

National Stock Exchange Of India Limited

CHECKLIST FOR REVOCATION OF SUSPENSION

COVERING LETTER FORMAT

(On the letterhead of the company)

To,
The Manager,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051

Sub: Application for revocation of suspension

Dear Sir/Madam,

As per the captioned subject, find attached herewith documents as required for revocation of suspension as per the checklist provided by NSE.

Yours faithfully,

For **Name of Company**

(Name)

Designation (Company Secretary / CFO/ Compliance Officer)

ANNEXURE I

A. Company Details

| | | |
|----|--|--|
| 1. | Name of the company: Date of Listing: Date of Suspension | |
| 2. | Website of the company | |
| 3. | Address of the Registered Office STD Code Tel. Nos. Fax Nos. | |
| 4. | Address of the Corporate Office STD Code Tel. Nos. Fax Nos. | |
| 5. | Name and Address of Statutory Auditors Name of Contact Person STD Code Tel. Nos. Fax Nos. | |
| 6. | Name and Address of Registrar and Transfer Agents Name of Contact Person STD Code Tel. Nos. Fax Nos. | |
| 7. | Email ID for correspondence | |
| 8. | Business activities (Main and Others) | |

| | | |
|-----|---|--|
| 9. | Management Details | |
| | a) Chairperson - email address - direct phone number | |
| | b) Managing Director - email address - direct phone number | |
| | c) Chief Executive Officer - email address - direct phone number | |
| | d) Company Secretary - email address - direct phone number - direct fax number | |
| | e) Name, PAN and DIN of Directors | |
| | f) Name and PAN of Promoters | |
| 10. | Financial Year of the company | |
| 11. | ISIN of the company | |
| 12. | PAN and CIN of the company | |
| 13. | Issued Capital Paid-up Capital Listed Capital | |
| 14. | Name change, if any | |
| 15. | Details of change in management of the company during the period of suspension, if any | |
| 16. | Name of the Stock Exchanges where the securities of the company are listed | |

B. Capital Details

| | | | | | | | |
|----|--------------------------------------|-------------------|---------------|------------------------------|---------|---------------------|-----------|
| 1. | Particulars of Share Capital History | | | | | | |
| | Security Description | Date of allotment | No. of shares | Issue price Nominal Value | Premium | Distinctive Numbers | ISIN Code |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

Security Description should include the following:

- > Shares issued for consideration other than cash (in whole or in part)
- > Shares issued at a premium or discount
- > Shares issued in pursuance of an Option
- > Forfeited shares
- > Shares under Option / Warrants
- > Further issue of shares – Bonus (give ratio) / Rights (give ratio) / Private Placement / Preferential allotment / Abeyance / ESOP

C. Other Capital Details

| | | | | | | |
|----|--|-------------------|-------------------|------------------------------|---------|---------------------|
| 1. | Particulars of Other Securities (Preference Shares / Debentures / Warrants) | | | | | |
| | Security Description | Date of allotment | No. of securities | Issue price Nominal Value | Premium | Distinctive Numbers |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

Security Description should include the following:

> Securities issued for consideration other than cash (in whole or in part)

ANNEXURE II

A. Compliances

1. The Company should be compliant with SEBI (LODR) Regulations, 2015 for the last Three (3) Financial Years (FY).
2. Uniform Listing Agreement.
3. Structured Digital Database (“SDD”) (Confirmation of SDD compliance status in the format as per Annexure V by Practicing Company Secretary)
4. Information Memorandum in the format as per Annexure VI to the extent applicable, as certified by the Company Secretary/ MD of the Company to be submitted for dissemination on the Exchange website at the time of revocation.

ANNEXURE III

A. Undertakings by Company Secretary/Managing Director of the company:-

1. The company is not in the Vanishing companies list of MCA.
2. The company / promoter and promoter group of the company / directors of the company is/ are not debarred by SEBI / SAT or any other regulatory authority including stock exchanges in connection with capital market related activities or otherwise.
3. The company/ promoters/ directors are not included in the list of Willful Defaulters of RBI.
4. There is no order of winding up passed by the High Court against the company. Further there is no winding up petition filed against the company. (if yes provide details)
5. The company is in compliance with all the clauses of the erstwhile listing agreement, filings under SEBI regulations/ circulars, SEBI (SAST) Regulations, 2015, SCRA and SCRR.
6. The company has complied with minimum public shareholding requirement as required under Regulation 38 of SEBI (LODR) Regulations, 2015.
7. The promoter shareholding of company is in 100% demat mode
8. The public shareholding of company is in atleast 50% demat mode.
9. The company has investor grievance mechanism in place and is registered with SCORES (Mention SCORES ID).

