

Checklist for reclassification under Regulation 31A:

Sr. No	Particulars																												
1.	Application on Letter head of the company along with details of listing on other Exchange (if applicable). (Format enclosed – Annexure I)																												
2.	List of promoter(s) seeking reclassification in the following format: <table border="1"><thead><tr><th>Sr. No.</th><th>Name of promoter seeking reclassification</th><th>No. of shares held</th><th>% of holding</th></tr></thead><tbody><tr><td>1</td><td></td><td></td><td></td></tr><tr><td>2</td><td></td><td></td><td></td></tr></tbody></table> <p>List of promoter(s) post reclassification</p> <table border="1"><thead><tr><th>Sr. No.</th><th>Name</th><th>No. of shares held</th><th>% of holding</th></tr></thead><tbody><tr><td>1</td><td></td><td></td><td></td></tr><tr><td>2</td><td></td><td></td><td></td></tr><tr><td colspan="2">Total</td><td></td><td></td></tr></tbody></table>	Sr. No.	Name of promoter seeking reclassification	No. of shares held	% of holding	1				2				Sr. No.	Name	No. of shares held	% of holding	1				2				Total			
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3.	Certified true copy of request for re-classification made by the promoter(s) seeking reclassification, which includes: a. rationale for seeking such re-classification b. Details of compliance with conditions specified in clause (b) of regulation 31A(3)																												
4.	Certified copy of Board Resolution approving the reclassification application which shall include the views of the board																												
5.	Copy of the notice sent to the shareholders seeking their approval inter-alia including the views of the Board on the application made by the promoter seeking reclassification (if applicable)																												
6.	Certified true copy of the resolution passed by the shareholders at the General Meeting / through Postal Ballot approving the re-classification OR Confirmation from the Company (signed by Company Secretary) that: 1. The promoter(s) seeking reclassification and persons related to the promoter(s) seeking reclassification, together hold _____																												

	<p><mention total percentage holding of such promoters and persons related> which is not more than one percent of the total voting rights in the listed entity</p> <p>2. The promoter is seeking reclassification pursuant to divorce (submit certified copy of divorce certificate)</p>
7.	Pre (latest) and Post Reclassification shareholding pattern as per format specified under Regulation 31 of SEBI (LODR) Regulations, 2015
8.	Undertaking from the Company Secretary in the prescribed format. (Annexure II)
9.	Undertaking from the promoter(s) seeking reclassification as per the format enclosed in Annexure III
10.	Inter-se Relationship of promoters seeking reclassification as per Reg 2(1) (pp) of SEBI (ICDR), 2018
11.	Relationship of the outgoing promoter with the Board of directors, remaining promoters of the Company, as per Reg 2(1) (pp) of SEBI (ICDR), 2018.
12.	Copy/copies of Self-attested PAN of Outgoing promoter(s)
13.	Chronology of Events including details of various disclosures related to reclassification made by the company as required under Reg.31A (8) as per Annexure IV
14.	Declaration by Promoters or persons seeking reclassification that they do not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
15.	Undertaking by company that Promoters or persons seeking reclassification shall not be represented on the board of directors (including not having a nominee director) of the listed entity and also act as a key managerial person in the listed entity
16.	Undertaking by Promoters or persons seeking reclassification that they are not 'wilful defaulter' as per the Reserve Bank of India Guidelines;
17.	Undertaking by Promoters or persons seeking reclassification that they are not a fugitive economic offender
18.	If any public shareholder seeks to re-classify itself as promoter, it shall be required to make an open offer in accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Note:

- All documents should be signed and stamped. Name and designation of the signatories to be mentioned.
- Date to be mentioned on all the documents.

Annexure I

Application Letter Format:

A) Company application for Reclassification

Date:

To,
Listing Department,
CSE Limited,
7, Lyons Range
Kolkata-700001.

Sub: Application for Reclassification under Listing Regulation 31A.

The Company is in receipt of a request from promoter/ (s) of the Company, seeking reclassification as public under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

In addition to CSE Limited, Company is also listed at ____ (Mention the names of all Exchanges where Issuer is listed, in case Company is listed only at CSE, please mention 'no other exchange')

Please find enclose herewith the details of RTGS/ NEFT Payment made towards processing fees

We hereby request you to kindly process our application for reclassification of promoter as public under Regulation 31A of Listing Regulations 2015 and grant your approval.

In case of any query, please contact the following person:

Name:

Designation:

E-mail ID:

Cell No:

Telephone No:

Yours Faithfully, (Name and contact details of signatory with designation)

Annexure II

B) Undertaking by the Company Secretary for Reclassification under Reg. 31A of Listing Regulation

Date:

To,

Listing Department,

CSE Limited,

7, Lyons Range

Kolkata-700001.

Sub: Application for Reclassification under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Listing Regulations), 2015

Dear Sir / Madam,

With relation to our application for reclassification of promoter shareholders, we hereby confirm and certify that:

1. Outgoing Promoter(s) and persons related to the promoter(s) do not together hold more than Ten percent of the total voting rights in the Company.
2. Post reclassification, the Outgoing promoter(s) will not exercise direct or indirect control over the affairs of the Company.
3. All special rights of the Outgoing Promoter(s) which were acquired by virtue of any shareholder agreements have been terminated.
4. Outgoing Promoter(s) will not be represented on the Board of Directors (including a Nominee Director) of the Company for a period of not less than three years from the date of such reclassification.
5. Outgoing Promoter(s) will not act as a key managerial person in the Company for a period of not less than three years from the date of such reclassification.
6. The company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.
7. That the company or its promoters or whole-time directors are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.
8. Outgoing Promoter(s) are not a wilful defaulter as per the Reserve Bank of India Guidelines.
9. Outgoing Promoter(s) are not a fugitive economic offender.
10. That the company is compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI (Listing Obligation and Disclosure Requirement) and the proposed reclassification is not being initiated for achieving the Minimum Public Shareholding.
11. That trading in the shares of the company has not been suspended by the stock Exchanges
12. That the Company does not have any outstanding dues to the SEBI, the Stock Exchanges or Depositories.
13. In case the promoter(s) seeking re-classification fails to comply with the provision of sub-clause (i), (ii), (iii), (iv) and (v) of clause (b) of Regulation 31A(3), they shall be reclassified as promoter/persons belonging to promoter group, as stated in regulation 31A(4). The same will be intimated to the Exchange as soon as possible.
14. Promoter(s) seeking reclassification and persons related to reclassification have not voted to approve on the resolution for reclassification.
15. There is no pending regulatory action against promoter(s) seeking re-classification.

Yours faithfully (Name and contact details of signatory with designation)

Annexure III

Undertaking from promoter(s) seeking reclassification

Date:

To,
Listing Department,
CSE Limited,
7, Lyons Range
Kolkata-700001.

Sub: Application for Reclassification under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Listing Regulations), 2015

Dear Sir / Madam,

In connection with application for reclassification, I hereby confirm and certify that:

1. I along with persons related to me together:
 - a. do not hold more than ten percent of the total voting rights in the company.
 - b. do not exercise control over the affairs of the company, directly or indirectly.
 - c. do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements.
 - d. are not being represented on the board of directors (including not having a nominee director) of the Company
 - e. do not act as a key managerial person of the Company
 - f. are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines
 - g. are not fugitive economic offender

2. There is no pending regulatory action against me.

3. I shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 at all times from the date of re-classification, failing which, I shall be reclassified as promoter/person belonging to the promoter group of the company.

4. I shall comply with the conditions mentioned in the of sub-clauses (iv) and (v) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three years from the date of reclassification, failing which, I shall be reclassified as promoter/person belonging to promoter group of the company.

Your's faithfully
Name and Signature
Email Id & contact number

Annexure IV

Chronology of Events for Reclassification under Regulation 31A of SEBI (LODR) Regulations, 2015

Sr. No.	Particulars	Date of the Event
1	Receipt of Application by the Promoter to the Company along with requisite undertaking.	
2	Submission of intimation of receipt of promoter application by the Company to the Exchange	
3	Date of Board meeting wherein reclassification matter is considered and approved	
4	Submission of Minutes of the BOD meeting wherein the proposal of the promoter seeking reclassification has been considered (Please mention if not applicable)	
5	Date of Shareholder Meeting wherein reclassification has been approved. (Please mention if not applicable)	
6	Submission of reclassification application with the Stock Exchange	

