

CHECKLIST FOR COMPANIES DESIRING TO LIST ON THE BSE (SME)
INSTITUTIONAL TRADING PLATFORM

A. Documents at the time of In-principle approval :

1. Particulars of securities for which permission to deal is applied for.
2. Company should submit an updated Information document containing disclosures as specified in Schedule XIX A of SEBI (Listing of Specified Securities on Institutional Trading Platform) Regulation, 2013, duly certified by the Managing Director as well as Company Secretary or PCS, of the Company.
3. Copy of Memorandum and Articles of Association of the Company.
4. Copies of Annual Report for the last five years, or in the case of new companies, for such shorter period for which accounts have been made up.
5. Undertaking from the Managing Director as well as Company Secretary or PCS, stating that the following documents (as mentioned in 19 (1) of SCRR) will be produced to the Exchange as and when called for by the Exchange:
 - a) Certified copies of agreements or other documents relating to arrangements with or between Vendors and/ or promoters
 - b) Certified copies of agreements with
 - i) Selling agents
 - ii) Managing Directors and technical directors
 - iii) General Manager, sales manager, manager or secretary
 - c) Certified copy of every letter, report, balance sheet, valuation contract, court order or other document, part of which is reproduced or referred to in the information document , during the last 5 years
 - d) A statement containing particulars of the dates of, and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) together with a brief description of the terms, subject-matter and general nature of the documents.
6. Following documents that are required as per 19 (1) of SCRR:
 - a) Particulars of shares and debentures issued— (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option.
 - b) A statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of the securities granted to any person.
 - c) Particulars of shares forfeited.
 - d) A list of highest ten holders of each class or kind of securities of the company as on the date of application along with particulars as to the number of shares or debentures held by and the address of each such holder.
7. Confirmation from the Managing Director as well as Company Secretary or PCS both, that :
 - a) the securities of the Company are not listed on any Recognized Stock Exchange.

- b) The company has achieved point wise compliance with the Eligibility Criteria as specified under Reg. 106Y of SEBI (Listing of Specified Securities on Institutional Trading Platform) Regulation, 2013. As per Annexure I. **In case where, in terms of Reg. 106Y of ICDR, a Merchant Banker (MB) has made an investment in the Company of at least Rs. 50 lakhs, then the MB would be required to submit a Due Diligence certificate as per format given in Form A & Form H of Schedule VI of SEBI (ICDR) Regulations, 2009.**
- c) the Company satisfies at least one of the following requirements :
Net Tangible Assets of minimum Rs. 1 Crore. (Net fixed assets plus net Current assets)
OR
Net income* (excluding extraordinary and other income) of Rs. 50 Lacs as per the latest audited financials.
*(Net income = Sales – Purchases)
- d) There has been no change in the promoters of the Company in the preceding one year from date of filing of application with BSE for listing on the SME ITP platform.
- e) The minimum amount of investment shall be Rs. 10 crores or 25% of the listed capital of the ITP Company, whichever is higher. Further, the same should be locked in for a period of three years from the date of listing.

Bifurcation of Rs, 10 crores shall be as follows:

- Minimum investment of Rs. 50 lakhs by entities in equity shares of the company as prescribed by SEBI in its above referred circular with a lock- in for a period of three years for all entities
 - Balance amount of investment as per above limits (i.e. rupees ten crores or more, as the case may be) by any other SEBI approved categories of investors like qualified institutional buyers, etc. with a lock-in period of 3 years from the date of listing.
8. Details of erstwhile promoter group / subsidiary companies listed on BSE/ Other Recognized Exchanges to be submitted.
9. Latest Shareholding Pattern as per Clause 34 of the Listing Agreement, alongwith all its schedules to be submitted.
10. A certificate from Statutory Auditor / Practicing Company Secretary confirming compliance with Corporate Governance requirements in accordance with Clause 42 of the ITP Listing Agreement.
11. Copy of Tripartite agreements signed with both the depositories along with the ISIN allotted for the securities proposed to be listed.
12. Details of PAN/ DIN/ TAN of the company/directors/promoters/promoter group/ compliance officers
- i) Details of PAN / TAN of the company

Sr. No.	Name of the company	PAN of the company	TAN of the company

ii) Details of the PAN of the promoters, entities belonging to promoter group, Directors and Compliance Officer

Sr. No.	Name of the entities	Category (Promoter/Promoter group/ Director/ Compliance officer)	PAN of the person	DIN - only in case of Directors

13. Non-refundable processing fees as prescribed by the Exchange along with service tax as applicable drawn in favour of "BSE Ltd."

14. In case of any queries / clarifications, the under-mentioned official(s) of the company may be contacted:

Name & Designation of Contact Person(s)	
Telephone Nos. (landline & mobile)	
Email – id	

B. Documents at the time of listing :

1. Letter of application for listing as per Annexure I.
2. If any change / updation in the provided Information document at the In-Principle stage then the updated Information document as per Schedule XIX of SEBI (Listing of Specified Securities on Institutional Trading Platform) Regulation, 2013, as certified by the Managing Director and Company Secretary / PCS of the Company.
3. Lock-in confirmation of 20% of post listed capital of the Company held by promoter shall be provided for 3 years from the date of Listing.
4. Signing copy of the ITP Listing agreement on a Rs. 100/- stamp paper. All the pages to be initialed by two of the directors of the Company and on the last page Company's common seal to be affixed.
5. Non-refundable annual listing fees as prescribed by the Exchange along with applicable taxes, in favour of "BSE Ltd."
6. List of shareholders of the Company along with quantity of shares held on the date of listing of the company and state of holding i.e. Physical / Demat.
