

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.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	1-2
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the High Court.	3-24
3.	Valuation report from Independent Chartered Accountant <b>as applicable</b> as per Para I(A)(4) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.	NA
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	25-27
5.	Fairness opinion by Merchant Banker	NA
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	28-31
7.	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 <b>Annexure I</b> . <b>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.</b>	34-122
8.	Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as per <b>Annexure II</b>	123-137
9.	Complaint report as per Annexure III of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 (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 <b>Annexure III</b>	138
10.	Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 as per <b>Annexure IV</b>	139
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under <b>Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015</b> dated November 30, 2015, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: <ul style="list-style-type: none"> <li>a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a)</li> <li>b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.</li> </ul>	140-143



12.	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.	144
13.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at <b>Annexure V.</b>	145-152
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	153-156
15.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at <b>Annexure VI.</b>	157-158
16.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as <b>Annexure VII.</b>	159-160
17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para <b>(I)(A) (5)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015</b> dated November 30, 2015, as per the format given in <b>Annexure II of aforesaid SEBI circular. Format given in Annexure VIII</b>	161
18.	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.	162-186
19.	Processing fee (non-refundable) payable will be as below, though RTGS - Details given in <b>Annexure IX</b> or though Cheque/DD <b>favoring 'BSE Limited'</b> Rs.1,00,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.	187
20.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Neha Gupta 011-41611745 7838596868 guptaneha0990@gmail.com

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

Kindly also submit one additional set of the documents at sr. nos. 2 to 11 separately (hard copy as well as soft copy emailed to **"bse.schemes@bseindia.com"** mentioning company name as subject, for uploading on the Exchange website).

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.

