

## **Reclassification of Promoters and Promoter Group Shareholders**

### **Procedure for Reclassification of Promoters**

Pursuant to amendment of Regulation 31A of SEBI (LODR) Regulations, 2015 vide notification dated November 16, 2018 and May 05, 2021, the following procedure and checklist would become applicable for reclassification of promoter into public category.

1. Promoter shall apply to Company for seeking reclassification wherein the promoter shall mention in the request for reclassification to the listed entity the rationale for the same and a description as to how the conditions specified in clause (b) of sub-regulation (3) of Reg. 31A are satisfied.

Intimation to Exchange about receipt of such request from the promoter has to be submitted by the Company within 24 hours of receipt of such application.

2. The board of directors of the listed entity shall analyze such request in the immediate next board meeting or within three months from the date of receipt of the request from its promoter(s), whichever is earlier, and shall place the same before the shareholders in a general meeting for approval along with the views of the board of directors on the request. There shall be a time gap of at least one month but not exceeding three months between the dates of the board meeting and the shareholders' meeting considering the request of the promoter(s) seeking reclassification.

Minutes of board meeting shall be submitted to the Exchange within 24 hours of the conclusion of board meeting in which resolution regarding reclassification is approved.

3. The request of the promoter(s) seeking reclassification is required to be approved in the general meeting by an ordinary resolution in which the promoter(s) seeking reclassification and the persons related to him/her/it shall not vote to approve such reclassification request. The Outcome of the General Meeting shall be submitted to the Exchange as required under regulations applicable to the General Meetings. (Not applicable in cases (a) where the promoter(s) seeking reclassification and persons related to the promoter(s) seeking reclassification, together, do not hold more than one percent of the total voting rights in the listed entity; (b) where reclassification is pursuant to a divorce.)
4. After obtaining shareholders' approval in General Meeting, Company will submit the application for reclassification in prescribed format as per the checklist and with the relevant supporting documents within 30 days from the date of approval by shareholders in the General Meeting, to the Stock Exchange. In case of cases of applications where obtaining shareholders' approval in General Meeting is not

required, the Company shall submit the application for reclassification in prescribed format as per the checklist and with relevant supporting documents within 30 days from the date of Board Meeting in which the reclassification request was approved. Additionally, disclosure of the fact that such application has been filed with the Exchanges shall be submitted to the Exchange as intimation of material event within 24 hours of the filing of such application.

5. Exchange shall process the application subject to the application being complete in all respects and compliant with all applicable regulations.
6. In case of incomplete applications, company shall be provided opportunity to rectify the deficiencies. If the deficiencies are not rectified within 30 days of intimation of the same to the Company, the application shall be liable to be rejected and the processing fee paid by the company will be forfeited.
7. Letter of acceptance shall be issued to the company by the Exchange to effect the reclassification in the shareholding pattern subject to compliance with applicable SEBI regulations.
8. After Exchange approval / rejection of the reclassification application, same is also required to be disclosed as material event within 24 hours of communication of decision of the Exchange.

**Prerequisites for making Application:**

Application for Reclassification can be made subject to fulfilment of following prerequisites

1. The entities seeking to reclassify themselves under Public Category should be amongst those disclosed by the Company under Promoter and Promoter Group as per the latest shareholding pattern submitted to the Exchange.
2. Persons related to the promoter(s) seeking re-classification “shall mean such persons with respect to that promoter(s) seeking re-classification who fall under sub-clauses (ii), (iii) and (iv) of clause (pp) of Sub-regulation (1) of Regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018”.
3. Application shall be for prior approval only, i.e. cases where the Reclassification has not already been made effected.
4. As per the Regulations, the entity should be compliant with Minimum Public Shareholding (MPS) requirement as prescribed under Regulation 38 and trading in shares should not have been suspended. Further, there should be no outstanding dues against the company which is either payable to SEBI, Exchanges or Depositories.
5. The entity(ies) seeking reclassification shall not be represented on the board of directors (including as a nominee director) and shall not act as Key Managerial Person in the listed entity for a period of 3 years from the date of such re-classification.
6. The outgoing promoter should not be a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines and should not be a fugitive economic offender.
7. The promoter(s) seeking re-classification and persons relate to the promoters seeking reclassification:
  - a. shall not together hold more than ten percent of the total voting rights in the listed entity,
  - b. shall not exercise control over the affairs of the listed entity directly or indirectly, and
  - c. shall not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements.

