



CIRCULAR

CIR/CFD/DIL/1/2012

February 8, 2012

To
All Stock Exchanges

Dear Sir/Madam,

Sub: Amendments to the Equity Listing Agreement

1. As part of SEBI's endeavour to review the listing conditions, certain amendments are hereby carried out to the Equity Listing Agreement. The full texts of amendments to be effected in the Listing Agreements are given at **Annexure-1**. The gist of the amendments are as under:-

a. Amendment to Clause 40A

In addition to the existing methods which listed company can adopt to achieve minimum public shareholding, the listed company may also achieve the minimum level of public shareholding through Institutional Placement Programme (IPP) in terms of Chapter VIII-A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

Further, sale of shares by promoters through stock exchanges shall be now carried out in terms of SEBI circular CIR/MRD/DP/05/2012 dated February 1, 2012.

b. Amendment to Clause 43 & 43A

In order to enhance disclosure requirements, listed entities have been mandated to disclose utilization of funds raised upon conversion/ exercise of warrants issued along with public or rights issue of specified securities.

2. This circular shall be applicable with immediate effect.
3. The above listing conditions are specified in exercise of the powers conferred under Section 11 read with Section 11A of the Securities and Exchange Board of India Act, 1992. The said listing conditions should form part of the existing Listing Agreement of



the stock exchange.

4. All stock exchanges are advised to ensure compliance with this circular and carry out the amendments in their Listing Agreement as per the Annexure to this circular.
5. This circular is available on SEBI website at www.sebi.gov.in under the categories “Legal Framework” and “Issues and Listing”.

Yours faithfully,

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Amendments to Listing Agreement

1. Sub-clause (ii)(c) of Clause 40A, shall be substituted by
“(c) sale of shares held by promoters through the secondary market in terms of SEBI circular CIR/MRD/DP/05/2012 dated February 1, 2012; or”
2. After sub-clause (ii)(c) of Clause 40A, the following sub-clause shall be inserted:
“(d) Institutional Placement Programme (IPP) in terms of Chapter VIIIA of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.”
3. ‘The proviso’ and ‘Explanation to sub-clause (ii)(c) of Clause 40A, shall be omitted.
4. In Clause 43, a new sub-clause (d) shall be inserted:
“(d) The statement referred to in clause (a) shall also be given for warrants issued along with public or rights issue of specified securities”.
5. In Clause 43A, a new sub-clause (5) shall be inserted:
“(5) The statement referred to in clause (1) shall also be given for warrants issued along with public or rights issue of specified securities”.