B. Undertakings by Statutory Auditor/Practicing Company Secretary of the company:-

1. Details of Lock-in the following format (in any):-

| Number of securities | Distinctive numbers range | | Lock-in upto |
|----------------------|---------------------------|----|--------------|
| | From | To | |
| | | | |

2. The company has not been referred to IBC.
3. The company has not received any winding up petition admitted by the court.
4. The company / promoter and promoter group of the company / directors of the company is/ are not debarred by SEBI / SAT or any other regulatory authority including stock exchanges in connection with capital market related issues or otherwise.

ANNEXURE IV

A. Other Requirements

1. ISIN activation letter.
2. Payment of outstanding listing fees, if any.
3. Confirmation that company does not have any pending fees/fines and/or pending listing applications with other Stock Exchanges
4. Payment of revocation fees of Rs. 1,50,000 /- (exclusive of taxes)
5. If the company has undergone further issues & name change, during the period under suspension, kindly submit relevant documents if any.
6. Future action plan of the company post revocation of suspension.

ANNEXURE V

COMPLIANCE CERTIFICATE FOR THE QUARTER /FINANCIAL YEAR ENDED (AS
APPLICABLE) _____
(Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,
2015)

I, _____, Practising Company Secretary appointed by _____ (name of listed entity) am aware of the compliance requirement of Structured Digital Database (SDD) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) and I certify that

1. The Company has a Structured Digital Database in place
2. Control exists as to who can access the SDD
3. All the UPSI disseminated in the previous quarter or year have been captured in the Database
4. The system has captured nature of UPSI along with date and time
5. The database has been maintained internally and an audit trail is maintained
6. The database is non-tamperable and has the capability to maintain the records for 8 years.

(Relevant points from 1 to 6 can be strucked off in the case of non-compliance)

I also confirm that the Company was required to capture _____ number of events during the quarter or financial year ended and has captured _____ number of the said required events.

I would like to report that the following noncompliance(s) was observed in the previous quarter or financial year ended and the remedial action(s) taken along with timelines in this regard:

For _____

Practising Company Secretary

Date:

Place:

ANNEXURE VI

INFORMATION MEMORANDUM FOR REVOCATION OF SUSPENSION

1. GENERAL INFORMATION

- a. Name, address, website and other contact details of the company indicating both registered office and corporate office;
- b. Business carried on by the company and its subsidiaries with the details of branches or units, if any;
- c. Brief particulars of the management of the company;
- d. Names, addresses, DIN and occupations of the directors;
- e. Management's perception of risk factors;
- f. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of –
 - i) statutory dues;
 - ii) debentures and interest thereon;
 - iii) deposits and interest thereon;
 - iv) loan from any bank or financial institution and interest thereon.

2. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

- i. Any financial or other material interest of the directors, promoters or key managerial personnel in the Company and the effect of such interest in so far as it is different from the interests of other persons.
- ii. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government, any statutory authority and/or Economic Offence Wing against any promoter of the company during the last three years immediately preceding the year of application for revocation of suspension and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.
- iii. Remuneration of directors (during the current year and last three financial years);
- iv. Related party transactions entered during the last three financial years immediately preceding the application for revocation of suspension including loans made or guarantees given or securities provided
- v. Summary of reservations or qualifications or adverse remarks of auditors in the last three financial years immediately preceding the application for revocation of suspension and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to

be taken by the company for each of the said reservations or qualifications or adverse remark

vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, SEBI (SAST) Regulations, 2015, Securities Appellate Tribunal, Income Tax Act, 1961, Goods and Service Tax Act or any other law in the last three years immediately preceding the application for revocation of suspension in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the application for revocation of suspension and if so, section-wise details thereof for the company and all of its subsidiaries

vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company

3. FINANCIAL POSITION OF THE COMPANY

(a) the capital structure of the company in the following manner in a tabular form-

(i) (a) the authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value);

(b) paid up capital

(c) share premium account

(ii) (a) the details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration

Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the application for revocation of suspension separately indicating the allotments made for considerations other than cash and the details of the consideration in each case.

(b) Profits of the company in a tabular form, before and after making provision for tax, for the three financial years immediately preceding the application for revocation of suspension

(c) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid) immediately preceding the application for revocation of suspension

(d) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the application for revocation of suspension

(e) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.

4. A DECLARATION BY THE DIRECTORS THAT-

- a. the company has complied with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; SEBI (SAST) Regulations, 2015

I _____, designated _____, am authorized by the Board of Directors of the Company vide resolution number _____ dated _____ to sign this Information Memorandum and declare that all the requirements of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (SAST) Regulations, 2015 and the rules made thereunder in respect of the application for revocation of suspension and matters incidental thereto have been complied with. Whatever is stated in this Information Memorandum and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed

Date:

Place: