



Checklist

List of details/ documents required for grant of approval for Reclassification under Regulation 31A(10) of the SEBI (LODR) Regulations, 2015

Sr. No.	List of documents	Yes/ No/ Not Applicable
1	Letter seeking approval for re-classification.	
2	List of promoter(s) seeking reclassification.	
3	Copy of Scheme of Arrangement approved by Competent Authority (highlighting the specific section of the document referring to reclassification) OR Copy of Letter of Offer (highlighting the specific section of the document referring to reclassification)	
4	Pre and Post shareholding pattern pursuant to proposed re-classification certified by authorized signatory.	
5	Undertaking from the company, as per the format enclosed in Annexure I.	
6	Undertaking from the promoter(s) seeking reclassification as per the format enclosed in Annexure II.	
7	Copy of SEBI letter granting relaxation to any condition, if any.	
8	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(10) 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 (This will not applicable in case, if reclassification pursuant to an open offer)
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 will be in compliance with the provision of Regulation 31A(8), as applicable.
6. 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 Promoter seeking reclassification have not voted to approve on the resolution for reclassification.
9. There is no pending regulatory action against promoter(s) seeking re-classification.

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(10) 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