Masterfile Creation Form for Bonds/Debentures

Full name of the Company:

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

|  |  |
| --- | --- |
| **Corporate Identity Number (CIN):** |  |

**Old name(s) of the company, in case company has previously changed its name:**

|  |  |
| --- | --- |
| **Old Name** | **Year of name change** |
| **1.** |  |  |
| **2.** |  |  |
| **3.** |  |  |

Note:

1. Information sought in **Section A** to be provided for the first issue of Bonds/Debenture of the company through NSDL. For the subsequent issues, if there is no change in the information sought in **Section A**, proceed directly to **Section B**.
2. Ensure that each page of the Masterfile Creation Form has to be stamped and signed by the authorised signatory. ISIN will not be allotted if the same is not found to be in order.
3. Kindly ensure that all columns are properly filled. Write “**N.A**.” wherever not applicable.

SECTION A

(Company Details)

Whether company has already signed agreement with NSDL for any other instrument? Tick (✓) the relevant option

□ Yes □ No

Address of the Registered Office including telephone, fax nos. and email addresses

|  |  |
| --- | --- |
| Address |  |
|  |
|  |
| City |  | PIN |  |
| State |  | Country |  |
| Phone – 1 |  | Phone – 2 |  |
| Fax |  | Mobile |  |
| Email ID (s) |  |

In case the place of supply of services by NSDL to Issuer as per requirements of GST is not the registered office address, specify the alternative address to be recorded for place of supply of services by NSDL to Issuer:

|  |  |
| --- | --- |
| Address |  |
|  |
|  |
| City |  | PIN |  |
| State |  | Country |  |
| Phone – 1 |  | Phone – 2 |  |
| Fax |  | Mobile |  |
| Email ID (s) |  |

|  |  |
| --- | --- |
| Permanent Account Number (PAN) |  |
| Tax Deduction and Collection Account Number (TAN) |  |
| Goods and Services Tax Identification Number (GSTIN) # |  |
| State code for GST |  |

# *Kindly attach self-attested copy of GST Registration certificate/ARN Acknowledgment for verification purpose.*

Type of entity:

|  |  |  |
| --- | --- | --- |
| Code List | Legal Form | Tick (✓) the relevant option |
| 01 | Joint Stock Company |  |
| 02 | Statutory Company |  |
| 03 | Mutual Fund |  |
| 04 | Government |  |

Type of Issuer: [Tick (✓) the relevant option]

1. Based on ownership

|  |  |  |
| --- | --- | --- |
| (i) | Public Sector Undertaking (PSU) |   |
| (ii) | Non PSU |   |

1. Nature

|  |  |  |
| --- | --- | --- |
| (i) | Bank |   |
| (ii) | NBFC |   |
| (iii) | Other |   |

Business Sector: [Tick (✓) the relevant option]

|  |  |  |
| --- | --- | --- |
| (i) | Basic Materials |   |
| (ii) | Consumer Goods including FMCG  |   |
| (iii) | Consumer Services |   |
| (iv) | Energy |   |
| (v) | Finance |   |
| (vi) | Healthcare |   |
| (vii) | Industrial |   |
| (viii) | Technology |   |
| (ix) | Telecommunications |   |
| (x) | Utilities |   |

Contact persons of the Company:

|  |  |
| --- | --- |
| Compliance/ Investor Relations Officer |  |
| Designation/Department |  |
| Address: |  |
|  |  |
|  |  |
|  |  |
| Tel. Nos.: |  |
| Fax Nos.: |  |
| Email address(s): |  |

SECTION B

(Security Details)

We are pleased to inform you that our company has decided to offer the following debt securities as eligible securities under the Depositories Act, 1996. We request you to take necessary steps to induct our security into your depository system

1. Security Details - Part A

Kindly indicate (Yes) against relevant Row(s)

|  |  |  |  |
| --- | --- | --- | --- |
| Sr. No. | Particulars | Indicate | Remark *(if any)* |
| 1 | Type of Instrument |
| 1. *Bonds*
 |  |  |
| 1. *Debentures*
 |  |  |
| 2 | Mode of Issue |
| 1. *Public issue*
 |  |  |
| 1. *Private Placement*
 |  |  |
| 1. *Bonus Issue*
 |  |  |
| 3 | Objects of the Issue |  |
| 4 | Details of the utilization of the Proceeds |  |
| 5 | Whether tax free |  |  |
| *If Tax free, quote the section of The Income Tax Act, 1961 under which it is tax free:* |  |
| 6 | Whether bonds/debentures fall under Infrastructure category as per Government notification |  |  |
| 7 *a)* | Whether Guaranteed or Partially Guaranteed |
| 1. *Guaranteed*
 |  |  |
| 1. *Partially Guaranteed*
 |  |  |
| 1. *Not Guaranteed*
 |  |  |
| *b)* | *If guaranteed, provide complete details regarding the Guarantee* |
|  *i) Guaranteed by* |  |
|  *ii) Nature of Guarantee* |  |
|  *iii) Other details about Guarantee* |  |
| c) | *Guarantee* *or* *ranking* *(indicates, in the case of the issuers inability to settle, whether the debt issues is additionally secured)* |
|  | *Guideline: The values Senior, Senior subordinated, Junior and Junior subordinated may only be used for unsecured securities. Negative may only be used for unsecured securities that are neither senior nor junior. Unsecured may be used only if one of these codes does not apply to the relevant security.* |
| 1. *Government/State guarantee [the debt instrument is guaranteed by a federal, state, (semi)- government, sovereigns, agencies]*
 |  |  |
| 1. *Joint guarantee [the debt instrument is guaranteed by an entity(e.g. corporation) other than the issuer; not a federal or state government]*
 |  |  |
| 1. *Secured (debt issue against which specific assets are pledged to ensure the obligation, e.g. mortgage or receivables)*
 |  |  |
| 1. *Unsecured/unguaranteed (the direct obligation of the issuer rest solely on its general credit)*
 |  |  |
| 1. *Negative pledge (the borrower agrees not to pledge any assets if such pledging would results in less security for the agreement’s bondholders)*
 |  |  |
| 1. *Senior (applies to senior debts that are placed before senior subordinated, junior and junior subordinated in the ranking in the event of liquidation)*
 |  |  |
| 1. *Senior subordinated (applies to senior subordinated debts that are placed before junior and junior subordinated in the ranking in the event of liquidation)*
 |  |  |
| 1. *Junior (applies to junior debts that are placed before junior subordinated in the ranking in the event of liquidation)*
 |  |  |
| 1. *Junior subordinated (applies to junior subordinated debts in the ranking in the event of liquidation)*
 |  |  |
| 1. *Supranational (organization defined as being beyond the scope or borders of any one nation such as two or more central banks or two or more central governments. Examples of supranational includes the United Nations, the European Union, the European Investment Bank and the World Bank.)*
 |  |  |
| If Secured, provide complete details regarding the assets Secured/ Hypothecated/Mortgaged etc. |  |
| 8 | Whether securities are Credit Enhanced |  |  |
| 9 | Details of Credit Enhancement |  |
| 10 | In the form of Promissory Note |  |  |
| 11 | Type of Convertibility |
| Part A |
| 1. *Fully Convertible*
 |  |  |
| 1. *Partly Convertible*
 |  |  |
| 1. *Non Convertible*
 |  |  |
| Part B |
| 1. *Optionally Convertible*
 |  |  |
| 1. *Compulsorily Convertible*
 |  |  |
| *If convertible, kindly provide details* |  |
| 12 | Type of Interest/Coupon Basis |
| 1. Fixed Rate
 |  |  |
| 1. Variable
 |  |  |
|  *a. Index Linked* |  |  |
|  *b. Equity Linked* |  |  |
|  *c. Commodity Linked* |  |  |
|  *d. Mibor Linked* |  |  |
|  *e. Inflation Linked* |  |  |
|  *f. Others* |  |  |
| 1. Zero Rate
 |  |  |
| 1. Payment in kind *(pays interest using other assets instead of cash)*
 |  |  |
| 13 | Coupon Rate |  |
| *If aforesaid coupon rate is variable, please specify the benchmark and the spread over the benchmark. Also mention floor value and cap value if any* |  |
| 14 | Coupon Type |
| 1. *Simple*
 |  |  |
| 1. *Compounding*
 |  |  |
| *If compounding, provide the compounding frequency details* |  |
| 15 | Record Date for Principal Payment |  |
| 16 | Holiday Convention for making payments - Principal |  |
| 17 | Record Date for Interest Payment |  |
| 18 | Holiday Convention for making payments - Interest |  |
| 19 | Business Day Convention |  |
| 20 | Holiday Convention Interest calculation - Additional interest |  |
| 21 | Seniority in repayment |
| 1. *Subordinate -Tier 1*
 |  |  |
| 1. *Additional Tier 1*
 |  |  |
| 1. *Subordinate -Tier 2*
 |  |  |
| 1. *Subordinate -Tier 2-Upper*
 |  |  |
| 1. *Subordinate -Tier 2-Lower*
 |  |  |
| 1. *Subordinate -Tier 3*
 |  |  |
| 1. *Perpetual*
 |  |  |
| 22 | Whether Step up / Step down coupon basis is available |
| 1. *Step up*
 |  |  |
| 1. *Step down*
 |  |  |
| *Provide the details of Step up/Step down along with details of coupon reset value/s and date/s of reset* |  |
| 23 | Frequency of Interest Payment with specified dates |  |
| 24 | Put Option with specified dates |  |
| 25 | Put Notice Deadline Date  |  |
| 26 | Put Notification Time |  |
| 27 | Indicate whether Put option will be exercised at Discount/Premium/Par |
| 1. *Discount*
 |  |  |
| 1. *Premium*
 |  |  |
| 1. *Par*
 |  |  |
| *Put option details* |  |
| 28 | Call Option with specified dates |  |
| 29 | Call Notice Deadline Date  |  |
| 30 | Call Notification Time |  |
| 31 | Indicate whether Call option will be exercised at Discount/Premium/Par |
| 1. *Discount*
 |  |  |
| 1. *Premium*
 |  |  |
| 1. *Par*
 |  |  |
| *Call option details* |  |
| 32 | Indicate whether the instrument is rated |  |  |
| 33 | Whether Debentures/Bonds are perpetual in nature |  |  |
| 34 | Maturity amount basis |  |
| 35 | Redemption details  |
| 1. *Fixed maturity (i.e. the principal amount is repaid in full at maturity.)*
 |  |  |
| 1. *Fixed maturity with call feature (i.e. the issue may be called for redemption prior to the fixed maturity date.)*
 |  |  |
| 1. *Fixed maturity with put (i.e. the holder may request the reimbursement of his bonds prior to the maturity date.)*
 |  |  |
| 1. *Fixed maturity with put and call*
 |  |  |
| 1. *Amortization plan (i.e. reduction of principal by regular payments.)*
 |  |  |
| 1. *Amortization plan with call feature (i.e. the redemption of principal may occur as the result of the outstanding portion of the bond being called.)*
 |  |  |
| 1. *Amortization plan with put feature*
 |  |  |
| 1. *Amortization plan with put and call*
 |  |  |
| 1. *Perpetual (i.e. the debt instrument has no fixed maturity date and is only due for redemption in the case of the issuer's liquidation.)*
 |  |  |
| 1. *Perpetual with call feature (i.e. the issue may be called for redemption at some time in the future.)*
 |  |  |
| 1. *Perpetual with put feature (the issue may be puttable for redemption at some time in the future)*
 |  |  |
| 1. *Extendible*
 |  |  |
| 36 | Redemption Type |
| 1. Full Redemption
 |  |  |
| 1. Partial Redemption (*including details, if redemption is due to exercise of call or put option*)
 |  |  |
|  *a. By Face Value Redemption* |  |  |
|  *b. By Quantity Redemption* |  |  |
| 37 | ISIN Required for Letter of Allotment (LOA)\* |  |  |
| 38 | Indicate whether Partly Paid |  |  |
| If Yes, specify the Paid up value (in Rs.) |  |  |
| 39 | **Applicable only to Structured instruments (with capital protection)** |
|  | *Kindly indicate (Yes) against relevant row. Only one option can be selected from the given options in each group.* |
| A) | Type | Indicate |
|  | *i)* | Capital protection certificate with participation *[minimum redemption at expiry equivalent to the capital protection; capital protection is defined as a percentage of the nominal amount (e.g. 100%); capital protection refers to the nominal amount only, and not to the purchase price; the value of the product may fall below its capital protection value during its lifetime; participation is in the underlying price increasing above the strike]* |  |
| *ii)* | Capital protection convertible certificate *[minimum redemption at expiry equivalent to the capital protection; capital protection is defined as a percentage of the nominal price (e.g. 100%); capital protection refers to the nominal price only, and not to the purchase price; the value of the product may fall below its capital protection value during its lifetime; participation is in the underlying price increase above the conversion price; coupon payment is possible]* |  |
| *iii)* | Barrier capital protection certificate *[minimum redemption at expiry equivalent to the capital protection; capital protection is defined as a percentage of the nominal price (e.g. 100%); capital protection refers to the nominal amount only, and not to the purchase price; the value of the product may fall below its capital protection value during its lifetime; participation is in the underlying price increase above the strike up to the barrier; possibility of rebate payment once barrier is breached; limited profit potential]* |  |
| *iv)* | Capital protection certificate with coupons *[minimum redemption at expiry equivalent to the capital protection; capital protection is defined as a percentage of the nominal price (e.g. 100%); capital protection refers to the nominal amount only, and not to the purchase price; the value of the product may fall below its capital protection value during its lifetime; the coupon amount is dependent on the development of the underlying asset; periodic coupon payment is expected]* |  |
| *v)* | Others (miscellaneous) |  |
| B) | Distribution (*indicates the cash distribution provided by the structured instrument*) | Indicate |
|  | *i)* | Fixed interest payments |  |
| *ii)* | Dividend payments *(depending on strategy of the structured instrument)* |  |
| *iii)* | Variable interest payments |  |
| *iv)* | No payments |  |
| *v)* | Others (miscellaneous) |  |
| C) | Repayment (*indicates the repayment form provided by the structured instruments*) | Indicate |
|  | *i)* | Fixed cash repayment *(only protected capital level)* |  |
| *ii)* | Variable cash repayment *(protected capital level and additional performance capital depending on the underlying)* |  |
| *iii)* | Others (miscellaneous) |  |
| D) | Underlying assets (*indicates that type of underlying assets in which the structured instrument participates*) | Indicate |
|  | *i)* | Baskets *(group of securities that have been put together for a specific investment purpose)* |  |
| *ii)* | Equities |  |
| *iii)* | Debt instruments |  |
| *iv)* | Commodities |  |
| *v)* | Currencies *(specified exchange rate)* |  |
| *vi)* | Indices *(the performance of an index)* |  |
| *vii)* | Interest rates *(specified amount based on the future level of interest rates)* |  |
| *viii)* | Others (miscellaneous) |  |
| 40 | Applicable only to Structured instruments (without capital protection) |
| *Kindly indicate (Yes) against relevant row. Only one option can be selected from the given options* *in each group.* |
| A) | Type | Indicate |
|  | *i)* | Discount certificate *[should the underlying asset close below the strike on expiry, they underlying asset(s) and/or a cash amount is redeemed; discount certificates enable investors to acquire the underlying asset at lower price; it corresponds to a buy-write-strategy; it has reduced risk compared to a direct investment into the underlying asset; with higher risk levels multiple underlying assets (worst of) allow for higher discounts; limited profits opportunity (Cap)]* |  |
| *ii)* | Barrier discount certificate *[the maximum redemption amount (Cap) is paid out if the barrier is never breached; barrier discount certificates enable investors to acquire the underlying asset(s) at a lower price; due to barrier, the probability of maximum redemption is higher; the discount, however, is smaller than for a discount certificate; if the barrier is breached the product changes in to a discount certificate; it has reduced risk compared to a direct investment in to the underlying asset; limited profit potential (Cap); with higher risk levels multiple underlying assets (worst-of) allow for higher discounts or a lower barrier]* |  |
| *iii)* | Reverse convertible *[should the underlying asset close below the strike on expiry, they underlying asset(s) and/or a cash amount is redeemed; should the underlying asset close above the strike at expiry, the nominal amount plus the coupon is paid at redemption; the coupon is paid regardless of the underlying development; it has reduced risk compared to a direct investment in to the underlying asset; with higher risk levels, multiple underlying assets (worst-of) allow for higher coupons; limited profit potential (Cap)]* |  |
| *iv)* | Barrier reverse convertible *[should the barrier never be breached, the nominal price plus coupon is paid at redemption; due to the barrier, the probability of maximum redemption is higher; the coupon, however, is smaller than for a reverse convertible; if the barrier is breached the product changes into a reverse convertible; the coupon is paid regardless of the underlying development; it has reduced risk compared to a direct investment into the underlying asset(s); with higher risk levels multiple underlying assets (worst-of) allow for higher coupons or lower barriers; limited profits potential (Cap)]* |  |
| *v)* | Express certificate *[should the underlying trade above the strike on the observation date, an early redemption consisting of normal price plus an additional coupon amount is paid; it offers the possibility of an early redemption combined with an attractive yield opportunity; it has reduced risk compared to a direct investment into the underlying asset(s); with higher risk levels, multiple underlying assets (worst-of) allow for higher coupons or lower barriers; limited profits opportunity (Cap)]* |  |
| *vi)* | Others (miscellaneous) |  |
| B) | Distribution (*indicates the cash distribution provided by the structured instruments*) | Indicate |
|  | *i)* | Fixed interest payments |  |
| *ii)* | Dividend payments *(depending on strategy of the structured instrument)* |  |
| *iii)* | Variable interest payments |  |
| *iv)* | No payments |  |
| *v)* | Others (miscellaneous) |  |
| C) | Repayment (*indicates the repayment form provided by the structured instrument*) | Indicate |
|  | *i)* | Repayment in cash *(depending on the underlying, if the barrier is not breached)* |  |
| *ii)* | Repayment in assets |  |
| *iii)* | Repayment in assets and cash |  |
| *iv)* | Repayment in assets or cash |  |
| *v)* | Others (miscellaneous) |  |
| D) | Underlying assets (*indicates the type of underlying assets in which the structured instrument participates*) | Indicate |
|  | *i)* | Baskets *(Group of securities that have been put together for a specific investment purpose)* |  |
| *ii)* | Equities |  |
| *iii)* | Debt instruments |  |
| *iv)* | Commodities |  |
| *v)* | Currencies *(specified exchanged rate)* |  |
| *vi)* | Indices *(the performance of an index)* |  |
| *vii)* | Interest rates *(specified amount based on the future level of interest rates)* |  |
| *viii)* | Others (miscellaneous) |  |
| 41 | Any other information (please specify) |  |

