided for a lesser period if the issuer has not completed 3 years since incorporation:

Provided further that the latest financial statements provided in the offer document shall not be more than 12 months old.

- (5) The issuer shall prepare its financial statements in accordance with IFRS or US GAAP or Ind AS or accounting standards as applicable in its home jurisdiction.

Provided that an issuer preparing financial statements as per the accounting standards of its home jurisdiction (other than IFRS, US GAAP and Ind AS) shall be required to reconcile the same with IFRS.

61. Pricing

The issuer may determine price of the DRs in consultation with the lead manager(s) or through the book building process.

62. Offer period

The initial public offer of DRs shall be kept open for at least one working day and not more than ten working days.

63. Minimum subscription

The listing of DRs shall be permitted only if the subscription in the offer is not less than USD 700,000 (or equivalent in foreign currency) or any other amount as may be specified by IFSCA from time to time.

64. Allotment

The issuer and lead manager(s) shall ensure that the DRs are allotted and the payments and refunds are completed within 5 working days from the date of closing of the issue.

65. Listing

The DRs shall list on the stock exchange(s) within the period, as specified by the stock exchange(s).

PART C: SECONDARY LISTING WITHOUT PUBLIC OFFER

66. Secondary Listing without Public Offer

A company which is having its depository receipts listed in a jurisdiction outside IFSC may list its depository receipts on a recognised stock exchange, subject to the following conditions:

- (a) The company shall file listing application, in the manner specified by the stock exchange(s); and
- (b) The company shall comply with the listing requirements of the stock exchange(s).

CHAPTER IX: LISTING OF DEBT SECURITIES

67. Listing of Debt Securities

An issuer may list its debt securities on a recognised stock exchange:

Explanation: The debt securities listed on a recognised stock exchange may be a standalone issuance or a series of issuances such as Medium Term Note programmes.

68. Filing of Documents

(1) The issuer desirous of listing its debt securities on a recognised stock exchange shall file the listing application along with a copy of the prospectus, shelf prospectus or information memorandum, as applicable, with the recognised stock exchange, in line with the requirements specified by the recognised stock exchange.

(2) The issuer shall file the listing application with a recognised stock exchange along with regulatory fee as may be specified by the Authority.

Explanation: The regulatory fee collected by a recognised stock exchange shall be remitted to the Authority on a quarterly basis.

69. Initial Disclosures

(1) The prospectus, shelf prospectus, or information memorandum, as applicable, shall contain all material disclosures which are true, correct and adequate to enable the investors to take an informed investment decision.

(2) The issuer shall ensure that the following disclosures are made in the prospectus or information memorandum:

a. Issuer Disclosures

- i. General information
- ii. Risk Factors
- iii. Information about the issuer
- iv. Business description
- v. Organisational structure
- vi. Management
- vii. Major / controlling shareholders
- viii. Audited Financial Statements
- ix. Statutory auditor

x. Material outstanding litigations and defaults

b. Securities Disclosures

- i. Details of debt securities
- ii. Risk factors
- iii. List of exchanges where the debt securities are listed or proposed to be listed
- iv. Maximum amount of issuance (in case of medium term notes programme)

(3) In addition to the disclosure requirements specified in sub-regulation (2), the issuer shall disclose the requirements specified by the recognised stock exchange(s).

(4) In case of debt securities issued under a programme (including Medium Term Notes programme), the recognised stock exchange may admit to trading the securities which are issued under the programme.

(5) The issuer shall ensure that the pricing supplements, wherever applicable, are submitted to the recognised stock exchange(s) before admission to trading.

(6) If the security is backed by a guarantee or letter of comfort or any other document /letter with similar intent, the issuer shall ensure that the relevant details are adequately disclosed in the prospectus or information memorandum.

(7) The exchange may provide exemption from certain disclosures in the prospectus, shelf prospectus or information memorandum, subsequent to evaluation of the request received from the issuer.

70. Credit Rating

(1) The issuer shall obtain credit rating for its debt securities listed on a recognised stock exchange from a credit rating agency registered either with the Authority or with a regulator in a Foreign Jurisdiction.

(2) It shall be mandatory to obtain a credit rating from at least one credit rating agency registered with the Authority; and the issuer may at its discretion, obtain additional credit rating(s) from any globally recognised rating agency which is registered with a regulator in a Foreign Jurisdiction.

Explanation: The provisions of this sub-regulation shall come into effect from April 01, 2025 or such other date as may be specified by the Authority.

(3) The issuer shall disclose details of the credit ratings in the prospectus, shelf prospectus

or information memorandum, as the case may be.

71. Public Issue

In respect of a public issue of debt securities on a recognised stock exchange, the issuer shall comply with requirements such as appointment of trustee, creation of debenture redemption reserve etc. that may be specified by the Authority or the recognised stock exchange(s), from time to time.

72. Exempt Issuers

The recognised stock exchange(s) may relax some of the requirements from this chapter or chapter X for the following issuers:

- (a) Supranational, multilateral or statutory institutions /organizations /agencies; and
- (b) Entities whose securities are irrevocably guaranteed by a Sovereign; and
- (c) Any other entity as may be specified by the Authority from time to time.

CHAPTER X: ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) LABELLED DEBT SECURITIES

73. Applicability

- (1) This chapter shall apply to “green”, “social”, “sustainability” or “sustainability linked” listed on a recognised stock exchange in IFSC or any other ESG related labelled debt securities as may be specified by the Authority.
- (2) The requirements under this chapter shall be in addition to the requirements detailed in Chapter IX for listing of debt securities on a recognised stock exchange in IFSC.

74. Recognised Frameworks

- (1) The debt securities shall be labelled as “green”, “social” or “sustainability” if the funds raised through the issuance of such debt securities are to be utilised for financing or refinancing projects and/or assets aligned with any of the following recognised frameworks:
 - (a) International Capital Market Association Principles / Guidelines;
 - (b) Climate Bonds Standard;
 - (c) ASEAN Standards;
 - (d) European Union Standards;
 - (e) Any framework or methodology specified by a competent authority or a financial sector regulator in India; or
 - (f) Other international standards

Explanation: Other international standards may be considered on a case-by-case basis by the recognised stock exchange(s) or IFSCA.

- (2) The debt securities shall be labelled as “sustainability-linked” if aligned with any of the recognised frameworks specified under sub-regulation (1) or any other such qualifying criteria as may be specified by the Authority from time to time.
- (3) The issuer shall appoint an independent external reviewer to ascertain that the ESG debt securities are in alignment with any of the recognised framework(s) mentioned at sub-regulation (1), in compliance with the following conditions:
 - (a) The reviewer shall be independent of the issuer, its directors, senior management, key managerial personnel and advisers;
 - (b) The reviewer shall be remunerated in a way that prevents any conflicts of interest; and

- (c) The reviewer shall have sufficient expertise in assessing ESG debt securities.
 - (4) The independent external review mentioned at sub-regulation (3) may take one or more of the following forms recommended by International Capital Market Association:
 - (a) Second Party Opinion
 - (b) Verification
 - (c) Certification
 - (d) Scoring / Rating
- Note: A credit rating agency registered with the Authority is also eligible to act as an external reviewer for the purpose of these regulations.
- (5) The issuer shall ensure that the details regarding the independent external review are disclosed and easily accessible to the investors.

75. Additional disclosures in Offer document / Information Memorandum

- (1) The issuer shall make the following additional disclosures in the offer document or information memorandum, as the case may be, in respect of ESG debt securities (other than sustainability-linked debt securities):
 - (a) A statement on ESG objectives of the issue of debt securities;
 - (b) Details of process followed by the issuer for evaluating and selecting the project(s) and/or asset(s);
 - (c) Proposed utilisation of the proceeds of the issue shall include details of the project(s) and/or asset(s); and
 - (d) Details of the systems and procedures to be employed for tracking the deployment of the proceeds of the issue.
- (2) The issuer shall make the following additional disclosures in the offer document or information memorandum, as the case may be, in respect of sustainability-linked debt securities:
 - (a) The issuer shall disclose the rationale for issuance of sustainability-linked debt securities and consistency with issuers' overall sustainability and business strategy.
 - (b) The issuer shall adhere to pre-issuance and post-issuance obligations in accordance with the international standards that the securities are aligned with:

Explanation: Where the debt securities are aligned with ICMA Sustainability-Linked Bond Principles (2020), the guidelines related to 5 core components - Selection of Key Performance Indicators, Calibration of Sustainability Performance Targets, Bond characteristics, Reporting and Verification shall be followed for all the disclosures and continuous obligations.

76. Additional Continuous Disclosure Requirements

(1) The issuer shall provide the following additional disclosures to the recognised stock exchange(s), at least on an annual basis, until full allocation of the proceeds, in respect of ESG debt securities (other than sustainability-linked debt securities):

(a) Utilisation of proceeds of the issue;

(b) *Allocation:* List of project(s) and/or asset(s) to which proceeds of the debt securities have been allocated/invested including a brief description of such project(s) and/or asset(s) and the amounts disbursed:

Explanation: However, where confidentiality agreements limit the amount of detail that can be made available about specific project(s) and/or asset(s), information shall be presented in generic terms or on an aggregated portfolio basis; and

(c) *Impact:* Qualitative performance indicators and, where feasible, quantitative performance measures of the expected/achieved ESG impact of the project(s) and/or asset(s).

Explanations:

(i) If the quantitative benefits/impact cannot be ascertained, then the said fact may be appropriately disclosed along with the reasons for non-ascertainment of the benefits/impact on the ESG.

(ii) The methods and the key underlying assumptions used in preparation of the performance indicators and metrics shall be disclosed.

(2) The issuer of sustainability-linked debt securities shall provide the following additional disclosures to the recognised stock exchange(s), at least on an annual basis, and in any case for any date/period relevant for assessing the Sustainability Performance Targets (SPT) performance leading to a potential adjustment of the debt securities' financial and/or structural characteristics:

(a) up-to-date information on the performance of the selected Key Performance Indicator(s), including baselines where relevant;

(b) any information enabling investors to monitor the level of ambition of the SPTs; and

- (c) a verification report by an independent external reviewer outlining the performance against the SPTs and the related impact, and timing of such impact, on the debt securities' financial and/or structural characteristics.

CHAPTER XI: LISTING OF OTHER FINANCIAL PRODUCTS

77. Listing of Funds and Investment Trusts

An issuer may list a fund or an investment trust on a recognised stock exchange in accordance with IFSCA (Fund Management) Regulations, 2022, as amended from time to time.

78. Listing of Commercial Paper

An issuer may list commercial paper on a recognised stock exchange as per the norms specified by the Authority from time to time.

79. Listing of Certificate of Deposit

An issuer may list certificate of deposit on a recognised stock exchange as per the norms specified by the Authority from time to time.

80. Listing of other financial products

An issuer may list a financial product on a recognised stock exchange as per the norms specified by the Authority from time to time.

CHAPTER XII: LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS

PART A: GENERAL OBLIGATIONS

81. Applicability

The provisions of Part A of this Chapter shall apply to all listed securities on the recognised stock exchange(s) under these regulations.

82. Principles governing disclosures and obligations

The listed entity which has listed securities shall make disclosures and abide by its obligations under these regulations, in accordance with the following principles:

- a) Information shall be prepared and disclosed in accordance with applicable accounting standards for financial disclosure.
- b) The listed entity shall implement the prescribed accounting standards in letter and spirit in the preparation of financial statements taking into consideration the interest of all stakeholders and shall also ensure that the annual audit is conducted by an independent, competent and qualified auditor.
- c) The listed entity shall refrain from misrepresentation and ensure that the information provided to recognised stock exchange(s) and investors is not misleading.

- d) The listed entity shall provide adequate and timely information to recognised stock exchange(s) and investors.
- e) The listed entity shall ensure that disseminations made under provisions of these regulations and circulars made thereunder, are adequate, accurate, explicit, timely and presented in a simple language.
- f) Channels for disseminating information shall provide for equal, timely and cost efficient access to relevant information by investors.
- g) The directors of the listed entity shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the listed entity, its employees, the shareholders, the society and for the protection of environment.
- h) The listed entity shall abide by all applicable laws of the home jurisdiction as well as securities laws and also such other regulations as may be issued from time to time by the Authority and the recognised stock exchange(s) in this regard.
- i) The listed entity shall make the specified disclosures and follow its obligations in letter and spirit taking into consideration the interest of all stakeholders.
- j) Filings, reports, statements, documents and information which are event based or are filed periodically shall contain relevant information and shall be filed within the specified timelines.
- k) Periodic filings, reports, statements, documents and information reports shall contain information that shall enable investors to track the performance of a listed entity over regular intervals of time and shall provide sufficient information to enable investors to assess the current status of a listed entity. It shall include all material updates on the business, financial performance, management, etc.

83. General obligation of compliance

The listed entity shall ensure that key managerial personnel, directors, promoters, controlling shareholders or any other person dealing with the listed entity comply with responsibilities or obligations, if any, assigned to them under these regulations.

84. Compliance Officer and Obligations

- (1) A listed entity shall appoint a qualified company secretary as the compliance officer:

Provided that, in case the entity is incorporated outside of India, a company secretary or equivalent shall be appointed as compliance officer.

- (2) The compliance officer of the listed entity shall be responsible for-

- (a) ensuring conformity with the regulatory provisions applicable to the listed entity in letter and spirit;
- (b) co-ordination with and reporting to the Authority, recognised stock exchange(s) and depositories with respect to compliance with rules, regulations and other directives of these authorities in the manner as specified from time to time; and
- (c) ensuring that the correct procedures have been followed that would result in the correctness, authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.

PART B: COMPANIES WITH SPECIFIED SECURITIES LISTED ON RECOGNISED STOCK EXCHANGES AS A PRIMARY LISTING

85. Material or Price Sensitive Information

- (1) The Listed Entity shall immediately make disclosure of any event or information concerning it or any of its subsidiaries or associated companies which, in the opinion of the board of directors of the Listed Entity, is material or price sensitive.

Explanation 1: The listed entity shall consider the following criteria for determination of materiality of events/ information:

- (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
- (c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event / information is considered material.

Explanation 2: For the purpose of these regulations, immediately shall mean promptly but not later than 24 hours.

- (2) The Listed Entity shall frame a policy for determination of materiality, based on criteria specified in these regulations, duly approved by its board of directors, which shall be disclosed on its website.

86. Amendment to Memorandum or Articles of Association

The Listed Entity shall immediately disclose to the stock exchanges any amendment to memorandum or articles of association of listed entity.

87. Intimation about Board Meeting

The Listed Entity shall give prior intimation about the meeting of the board of directors and immediately disclose outcome of the meeting of the board of directors, to the stock exchange(s) in respect of any of the following proposals:

- (a) dividends;
- (b) buyback of securities;
- (c) decision with respect to fund raising or change in capital;
- (d) financial results;
- (e) decision on voluntary delisting by the listed entity from stock exchange(s);
- (f) any material business event such as acquisition, demerger, sale or purchase of assets/ businesses/ companies; and
- (g) material litigation

88. Annual and Extraordinary General Meetings

The Listed Entity shall immediately disclose to the stock exchanges the proceedings of Annual and extraordinary general meetings.

89. Change in Director, KMP, Auditor or Compliance Officer

- (1) The Listed Entity shall immediately disclose to the stock exchanges any change in director, key managerial personnel, auditor or Compliance Officer.
- (2) In case of a resignation of the auditor of the Listed Entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Listed Entity to the stock exchanges as soon as possible but not later than one working day of receipt of such reasons from the auditor.
- (3) In the case of a resignation of any director, key managerial personnel or compliance officer, such person shall inform to the stock exchange(s), in writing if he is aware of any irregularities in the Listed Entity which would have a material impact on the company, including financial reporting, as soon as possible but not later than one working day.

90. Adverse opinion by auditor

The Listed Entity shall immediately disclose to the stock exchanges any adverse opinion, disclaimer of opinion, qualified opinion by the auditors on the financial statements of, -

- i. the Listed Entity; or

- ii. any of the Listed Entity's subsidiaries or associated companies, if the adverse opinion, disclaimer of opinion, qualified opinion has a material impact on the company's consolidated accounts.

91. Investigation

- (1) IFSCA or the stock exchange may require a Listed Entity to appoint a competent person to review or investigate the company's affairs and report its findings to the stock exchange or the company's Audit Committee.
- (2) The Listed Entity may be required by IFSCA or the stock exchange to immediately disclose the appointment of such party or disclose the findings.

92. Encumbrances

- (1) The promoters and the controlling shareholders of the Listed Entity shall disclose details of any encumbrance of specified securities of the Listed Entity created or invoked or released, within two working days of such creation, or invocation or release, as the case may be, to:
 - (a) The recognised stock exchange (s); and
 - (b) The Listed Entity.
- (2) The Listed Entity shall ensure that the disclosures received under sub-regulation (1) are immediately disclosed to the recognised stock exchange(s).

