



Amended Checklist

List of details / documents required for grant of no-objection for Reclassification request made under Regulation 31A(3) of the SEBI (LODR) Regulations, 2015

Timeline for filing the Application with Exchange: - *The Listed entity shall ensure that it shall make an application as per the prescribed checklist seeking no objection for the reclassification to the Exchange(s), where its equity shares are listed, within five days of consideration of the request by the Board of Directors.*

Sr. No.	List of documents / details to be submitted	Yes / No / Not Applicable
1.	Application from the listed entity seeking approval for reclassification, including the List of promoter(s) seeking reclassification.	
2.	Certified true copy of reclassification request made by the promoter(s), along with a rationale for the request and a description as to how the conditions specified in clause (b) of Regulation 31A(3) are satisfied, including the following Undertakings; a. Undertaking from the listed entity for the compliance with conditions specified in clause (b) and (c) of Regulation 31A(3), as per the format enclosed in Annexure I b. Undertaking from the promoter(s) seeking reclassification for the compliance with conditions specified in clause (b) of Regulation 31A(3), as per the format enclosed in Annexure II .	
3.	List of for persons related to the outgoing promoter(s) seeking reclassification as per Regulation 2(1)(pp) of SEBI (ICDR), 2018, as per the format enclosed in Annexure III . (Excel Format has been provided).	
4.	Certified true copy of the resolution(s) of Board of the Directors of the listed entity approving the reclassification.	
5.	Certified true copy of the Pre and Post shareholding pattern of the listed entity pursuant to proposed reclassification.	
6.	Post receipt of No-objection from the Exchanges, in case shareholders' approval is not applicable to the listed entity in terms of proviso to regulation 31A(3)(a)(vi), following Undertakings shall be provided. a. Undertaking from the listed entity, as per the format enclosed in Annexure IV . b. Undertaking from the promoter(s) seeking reclassification, as per the format enclosed in Annexure V .	
7.	Chronology of Events including the details of various disclosures related to reclassification made by the listed entity as required under Regulation 31A(8), as per the format enclosed in Annexure VI .	
8.	Copy of SEBI letter granting relaxation to any condition, if any.	



<i>Name and Stamp of the company</i>
<i>Name and signature of the Signing Authority</i>
<i>Designation</i>
Email Id & contact number

Note:

1. Processing fees for Reclassification 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 the right to call for original documents at any time in the future.
4. Exchange may ask for additional documents depending on the nature of case.



“Annexure I”

Undertaking from the listed entity

Date:

To,
NSE / BSE Limited

Dear Sir / Madam,

Sub: Undertaking for the Compliance with the conditions specified in clause (b) and (c) of the Regulation 31A(3) of SEBI (LODR) Regulations, 2015.

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

1. The promoter(s) seeking reclassification and persons related to the promoter(s) seeking reclassification together,
 - a) do not hold more than ten percent of the total voting rights in the listed entity;
 - b) do not exercise control over the affairs of the listed entity directly or indirectly;
 - c) do not have any special rights with respect to the listed entity 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 listed entity 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 key managerial personnel in the listed entity and shall not act as key managerial person for a period of at least three years from the date of approval of reclassification.
 - f) are not a ‘wilful defaulter(s)’ as per the Reserve Bank of India Guidelines;
 - g) are not a fugitive economic offender
2. The listed entity is compliant with the requirement for minimum public shareholding as required under regulation 38 of the SEBI (LODR) Regulations, 2015.
3. Trading in the shares of the listed entity is not suspended by any of the stock exchanges on which the listed entity is listed.
4. The listed entity does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the Depositories.
5. The listed entity, 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).
6. In case the promoter(s) seeking reclassification 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.
7. Promoter(s) seeking reclassification and persons related to reclassification shall not vote to approve the resolution for reclassification.
8. There is no pending regulatory action against promoter(s) seeking reclassification.



9. The listed entity, 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.
10. That the listed entity 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 the Outgoing Promoter(s) seeking reclassification

Date:

To,
NSE / BSE Limited

Dear Sir / Madam,

Sub: Undertaking for the Compliance with the conditions specified in clause (b) of the Regulation 31A(3) of SEBI (LODR) Regulations, 2015.

In connection with application for reclassification dated _____, I/We hereby confirm and certify that:

1. I/We along with persons related to me/us together:
 - a) do not hold more than ten percent of the total voting rights in the listed entity;
 - b) do not exercise control over the affairs of the listed entity, directly or indirectly;
 - c) do not have any special rights with respect to the listed entity 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 listed entity;
 - e) do not act as key managerial personnel of the listed entity;
 - f) are not a ‘wilful defaulter(s)’ as per the Reserve Bank of India Guidelines;
 - g) are not a fugitive economic offender.
2. There is no pending regulatory action against me/us.
3. I/We shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI (LODR), Regulations, 2015 at all times from the date of reclassification, failing which, I/We shall be reclassified as promoter/person belonging to the promoter group of the Listed entity.
4. I/We shall comply with the conditions mentioned in the of sub-clauses (iv) and (v) of clause (b) of Regulation 31A(3) of SEBI (LODR), Regulations, 2015 for a period of not less than three years from the date of reclassification, failing which, I/We shall be reclassified as promoter/person belonging to promoter group of the Listed entity.

Your’s faithfully,

Name and Stamp of the company
Name and Signature of Authorized Signatory Designation
Email Id & contact number



“Annexure IV”

Undertaking from the listed entity

Date:

To,
NSE / BSE Limited

Dear Sir / Madam,

Sub: Undertaking for the compliance with the proviso (a) to Regulation 31A(3)(vi) of SEBI (LODR), 2015.

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

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, hence the Shareholder's approval pursuant to Regulation 31A(3)(Vi) is not applicable.

Your's faithfully,

Name and Stamp of the company

Name and Signature of Authorized Signatory Designation

Email Id & contact number



“Annexure V”

Undertaking from Outgoing Promoter(s) seeking reclassification

Date:

To,
NSE / BSE Limited

Dear Sir / Madam,

Sub: Undertaking for the compliance with the proviso (a) to Regulation 31A(3)(vi) of SEBI (LODR), 2015.

In connection with application for reclassification dated _____, I hereby confirm and certify that the reclassification is pursuant to a # family settlement / divorce, hence the Shareholder's approval pursuant to Regulation 31A(3)(Vi) is not applicable.

Your's faithfully,

Name and Stamp of the company

Name and Signature of Authorized Signatory Designation

Email Id & contact number

#In case reclassification is pursuant to family settlement / divorce, the listed entity to provide supporting documentation.



“Annexure VI”

Chronology of Events including the details of various disclosures related to reclassification made by the listed entity as required under Regulation 31A(8)

Date:

To,
NSE / BSE 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 _____, please find below the chronology of events:

Sr. No.	Particulars	Date of event
1.	Intimation to stock exchange on receipt of application for reclassification from the Promoter / promoter group.	
2.	Date of Board meeting wherein reclassification matter is to be considered and approved.	
3.	Disclosure of outcome of the Board meeting considering such request of reclassification including the views of the Board on request.	
4.	Disclosure of submission of the application for seeking no-objection from recognized Stock Exchanges within 5 days of consideration of the request by the Board of Directors.	

Your's faithfully,

Name and Stamp of the company

Name and Signature of Authorized Signatory Designation

Email Id & contact number