

# SECRETARIAL AUDIT – SEBI GUIDELINES

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# SECRETARIAL AUDIT- SEBI GUIDELINES

SEBI (ICDR) REG. 2009

SEBI (Delisting) Reg. 2009

SEBI (Buy Back of Securities) Reg. 1998

SEBI (Insider Trading) Reg. 1992 & 2014

SEBI (SAST) Reg. 2011

SEBI (ESOS & ESPS) Guidelines 1999

SEBI (Debt Securities) Reg. 2008

SEBI (R & STA) Reg. 1993

# 1. SEBI (ICDR) REG. 2009

INITIAL PUBLIC OFFER

FURTHER PUBLIC OFFER

RIGHTS ISSUE

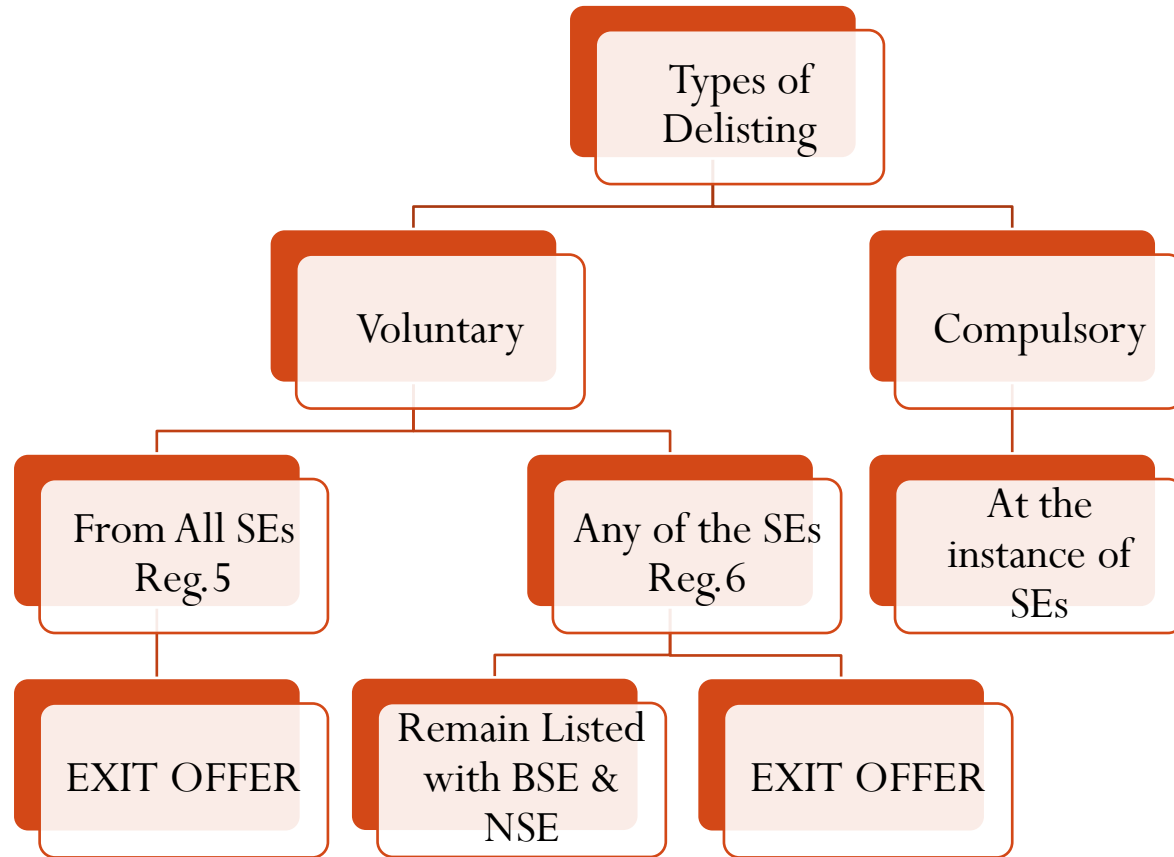
BONUS ISSUE

PREFERENTIAL ISSUE

QUALIFIED INST. PLACEMENT

INDIAN DEPOSITORY RECEIPTS

# 2. SEBI (Delisting) Reg. 2009



# PROCEDURE FOR DELISTING

## Remain Listed with BSE & NSE

- Board Approval
- Public Notice in 2 News Papers
- Application to SE
- Reporting in First Annual Report after Delisting.

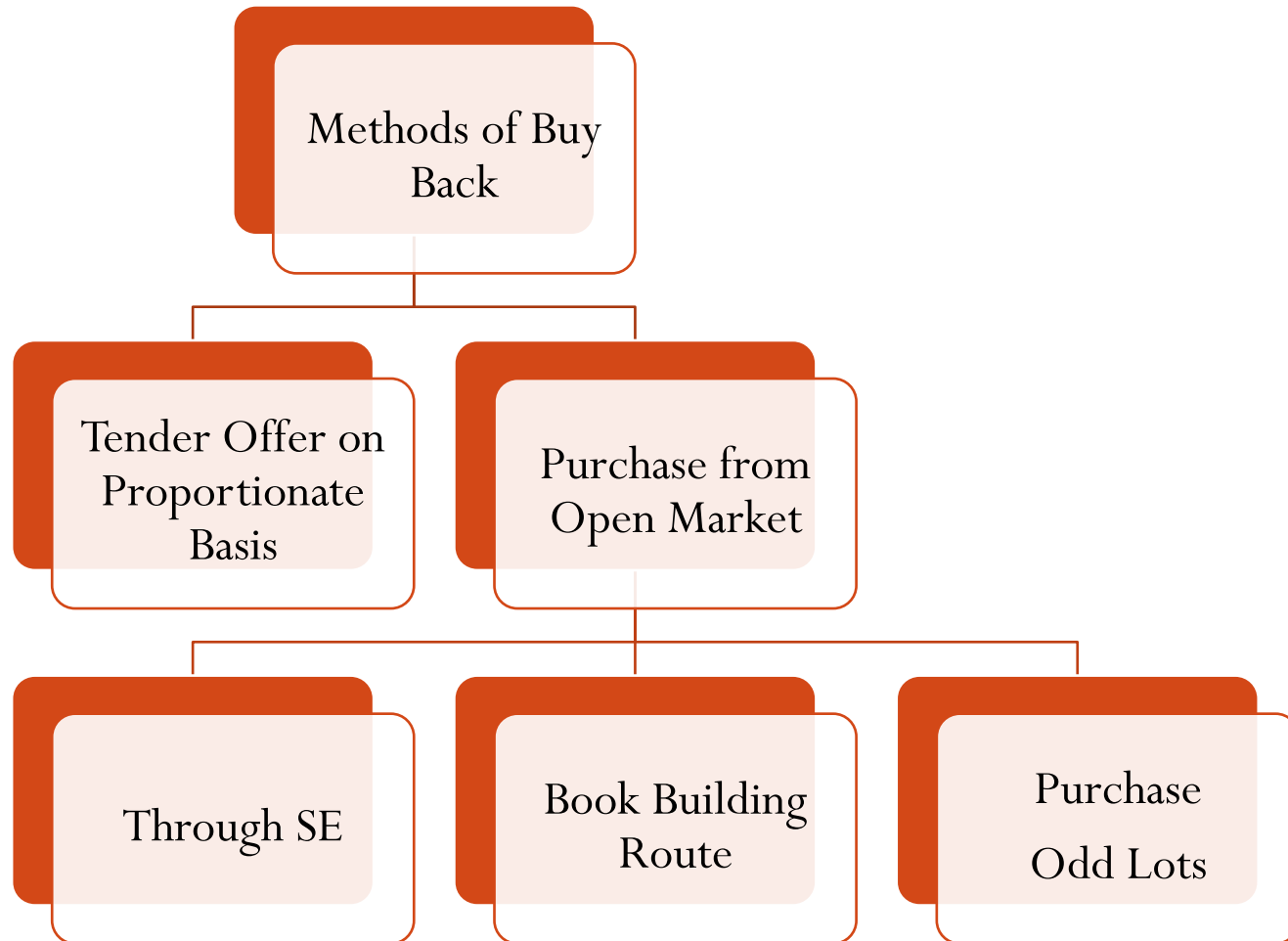
## EXIT OFFER

- Board Approval
- 2/3 Pub. SH Approval by Postal Ballot
- In principle Approval of SE
- Appoint Mer. Banker
- Public Announcement
- Escrow Account
- Send Letter of Offer
- Open & Close Offer
- Determination of Price
- Reject/ Accept Offer
- Payment &
- Transfer of Shares
- Final Application to SE

## COMPULSORY

- Non Compliances
- SE Board will Decide
- Appoint CA as Valuer
- Promoters have to purchase shares of Public Shareholders.

# 3. BUY BACK OF SECURITIES



# PROCEDURE FOR BUY BACK

Appoint Merchant Banker

Pass Board Resolution

File BR with SEBI & SE within 2 days

Pass Spl Res. u/s. 68

Make Public Announcement

File Letter of Offer (LOO) with SEBI

Despatch LOO after 21 days

Open Escrow Account

Open and Close Offer

Payment & Extinguish Share Certificates

# 4. INSIDER TRADING REGULATIONS

## Policies, etc.

- Disclosure of UPSI
- Monitoring of Insider Trading
- Appoint Compliance Officer
- Maintain List of Insiders

## Disclosures by Insiders

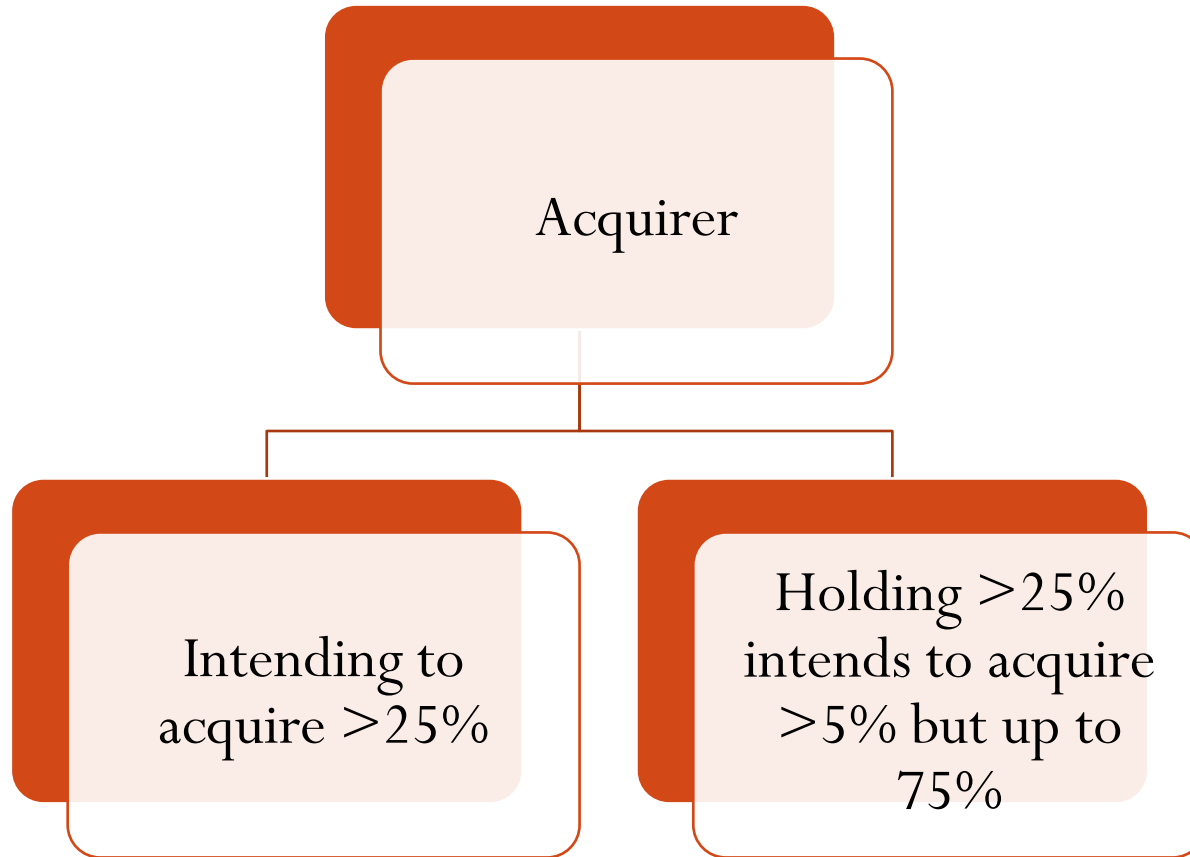
- Initial Disclosures
- Continuous Disclosures

## Disclosures by Company

- Within 2 days of receiving intimations from insiders.



# 5. SEBI (SAST) REGULATIONS



# COMPANY'S OBLIGATIONS

Not to alienate material assets

No material borrowings

Issue or allot any shares

No buy back of shares

No material contract

# 6. ESOS & ESPS GUIDELINES

Constitutions of Compensation Committee

Shareholders' Approval by Special Resolution

Separate Resolution for granting options to

- Employees of Holding or Subsidiary Companies
- Identified employees in excess of 1% of issued capital

Disclosure in Directors' Report

CA Certificate to be placed before each AGM

- regarding compliance of these Guidelines

Listing of ESOS & ESPS Shares

Ratification of Pre IPO ESOS & ESPS after IPO

# 7. DEBT SECURITIES REGULATIONS

Compliance with Listing Agreement

Periodical Credit Rating & Disclosure to SEs

Disseminate Change if any in Rating

Defaults to be displayed on Co's Website

Failure to Create Charge on Co's Website

# 8. R & STA REGULATIONS

Conditions of Regn. should be complied

Follow Code of Conduct

Maintain proper Records

Appoint Compliance Officer

Maintain Capital Adequacy Requirements

Redress Investors Grievances

Thanks

and

All the  
best