Upon failure to comply with above continuous requirements, the outgoing promoter shall automatically be reclassified as promoter/ persons belonging to promoter group, as applicable.

8. If any public shareholder seeks to re-classify as promoter, it shall be required to make an open offer in accordance with the provisions of SEBI (SAST) Regulations 2011 as required under Listing Regulation 31A (5). No separate application needs to be done to the Exchange for this purpose, however intimation of the same may be provided to the Stock Exchange.
9. The company should submit reclassification application along with supporting documents to the Exchange within 30 days of conclusion of shareholder’s meeting.

For cases falling under the categories mentioned in the proviso (a) and (b) to Reg. 31A (3)(a)(iii), application should be submitted along with supporting documents to the Exchange within 30 days of conclusion of Board's meeting.

10. Reclassification application shall not be processed by the Exchange without the receipt of Reclassification fees.

**Timelines to be adhered to for Reclassification under Regulation 31A of SEBI (LODR) Regulations, 2015**

Sr. No.	Particulars	Duration
1	Application by the Promoter to the Company along with requisite undertaking.	Intimation to the Exchange within 24 hours of receipt of application.
2	Resolution must be passed in the meeting of Board of Directors for approving reclassification.	Intimation to the Exchange within 24 hours of conclusion of Board meeting.
3	Hold Shareholder's meeting and pass ordinary resolution for approving reclassification. Not applicable to the cases falling under the categories mentioned in the proviso to Reg. 31A (3)(a)(iii)	Ensure time gap of at least one month but not exceeding three months between the date of board meeting and the shareholder's meeting.  Intimation to the Exchange within 24 hours of conclusion of Shareholder meeting.
4	Submit reclassification application along with supporting documents to the Exchange within 30 days of conclusion of shareholder's meeting. For cases falling under the categories mentioned in the proviso to Reg. 31A (3)(a)(iii), application to be submitted along with supporting documents to the Exchange within 30 days of conclusion of Board's meeting	30 days of conclusion of shareholder's or Board meeting as applicable.  Intimation to the Exchange within 24 hours of submission of application for re-classification of status as promoter/public by the listed entity to the stock exchanges.
5	Deficiencies in application must be rectified by the company within 5 days of intimation.	30 days of receipt of intimation.
6	Letter of acceptance to be issued to the Company to effect the reclassification.	Intimation to the Exchange within 24 hours of receipt of Letter of acceptance by the company.

**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.	<p>List of promoter(s) seeking reclassification in the following format:</p> <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			
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																													
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Total																													
3.	<p>Certified true copy of request for re-classification made by the promoter(s) seeking reclassification, which includes:</p> <p>a. rationale for seeking such re-classification</p> <p>b. Details of compliance with conditions specified in clause (b) of regulation 31A(3)</p>																												
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.	<p>Certified true copy of the resolution passed by the shareholders at the General Meeting / through Postal Ballot approving the re-classification</p> <p><b>OR</b></p> <p>Confirmation from the Company (signed by Company Secretary) that:</p> <p>1. The promoter(s) seeking reclassification and persons related to the promoter(s) seeking reclassification, together hold _____</p>																												

	<p>&lt;mention total percentage holding of such promoters and persons related&gt; 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.	RTGS/ NEFT Payment of Rs. 50,000* + GST (18%) towards Processing Fees.

**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,  
BSE Limited,  
Listing Compliance Monitoring Cell,  
24<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Mumbai -400001

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 BSE Limited, Company is also listed at \_\_\_\_ (Mention the names of all Exchanges where Issuer is listed, in case Company is listed only at BSE, please mention 'no other exchange')

Please find enclose herewith the details of RTGS/ NEFT Payment made towards processing fees of Rs.50,000 + GST (18%).

