**Documents required for listing of new securities issued pursuant to the Scheme of Amalgamation/ Arrangement/ Capital Reduction (Post Allotment)**

An listed company seeking listing of securities issued pursuant to the scheme of amalgamation/ arrangement/ capital reduction is required to submit documents/ confirmations as under:

|  |  |  |
| --- | --- | --- |
| **Sr. No.** | Documents to be submitted  | **Page Nos.** |
|  | Letter of Application (i.e. by Listed companies applying for listing of further issue) along with Distribution Schedule pre and post allotment. |  |
|  | Brief particulars of the new securities issued as per Annexure I & II. [In case of scheme for reduction in capital, the company will be required to furnish details as given in Annexure I] |  |
|  | Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure III. |  |
|  | Scrutinizer report giving result of voting through postal ballot by the public shareholders and Certified true copy of shareholders resolution for approving the Scheme through postal Ballot and e-voting as required under Para 1(A)(9)(a) of Annexure I of SEBI circular dated November 30,2015. (if applicable) |  |
|  | Status of compliance with Observation Letter/s of the Stock Exchange(s). |  |
|  | Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme approved by the Exchange |  |
|  | Certified true copy of the Board resolution in which the new equity shares were allotted. |  |
|  | Complete list of allottees indicating the category, whether belongs to promoters/ public. In case the list of allottees is large (say, more than 100), it should be given on CD. [Not applicable in case of capital reduction cases] |  |
|  | Shareholding Pattern of the listed company, pre and post amalgamation/ arrangement, as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations). Also submit the shareholding pattern of the transferor company as on the Record Date, if it is listed. |  |
|  | Copy of “observation letters” obtained for the scheme of amalgamation/ arrangement, from Exchange(s) where company’s securities are listed. |  |
|  | Copy of the Notice alongwith the explanatory statement sent by the transferor and transferee companies to the shareholders/ creditors for getting Scheme approved by their shareholders/creditors. |  |
|  | Certified true copy of High Court Order received by both the companies along with the Scheme of Amalgamation/Arrangement duly approved/stamped by High Court should be submitted.* 1. Anything stated therein regarding listing, dividend entitlement, allotment of shares, ratio of exchange of shares, mode of Exchange of shares, cancellation of shares due to cross holdings in each other & such relevant matters concerning listing should be underlined.
	2. Similarly any statement therein not approving any clause in the scheme or adding into the scheme should be underlined.
	3. Also, provisions related to obtaining shareholders approval through postal Ballot and e-voting as required under para 5.16 should be underlined
 |  |
|  | Copies of the Form INC-28, Form PAS-3 and Form INC-24 (if applicable) filed with ROC in respect of shares allotted pursuant to the scheme of amalgamation/ arrangement.  |  |
|  | Processing fee (non-refundable) to be paid |  |
|  | Additional Annual Listing Fee, if applicable, on enhanced capital as per the schedule of listing fee  |  |
|  | The procedure followed by the transferee company for issue of physical share certificates pursuant to the scheme. (clarify whether shareholders are required to surrender the old share certificates or whether same are treated as cancelled).  |  |
|  | Specimen of share certificates, if there is change, issued by the company post scheme of amalgamation/arrangement, etc. |  |
|  | Capital evolution details of the listed company as per the format enclosed as Annexure IV. |  |
|  | Certified true copy of certificate obtained from Registrar of Companies for effecting change in the company’s name, in case of change in the name is effected pursuant to the scheme of amalgamation/arrangement etc. |  |
|  | Report from the Audit Committee recommending the Draft Scheme, taking into consideration, interalia, the Valuation Report. The Valuation Report is required to be placed before the Audit Committee of the listed entity as per SEBI Circular Ref. No. SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated November 3, 2020 |  |
|  | All listed entities are required to submit a valuation report from a Registered Valuer as per SEBI Circular Ref. No. SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated November 3, 2020 |  |
|  | Before commencement of trading, the transferee entity in addition to disclosing the information in the form of an information document on the website of the stock exchange/s shall also give an advertisement in one English and one Hindi newspaper with nationwide circulation and one regional newspaper with wide circulation at the place where the registered office of the transferee entity is situated all details as mentioned in SEBI Circular Ref. No. SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated November 3, 2020 |  |
|  | Copy of SCORES authentication |  |
|  | Name & Designation of the Contact Person Telephone Nos. (landline & mobile)Email add. |  |

**General Instructions:**

1. The applicant is required to submit all the necessary documents and furnish information in the chronological order as stated in the standard checklist. If any particular detail is not applicable, then same should be mentioned as ‘not applicable’. In case any of the documents is submitted earlier, then please provide reference to the letter under which same is submitted earlier.
2. Kindly note that all pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.
3. The trading permission for the securities issued pursuant to the scheme shall be only after receipt of all confirmation, as mentioned in the listing approval letter. The company should submit the certify copies of the confirmations obtained from the depositories for crediting of new shares in the beneficiaries accounts/ RTA for dispatch of physical share certificates to the shareholders and furnish details of corporate action carried out in the following format:

|  |  |  |
| --- | --- | --- |
| Particulars | Date of letters | No of shares credited/ dispatched |
| NSDL reference no…. |  |  |
| CDSL reference no… |  |  |
| Name of RTA |  |  |
| TOTAL |  |  |

1. In case of lock-in shares, the auditor of the company/ practicing chartered accountant/ practicing company secretary should submit the confirmation as under:

We have examined the various documents/ records of \_\_ (Name of the company) \_\_ in connection with the non-transferable shares issued pursuant to the scheme of amalgamation/ arrangement. In this connection we confirm that \_\_\_\_\_\_\_\_\_\_\_ equity shares of the company issued are under lock-in as per details given below:

|  |  |  |  |
| --- | --- | --- | --- |
| No. of shares | Distinctive nos (From – To) | Physical/ Demat | Date upto which non transferable |
|  |  |  |  |

1. The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for listing of the securities issued by the company will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Governing Board of the Exchange and other Exchange requirements.

## ANNEXURE I

**Brief particular of further issue of securities:**

|  |  |
| --- | --- |
| **Sr. No.** | Particulars |
|  | Name of the Company |  |
|  | Issued and paid up capital(before allotment) | Rs.\_\_\_\_\_ crores consisting of \_\_\_\_\_\_\_\_\_\_\_\_ equity shares of face Value of Rs.\_\_\_\_ each fully paid. |
|  | Details of securities pending for listing, if anyType of IssueNo. of sharesDistinctive Nos. |  |
|  | Name of the stock exchanges, on which the company is listed |  |
|  | Date of Allotment of new shares |  |
|  | Exchange Ratio |  |
|  | Number of new shares issued |  |
|  | Distinctive nos. |  |
|  | Issued and paid up capital(post allotment) | Rs.\_\_\_\_\_ crores consisting of \_\_\_\_\_\_\_\_\_\_\_\_ equity shares of face Value of Rs.\_\_\_\_ each fully paid. |
|  | Details of cancellation of shares of listed company on account of cross holding, if any If cross holding is not cancelled, treatment of such cross holding |  |
|  | ISIN No. |  |
|  | Lock in details, if applicable |  |
| No of shares |  |
| Distinctive Nos. |  |
| Lock in start & end date |  |
|  |  | Transferee company | Transferor company |
| Company petition no. |  |  |
| Name of High Court |  |  |
| Order Date |  |  |
|  | Appointed date  |  |
|  | Effective date |  |
|  | Date of filing of scheme with High Court |  |
|  | Record date (not applicable if the transferor company is unlisted) |  |
|  | Name and address of Registrar & Transfer Agent |  |

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: Managing Director/ Company Secretary

## ANNEXURE II

**Brief particulars of the transferor companies:**

|  |  |
| --- | --- |
| Sr. No. | Particulars |
| 1 | Name/s of the Transferor Companies |  |
| 2 | Issued and paid up capital | Rs.\_\_\_\_\_ crores consisting of \_\_\_\_\_\_\_\_\_\_\_\_ equity shares of face Value of Rs.\_\_\_\_ each fully paid. |
| 3 | Details of cancellation of shares of transferor company on account of cross holding. | \_\_\_\_\_\_\_\_\_\_\_\_ equity shares shall be cancelled  |
| 4 | If cross holding is not cancelled, treatment of such cross holding and shares issued against such cross holding. |  |
| 5 | Name of the stock exchange, in case if the transferor companies were listed |  |
| 6 | Whether entire capital of the transferor company was listed. If not listed reasons for the same. |  |
| 7 | Details of non-transferable shares in existence, if any. |  |
| No. of shares |  |
| Distinctive nos. |  |
| Period upto which under lock-in |  |
| 8 | No. of shareholders  |  |

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: Managing Director/ Company Secretary

ANNEXURE III

**Format of the confirmation to be submitted by the company:**

To,

Listing Department,

CSE Limited,

7, Lyons Range

Kolkata-700001.

Dear Sir,

**Sub: Listing of \_\_\_\_\_\_\_\_\_\_\_\_\_ equity shares of Rs.\_\_ issued pursuant to the scheme of amalgamation/ arrangement/ reduction in capital of the company.**

In connection with above application for listing of \_\_\_\_\_\_\_\_\_\_\_ equity shares we hereby to confirm and certify that:

1. The documents filed by the Company with the Exchange are same/similar/identical in all respect which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India/FIPB in respect of allotment of \_\_\_\_\_\_\_\_\_\_\_\_\_ equity shares of Rs.\_\_\_ issued to the shareholders of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ pursuant to the scheme of amalgamation/arrangement sanction by the Hon’ble High Court of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ vide its order dated \_\_\_\_\_\_\_\_\_\_\_ .
2. The copy of the order of Hon. High Court/BIFR has been filed by the Company with the Registrar of Companies within the stipulated period.
3. The scheme of amalgamation / arrangement approved by Hon’ble High Court of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / 2013, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Regulations or the requirements of BSE Limited.
4. The company has fully complied with all the requirements specified in the SEBI circular dated November 30,2015 and the observation letter(s) issued by the Stock Exchange(s)
5. All the necessary legal and statutory formalities for giving effect to the scheme of amalgamation/ arrangement have been complied with and that the new equity shares issued on amalgamation/ arrangement etc. are eligible for listing. The Company/its Board of Directors are fully responsible for issue/allotment of such shares and in the event the issue of shares being held invalid/irregular or the allotment void, it shall redress the investors grievance suitably.
6. The Company takes the full responsibility and liability of any investors’ complaints that may arise on account of issuance of the new share certificates without calling back the old share certificates from the shareholders and the Exchange will not be held responsible/ liable for such action.
7. The new equity shares issued pursuant to the scheme of amalgamation/ arrangement ranks pari passu in all respect including dividend entitlement with the existing equity shares of the Company.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: Managing Director/ Company Secretary

ANNEXURE IV

Details of Capital evolution:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Date of Issue | No. of shares issued | Issue Price (Rs.) | Type of Issue | Cumulative capital (No of shares) | Whether listed, if not listed, give reasons thereof |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |