### SECRETARIAL AUDIT - SEBI GUIDELINES

<table>
<thead>
<tr>
<th>Guideline/Regulation</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>SEBI (ICDR) Reg. 2009</td>
<td></td>
</tr>
<tr>
<td>SEBI (Delisting) Reg. 2009</td>
<td></td>
</tr>
<tr>
<td>SEBI (Buy Back of Securities) Reg. 1998</td>
<td></td>
</tr>
<tr>
<td>SEBI (SAST) Reg. 2011</td>
<td></td>
</tr>
<tr>
<td>SEBI (ESOS &amp; ESPS) Guidelines 1999</td>
<td></td>
</tr>
<tr>
<td>SEBI (Debt Securities) Reg. 2008</td>
<td></td>
</tr>
<tr>
<td>SEBI (R &amp; STA) Reg. 1993</td>
<td></td>
</tr>
</tbody>
</table>
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

Types of Delisting

- Voluntary
  - From All SEs Reg. 5
    - EXIT OFFER
  - Any of the SEs Reg. 6
    - Remain Listed with BSE & NSE
- Compulsory
  - At the instance of SEs
    - EXIT OFFER
### 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

Methods of Buy Back

- Tender Offer on Proportionate Basis
- Purchase from Open Market
- Through SE
- Book Building Route
- Purchase Odd Lots
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

Acquirer

- Intending to acquire >25%
- Holding >25% intends to acquire >5% but up to 75%
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