93. Shareholding Pattern

The Listed Entity shall submit to the stock exchange(s) shareholding pattern of the company, in the format specified by the IFSCA or the stock exchange(s) on a quarterly basis, within fifteen working days from the end of each quarter.

94. Financial Statements

- (1) The Listed Entity shall disclose to the stock exchange(s) the audited standalone and consolidated financial statements for the full financial year immediately after finalisation of the accounts, but in any event not later than three months of the end of financial year.
- (2) The Listed Entity shall disclose to the stock exchange(s) the financial statements for each of the first three quarters of its financial year immediately after the finalisation of the accounts, but in any event not later than 45 days after the quarter end.
- (3) The Listed Entity shall prepare its financial statements in accordance with IFRS or US GAAP or Ind AS or accounting standards as applicable in its jurisdiction of incorporation:

Provided that a Listed Entity preparing financial statements as per the accounting standards of its home jurisdiction (other than IFRS, US GAAP and Ind AS) shall be required to reconcile the same with IFRS.

95. Annual Report

- (1) The Listed Entity shall submit to the stock exchange and publish on its website a copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders.
- (2) The annual report shall contain the following:
 - (a) Audited standalone and consolidated financial statements;
 - (b) Directors report
 - (c) Management discussion and analysis report
 - (d) Corporate Governance practices
 - (e) Sustainability Report, if applicable; and
 - (f) Mandatory requirements as specified in the laws of the jurisdiction of incorporation

96. Statement of deviation(s) or variation(s)

- (1) The Listed Entity shall submit to the stock exchange the statement(s) of deviation (indicating category wise variation between projected utilisation of funds made by it in its offer document), if any, in the use of proceeds from the objects stated in the offer document on a quarterly basis for public issue:

Provided that a start-up or a SME company shall be required to submit the statement of deviation(s) or variations(s) on half yearly basis.

- (2) The statement(s) specified in sub-regulation (1), shall be continued to be given till such time the issue proceeds have been fully utilised or the purpose for which these proceeds were raised has been achieved.
- (3) The statement(s) specified in sub-regulation (1), shall be placed before the audit committee for review and after such review, shall be submitted to the stock exchange(s).
- (4) The Listed Entity shall furnish an explanation for the variation specified in sub-regulation (1), in the directors' report in the annual report.

97. Corporate Governance

The Listed Entity shall describe its corporate governance practices in its annual report, in the manner specified by the laws of the jurisdiction of its incorporation.

98. Sustainability Report

- (1) The Listed Entity shall disclose to the stock exchanges a sustainability report with respect to environmental, social and governance factors for its financial year, no later than 6 months after the end of the financial year:

Provided that this clause shall not apply to companies having market capitalisation less than USD 50 million.

- (2) The sustainability report specified in sub-regulation 1 shall be based on -
 - (a) internationally accepted reporting frameworks such as Global Reporting Initiative, International Sustainability Standards Board, Task Force on Climate-related Financial Disclosures; or
 - (b) Business Responsibility and Sustainability Reporting; or
 - (c) any other standards that may be specified by the Authority.

99. Corporate actions

- (1) The Listed Entity shall inform the stock exchange(s) in advance of any proposed corporate action like stock split, consolidation, dividend, bonus etc.
- (2) The Listed Entity shall give notice of the record date to the stock exchange(s), wherever applicable, in advance of at least three working days specifying the purpose of the record date.

100. Meetings of shareholders and voting

- (1) The Listed Entity shall provide the facility of remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- (2) The Listed Entity shall submit to the stock exchange, within two working days of conclusion of its General Meeting, details regarding the voting results.
- (3) The Listed Entity shall send proxy forms to holders of securities in all cases mentioning that a holder may vote either for or against each resolution.
- (4) The Listed Company shall provide one-way live webcast of the proceedings of the annual general meetings.

101. Whistle-blower mechanism

The Listed Entity shall establish a whistle-blower mechanism for directors, employees and others to report genuine concerns which shall provide for adequate safeguards against victimisation of persons who use such mechanism.

102. Website

The Listed Entity shall maintain a functional website containing basic information about the company including details about business, board of directors, key managerial personnel, compliance officer, financial statements, e-mail address for grievance redressal and annual reports.

103. Dissemination by stock exchanges

The stock exchanges shall ensure that the disclosures made by the Listed Entities are immediately disseminated on their websites.

PART C: SECONDARY LISTING OF SPECIFIED SECURITIES

104. Disclosure by companies with secondary listing of specified securities in IFSC

The issuer with secondary listing of specified securities on a recognised stock exchange shall comply with the following requirements:

- a) maintain the listing of the specified securities on its home exchange and abide by the listing (or other) rules of such exchange and regulator;
- b) release all disclosures in English to the recognised stock exchange(s) at the same time as they are released to its home exchange or regulator where it has a primary listing; and
- c) comply with such other requirements as may be specified by IFSCA or recognised stock exchange(s) from time to time.

PART D - LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS FOR COMPANIES HAVING DEPOSITORY RECEIPTS LISTED ON RECOGNISED STOCK EXCHANGES

105. Financial Statements

- (1) The Listed Entity shall disclose to the recognised stock exchange(s) the audited financial statements for the full financial year immediately, but not later than 24 hours, after the finalisation of accounts, but in any event not later than six months of the end of financial year.
- (2) The Listed Entity shall disclose to the recognised stock exchange(s) the financial statements for each of the first three quarters of its financial year immediately after the finalisation of accounts, but in any event not later than 45 days after the quarter.
- (3) The Listed Entity shall prepare its financial statements in accordance with IFRS or US

GAAP or Ind AS or accounting standards as applicable in its jurisdiction of incorporation:

Provided that a company preparing financial statements as per the accounting standards of its home jurisdiction (other than IFRS, US GAAP and Ind AS) shall be required to reconcile the same with IFRS.

106. Material or price sensitive events

The Listed Entity shall immediately disclose to the recognised stock exchange(s) all events which are material or price sensitive.

107. Shareholding pattern

The Listed Entity shall submit to the recognised stock exchange(s) shareholding pattern of the company, in the format specified by IFSCA or the stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter.

108. Corporate Governance

The Listed Entity shall describe its corporate governance practices in its annual report, in the manner specified by the laws in its home jurisdiction.

109. Change of depository

- (1) Any change of depository by the Listed Entity shall be with the prior approval of the recognised stock exchange(s).
- (2) The Listed Entity shall disclose the change of depository within 24 hours, to the recognised stock exchange(s).

110. Corporate actions

- (1) The Listed Entity shall inform the recognised stock exchange(s) in advance of any proposed corporate action pertaining to the depository receipts or the underlying securities.
- (2) The Listed Entity shall give notice of the record date to the recognised stock exchange(s), wherever applicable, in advance of at least three working days specifying the purpose of the record date.

111. Other compliances

The Listed Entity shall comply with the following requirements:

- a) maintain the listing of the underlying specified securities on its home exchange and abide by the listing (or other) rules of such exchange and regulator;

- b) release all disclosures in English to the stock exchange(s) at the same time as they are released to its home exchange or regulator where it has a primary listing; and
- c) comply with such other requirements as may be specified by the Authority or stock exchange(s) from time to time.

112. Voting Rights

The voting rights of the DR holders shall be exercised in accordance with the depository agreement.

113. Dissemination by stock exchanges

The recognised stock exchanges shall ensure that the disclosures made by the Listed Entities are immediately disseminated on their websites.

PART E - LISTING OBLIGATIONS AND CONTINUOUS DISCLOSURE REQUIREMENTS FOR DEBT SECURITIES

114. Material or price sensitive events

- (1) The issuer shall immediately disclose to the stock exchange(s) all events which are material or price sensitive.
- (2) The issuer shall immediately disclose to the stock exchange(s) the following events:
 - (a) any redemption or cancellation of the debt securities;
 - (b) details of any interest payment(s) to be made (except if the debt securities are fixed rate);
 - (c) any buy back or put option exercised;
 - (d) any delay in payment of principal and/or interest amount; and
 - (e) any modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out, frequency etc.

115. Financial Statements

- (1) The issuer shall disclose to the stock exchange(s) the audited financial statements for the full financial year immediately after the finalisation of accounts, but in any event not later than six months of the end of financial year.
- (2) The issuer shall prepare its financial statements in accordance with IFRS or US GAAP or Ind AS or accounting standards as applicable in its jurisdiction of incorporation:

Provided that a company preparing financial statements as per the accounting standards of its home jurisdiction (other than IFRS, US GAAP and Ind AS) shall be required to reconcile the same with IFRS.

116. Annual Report

The issuer shall submit to the recognised stock exchange a copy of the annual report immediately after the finalisation of the same, but in any event not later than six months of the end of financial year.

117. Revision in Credit Rating

The issuer shall immediately disclose to the stock exchange any revision in the credit rating.

118. Record Date

The issuer shall disclose the record date relevant for the holders of debt securities in a timely manner.

119. Exempt Issuers

The recognised stock exchange(s) may relax some of the requirements from this chapter for the following exempt issuers:

- (a) Supranational, multilateral or statutory institutions /organizations /agencies; and
- (b) Entities whose securities are irrevocably guaranteed by a Sovereign; and
- (c) Any other entity as may be specified by the Authority from time to time.

CHAPTER XIII: PERMITTED TO TRADE

120. Permitted to Trade

A recognised stock exchange may permit trading of securities without the involvement of issuer, subject to the following conditions:

- (a) Such trading of securities is in conformity with the applicable laws of the jurisdictions in which the securities are listed; and
- (b) The stock exchange(s) shall ensure clearing and settlement of the trades:

Provided that the recognised stock exchange has taken prior approval of the Authority before introducing the product.

CHAPTER XIV: MISCELLANEOUS

121. Listing agreement

The company desirous of listing its specified securities on a stock exchange(s) in IFSC shall execute a listing agreement with such stock exchange(s), in the manner provided by the stock exchange(s).

122. Refusal of admission to list

A recognised stock exchange, in its discretion, may reject an application for admission to list securities if it considers that-

- (a) listing of securities would be detrimental to investors' interests; or
- (b) the issuer does not comply or will not comply with any requirement specified by the Authority or the recognised stock exchange.

123. Suspension

(1) A recognised stock exchange may suspend the trading of securities where it appears that:

- (a) the issuer is in non-compliance with the regulatory provisions specified by the Authority or the recognised stock exchange(s); or
- (b) the issuer has been suspended for trading of its securities by any other exchange;
- (c) the suspension is required for ensuring orderly operation of its market.

(2) A recognised stock exchange may restore trading of securities that have been suspended if it considers that the suspension is no longer required.

124. Voluntary Delisting

A recognised stock exchange may delist securities, based on request received from the company, in the manner that may be specified by the recognised stock exchange(s) or IFSCA.

125. Compulsory Delisting

A recognised stock exchange may compulsorily delist securities of the issuer on the following conditions:

- (a) The securities have remained suspended for a period of more than six months;
- (b) the securities have been compulsorily delisted from another exchange;
- (c) if the exchange is satisfied that there are special circumstances that require delisting of the securities; or

(d) it is directed to do so by IFSCA or any other relevant authority or any court order of applicable jurisdiction.

126. Submission of information

The issuer shall provide any information sought by the Authority or the stock exchange(s) relating to securities market.

127. Power to exempt / relax strict enforcement of the regulations

- (1) The Authority may, in the interest of investors or for the development of the securities market, exempt / relax the strict enforcement of any requirement of these regulations.
- (2) For seeking exemption/relaxation under sub-regulation (1), an application, giving details and the grounds on which such exemption/relaxation has been sought, shall be filed with IFSCA.
- (3) The application referred to under sub-regulation (2) shall be accompanied by a non-refundable fee in the manner as may be specified by IFSCA.

128. Power to remove difficulty

In order to remove any difficulties in the application or interpretation of these regulations, the Authority may issue clarifications through guidance notes or circulars after recording reasons in writing.

129. Repeal and Savings

- (1) On and from the commencement of these regulations, the provisions relating to issuance and listing of specified securities and debt securities specified under the International Financial Services Centres Authority (Issuance and Listing of Securities) Regulations, 2021 shall stand superseded.
- (2) Notwithstanding (1) above, anything done or any action taken or purported to have been taken under the International Financial Services Centres Authority (Issuance and Listing of Securities) Regulations, 2021 before the commencement of these regulations shall be deemed to have been done or taken or commenced under the corresponding provisions of these regulations.