\* Please note that one single ISIN is allotted for LOA and Secured Bond/Debenture. On conversion of an LOA into the security a separate letter in the format prescribed will have to be provided by the Issuer on receipt of which the ISIN description is changed in the system.

As per SEBI Circulars, the day count convention of “Actual/Actual” shall be followed for calculating interest rates.

1. Security Details - Part B

|  |  |
| --- | --- |
| Name of the Instrument |  |
| Series |  |
| Issue Price (in Rs.) (per security) |  |
| Face Value (in Rs.) (per security) |  |
| Allotment date |  |
| Redemption date/Conversion date |  |
| Allotment Quantity |  |
| Issue Size (in Rs. Cr.) |  |
| Certificate Nos./Distinctive No From –To |  |
| Schedule Opening Date # |  |
| Schedule Closing Date # |  |
| Actual Closing Date # |  |
| Redemption Premium Details |  |
| Shut Period (for redemption) |  |

*# for public issue only*

Detail of Partial Redemption

|  |  |  |  |
| --- | --- | --- | --- |
| Sr. No. | Partial redemption dates | Face Value/Quantity Redemption | If redemption is based on quantity (specify whether on lot basis or pro-rata basis |
|  |  |  |  |

1. Other Details

Credit Rating Details (if rated by multiple credit rating agencies, include all such ratings)

|  |  |  |
| --- | --- | --- |
| Name of Credit Rating Agency | Credit Rating | Date of Credit Rating |
| 1. |  |  |  |
| 2. |  |  |  |
| 3. |  |  |  |

Registrar Details

|  |  |
| --- | --- |
| Name of Registrar |  |
| Registrar BP ID | IN |
| Name of contact person, designation and address where physical securities is to be sent |  |

|  |  |  |
| --- | --- | --- |
|  | Lead Manager Details # | Arranger Details # |
| Name of the Organisation | 1. | 2. | 1. | 2. |
| Name of contact person |  |  |  |  |
| Designation/Dept. |  |  |  |  |
| Address: |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
| Tel. Nos.: |  |  |  |  |
| Fax Nos.: |  |  |  |  |
| Email addresses: |  |  |  |  |
| Website |  |  |  |  |

*# attach Annexure, in case more than 2 agencies*

|  |  |  |
| --- | --- | --- |
|  | Address where tax exemption forms to be given by investors | Debenture Trustee Details # |
| Name of the Organisation |  | 1. | 2. |
| Name of contact person |  |  |  |
| Designation/Dept. |  |  |  |
| Address: |  |  |  |
|  |  |  |  |
|  |  |  |  |
| Tel. Nos.: |  |  |  |
| Fax Nos.: |  |  |  |
| Email addresses: |  |  |  |
| Website |  |  |  |

 *# attach Annexure, in case more than 2 agencies*

1. Stock Exchange Details (*Please start with the Primary Stock Exchange*)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name of Stock Exchange in which listed or proposed to be listed | Listed/Proposed to be listed | Date of listing (if listed) | Permitted to trade (✓) | Stock Exchange Security code(if any) |
| 1. |  |  |  |  |
| 2. |  |  |  |  |
| 3. |  |  |  |  |

We hereby certify that

1. The above information is correct to the best of our knowledge and that we have attached all the enclosures mentioned above.
2. All relevant guidelines that are applicable or any applicable directions, rules and regulations that may be applicable for the issuance of Debt Securities have been complied with.

We hereby also declare that on redemption of this Security we will extinguish the securities from the Investors account.

|  |  |
| --- | --- |
| Signature | : |
| Name | : |
| Designation | : |
| Date | : |