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)



**Notes:** For designated bank details for Electronic transfer (RTGS/ NEFT), please refer Listing Centre. In case of further query w.r.t. bank details, you may write to the Exchange on [bse.regulation30@bseindia.com](mailto:bse.regulation30@bseindia.com)

Annexure II

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

Date:

To,  
The Deputy General Manager,  
Listing Compliance Monitoring Cell,  
24<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Mumbai -400001

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,  
The Deputy General Manager,  
Listing Compliance Monitoring Cell,  
24th Floor, P.J. Towers,  
Dalal Street, Mumbai -400001

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	

**Checklist for documents to be submitted for Reclassification under Regulation 31A(9) of the SEBI (LODR) Regulations, 2015**

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.	Copy of Order passed by NCLT approving the Resolution Plan under section 31 of the Insolvency Code <b>OR</b> Copy of an order passed by any other Regulator under any law
3.	Copy of SEBI letter granting relaxation to any condition, if any
4.	Extracts of the approved Resolution Plan highlighting relevant provisions related to reclassification.
5.	Pre and Post Reclassification shareholding pattern as per format prescribed under SEBI LODR Regulations, 2015
6.	Undertaking from the CS as per format enclosed in Annexure II
7.	Undertaking from the promoter(s) seeking reclassification inter alia stating that: In connection with application for reclassification, I hereby confirm and certify that post reclassification I shall have no direct or indirect exercise of control, over the affairs of the company
8.	RTGS/ NEFT Payment of Rs. 50,000* + GST (18%) towards Processing Fees

**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.
- Exchange reserves right to call for original documents at any time in the future.

**Annexure I**

**Application seeking approval for Reclassification**

Date:

To,  
BSE Limited,  
Listing Compliance Monitoring Cell,  
24th Floor, P.J. Towers,  
Dalal Street, Mumbai -400001

Sub: Application seeking approval for Reclassification under Regulation 31A(9) of SEBI (LODR) Regulations, 2015

The application for reclassification is made under Regulation 31A(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 pursuant to 'resolution plan approved under section 31 of the Insolvency Code 2016 approved vide order dated \_\_\_\_\_ ' **OR** 'order dated <date of order> passed by <name of any other Regulator> under <name of any law>' (Note: mention which ever applicable).

List of promoters seeking reclassification is given below:

Sr. No.	Name of promoter seeking reclassification	No. of shares	% of holding
1			
2			

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

Please find enclose herewith the details of RTGS/ NEFT Payment made towards processing fees of Rs.50,000 + GST (18%).

We hereby request you to kindly process our application for reclassification of promoter as public under Regulation 31A(9) of Listing Regulations 2015 and grant your approval.

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

Name and designation:

E-mail ID:

Cell No:

Telephone No:

Yours Faithfully,

(Name of signatory with designation)

**Notes: For designated bank details for Electronic transfer (RTGS/ NEFT), please refer Listing Centre. In case of further query w.r.t. bank details, you may write to the Exchange on [bse.regulation30@bseindia.com](mailto:bse.regulation30@bseindia.com)**



## Annexure II

### Undertaking by the Company (Signed by Company Secretary)

Date:

To,

The Deputy General Manager,  
Listing Compliance Monitoring Cell,  
24th Floor, P.J. Towers,  
Dalal Street, Mumbai -400001

Sub: Application for Reclassification under Regulation 31A(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [(Listing Regulations), 2015]

Dear Sir / Madam,

In connection with our application dated \_\_\_\_ for reclassification of promoter shareholders, we confirm and certify that:

- 1) Reclassification of promoters is pursuant to the resolution plan approved under section 31 of the Insolvency Code 2016, approved vide order dated \_\_\_\_ passed by Hon'ble NCLT  
**OR**  
Reclassification of promoters is pursuant to order dated < mention date> passed by <name of any other Regulator> under <name of any law>
- 2) The company has complied with the disclosure requirements as specified under Reg.31A(8) as applicable.
- 3) The event of reclassification will be disclosed to the Exchange as a material event in accordance with provisions of Regulation 31A(8)(d).
- 4) The company does not have any outstanding dues to the Exchanges.
- 5) Post reclassification there will be no direct or indirect exercise of control, over the affairs of the company by promoter(s) seeking reclassification..

