

Documents required to be submitted for approval under Clause 24(f) of the Listing Agreement, for the Scheme of Arrangement involving:

- (I) Capital Reduction Cases
- (ii) Utilization of Securities Premium A/c to write off debit balance in Profit And Loss A/c
- (iii) Arrangement with Creditors

Sr. No.	Documents to be submitted alongwith application under Clause 24(f) of the Listing Agreement	Page Nos.
1	Certified true copy of the resolution passed by the Board of Directors of the company.	
2	Certified copy of the Scheme / petition proposed to be filed before the High Court.	
3	Rationale of the proposed Scheme.	
4	Brief history and business of the company.	
5	Shareholding pattern of the company pre and post scheme as per amended Clause 35 of the Listing Agreement.	
6	Networth certificate (excluding Revaluation Reserve) together with related workings of the company pre and post scheme.	
7	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure I .	
8	Capital evolution of the company as per the format enclosed as Annexure II	
9	Annual Reports of the company for the last 3 years.	
10	Processing fee (non-refundable) of Rs.55,150/- (inclusive of Service Tax @ 10.30% of Rs.5,150/-) favoring 'Bombay Stock Exchange Limited'.	

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

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 Governing Board of the Exchange and other Exchange requirements.

ANNEXURE I

Format of the confirmation to be submitted by the company:

To,
The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of _____

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

- a) The proposed scheme of arrangement 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, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(f) of the Listing agreement or the requirements of Bombay Stock Exchange Limited.
- b) 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 the pre and post-arrangement (expected) capital structure and shareholding pattern.
- c) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

Date:

Managing Director/ Company Secretary

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ANNEXURE II

Details of Capital evolution:

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof