

**Documents required to be submitted for approval under Clause 24(f) of the Listing Agreement, 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**

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.	1-4
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the High Court.	5-15
3.	Valuation report from Independent Chartered Accountant	NA
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	18-20
5.	Fairness opinion by merchant banker	NA
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per Clause 35 of the Listing Agreement.	26-61
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>	70-492
8.	Compliance Report as per clause 49 of the listing agreement as per <b>Annexure II</b>	21
9.	Complaint report as per <b>Annexure III</b> . (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	TO BE SUBMITTED
10.	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.	BSE 3-4
11.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at <b>Annexure IV</b> .	22-25
12.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	514-517
13.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at <b>Annexure V</b> .	67-69
14.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as <b>Annexure VI</b> .	16-17
15.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement, as per the format enclosed as <b>Annexure VII</b> .	518
16.	Annual Reports of the transferee/resulting and transferor/demerged companies for the last financial year.	72-492
17.	Processing fee (non-refundable) payable will be as below, <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.	519
18.	Name & Designation of the Contact Person :- DEEPAK TANNA, COMPANY SECRETARY Telephone Nos. (landline & mobile) :- 61994103 / 9324715292 Email ID :- deepak.tanna@futuregroup.in	SECRETARY

Kindly also submit one additional set of the documents at sr. nos. 2 to 9 separately (hard copy as well as soft copy emailed to "[bsa.schemes@bsaindia.com](mailto:bsa.schemes@bsaindia.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.