**Yours faithfully**

Name and Stamp of the company

Name and Signature of Authorized Signatory

Designation

Email Id & contact number

**Checklist of documents to be submitted for Reclassification under Regulation 31A(10) of the SEBI (LODR) Regulations, 2015**

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.	Copy of NCLT Order approving the Scheme of Arrangement along with copy of the approved scheme (duly approved/stamped by NCLT ) highlighting relevant provisions related to reclassification <b>OR</b> Copy of the Letter of Offer and Post Offer advertisement in case of Open Offer, highlighting relevant provisions related to reclassification
3.	Copy of SEBI letter granting relaxation to any condition, if any
4.	Pre and Post Reclassification shareholding pattern as per format along with all the Annexure
5.	Undertaking from the CS as per format enclosed in Annexure II
6.	RTGS/ NEFT Payment of Rs. 50,000* + GST (18%) towards Processing Fees

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.
- Exchange reserves right to call for original documents at any time in the future.

## Annexure I

### Application seeking approval for Reclassification

Date:

To,  
BSE Limited,  
Listing Compliance Monitoring Cell,  
24th Floor, P.J. Towers,  
Dalal Street, Mumbai -400001

Sub: Application seeking approval for Reclassification under Regulation 31A(1) of SEBI (LODR) Regulations, 2015

The application for reclassification is made under Regulation 31A(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 pursuant to a Scheme of Arrangement approved by the Hon'ble NCLT vide order dated <date of order> **OR** pursuant to Open Offer made by (Name of the Acquirer Company) under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Note: mention which ever applicable).

List of promoters seeking reclassification is given below:

Sr. No.	Name of promoter seeking reclassification	No. of shares	% of holding
1			
2			

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

Please find enclose herewith the details of RTGS/ NEFT Payment made towards processing fees of Rs.50,000 + GST (18%).

We hereby seek approval for reclassification of above mentioned promoters as public pursuant to Regulation 31A (10) of Listing Regulations 2015.

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

Name and Designation:

E-mail ID:

Cell No:

Telephone No:

**Yours Faithfully,**

(Name of signatory with designation)

**Notes: For designated bank details for Electronic transfer (RTGS/ NEFT), please refer Listing Centre. In case of further query w.r.t. bank details, you may write to the Exchange on [bse.regulation30@bseindia.com](mailto:bse.regulation30@bseindia.com)**

**Annexure II**  
**Undertaking by the Company (Signed by Company Secretary)**

Date:

To,

The Deputy General Manager,  
Listing Compliance Monitoring Cell,  
24th Floor, P.J. Towers,  
Dalal Street, Mumbai -400001

Sub: Application for Reclassification under Regulation 31A(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

In connection with our application dated \_\_\_\_\_ for reclassification of promoter shareholders, we confirm and certify that:

- 1) Reclassification of promoters is pursuant to a Scheme of Arrangement between (Name of the Transferor Company) and (Name of the Transferee Company) approved by Hon'ble NCLT vide order dated \_\_\_\_\_  
**OR**  
Reclassification of promoters is pursuant to Open Offer made by (Name of the Acquirer Company) under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- 2) Outgoing Promoter(s) and persons related to the promoter(s) do not hold more than Ten percent of the total voting rights in the Company.
- 3) Post reclassification, the Outgoing promoter(s) will not exercise direct or indirect control over the affairs of the Company.
- 4) All special rights of the Outgoing Promoter(s) which were acquired by virtue of any shareholder agreements have been terminated.
- 5) 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.
- 6) 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.
- 7) 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.

- 8) The company or its promoters or whole-time directors are not in violation of the provisions of Regulation 34 of the SEBI Delisting Regulations, 2021.
- 9) Outgoing Promoter(s) are not a wilful defaulter as per the Reserve Bank of India Guidelines.
- 10) Outgoing Promoter(s) are not a fugitive economic offender.
- 11) 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.
- 12) Trading in the shares of the company has not been suspended by the stock Exchange.
- 13) The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or Depositories.
- 14) The company has complied with the disclosure requirements as specified under Reg.31A(8) as applicable.
- 15) The event of reclassification will be disclosed to the Exchange as a material event in accordance with provisions of Regulation 31A(8)(d).
- 16) 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.
- 17) There is no pending regulatory action against promoter(s) seeking re-classification.

**Yours faithfully**

Name and Stamp of the company

Name and Signature of Authorized Signatory

Designation

Email Id & contact number