

## Table of Contents

| Particulars                                                                                                                                                                                                                                                                                                                      | Page No. |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| Preliminary                                                                                                                                                                                                                                                                                                                      | 3        |
| <b>Part I</b>                                                                                                                                                                                                                                                                                                                    |          |
| Requirements before the Scheme of arrangement is submitted for sanction by the National Company Law Tribunal (NCLT)                                                                                                                                                                                                              | 4-11     |
| A. Requirements to be fulfilled by Listed entity                                                                                                                                                                                                                                                                                 | 12       |
| B. Obligations of Stock Exchange(s)                                                                                                                                                                                                                                                                                              | 12       |
| C. Processing of the Draft Scheme by SEBI                                                                                                                                                                                                                                                                                        | 12       |
| <b>Part II</b>                                                                                                                                                                                                                                                                                                                   |          |
| Application for relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957                                                                                                                                                                                                                    |          |
| A. Requirements to be fulfilled by Listed Entity for Listing of Equity Shares                                                                                                                                                                                                                                                    | 13-16    |
| B. Application by a listed entity for Listing of warrants offered along with Non-Convertible Debentures (NCDs)                                                                                                                                                                                                                   | 17       |
| C. Requirements to be fulfilled by Stock Exchange(s)                                                                                                                                                                                                                                                                             | 17       |
| D. Processing of the Scheme by SEBI                                                                                                                                                                                                                                                                                              | 17       |
| Format for Auditor's Certificate                                                                                                                                                                                                                                                                                                 | 18-19    |
| Format for Report on Complaints                                                                                                                                                                                                                                                                                                  | 20       |
| Format of the Compliance Report to be submitted along with the draft scheme                                                                                                                                                                                                                                                      | 21       |
| Format for report on unpaid dues                                                                                                                                                                                                                                                                                                 | 22       |
| Format for Computation of Fair Share Exchange Ratio                                                                                                                                                                                                                                                                              | 23       |
| Format of the Compliance Report to be submitted along with the application for relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 ) if listing of Non-Convertible Redeemable Preference Shares (NCRPS) / Non-Convertible Debentures (NCDs) is envisaged through Scheme of Arrangement | 24       |
| Schedule I - List of Circulars                                                                                                                                                                                                                                                                                                   | 25       |