**Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 391, 394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of Companies Act, 2013, whichever applicable**

|  |  |  |
| --- | --- | --- |
| **Sr. No.** | Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 | **Page Nos.** |
|  | Certified true copy of the resolution passed by the Board of Directors of the company. |  |
|  | Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT. |  |
|  | Valuation report from Independent Chartered Accountant and Independent SEBI registered Merchant Banker as applicable as per Para I(A)(2A) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2018/2 dated January 3, 2018.The Chartered Accountant and the Merchant Banker referred herein shall not be treated as Independent in case of existence of any material conflict of interest among themselves or with the company, including that of common directorships or partnerships. |  |
|  | Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above |  |
|  | Fairness opinion by Merchant Banker |  |
|  | Shareholding pattern of all the companies including unlisted entities pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. |  |
|  | The percentage of shareholding of pre scheme public shareholders of the listed entity & the QIBs of the unlisted entity, in the post scheme shareholding pattern of the “merged” company on a fully diluted basis shall not be less than 25%. |  |
|  | In case of a scheme involving merger of a listed company or its division into an unlisted entity, the entire pre scheme share capital of the unlisted issuer seeking listing shall be locked in as per provisions of Para (III) (A) (3) of Annexure I of SEBI Circular dated January 3, 2018. |  |
|  | Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per **Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.** |  |
|  | Statutory Auditor’s Certificate confirming the compliance of the accounting treatment etc. as specified in Para **(I)(A) (5)(a) of Annexure I of SEBI Circular no.** CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in **Annexure II of aforesaid SEBI circular. Format given in Annexure II** |  |
|  | Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards (format attached as **Annexure III).** |  |
|  | Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange’s website). Format given in **Annexure IV** |  |
|  | If as per the company, approval from the Public shareholders through postal ballot and e-voting, as required under **Para (I)(A)(9)(a) of Annexure I of SEBI Circular no.** CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following:   1. An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a) 2. Certified copy of Board of Director’s resolution approving the aforesaid auditor certificate. |  |
|  | If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR. |  |
|  | In case of scheme of arrangement between listed and unlisted entities, information pertaining to the unlisted entity/ies involved in the scheme as per the format specified for abridged prospectus as provided in Part D of Schedule VII of the ICDR Regulations.    1. A Certificate from the Merchant Banker confirming the adequacy and accuracy of the information contained in above document on unlisted company in terms of Para 3(a) of Part I (A) of the SEBI circular dated March 10, 2017. This is also to be uploaded on the BSE’s website |  |
|  | Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE. |  |
|  | Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at **Annexure V.** |  |
|  | Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company. |  |
|  | Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at **Annexure VI.** |  |
|  | Confirmation by the Managing Director/ Company Secretary as per format enclosed as **Annexure VII.** |  |
|  | Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year. |  |
|  | Immediately upon filing of the draft scheme of arrangement with the stock exchanges, the listed entity shall disclose the draft scheme of arrangement & all the documents specified under Para (2) of the SEBI Circular dated January 3, 2018. |  |
|  | The provisions of the SEBI Circular dated January 3, 2018 shall not apply to the scheme which solely provides for merger of a wholly owned subsidiary or its division with the parent company. However, such draft schemes shall be filed with the stock exchanges for the purpose of disclosures & the stock exchanges shall disseminate the scheme documents on their web-site. |  |
|  | Processing fee (non-refundable) payable to CSE |  |
|  | Name & Designation of the Contact Person  Telephone Nos. (landline & mobile)  Email ID. |  |

Note:

1. All pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.
2. In case of schemes of arrangement involving merger of wholly owned subsidiary with its holding company following two documents are to be submitted for dissemination on the Exchange’s website:
3. Certified true copy of Board of Director’s resolution approving the draft scheme of amalgamation of WOS with its holding company
4. Certified true copy of Draft scheme.

The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for the proposed scheme will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Board of Directors of the Exchange and other Exchange requirements.

ANNEXURE I

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**(Rs. in Crores)**

|  |  |  |  |
| --- | --- | --- | --- |
|  | As per last Audited Financial Year | 1 year prior to the last Audited Financial Year | 2 years prior to the last Audited Financial Year |
| 20XX-XX | 20XX-XX | 20XX-XX |
| Equity Paid up Capital |  |  |  |
| Reserves and surplus |  |  |  |
| Carry forward losses |  |  |  |
| Net Worth |  |  |  |
| Miscellaneous Expenditure |  |  |  |
| Secured Loans |  |  |  |
| Unsecured Loans |  |  |  |
| Fixed Assets |  |  |  |
| Income from Operations |  |  |  |
| Total Income |  |  |  |
| Total Expenditure |  |  |  |
| Profit before Tax |  |  |  |
| Profit after Tax |  |  |  |
| Cash profit |  |  |  |
| EPS |  |  |  |
| Book value |  |  |  |

**Note: The financials should not be more than 6 months old. In such cases additional column may be added to provide the latest financials.**

**Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.**

**ANNEXURE II**

**Format for Auditor's Certificate**

To,

The Board of Directors,

*…………………………………………………………….*

*(Name and address of the Company)*

We, the statutory auditors of ……………………………. *(name of the listed entity),*(hereinafter referred to as “the Company”), have examined the proposed accounting treatment specified in clause ……… *(specify clause number)* of the Draft Scheme of ……………………………….. *(specify the type of Scheme)* between ……………………………………….. *(names of the companies/entities involved)* in terms of the provisions of section(s) ………………………………… *(specify the relevant section(s))* of the Companies Act, 1956/ Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013 and/or the accounting treatment in respect of ………………………. *(specify the financial statement item(s))* as prescribed by ………………………………. *(name of the regulator) vide* its Notification …………………………. *(details of the Notification)* which prevail over the accounting treatment for the same as prescribed under the aforesaid Accounting Standards (wherever applicable), except the following:

……………………………….

This Certificate is issued at the request of the ……………………………. *(name of the Company)* pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the …………………………………….. *(name of the Stock Exchange(s))*. This Certificate should not be used for any other purpose without our prior written consent.

For

………………………………………………..

(*name of the Firm)*

Chartered Accountants

Firm Registration No.:

Signature

(Name of the member)

Designation (Partner or proprietor, as may be applicable):

Membership Number:

Place:

Date:

ANNEXURE III

**Format of the Compliance Report to be submitted along with the draft**

**scheme**

It is hereby certified that the draft scheme of arrangement involving (Name of the entities) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

|  |  |  |
| --- | --- | --- |
| Sl. | Reference | Particulars |
| 1 | Regulations 17 to 27 of LODR Regulations | Corporate governance requirements |
| 2 | Regulation 11 of LODR Regulations | Compliance with securities laws |
| Requirements of this circular | | |
|  |  |  |
|  | Para (I)(A)(2) | Submission of documents to Stock Exchanges |
|  | Para (I)(A)(2) | Conditions for schemes of arrangement involving unlisted entities |
|  | Para (I)(A)(4) (a) | Submission of Valuation Report |
|  | Para (I)(A)(5) | Auditors certificate regarding compliance with Accounting Standards |
|  | Para (I)(A)(9) | Provision of approval of public shareholders through e-voting |

**Company Secretary Managing Director**

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving (Name of the entities) are in compliance with all the Accounting Standards applicable to a listed entity.

**Chief Financial Officer Managing Director**

**ANNEXURE IV**

**Format for Complaints Report:**

**Part A**

|  |  |  |
| --- | --- | --- |
| **Sr. No.** | **Particulars** | **Number** |
| 1. | Number of complaints received directly |  |
| 2. | Number of complaints forwarded by Stock Exchange |  |
| 3. | Total Number of complaints/comments received (1+2) |  |
| 4. | Number of complaints resolved |  |
| 5. | Number of complaints pending |  |

**Part B**

|  |  |  |  |
| --- | --- | --- | --- |
| **Sr. No.** | **Name of complainant** | **Date of complaint** | **Status (Resolved/Pending)** |
| 1. |  |  |  |
| 2. |  |  |  |
| 3. |  |  |  |

**ANNEXURE V**

Brief particulars of the transferee/resulting and transferor/demerged companies

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Particulars | Transferee/ Resulting Company | | | Transferor/ Demerged Company | |
| Name of the company |  | | |  | |
| Date of Incorporation & details of name changes, if any |  | | |  | |
| Registered Office |  | | |  | |
| Brief particulars of the scheme |  | | | | |
| Rationale for the scheme |  | | | | |
| Date of resolution passed by the Board of Director of the company approving the scheme |  | | |  | |
| Date of meeting of the Audit Committee in which the draft scheme has been approved |  | | |  | |
| Appointed Date |  | | |  | |
| Name of Exchanges where securities of the company are listed |  | | |  | |
| Nature of Business |  | | |  | |
| Capital before the scheme  (No. of equity shares as well as capital in rupees) |  | | |  | |
| No. of shares to be issued |  | | | | |
| Cancellation of shares on account of cross holding, if any |  | | |  | |
| Capital after the scheme  (No. of equity shares as well as capital in rupees) |  | | |  | |
| Net Worth  Pre  Post | (Rs. In crores) | | | (Rs. In crores) | |
| Valuation by independent Chartered Accountant –  Name of the valuer/valuer firm and Regn no. |  | | | | |
| Methods of valuation and value per share arrived under each method with weight given to each method, if any. |  | | |  | |
| Fair value per shares | Rs. | | | Rs. | |
| Exchange ratio |  | | | | |
| Name of Merchant Banker giving fairness opinion |  | | | | |
| Shareholding pattern | Pre | | Post | | |
|  | No. of Shares | % of holding | No. of Shares | | % of holding |
| Promoter |  |  |  | |  |
| Public |  |  |  | |  |
| Custodian |  |  |  | |  |
| TOTAL |  |  |  | |  |
| No of shareholders |  | |  | | |
| Names of the  Promoters |  | |  | | |
| Names of the Board of Directors |  | |  | | |
| Please specify relation among the companies involved in the scheme, if any |  | |  | | |
| Details regarding change in management control in listed or resulting company seeking listing if any |  | | | | |

**ANNEXURE VI**

Details of Capital evolution of the transferee/resulting and transferor/demerged companies:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Date of Issue | No. of shares issued | Issue Price (Rs.) | Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.) | Cumulative capital (No of shares) | Whether listed, if not listed, give reasons thereof |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

**ANNEXURE VII**

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

To,

The General Manager,

Department of Corporate Services,

CSE Limited,

P.J. Towers, Dalal Street,

Mumbai – 400 001.

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

In connection with the above application, we hereby confirm that:

1. The proposed scheme of amalgamation/ arrangement/merger/reconstruction/ reduction of capital etc. to be presented to any Court or Tribunal 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 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and CSE Limited.
2. In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
3. the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
4. the “fairness opinion” obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
5. Information about unlisted companies involved in the scheme as per the format provided in Part D of Schedule VII of the ICDR Regulations,The Complaint report as per Annexure III.
6. The observation letter issued by the stock exchange
7. The draft scheme of amalgamation/ arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on company’s website as per Website link given hereunder:
8. The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
9. The company shall obtain shareholders’ approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it **(if applicable)**
10. The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
11. There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

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

Date: Managing Director/ Company Secretary

**Following additional documents are required to be submitted for Demerger cases wherein a division of a listed company is hived off into an unlisted company or where listed company is getting merged with an unlisted company:**

1. Clarification as to what will be listing status of the Resulting/Transferee Company/ies.
2. Details of Assets and Liabilities of the Demerged division that are being transferred.
3. Confirmation from the Managing Director/ Company Secretary, that:
   1. There will be no change in Share Capital of the resulting/transferee company till the listing of the equity shares of the company on BSE Limited.
   2. The shares allotted by the resulting company pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.

4. Confirmation by the Managing Director/ Company Secretary of the resulting/transferee company on the letter head of resulting company that:

1. Equity shares issued by the company pursuant to the scheme of amalgamation/ arrangement shall be listed on the BSE Limited, subject to SEBI granting relaxation from applicability under Rule 19(2) (b) of the Securities Contract (Regulation) Rules, 1957.
2. The company shall comply with all the provisions contained in SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.
3. The company shall also fulfill the Exchange’s criteria for listing and shall also comply with Rules, Byelaws, and Regulations of the Exchange and other applicable statutory requirements.

5. Percentage of Net Worth of the company, that is being transferred in the form of demerged undertaking and percentage wise contribution of the Demerged division to the total turnover and income of the company in the **last two years** as per the following format:

**(Rs. in crores)**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | Financial Year | Networth | % to total | Turnover | % to total | Profit after Tax | % to total |
| Demerged division |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| Other divisions |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| Total |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |