**FORM OF LETTER OF APPLICATION TO STOCK-EXCHANGE BY NON-LISTED COMPANIES FOR NEW OR FURTHER ISSUES**

**Letter of application**

(By companies not listed on the Exchange)

From: Date

To,

The Secretary,

The Stock Exchange,

Bombay

Dear Sir,

In conformity with the listing requirements of the Stock Exchange, we hereby apply for admission of the following securities\* of the Company to dealings on the Exchange:

(1) ...................................................

(2) ...................................................

(3) ...................................................

(4)...................................................

\*\*The securities mentioned at ( ) above are proposed to be issued by Prospectus/Offer for Sale/Circular (conversion, exchange, rights, open offer, capitalization of reserves)/Placing, full particulars of which are given in the statement sent herewith (together with the reasons for the procedure proposed when a Placing is intended).

\*\*It is intended to make an Offer for Sale/a Placing of the securities mentioned at above which have been already issued. We enclose a statement giving full particulars of when, how and to whom the securities were issued and full details of the proposed offer for Sale/Placing (together with the reasons for the procedure proposed when a Placing is intended).

We send herewith/undertake to send\*\*\* the Listing Application Forms and the Distribution Schedules, duly completed. We also forward the documents (or drafts thereof) as per list attached and undertake to furnish such additional formation and documents as may be required.

"We further undertake to submit to the Exchange a copy of the Acknowledgement card or letter indicating the observations on draft prospectus/letter of offer/offer document by SEBI, and a certificate from a Merchant Banker acting as a lead manager to the issue reporting positive compliance by our company of the requirements on disclosure and investor protection issued by SEBI.

We understand that in the event of our failure to submit the above documents or withdrawal of Acknowledgement Card by SEBI, we shall be liable to refund the subscription money to the investors immediately.

We undertake to be bound by all requirements, terms and provisions and conditions including condition relating to payment of security deposit as contained in the Rules, Bye laws and Regulations of your Exchange

Yours faithfully,

................................

(Signature of Managing Director)

Notes

\*Please enumerate separately shares which are not identical in all respects. Shares are identical in all respects only if

(i) they are of the same nominal value and the same amount per share has been called up;

(ii) they are entitled to dividend at the same rate and for the same period, so that at the next ensuing distribution the dividend payable on each share will amount to exactly the same sum net and gross; and

(iii) they carry the same rights in all other respects.

\*\*Applicable only when securities for which application for admission to dealings is made are proposed to be issued or having already been issued it is intended to make a placing or an offer for sale. Please strike out where not applicable.

\*\*\*Applicable to new companies only. Please strike out where not applicable.

 **List of supporting documents to be filed with the listing application**

(Please check the square against documents forwarded with the application)

1. Three certified Copies of

(a) Memorandum and Articles of Association;

(b) Debenture Trust Deed.

2. Copies of all

(a) Prospectus;

(b) Statements in lieu of Prospectus;

(c) Offers for Sale made during the last five years;

(d) Circulars offering securities for subscription or sale during the last five years;

(e) Advertisement offering securities for subscription or sale during the last five years;

(f) Acknowledgement card or letter indicating the observations on draft prospectus by Securities and Exchange Board of India;

(g) Certificate from a merchant banker acting as a lead manager to the issue reporting positive compliance by the company of requirements on Disclosure and Investor Protection issued by the Securities and Exchange Board of India.

3. Copy of every letter, Report, Balance Sheet, Valuation, Contract, Court order or other document any part of which is reproduced or referred to in any prospectus Offer for Sale, Circular of Advertisement offering securities for subscription or sale during the Last five years.

4. Certified copy of Letter of Consent of the Controller of Capital Issues.,

5. Certified copies of

(a) Underwriting Agreements;

(b) Sub-underwriting Agreements;

(c) Sub-underwriting Letters together with a statement containing the names, addresses and description of the sub-underwriters and the amounts sub­ underwritten by each of them;

(d) Brokerage Agreements;

(e) Letters of Appointment of Official Brokers and Sub-brokers together with a statement of the terms and conditions of appointment.

6. Certified copies of­

 (a) Vendor's Agreements;

 (b) Promoters' Agreements;

7. Certified copies of Service Agreement with­

 (a) The Managing Director;

 (b) Technical Director;

 (c) General Manager, Manager or Secretary;

8. Certified copies of Agreements with­

 (a) Selling Agents;

 (b) Sales Managers.

9. Statement containing particulars of the dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of the business carried on or intended to be carried on by the Company) together with a short description of the terms, subject matter and general nature of documents.

10. Three copies of Directors' Reports and Balance Sheets for the last ten years.

11. Copies of Agreements with the Industrial Finance Corporation, Industrial Credit and Investment Corporation and such other bodies.

12. Short history of the company including particulars of any reorganization, reconstruction, amalgamation, etc., together with details of the Company's activities.

13. Specimen (cancelled and marked as such) of­

 (a) Share Certificates;

 (b) Debenture Certificates;

1. 14.               Specimens (if any) of-

(a)Letters of Allotment;

(b)Letters of Acceptance;

(c) Letters of Renunciation.

15. Specimens (cancelled and marked as such) of­

 (a) Transfer Receipts;

 (b) Split Receipts;

 (c) Consolidation Receipts.

Note.-The above list indicates documents ordinarily required in support of a listing application. In special circumstances, additional documents may be required