**LETTER OF APPLICATION**

**(By Companies not Listed on the Exchange)**

Date

To,

The Secretary,

Bombay Stock Exchange Limited,

Mumbai.

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, capitalisation of reserves)/Placing, full particulars of which are given in the statement sent herewith (together with the reasons for the procedure 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 when a Placing is intended.)

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

 “We further undertake to submit to the Exchange a copy of the Acknowledgement Card or letter indicating the observation 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, Byelaws and Regulations of your Exchange.

 Yours Faithfully,

(Signature of Managing Director)

+ 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 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 dealins is made are proposed to be issued or having already been 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.

Sincerely,

XYZ