



Checklist

List of details/ documents required for grant of approval for Reclassification under Regulation 31A(3) of the SEBI (LODR) Regulations, 2015

Sr. No.	List of documents	Yes/ No/ Not Applicable				
1	Application from Company seeking approval for re-classification.					
2	List of promoter(s) seeking reclassification.					
3	List of persons related to the promoter(s) seeking reclassification specifying the relation with the person seeking reclassification as per Reg 2(1) (pp) of SEBI (ICDR), 2018. AND Relationship of the promoter(s) seeking reclassification with the Board of directors and remining promoter/promoter group entities of the Company, as per Reg 2(1) (pp) of SEBI (ICDR), 2018.					
4	Certified true copy of request for re-classification made by the promoter(s) seeking reclassification, which includes: a. rationale for seeking such re-classification b. Details of compliance with conditions specified in clause (b) of regulation 31A(3)					
5	Certified true copy of the extract of minutes of Board Meeting where the reclassification application was discussed which shall include views of the Board.					
6	Certified true copy of the notice convening the General Meeting/Postal Ballot along with the explanatory statement annexed thereto where the proposal of re-classification is considered. OR In case shareholders’ approval is not applicable in terms of proviso to regulation 31A(3)(iii): <table><tr><td>Regulation</td><td>Document to be submitted</td></tr><tr><td>proviso (a) to regulation 31A(3)(iii)</td><td>Undertaking from the company and also from the promoter(s) seeking reclassification mentioning the following: “promoter(s) seeking reclassification and persons related to the promoter(s) seeking reclassification, together, do not hold more than one percent of the total voting rights in the listed entity.”</td></tr></table>	Regulation	Document to be submitted	proviso (a) to regulation 31A(3)(iii)	Undertaking from the company and also from the promoter(s) seeking reclassification mentioning the following: “promoter(s) seeking reclassification and persons related to the promoter(s) seeking reclassification, together, do not hold more than one percent of the total voting rights in the listed entity.”	
Regulation	Document to be submitted					
proviso (a) to regulation 31A(3)(iii)	Undertaking from the company and also from the promoter(s) seeking reclassification mentioning the following: “promoter(s) seeking reclassification and persons related to the promoter(s) seeking reclassification, together, do not hold more than one percent of the total voting rights in the listed entity.”					



	proviso (b) to regulation 31A(3)(iii)	Undertaking from the company and promoter(s) seeking reclassification mentioning reclassification is pursuant to a divorce	
7	Certified copy of the resolution passed by the shareholders at the General Meeting / through Postal Ballot approving the re-classification.		
8	Pre and Post shareholding pattern pursuant to proposed re-classification certified by authorized signatory.		
9	Undertaking from the company, as per the format enclosed in Annexure I.		
10	Undertaking from the promoter(s) seeking reclassification as per the format enclosed in Annexure II.		
11	Relationship of the promoter(s) seeking reclassification with the Board of directors and remining promoter/promoter group entities of the Company, as per Reg 2(1) (pp) of SEBI (ICDR), 2018.		
12	Details of - i. Holdings of Promoter(s) seeking reclassification and Persons related to the promoter(s) seeking reclassification, in Body Corporate(s)/LLP(s) forming part of promoter/promoter group. ii. Ultimate Beneficial Owner(s) of Body Corporate(s) forming part of promoter/promoter group. iii. In case Promoter(s) seeking reclassification and Persons related to the promoter(s) seeking reclassification is a body corporate, details of holding company and subsidiary companies of the same. iv. Share of Promoter(s) seeking reclassification and Persons related to the promoter(s) seeking reclassification in Hindu Undivided Family or firm forming part of promoter/promoter group. v. Trustee(s) and Beneficiaries of Trust(s) forming part of promoter/promoter group. Relationship of the promoter(s) seeking reclassification with the trustee(s) and beneficiaries.		
13	Copy of SEBI letter granting relaxation to any condition, if any.		
14	Name of the Stock exchanges on which the company is listed.		

<i>Name and Stamp of the company</i>
<i>Name and signature of the Signing Authority</i>
<i>Designation</i>

Note:

1. Processing fees for Re-classification is Rs 50,000/- plus applicable taxes
2. All documents to be dated, duly signed and stamped. Name and Designation to be mentioned of all Signing Authorities
3. Exchange reserves right to call for original documents at any time in the future.
4. The Exchange may ask additional documents depending on the nature of case.



Annexure I - Undertaking by the company

Date:

To,
National Stock Exchange of India Limited

Dear Sir/Madam,

Sub: Application w.r.t Reclassification under Regulation 31A(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In connection with our application dated _____, we hereby confirm and certify that:

1. The promoter(s) seeking re-classification and persons related to the promoter(s) seeking re-classification together,
 - a) do not hold more than ten percent of the total voting rights in the company
 - b) do not exercise control over the affairs of the company directly or indirectly
 - c) do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements
 - d) are not being represented on the board of directors (including by way of nominee directorship) of the Company and shall not be represented on Board for a period of at least three years from the date of approval of reclassification.
 - e) do not act as a key managerial person of the Company and shall not act as key managerial person for a period of atleast three years from the date of approval of reclassification.
 - f) are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines
 - g) are not fugitive economic offender
2. The company is compliant with the requirement for minimum public shareholding as required under regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Trading in the shares of the company is not suspended by any of the Stock Exchanges on which the company is listed.
4. The company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges and the Depositories.
5. The company, so far, is in compliance with the provision of Regulation 31A(8) and will disclose the event of reclassification to the Exchange as a material event in accordance with provisions of Regulation 31A(8).
7. In case the promoter(s) seeking re-classification fails to comply with the provision of sub-clause (i), to (v) of clause (b) of Regulation 31A(3), they shall be reclassified as promoter/persons belonging to promoter group, as stated in regulation 31A(4). The same will be intimated to the Exchange as soon as possible.
8. Promoter(s) seeking reclassification and persons related to reclassification have not voted to approve on the resolution for reclassification.
9. There is no pending regulatory action against promoter(s) seeking re-classification.



10. The company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.

11. That the company or its promoters or whole-time directors are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.

Your's faithfully,

Name and Stamp of the company

Name and Signature of Authorized Signatory

Designation

Email Id & contact number



Annexure II - Undertaking from promoter(s) seeking reclassification

Date:

To,
National Stock Exchange of India Limited

Dear Sir /Madam,

Sub: Application w.r.t Reclassification under Regulation 31A(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In connection with application for reclassification, I hereby confirm and certify that:

1. I along with persons related to me together:
 - a) do not hold more than ten percent of the total voting rights in the company
 - b) do not exercise control over the affairs of the company, directly or indirectly
 - c) do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements
 - d) are not being represented on the board of directors (including not having a nominee director) of the Company
 - e) do not act as a key managerial person of the Company
 - f) are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines
 - g) are not fugitive economic offender
2. There is no pending regulatory action against me.
3. I shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 at all times from the date of re-classification, failing which, I shall be reclassified as promoter/person belonging to the promoter group of the company.
4. I shall comply with the conditions mentioned in the of sub-clauses (iv) and (v) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three years from the date of reclassification, failing which, I shall be reclassified as promoter/person belonging to promoter group of the company.

Your's faithfully,

Name and Signature
Email Id & contact number