**NATIONAL STOCK EXCHANGE OF INDIA LIMITED IN-PRINCIPLE CHECKLIST:**

# Part – A -List of details/ documents required for Migration from NSE SME Platform to Capital Market Segment:

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| --- | --- |
| **Sr.**  **No.** | **List of Documents/ details to be submitted** |
| 1 | Confirmations from the Company as per the format enclosed in **Annexure I** |
| 2 | Details from the Company as per the format enclosed in **Annexure II** |
| 3 | Certificate from the Statutory auditor regarding Net worth of the company |
| 4 | Certificate from the Company and Statutory auditor w.r.t. details of utilization of funds raised from public. |
| 5 | Certified True copy of the resolution passed by board of directors proposing the migration from SME Platform to Main Board. |
| 6 | Acknowledgement of submission of Secretarial Compliance Report from Practicing Company Secretary (PCS) in announcement section.# |
| 7 | XBRL utility for Corporate governance (in yearly format) from the Issuer confirming compliance with the provisions of Regulation 17 to 27 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) relating to Corporate Governance in the latest format prescribed by SEBI. |
| 8 | Certified True copy of Postal Ballot notice for seeking shareholders’ approval for migration from SME Platform to Main Board. . |
| 9 | Information memorandum. \*\* |
| 10 | Scrutinizer report giving result of voting through postal ballot by the Public shareholders along with the confirmation that it is in accordance with the SEBI (ICDR) Regulations 2018 and any amendment thereof. Scrutinizer report should mention count of promoter and public votes separately in the result of voting. |
| 11 | Certified True copy of the resolution passed by the shareholders of the Company approving the migration through Postal ballot. |
| 12 | Certificate from independent practicing Company Secretary confirming compliance of Company with Regulation 46(2) of SEBI (LODR) Regulations, 2015 |

***\*Kindly make sure that the promoter/promoter group names should be added in the information memorandum same as given in the Offer Document, explanation required if any change. "Promoter" and "promoter group" shall have the same meaning as given in ICDR, 2018. Accordingly, mention promoter/promoter group names in NEAPS application as well.***

***\*\*The information memorandum shall contain disclosures as specified in Part A of Schedule VI of SEBI ICDR regulations, 2018.***

***# The company shall obtain*** ***a Secretarial Compliance Report from Practicing Company Secretary (PCS) in the format prescribed under regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and disclose the same as an announcement.***

# Part B –Information to be uploaded on NEAPS platform for In-principle:

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| --- | --- |
| **Sr.**  **No.** | **Particulars** |
| 1. | Brief details of the Applicant Company, Promoters, Promoter Group, Subsidiary Company (Ies), Group Company (Ies), Promoting Companies, Company Promoted by the Promoters/ Promoting Companies is required to be entered in the portal. Details should include full Name, residential addresses and PAN of the entities. |
| 2. | Brief details of the Directors are required to be entered in the portal. Details should include full Name, Designation, DIN, residential addresses and PAN of directors |

**Annexure I**

**Format of the confirmation to be submitted on the letter head of the company:**

**To,**

**National Stock Exchange of India Limited ‘Exchange Plaza’. C-1, Block G,**

**Bandra Kurla Complex, Bandra (E), Mumbai - 400 051**

Dear Sir/Madam,

**Sub: Application for “In-principle approval for Migration from NSE SME Platform to Capital Market Segment**

In connection with above application for in-principle approval, we hereby confirm and certify that:

1. The paid-up equity capital is not less than 10 crores \* and the capitalisation is not less than 25 crores\*\*(along with working).
2. The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
3. The networth\*\*\*of the company is at least 75 crores.
4. The company has not received any winding up petition admitted by NCLT.
5. Total number of public shareholders on the last day of preceding quarter from date of application is at least 1000.
6. The company/entity has positive cash accruals (earnings before interest, depreciation and tax) from operations for each of the 3 financial years preceding the migration application and has positive profit after tax in the immediate preceding financial year of making the migration application to Exchange. (along with the working)
7. The Company has made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) in past three years to the stock exchanges where its shares are listed in adequate and timely manner.
8. Migration is being made in compliance with SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 and amendments thereof.
9. The Company complies with the applicable provisions of SEBI (LODR) Regulations, 2015 and shall ensure compliance with the provisions of SEBI (LODR) Regulations, 2015 applicable to the companies listed on Main Board, upon migration to Main Board.
10. All the entities falling under promoter and promoter group shall be disclosed separately in all the Shareholding Pattern submitted to Exchange even in case of ‘Nil’ shareholding.

**(Managing Director/ Company Secretary)**

**Date:**

***\*For this purpose, the post issue paid up equity capital for which migration is sought shall be taken into account.***

***\*\* For this purpose, capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares. Also, if there is no trading in the entire week, then closing price of last trading day of the previous week would be taken into consideration for that entire week***

***\*\*\* Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018***

**To,**

**Annexure II**

**Details to be submitted on the letter head of the company:**

**National Stock Exchange of India Limited ‘Exchange Plaza’. C-1, Block G,**

**Bandra Kurla Complex, Bandra (E), Mumbai - 400 051**

Dear Sir/Madam,

**Sub: Application for “In-principle approval for Migration from NSE SME Platform to Capital Market Segment**

In connection with above application for in-principle approval, we hereby provide details of the following:

1. SCORES authentication ID of the Company with no complaints pending as on date.
2. In case any Promoter group member does not hold PAN, provide reason for the same.
3. Redressal mechanism of investor grievance.
4. Regarding change in Control of the Company from the date of listing. (if any).
5. All material Litigation(s) / dispute(s) / regulatory action(s) in past three years in respect of the Company’s Promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies).
6. Any SOP fine levied upon the Company under SEBI ICDR/LODR Regulation.
7. Issued and Listed Capital on SME segment as per Company record along with DNR (details of Lock-in shares to be disclosed separately):

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Number securities** | **of** | **Distinctive numbers range** | | **Type of**  **Security (F-Fully Paid, P – Partly Paid, L –Lock –in etc.)** | **Lock in date** | | **Physical/ Demat** |
|  | **From** | **To** |
|  |  | **From** | **To** |  |  |
|  | |  |  |  |  |  |  |

1. Processing fee (Rs. 2,50,000 + applicable taxes)

|  |  |
| --- | --- |
| **Processing Fee (including GST):** |  |
| **TDS, if any** |  |
| **Net amount remitted after TDS:** |  |
| **NEFT/RTGS No.** |  |
| **Dated:** |  |
| **Drawn on:** |  |

**-----------------------------\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**(Managing Director/ Company Secretary)**

**Date:**

## NATIONAL STOCK EXCHANGE OF INDIA LIMITED FINAL LISTING CHECKLIST

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| --- | --- |
| **Sr.**  **No.** | **List of documents** |
| 1 | Listing Agreement on the stamp paper of Rs. 100/- |
| 2 | Latest Shareholding Pattern as per Regulation 31 of SEBI (LODR) Regulations, 2015. **(without PAN)** All the entities falling under promoter and promoter group shall be disclosed separately even in case of ‘**Nil**’ shareholding. |
| 3 | Certificate from the Issuer regarding compliance with the provisions of Regulation 17 to 27 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) relating to Corporate Governance in the prescribed format. (As on date) |
| 4 | Annual Listing Fees for Capital Market Segment (refer the link for the fees structure: [https://www.nseindia.com/corporates/content/listing\_fees.htm).](https://www.nseindia.com/corporates/content/listing_fees.htm)\* |

***\*Annual listing fees levied on Main board would be on proportionate basis: i.e full annual listing fees if the listing duration on Main board is equal to or more than 6 month and 50% of annual listing fees if listing duration on Main board is less than 6 months.***

## General Instructions for filling up the application

1. Submit the Listing Application only on NEAPs (NSE Electronic Application Processing System) on the following URL: [**https://neaps.nseindia.com/NEWLISTINGCORP/**](https://www.connect2nse.com/LISTING/)
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. For further clarifications please reach to the concerned Exchange Officer. The details (contact no and E-mail Id) are available on NEAPS portal.

Path: - NEAPS >> Help >> Contact us

1. 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.
2. The fee is to be paid through virtual account allotted to the Company.
3. All the confirmation must be given on the Letter Head of the Company.
4. Documents/details provided must be duly certified by the Company Secretary/Compliance officer/Authorized person.
5. Satisfactory response to the queries raised by the exchange shall be submitted on immediate basis which in any way shall not be later than 30 calendar days. Exchange reserves the right to return the applications if not responded satisfactorily within 30 days.