

## Corpsec Hotline

August 14, 2008

### QIPS: FREEDOM AT LAST FROM PRICING CONSTRAINTS

In keeping with the slew of reforms being introduced, the capital markets regulator Securities and Exchange Board of India (“SEBI”) has, in a [press release](#) dated August 13, 2008 introduced new pricing norms governing Qualified Institutional Placements (“QIP”). The nature and impact of this change is analyzed in the paragraphs below.

#### Background

SEBI introduced the regime of private placements of certain specified securities by Indian listed companies by way of QIP in 2006 by adding Chapter XIII A to the SEBI (Disclosures and Investor Protection) Guidelines, 2000 (“DIP Guidelines”). QIPs are placements as made to Qualified Institutional Buyers.

The pricing norms as prescribed for QIPs under Chapter XIII A of the DIP Guidelines prior to the amendment stated that the price of the specified securities should be the **higher of** the following:

1. The average of the weekly high and low of the closing prices of the related shares as quoted on the stock exchange in the six (6) months preceding the relevant date; or
2. The average of the weekly high and low of the closing prices of the related shares as quoted on the stock exchange in the two (2) weeks preceding the relevant date.

The ‘relevant date’ in this context was a date thirty (30) days prior to the date on which the special resolution authorizing such issuance is passed at a meeting of the shareholders of the issuing company under Section 81(1A) of the Companies Act, 1956.

#### Amendment

- Period of reckoning of the price now stands reduced to the average price of two weeks prior to the relevant date, against the earlier requirement of taking the higher of the previous six months’ or 15 days’ average price.
- The term “relevant date” now stands amended to the date on which the board of the company, or the committee of directors duly authorised by the board of the company, meets to take the decision to open a QIP.

#### Implications

- The revision in the pricing norms is seen as a welcome change intended to ‘align’ the pricing of the specified securities with the prevailing market price. The volatility displayed by the capital market over the recent months, coupled with the glaring disparity between the price calculated in accordance with the erstwhile pricing formula may have contributed to the slowdown in investments into Indian companies who were looking to raise the funds. Siddharth Shah, Head of Funds Practice Group, opined in a recent [interview](#) as conducted by CNBC-TV18 that “*There is going to be some benefit for the private equity investors and we might see some increased activity on the pipes because this would definitely facilitate those transactions*”.
- The amendment would also afford a chance to the Indian company to optimally price the QIP since the price of the same is to be determined in accordance with the date of the board meeting (i.e. the relevant date). On the other hand, there could be room for price manipulation as well.

#### Conclusion

The reforms being introduced by the regulator will give an impetus to potential investors. It is also a boon to Indian companies which wish to raise capital from the market, by being able to offer a more competitive price to investors. The Ministry of Finance has also proposed certain changes in the pricing mechanism of [ADRs and GDRs](#), although the amendment is awaited. While it is expected that the reforms introduced will bring in a rush of investments, the reaction of investors is something to look out for.

- Rohini Agarwal, Diptee Deshpande & Amrita Singh  
You can direct your queries or comments to the authors

#### DISCLAIMER

The contents of this hotline should not be construed as legal opinion. View detailed disclaimer.

This Hotline provides general information existing at the time of This is not a Spam mail. You have received this mail because you

## Research Papers

### Fintech

May 05, 2025

### Medical Device Industry in India

April 28, 2025

### Clinical Trials and Biomedical Research in India

April 22, 2025

## Research Articles

### 2025 Watchlist: Life Sciences Sector India

April 04, 2025

### Re-Evaluating Press Note 3 Of 2020: Should India’s Land Borders Still Define Foreign Investment Boundaries?

February 04, 2025

### INDIA 2025: The Emerging Powerhouse for Private Equity and M&A Deals

January 15, 2025

## Audio

### CCI’s Deal Value Test

February 22, 2025

### Securities Market Regulator’s Continued Quest Against “Unfiltered” Financial Advice

December 18, 2024

### Digital Lending - Part 1 - What’s New with NBFC P2Ps

November 19, 2024

## NDA Connect

Connect with us at events, conferences and seminars.

## NDA Hotline

Click here to view Hotline archives.

## Video

### Vyapak Desai speaking on the danger of deepfakes | Legally Speaking with Tarun Nangia | NewsX

April 01, 2025

preparation. The Hotline is intended as a news update and Nishith Desai Associates neither assumes nor accepts any responsibility for any loss arising to any person acting or refraining from acting as a result of any material contained in this Hotline. It is recommended that professional advice be taken based on the specific facts and circumstances. This Hotline does not substitute the need to refer to the original pronouncements.

have either requested for it or someone must have suggested your name. Since India has no anti-spamming law, we refer to the US directive, which states that a mail cannot be considered Spam if it contains the sender's contact information, which this mail does. In case this mail doesn't concern you, please unsubscribe from mailing list.

**Vaibhav Parikh, Partner, Nishith Desai Associate on Tech, M&A, and Ease of Doing Business**

March 19, 2025

**SIAC 2025 Rules: Key changes & Implications**

February 18, 2025