



**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:

<b>Sr. No.</b>	<b>Documents to be submitted</b>	<b>Page Nos.</b>
1.	Compliances and other relevant documents as per Annexure A	
2.	Compliance certificate obtained from the practicing company secretary/ statutory auditor on compliance of the listing agreement as per format enclosed as <b>Annexure I</b>	
3.	Confirmation by the Managing Director of the company as per format enclosed in <b>Annexure II</b>	
4.	Revocation Processing fee as per Processing fee structure under Listing Guide of CSE's web-site	
5.	All other pending dues of the company, if any	
6.	If the company has undergone further issues & name change, during the period under suspension, relevant documents related to the same as per final name change approval check list of the Exchange	
7.	Future action plan of the company post revocation of suspension along with undertaking that the company will abide by all requirements Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 from the date of Revocation and will also make payment of necessary fees including listing fee as applicable	
8.	The company / promoter and promoter group of the company / directors of the company is/are not debarred by SEBI or any other regulatory authority including stock exchanges in connection with capital market related issues or otherwise.	
9.	Declaration that the company has not received any winding up petition admitted by any court of law	
10.	Undertaking by Promoters that they are not 'wilful defaulter' as per the Reserve Bank of India Guidelines;	
11.	Undertaking by Promoters that they are not a fugitive economic offender	
12.	Confirmation that the company is compliant of Minimum Public Shareholding norm in the manner specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 in addition to SEBI Circular Ref. No. CFD/CMD/CIR/P/2017/115 dated 10 <sup>th</sup> October 2017 on MPS along with certificate from PCS to that effect	
13.	Certificate issued by Statutory Auditor that the company is a going concern	

**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.

ANNEXURE-A

The companies are required to comply with extant revocation norms and provisions of the SEBI (listing obligations and disclosure requirements) Regulations, 2015 which inter-alia include the following inter-alia include the following:

Sr.No.	Particulars	Remarks
1	Compliance wrt capital issued and listed capital	No difference between issued and listed capital. (if such a difference exists then the listing formalities for the said capital should be completed and listing approval obtained prior to submission of revocation application).
2	Execution of new Uniform Listing Agreement as per Reg.109(1) of Listing Regulations, 2015	Execution of new Uniform Listing Agreement as per Reg.109(1) of Listing Regulations, 2015. Listing Agreement to be executed on stamp paper of Rs.100. A person who is duly authorized by the Board of Directors to sign the Listing Agreement can sign the Listing Agreement (LA). A certified true copy of the Board Resolution authorizing the said person to sign the LA is required to be submitted along with the Listing Agreement
3	Number of Quarters for which compliance to be done by companies	Four consecutive previous quarters
4	Regulations to be verified for compliance	Regulation 42 -Book Closure / Record Date Regulation 34 - Annual Report Regulation 31 - Shareholding Pattern Regulation 33 - Quarterly Results Regulation 46– Email address for grievance redressal Regulation 7 – share Transfer Agent Regulation 7 (3) – Compliance Certificate certifying maintaining physical & electronic transfer facility Regulation 13 (3) - Statement of Investor complaints Regulation 40 (9) - Certificate from Practicing Company Secretary Regulation 27(2) - Corporate Governance. SAST Regulation 30(1) & 30(2)- continual disclosure & event based disclosure. Compliance certificate obtained from the Practicing Company Secretary / Statutory Auditor on compliance of the Listing Agreement as per format enclosed as Annexure-I (as available on CSE’s web-site.) Confirmation by the Managing Director of the company as per format enclosed in Annexure-II (as available on CSE’s web-site.)

		MGT-7 as filed with MCA with copy of challan.
5	Other points to be verified	<p>No outstanding exchange dues  No pending Investor Complaints  No complaints pending in SCORES  No SEBI order debarring company or promoters  No difference in issued and listed capital. (if so same has to get listed)  No Adverse comment on the website watchoutinvestors.com  should not be a vanishing company as per data available on the MCA website</p>
6	Signing with the depositories	<p>Company should have signed with at least one depository. Provided that where the company has not signed with either/ both the depositories, it shall submit a letter from the relevant depository rejecting admission of the security in the depository</p>
7	Payment of Fees	<p>Payment of applicable revocation fees of the exchange as under :</p> <ol style="list-style-type: none"> <li>1. Annual listing fees</li> <li>2. Revocation Processing fees</li> <li>3. Interst on outstanding listing fees &amp; 4. Penalty for revocation. All the aforesaid charges are subject to applicable GST.</li> </ol>
8	Lock-in of entire promoters shareholding	<p>The entire promoter holding as per the information provided in the latest Shareholding Pattern submitted by the company, should be under lock-in for a period of 3 months from the date of commencement of trading, post resumption of trading as per SEBI circular dated May 03, 2018 regarding SOP. (Please specify the date up to which the shares have been locked in and submit the necessary certificates from CDSL / NSDL / RTA)</p>
9	Information Memorandum	<p>Information Memorandum as provided for abridged prospectus as provided in Part E of Schedule VI of SEBI (ICDR) Regulations, 2018 to the extent applicable, as certified by the Company Secretary/ MD of the Company</p>
		<p>to be submitted for dissemination on the Exchange website at the time of revocation.</p>

10	Change in number and holding of Promoters and Promoters Group	As per provisions of the SEBI general order No. 1 of 2015 dated July 20, 2015, “ <b>clause 3(b) there should not be any transfer of shares by promoter/ promoter group and directors from the date of the order till three months after the date of revocation of suspension.”</b> . <b>Companies seeking revocation of suspension are advised to comply with above requirement</b>
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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, 4<sup>th</sup> 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			
i)	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	

ii)	<p>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.</p> <p>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.</p>	<p>Status of Chairman “Executive/ Non-executive/ Promoter”</p> <p>Independent members</p> <p>Non-independent members</p>
iii)	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
<b>Sr. No.</b>	<b>Requirements</b>	<b>Compliance</b>
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	<p>is not a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:</p> <p>i) the statutory audit firm or the internal audit firm that is associated with the company, and</p> <p>ii) the legal firm(s) and consulting firm(s) that have a material association with the company.</p>	<p>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:</p> <p>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.</p>

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:

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, 4<sup>th</sup> 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: