

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

19(2)(b) – Checklist for Resulting Company

Part – A. Documents/details to be submitted for in-principle approval to the Exchange

Sr. No.	List of Documents/ details to be submitted
1	Certified true copy of Board Resolution for allotment of securities pursuant to Scheme of Arrangement.
2	Confirmation from the Applicant Company as per Annexure I & Annexure II
3	Listing Agreement, duly executed on non- judicial stamp paper of Rs. 100/-
4	Memorandum and Articles of Association
5	Acknowledged copy of Form DIR-12 filed with ROC regarding appointment of Company Secretary of the Company.
6	Details of the shareholding pattern pre-scheme (as on record date) & post-scheme (post allotment date) of the transferee & transferor company
7	Information Memorandum containing all the information about the company and its group companies in line with the disclosure requirement applicable for public issue
8	Specimens copy of share certificates marked as cancelled
9	Certified true copy of the tripartite agreement executed with both depositories and confirmation from the depositories regarding allotment of ISIN by depositories.
10	Certified true copy of the agreement executed with the Registrar and Transfer Agents.
11	Certified true copy of the Chairman's report submitted to High Court on the court convened meeting of the shareholders of the applicant Company was approved and all other companies involved thereto.
12	Certified true copy of the High Court Order & Copy of High Court approved Scheme
13	Form INC-28, for filling of High Court/NCLT order with the ROC
14	Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
15	Status of compliance with the Observation Letter
16	Complaints Report as per Annexure III
17	Compliance Report for listing of NCRPS/NCDs as per Annexure – IV (if applicable)

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Part B –Information to be uploaded on NEAPS platform

Sr. No.	List of Documents/ details to be submitted						
1	Full Names, PAN and address of the applicant company, promoters, promoter group, subsidiary Company (ies), group company (ies), promoting companies, company promoted by the promoters/ promoting companies and directors.						
2	Fees Details: <ul style="list-style-type: none"> Processing Fees of INR 4/- Lakhs plus GST (as applicable) 						
3	<p>Reconciliation statement from Registrar and Transfer Agents regarding listing of proposed securities:</p> <table border="1"> <thead> <tr> <th>Particular</th> <th>Date</th> <th>No of Shares</th> </tr> </thead> <tbody> <tr> <td>NSDL/CDSL Physical Dispatch</td> <td></td> <td></td> </tr> </tbody> </table> <ul style="list-style-type: none"> - Certified true copy of letter received from depositories, crediting securities to the beneficiary accounts of shareholders. - Certified true copy of the confirmation as regards dispatch of new share certificates to the respective shareholders of the Company. - Lock-in confirmation from depositories (if any). 	Particular	Date	No of Shares	NSDL/CDSL Physical Dispatch		
Particular	Date	No of Shares					
NSDL/CDSL Physical Dispatch							

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Annexure I (On the letterhead of the Company)

Date:

To,
National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block – G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sir/Madam,

Sub: Confirmations/submission of documents regarding Listing of _____ pursuant scheme of arrangement/amalgamation/demerger

A. Confirmation from the Applicant Company

We hereby confirm that:

- i. The Company is in compliance with Regulations 17-27 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.
- ii. There are no restrictive clauses in the Articles of Association of the Company. Further, Provisions of the Memorandum and Articles of Association are not inconsistent with the Regulations of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any other applicable law, Rules or Regulations including NSE Byelaws, Rules and Regulations.
- iii. The Company has procured all necessary approvals from appropriate authority, as applicable.

B. Disclosure in Information Memorandum

We hereby confirm the followings:-

- i. Other than disclosed in information memorandum, there is no disciplinary action taken by stock exchanges and regulatory authorities in the past 3 years against the applicant Company, its Promoters & Promoter Group and Group Companies.
- ii. Other than disclosed in information memorandum (the nature of litigation and the status of litigation) there are no litigations in the past 3 years against the applicant Company, its Promoters & Promoter Group and Group Companies.
- iii. Other than, disclosed in information memorandum there are no the applicant Company, its Promoters & Promoter Group and Group Companies has not been in default in payment of listing fees to any stock exchange in the last three years or has not been delisted or suspended in the past and not been proceeded against by SEBI or other regulatory authority in connection with investor related issues or otherwise.

Yours faithfully,

(Name and Designation)

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Annexure II

(On the letterhead of the Company)

Date:

To,
National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block – G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sir/Madam,

Sub: Confirmations/submission of documents regarding Listing of _____ pursuant scheme of arrangement/amalgamation/demerger

A. Kindly provide the details in following format:

Description	Transferor Company		Resulting Company			
	Pre-arrangement		Pre-arrangement		Post-arrangement	
	No. of shares	%	No. of shares	%	No. of shares	%
Promoter & Promoter Group						
Public Shareholding						
Total						

B. Further, provide the details in following format:

Sr. No.	Requirements as per Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017	Whether Complied or not
1(a)	The equity shares sought to be listed are proposed to be allotted by the unlisted issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by NCLT under Section 230-234 of the Companies Act, 2013	
1(b)	At least twenty five per cent of the post-scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public shareholders in the transferor entity	
1(c)	The transferee entity will not issue/ reissue any shares, not covered under the Draft Scheme of arrangement	

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1(d)	As on date of application, there are no outstanding warrants/ instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft Scheme, the percentage referred to in Para (b) above shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised and	
1(e)	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity will be subject to lock-in for the remaining period.	
2	In case of a scheme involving merger of a listed company or its division into an unlisted entity, the entire pre-scheme share capital of the unlisted issuer seeking listing shall be locked in as follows:	
2(a)	Shares held by Promoters up to the extent of twenty percent of the post-merger paid-up capital of the unlisted issuer, shall be locked-in for a period of three years from the date of listing of the shares of the unlisted issuer	
2(b)	The remaining shares shall be locked-in for a period of one year from the date of listing of the shares of the unlisted issuer.	
2(c)	No additional lock-in shall be applicable if the post scheme shareholding pattern of the unlisted entity is exactly similar to the shareholding pattern of the listed entity.	
3	It shall be ensured that steps for listing of specified securities are completed and trading in securities commences within sixty days of receipt of the order of the Hon'ble High Court/ NCLT, simultaneously on all the Stock Exchanges where the equity shares of the listed entity (or transferor entity) are/were listed. Before commencement of trading, the transferee entity shall give an advertisement in one English and one Hindi newspaper with nationwide circulation and one regional newspaper with wide circulation at the place where the registered office of the transferee entity is situated	

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- C.** Further, we hereby confirm that the Company is in compliance with all the conditions as stipulated in the SEBI Circular NO. CIR/CFD/CMD/16/2015 dated November 30, 2015 or SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 & SEBI Circular No. CFD/DIL3/CIR/2018/2 dated January 03, 2018

Yours faithfully,

(Name and Designation)

NATIONAL STOCK EXCHANGE OF INDIA LIMITED**19(2)(b) – Checklist for Resulting Company****Annexure III****Compliant Report – From Exchange NOC to till date****Part - A**

Sr. No.	Particulars	Number
1	Number of complaints received directly	
2	Number of complaints forwarded by Stock Exchanges / SEBI	
3	Total Number of complaints/comments received (1+2)	
4	Number of complaints resolved	
5	Number of complaints pending	

Part - B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/pending)
1			
2			
3			

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Annexure IV

Format of the Compliance Report to be submitted along with the application for relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957

It is hereby certified that the scheme of arrangement involving (Name of the entities) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time and this circular, including the following:

Sr. No.	Reference	Particulars	Whether Complied (Yes/ No)	Remarks (How Complied)
1	Para (5)(A)(i)	Eligibility for seeking listing of NCRPS/ NCDs		
2	Para (5)(A)(ii)	Tenure/ Maturity		
3	Para (5)(A)(iii)	Credit Rating		
4	Para (5)(A)(iv)	Valuation Report:		
5	Para (5)(A)(v)	Disclosures in the Scheme of Arrangement		
6	Para (5)(A)(vi)	Other Conditions		

GENERAL INSTRUCTIONS:

1. Submit the Listing Application only on NEAPs (NSE Electronic Application Processing System) on the following URL: <https://neaps.nseindia.com/NEWLISTINGCORP/>
2. If a particular field/detail in the application forms is not applicable, please mention the same as 'Not Applicable'
3. The Exchange reserves the right to ask for documents other than those mentioned above.
4. The fee is to be paid through Virtual account allotted to the Company
5. For further clarifications please reach to the concern Exchange Officer. The details (contact no and E-mail Id) are available to NEAPS portal.

Path: - NEAPS >> Help >> Contact us

6. Generally, the Exchange reverts to the company with the queries/approval on the application within T+3 working days. However, additional days may be required on case-to-case basis.
7. All the confirmation must be given on the Letter Head of the Company.
8. Documents/details provided must be duly certified by the Company Secretary/Compliance officer/Authorized person.