

**Documents required for Revocation of suspension of non-compliant listed companies**

An listed company seeking revocation from suspension is required to submit documents/ confirmations as under:

|  |  |  |
| --- | --- | --- |
| **Sr.**  **No.** | **Documents to be submitted** | **Page Nos.** |
| 1. | Compliances as per the provisions of the Listing Agreement. |  |
| 2. | Certificate regarding updating of website (with the web-site link) as per Regulation 46 of SEBI LODR Regulations, 2015 |  |
| 3. | Compliance certificate obtained from the practicing company secretary/ statutory auditor on compliance of the listing agreement as per format enclosed as **Annexure I** |  |
| 4. | Confirmation by the Managing Director of the company as per format enclosed in **Annexure II** |  |
| 5. | List of Directors (Executive, Non-executive), with the contact No. & e-mail ID |  |
| 6. | Details of Compliance Officer/ Company Secretary (e-mail ID & Contact Number) (Ref. provision as per Regulation 6(1) of LODR Regulations 2015.) |  |
| 7. | MGT-7 as filed with MCA with copy of challan & print out of Master data as available with MCA |  |
| 8. | Whether the company is complying with SEBI Circular Ref. No. CFD/CMD/CIR/P/2017/115 dated 10th October 2017, if not the procedure as mentioned in the said circular will be followed |  |
| 9. | Whether company followed the provisions of SEBI (SAST), Regulations, 2011 (last amended upto 14th August, 2017), if applicable  If “yes” provide the documents related to takeover code, as mentioned in the SEBI Regulations |  |
| 10. | Revocation Processing fee as per Processing fee structure under Listing Guide of CSE’s web-site |  |
| 11. | All other pending dues of the company, if any |  |

**General Instructions:**

Kindly note that all pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.

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### **ANNEXURE I**

(Compliance report in respect of the requirements of the listing agreement to be submitted by a Statutory Auditor / Practicing Company Secretary on their letterhead)

To,

Head of the Listing Department,

Calcutta Stock Exchange Limited,

7, Lyons Range, 4th Floor,

Kolkata – 700 001.

We confirm that the company satisfies the following conditions as stipulated in the listing agreement, as given hereunder:

|  |  |  |
| --- | --- | --- |
| **Sr. No.** | **Requirements** | **Compliance** |
|  | The Board of directors of the company has a composition of executive and non-executive directors with not less than fifty percent of the board of directors comprising of non-executive directors | Complied/ Not complied  Total Board Members:  Executive Members:  Non-executive Members: |
| The names of the directors and their status | |  |  |  | | --- | --- | --- | | Name of the Director | Executive/ Non Executive | Independent/ Non Independent | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |
|  | Where the Chairman of the Board non-executive director, at least one-third of the Board should comprise of independent directors and in case he is an executive director, at least half of the Board should comprise of independent directors.  Where the non-executive Chairman is a promoter of the company or is related to any promoter or person occupying management positions at the Board level or at one level below the Board, at least one-half of the Board of the company shall consist of independent directors. | Status of Chairman “Executive/ Non-executive/ Promoter”  Independent members  Non-independent members |
|  | The independent director as mentioned at sub-clause (ii) above, is the non-executive director who complies with the following: |  |
| a | apart from receiving director’s remuneration, does not have any material pecuniary relationships or transactions with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect independence of the director | We confirm that none of the independent director of the company have any material pecuniary relationships or transactions with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates |

|  |  |  |
| --- | --- | --- |
| **Sr. No.** | **Requirements** | **Compliance** |
| b | is not related to promoters or persons occupying management positions at the board level or at one level below the board | We confirm that none of the independent director of the company are related to promoters or persons occupying management positions at the board level or at one level below the board |
| c | has not been an executive of the company in the immediately preceding three financial years | We confirm that none of the independent director has been an executive of the company in the immediately preceding three financial years |
| d | is not a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:  i) the statutory audit firm or the internal audit firm that is associated with the company, and  ii) the legal firm(s) and consulting firm(s) that have a material association with the company. | We confirm that none of the independent director is a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:  i) the statutory audit firm or the internal audit firm that is associated with the company, and  ii) the legal firm(s) and consulting firm(s) that have a material association with the company. |
| e | is not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect independence of the director. | We confirm that none of the independent directors is a material supplier, service provider or customer or a lessor or lessee of the company |
| f | is not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares. | We confirm that none of the independent directors own two percent or more of the block of voting shares of the company |
| g | is not less than 21 years of age. | We confirm that none of the independent directors are less than 21 years of age. |

We also confirm that **none** **of the independent directors named below** would qualify within the definition of promoter/ promoter group as given in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:

1.

2.

3.

Further, the company is in compliance with requirement of the Audit Committee the Shareholders / Investors Grievance Committee. The composition of the said committees is as under:

Composition of Audit Committee

|  |  |  |
| --- | --- | --- |
| Sr. No. | Name of the Director | Status whether Independent/ Non Independent |
| 1. |  |  |

Composition of the Shareholders / Investors Grievance Committee.

|  |  |  |
| --- | --- | --- |
| Sr. No. | Name of the Director | Status whether Independent/ Non Independent |
| 1. |  |  |

Name of the Practicing Company Secretary/ Statutory Auditor:

Membership No:

Date:

ANNEXURE II

Format of the confirmation to be submitted by the Managing Director on the letter head of the company:

To,

Head of the Listing Department,

Calcutta Stock Exchange Limited,

7, Lyons Range, 4th Floor,

Kolkata – 700 001.

Dear Sir,

Sub: Application for revocation of suspension in trading of equity shares.

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

1. The company is not in the Vanishing companies list of MCA / SEBI.
2. The company / promoter and promoter group of the company / directors of the company is/ are not debarred by SEBI.
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. All regulatory actions have been complied with and their latest status has been updated on the said website.
6. The company is in compliance with all the clauses of the listing agreement, filings under SEBI regulations/ circulars, SCRA and SCRR.
7. The entire issued capital of the company is listed with CSE Limited.
8. There are no investors complaints pending with SEBI. Copy of the confirmation on same received from SEBI/SCORES is enclosed herewith.
9. As on date the promoter shareholding in the company is \_\_\_\_\_\_\_\_\_\_ equity shares. We confirm that none of the Promoters and Promoter group entities have sold their shareholding during the six months period prior to the date of revocation of suspension.
10. The shareholding of promoter and promoter group entities shall be kept under lock-in from the date of in-principle revocation of suspension upto a period of 3 months following the date of commencement of trading, post revocation of suspension. We shall also submit relevant confirmations from NSDL / CDSL and the RTA.
11. We confirm that Information Memorandum submitted with this application contains all the disclosures as provided in Schedule II of Companies Act, 1956 to the extent applicable.
12. On receipt of ‘in *principle approval’* for revocation of suspension, we undertake to pay the reinstatement fees as may be applicable at the time of revocation.
13. We confirm that company has its own functional website as required under Regulation 46 of LODR Regulations, 2015.

Managing Director

Date: