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| |  | | --- | | **List of details/ documents required for grant of approval under Regulation 37** | |
| **of the SEBI (LODR) Regulations, 2015** |
| **(Reduction of Capital under Section 66 of Companies Act, 2013)** |

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| **Sr. No.** | **List of Documents/ details to be submitted** |
| **1** | Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc |
| **2** | Valuation Report as per SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 |
| **3** | Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report. |
| **4** | Fairness opinion by merchant banker on valuation of assets / shares done by the valuer for the listed entity and unlisted company |
| **5** | Shareholding pattern in accordance with Regulation 31 (1) of the SEBI (LODR) Regulations, 2015 - for pre and post scheme of arrangement of the Companies. |
| **6** | Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company as per Annexure I |
| **7** | Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 |
| **8** | Corporate Governance Report as per Regulation 27 (2) (a) of the SEBI (LODR) Regulations, 2015 |
| **9** | Compliance report with the requirements specified in SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 as per Annexure II |
| **10** | Document required to submit wherein approval of shareholders to Scheme through postal ballot and e-voting (Para 1(A)(9)(a) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015) is not applicable: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 9 (a). b) Certified copy of Board of Director’s resolution approving the aforesaid auditor certificate. |
| **11** | Certificate from Statutory Auditors / Practicing Chartered Accountants / Practicing Company Secretary for Networth (Networth = Equity Share Capital + Free Reserves\*\* - Miscellaneous Expenditure written off, along with the detailed working) of the Company pre and post Scheme under Sections 101, 391 and 394 of the Companies Act, 1956. |
| **12** | Board resolution approving the scheme of arrangement. |
| **13** | Certified true copy of the resolution passed at the meeting of the shareholders approving the reduction. |
| **14** | Confirmation from the Company regarding the following: |
| a) | Undertaking in accordance with Regulation 11 of the SEBI (LODR) Regulations, 2015 i.e. scheme of arrangement /amalgamation /merger /reconstruction /reduction of capital etc. to be presented to any Court or Tribunal does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s). |
| b) | Rational behind the scheme of arrangement. |
| c) | Brief details about the business of the Companies. |
| **15** | Website link of the Company where the draft Scheme and other required documents shall be uploaded (Also submit soft copy of the documents) |
| **16** | Complaints Report as per Para 1(A)(6) of Annexure-II of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 |

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|  | Date |  | |
|  | Place |  | |
|  | Authorised Signatory and Stamp of the company |  | |
|  | Name |  | |
|  | Designation |  | |
|  |  |  |  |
| \* Provided that in case of Companies where the respective sectoral regulatory authorities have prescribed norms for accounting treatment of items in the financial statements contained in the scheme, the requirements of the regulatory authorities shall prevail. | | | |
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| \*\* Free Reserves to be considered as per Section 2(43) of the Companies Act, 2013. | | | |

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| |  | | --- | | **List of Documents to be submitted upon Sanction of the Scheme** | |
| **by the Hon'ble High Court** |

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| **Sr. No.** | **List of Documents** |
| **1** | Copy of the High Court approved Scheme |
| **2** | Result of voting by shareholders for approving the Scheme |
| **3** | Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme |
| **4** | Status of compliance with the Observation Letter |
| **5** | Complaints Report as per Annexure I |