

**SEBI
(LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS 2015**

A REFERENCER

**SEBI (LODR) SERIES –
SPECIFIED SECURITIES**



**THE INSTITUTE OF
Company Secretaries of India**

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament

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Published by :

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Chapter 1

INTRODUCTION AND FRAMEWORK

The Genesis

1992

In 1992, the Parliament, while notifying SEBI Act, had amended erstwhile Section 21 of Securities Contracts (Regulation) Act, 1956 (“SCRA”) delegating the powers of Government to SEBI, thereby giving power to SEBI to compel listing of securities by public companies.

1995

In 1995, the Parliament, by inserting section 11A to the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), gave a mandate to SEBI to make Regulations for specifying “matters relating to issue of capital, transfer of securities and other matters incidental thereto and the manner in which such matters shall be disclosed by the companies”, for the protection of investors. The Parliament, also made corresponding changes in Section 21 of SCRA to specify the following:

“Where securities are listed on the application of any person in any recognized stock exchange, such person shall comply with the conditions of the Listing Agreement with that stock exchange”.

2002

In 2002, the Parliament empowered SEBI to specify the requirement for listing and transfer of securities and matters incidental thereto without prejudice to provisions of section 21 of SCRA. In 2004, with the insertion of section 12A in SCRA, the Parliament further empowered SEBI to issue directions to any company whose securities are listed or proposed to be listed in a recognized stock exchanges.

The need for consolidated Regulations for listing of various types of securities

The Listing Agreement prescribes various initial and continuous disclosure norms to be made by the listed companies with the stock exchanges.

SEBI is empowered to specify the requirements for listing and transfer of securities and matters incidental thereto and to issue directions to any company whose securities are listed or proposed to be listed in a recognised stock exchange in the interest of investors, or orderly development of securities market. The modifications to provisions of Listing Agreement are prescribed by SEBI. The Listing Agreement has been modified from time to time to align with the regulatory requirements arising out of the dynamic changes in the capital market.

SEBI has prescribed separate Listing Agreements for different segments of the capital market viz. Equity (including Small and Medium Enterprises (“SME”), Non-Convertible Debt Securities (“Debt Securities”), Non Convertible Redeemable Preference Shares (“NCRPS”), Indian Depository Receipts (“IDRs”) and Securitized Debt Instruments (“SDIs”). All these agreements have different

requirements depending on the nature of security. Given the number of disclosure requirements specified in each of these Listing Agreement(s), a need was felt for laying down a regulatory framework for consolidating the listing obligations and disclosure requirements for listed entities across all these securities at one place.

With a view to consolidate and streamline the provisions of existing listing agreements for different segments of the capital market and to align the provision relating to listed entities with the Companies Act 2013, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 herein after referred as 'Listing Regulations' on September 2, 2015, after following the consultation process.

The new Listing Regulations have been structured to provide ease of reference by consolidating into one single document across various types of securities listed on the Stock exchanges.

Salient Features of New Regulations

The Listing Regulations have been sub-divided into two parts viz.

- a. substantive provisions incorporated in the main body of Regulations and
- b. procedural requirements in the form of Schedules to the Regulations.

The Listing Regulations provide principles for disclosures by listed entities and also include corporate governance principles. The Regulations have been incorporated under 12 different chapters and X schedules for the ease of comprehension. The main features of these regulations are as follows:

1. **Guiding Principles (Chapter II):** The regulations start by providing broad principles (in line with IOSCO Principles) for periodic disclosures by listed entities and also have incorporated the principles for corporate governance (in line with OECD principles). These principles underlie specific requirements prescribed in different chapters of the Regulations. In the event of the absence of specific requirements or ambiguity, these principles would serve to guide the listed entities.
2. **Common obligations applicable to all listed entities (Chapter III):** Obligations which are common to all listed entities have been enumerated. These include general obligation of compliance of listed entity, appointment of common compliance officer, filings on electronic platform, mandatory registration on SCORES, etc.
3. **Obligations which are applicable to specific types of securities (Chapter III to IX):** Obligations which are applicable to specific types of securities have been incorporated in separate chapters.
4. **Obligations of stock exchanges and provisions in case of default (Chapter X & XI):** Stock Exchanges have been given responsibility to monitor compliance or adequacy / accuracy of compliance with provisions of these regulations and to take action for non-compliance.
5. **Ease of Reference::** The related provisions have been aligned and provided at a common place for ease of reference. For example, all clauses dealing with disclosure of events or information which may be material or price sensitive spread across the Listing Agreement

have been provided as a schedule to the regulations. All disclosures required to be made on the website of the listed entity have been enumerated at a single place for ease of reference and all requirements pertaining to disclosures in annual report have been combined.

6. **Streamlining and segregation of initial issuance/listing obligations:** In order to ensure that there is no overlapping or confusion on the applicability of these regulations, pre-listing requirements have been incorporated in respective regulations viz. ICDR Regulations, ILDS Regulations, etc. These provisions pertain to allotment of securities, refund and payment of interest, 1% Security Deposit (in case of public issuance), etc. Post-listing requirements have been incorporated in Listing Regulations.
7. **Alignment with provisions of Companies Act, 2013:** Wherever necessary, the provisions in Listing Regulations have been aligned with those of the Companies Act, 2013.
8. **Uniform Listing Agreement:** A shortened version of the Uniform Listing Agreement is prescribed which is required to be signed by a company getting its any type of securities listed on Stock Exchanges. The first two pages are agreement and last page is a KYC Form. Listing Agreement will be kept updated from KYC Form. The company listing any type of security may simply update the type of security in this agreement, rather than signing a new agreement every time. Existing listed entities will be required to sign the shortened version within six months of the notification of the regulations i.e. upto February 2016. The format of Uniform Listing Agreement is placed as '**Annexure – A**'.

Date of Applicability of the Regulations

The entire Regulations came into force from 1st December 2015.

Exceptions : Two provisions of the regulations, which were facilitating in nature, were applicable from 2nd September 2015. These pertain to –

- (i) Passing of ordinary resolution instead of special resolution in case of all material related party transactions subject to related parties abstaining from voting on such resolutions, in line with the provisions of the Companies Act, 2013; [Regulation 23(4)] and
- (ii) Re-classification of promoters as public shareholders under various circumstances. (Regulation 31A)

Applicability of the regulations

These regulations shall apply to the listed entity who has listed any of the following designated securities on recognised stock exchange(s):

- a) specified securities listed on main board or SME Exchange or institutional trading platform;
- b) non-convertible debt securities, non-convertible redeemable preference shares, perpetual debt instrument, perpetual non-cumulative preference shares;
- c) Indian depository receipts;
- d) securitised debt instruments;
- e) units issued by mutual funds;

f) any other securities as may be specified by the Board.

Meaning of Listed Entity:

“Listed entity” means an entity which has listed, on a recognised stock exchange(s), the designated securities issued by it or designated securities issued under schemes managed by it, in accordance with the listing agreement entered into between the entity and the recognised stock exchange(s).

As per the regulations “designated securities” means any of the following securities –

- 1. Specified Securities:** Specified securities means ‘equity shares’ and ‘convertible securities’ as defined under clause (zj) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- 2. Non-Convertible Debt Securities:** ‘non-convertible debt securities’ which is ‘debt securities’ as defined under regulation 2(1)(e) of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 3. Non-Convertible Redeemable Preference Shares:** ‘Non-convertible redeemable preference shares’ shall have the same meaning as assigned to them in the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013;
- 4. Perpetual Debt Instrument:** ‘Perpetual debt instrument’ or ‘innovative perpetual debt instrument’ shall have the same meaning as assigned to them in the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013.
- 5. Perpetual Non-Cumulative Preference Shares:** ‘Perpetual non-cumulative preference share’ shall have the same meaning as assigned to them in the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013;
- 6. Indian Depository Receipts:** ‘Indian depository receipts’ means Indian depository receipts as defined in sub-section(48) of section 2 of the Companies Act, 2013;
- 7. Securitised Debt Instruments:** ‘Securitised debt instruments’ as defined in the Securities and Exchange Board of India (Public Offer and Listing of Securitised Debt Instruments) Regulations, 2008.

Obligations of listed entities

The obligations of listed entities have been classified under following categories –

- Common obligations (Applicable for all listed entities)
- Obligations of Listed entities which has listed its Specified Securities
- Obligations of Listed entities which has listed its Non-Convertible Debt Securities or Non-Convertible Redeemable Preference Shares or both

-
- Obligations of Listed entities which has listed its Specified Securities and either Non-Convertible Debt Securities or Non-Convertible Redeemable Preference Shares or both
 - Obligations of Listed entities which has listed its Indian depository receipts,
 - Obligations of Listed entities which has listed its securitised debt instruments
 - Obligations of Listed entities which has listed its units issued by mutual funds.

Chapter 2

PRINCIPLES GOVERNING DISCLOSURES AND OBLIGATIONS

Regulation 4 of the Listing Regulations, 2015 provides for broad principles for periodic disclosures and for corporate governance by listed entities.

PRINCIPLES FOR PERIODIC DISCLOSURES: The listed entity which has listed securities shall make disclosures and abide by its obligations under these regulations, in accordance with the following principles:

- (a) Information shall be prepared and disclosed in accordance with applicable standards of accounting and financial disclosure.
- (b) The listed entity shall implement the prescribed accounting standards in letter and spirit in the preparation of financial statements taking into consideration the interest of all stakeholders and shall also ensure that the annual audit is conducted by an independent, competent and qualified auditor.
- (c) The listed entity shall refrain from misrepresentation and ensure that the information provided to recognised stock exchange(s) and investors is not misleading.
- (d) The listed entity shall provide adequate and timely information to recognised stock exchange(s) and investors.
- (e) The listed entity shall ensure that disseminations made under provisions of these regulations and circulars made thereunder, are adequate, accurate, explicit, timely and presented in a simple language.
- (f) Channels for disseminating information shall provide for equal, timely and cost efficient access to relevant information by investors.
- (g) The listed entity shall abide by all the provisions of the applicable laws including the securities laws and also such other guidelines as may be issued from time to time by the Board and the recognised stock exchange(s) in this regard and as may be applicable.
- (h) The listed entity shall make the specified disclosures and follow its obligations in letter and spirit taking into consideration the interest of all stakeholders.
- (i) Filings, reports, statements, documents and information which are event based or are filed periodically shall contain relevant information.
- (j) Periodic filings, reports, statements, documents and information reports shall contain information that shall enable investors to track the performance of a listed entity over regular intervals of time and shall provide sufficient information to enable investors to assess the current status of a listed entity.

The above principles for periodic disclosures are based on the principles given by International Organization of Securities Commissions (IOSCO). IOSCO has framed certain principles of

disclosures recognizing that disclosure of reliable, timely information contributes to liquid and efficient markets by enabling investors to make investment decisions based on all the information that would be material to their decisions.

CORPORATE GOVERNANCE PRINCIPLES: The listed entity which has listed its specified securities shall comply with the corporate governance principles under following broad headings- :



(a) The rights of shareholders: The listed entity shall seek to protect and facilitate the exercise of the following rights of shareholders:

- (i) right to participate in, and to be sufficiently informed of, decisions concerning fundamental corporate changes.
- (ii) opportunity to participate effectively and vote in general shareholder meetings.
- (iii) being informed of the rules, including voting procedures that govern general shareholder meetings.
- (iv) opportunity to ask questions to the board of directors, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.
- (v) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of members of board of directors.
- (vi) exercise of ownership rights by all shareholders, including institutional investors.
- (vii) adequate mechanism to address the grievances of the shareholders.

(viii) protection of minority shareholders from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and effective means of redress.

(b) Timely information: The listed entity shall provide adequate and timely information to shareholders, including but not limited to the following:

- (i) sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be discussed at the meeting.
- (ii) Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership.
- (iii) rights attached to all series and classes of shares, which shall be disclosed to investors before they acquire shares.

(c) Equitable treatment: The listed entity shall ensure equitable treatment of all shareholders, including minority and foreign shareholders, in the following manner:

- (i) All shareholders of the same series of a class shall be treated equally.
- (ii) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of members of board of directors, shall be facilitated.
- (iii) Exercise of voting rights by foreign shareholders shall be facilitated.
- (iv) The listed entity shall devise a framework to avoid insider trading and abusive self-dealing.
- (v) Processes and procedures for general shareholder meetings shall allow for equitable treatment of all shareholders.
- (vi) Procedures of listed entity shall not make it unduly difficult or expensive to cast votes.

(d) Role of stakeholders in corporate governance: The listed entity shall recognise the rights of its stakeholders and encourage co-operation between listed entity and the stakeholders, in the following manner:

- (i) The listed entity shall respect the rights of stakeholders that are established by law or through mutual agreements.
- (ii) Stakeholders shall have the opportunity to obtain effective redress for violation of their rights.
- (iii) Stakeholders shall have access to relevant, sufficient and reliable information on a timely and regular basis to enable them to participate in corporate governance process.
- (iv) The listed entity shall devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

(e) Disclosure and transparency: The listed entity shall ensure timely and accurate disclosure on all material matters including the financial situation, performance, ownership, and governance of the listed entity, in the following manner:

- (i) Information shall be prepared and disclosed in accordance with the prescribed standards of accounting, financial and non-financial disclosure.

-
- (ii) Channels for disseminating information shall provide for equal, timely and cost efficient access to relevant information by users.
 - (iii) Minutes of the meeting shall be maintained explicitly recording dissenting opinions, if any.

(f) Responsibilities of the board of directors: The board of directors of the listed entity shall have the following responsibilities:

(i) Disclosure of information:

- (1) Members of board of directors and key managerial personnel shall disclose to the board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
- (2) The board of directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

(ii) Key functions of the board of directors-

- (1) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
- (2) Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
- (3) Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
- (4) Aligning key managerial personnel and remuneration of board of directors with the longer term interests of the listed entity and its shareholders.
- (5) Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of directors.
- (6) Monitoring and managing potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
- (7) Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- (8) Overseeing the process of disclosure and communications.
- (9) Monitoring and reviewing board of director's evaluation framework.

(iii) Other responsibilities:

- (1) The board of directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
- (2) The board of directors shall set a corporate culture and the values by which executives throughout a group shall behave.
- (3) Members of the board of directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
- (4) The board of directors shall encourage continuing directors training to ensure that the members of board of directors are kept up to date.
- (5) Where decisions of the board of directors may affect different shareholder groups differently, the board of directors shall treat all shareholders fairly.
- (6) The board of directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
- (7) The board of directors shall exercise objective independent judgement on corporate affairs.
- (8) The board of directors shall consider assigning a sufficient number of non-executive members of the board of directors capable of exercising independent judgement to tasks where there is a potential for conflict of interest.
- (9) The board of directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognised or exposes the listed entity to excessive risk.
- (10) The board of directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
- (11) When committees of the board of directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the board of directors.
- (12) Members of the board of directors shall be able to commit themselves effectively to their responsibilities.
- (13) In order to fulfil their responsibilities, members of the board of directors shall have access to accurate, relevant and timely information.
- (14) The board of directors and senior management shall facilitate the independent directors to perform their role effectively as a member of the board of directors and also a member of a committee of board of directors.

These principles of corporate governance are based on the OECD Principles of Corporate Governance. OECD has set out a framework for good practice which was agreed by the governments of 30 countries that are members of the OECD. They were designed to assist

governments and regulatory bodies in both OECD countries and elsewhere in drawing up and enforcing effective rules, regulations and codes of corporate governance. They also provide guidance for stock-exchanges, investors, companies and others that have a role in the process of developing good corporate governance. Broad principles of Corporate Governance given by OECD are given below:

- **Ensuring the basis for an effective corporate governance framework:** Corporate governance framework should promote transparent and fair markets, and the efficient allocation of resources. It should be consistent with the rule of law and support effective supervision and enforcement.
- **The rights and equitable treatment of shareholders and key ownership functions:** The corporate governance framework should protect and facilitate the exercise of shareholders' rights and ensure the equitable treatment of all shareholders, including minority and foreign shareholders. All shareholders should have the opportunity to obtain effective redress for violation of their rights.**Institutional investors, stock markets, and other intermediaries:** The corporate governance framework should provide sound incentives throughout the investment chain and provide for stock markets to function in a way that contributes to good corporate governance.
- **The role of stakeholders in corporate governance:** The corporate governance framework should recognise the rights of stakeholders established by law or through mutual agreements and encourage active co-operation between corporations and stakeholders in creating wealth, jobs, and the sustainability of financially sound enterprises.
- **Disclosure and transparency:** The corporate governance framework should ensure that timely and accurate disclosure is made on all material matters regarding the corporation, including the financial situation, performance, ownership, and governance of the company
- **The responsibilities of the board:** The corporate governance framework should ensure the strategic guidance of the company, the effective monitoring of management by the board, and the board's accountability to the company and the shareholders.

Chapter 3

OBLIGATIONS OF LISTED ENTITIES WHICH HAS LISTED ITS SPECIFIED SECURITIES

The listed entities which has listed its specified securities i.e. 'equity shares' and 'convertible securities' as defined under clause (zj) of sub-regulation (1) of regulation 2 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; on any recognised stock exchange(s) either on the main board or on SME Exchange or on institutional trading platform are required to abide by the following obligations :-



In this publication, we will be focusing on obligations pertaining to listed entities which have listed its specified securities i.e. equity shares or convertible securities only.

1. Common obligations broadly covers persons responsible for compliance, obligations of compliance officer, filing and preservation of documents, payment of Interest/dividend, grievance redressal etc.
2. Corporate Governance provisions covers Independent director, Board Composition, Board Committees, Board Policies Related party transactions, minimum holdings etc.
3. Intimations and disclosures covers prior intimations, event based/time based disclosures, website disclosures, disclosure of material events, etc.
4. Other obligations includes disclosure of holding specified securities, display of holding specified securities in the website of stock exchanges, e-voting, information to be published in news papers etc.

Chapter 4

COMMON OBLIGATIONS

The Listing regulations has specified the generic obligations or common obligations of listed entity with respect to filing of information, responsibilities of compliance officer, fees etc. and these requirements are applicable to all types of listed securities.

GENERAL OBLIGATION OF COMPLIANCE [Regulation (5)]

The listed entity shall ensure that the key managerial personnel, directors, promoters or any other person dealing with the listed entity complies with responsibilities or obligations, if any, assigned to them under these regulations.

It is observed that the obligations and responsibilities have been extended to any person dealing with the listed entity which would include Secretarial Auditors and Statutory Auditors also. Thus, all the professionals including company secretaries both in employment and practice will have to be more responsible while performing their duties.

APPOINTMENT OF COMPLIANCE OFFICER [Regulation (6)(1)]

A listed entity shall appoint a qualified **company secretary** as the compliance officer.

OBLIGATIONS OF COMPLIANCE OFFICER [Regulation (6)(1)]

The compliance officer of the listed entity shall be responsible for-

- (a) ensuring conformity with the regulatory provisions applicable to the listed entity in letter and spirit.
- (b) co-ordination with and reporting to the Board, recognised stock exchange(s) and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.
- (c) ensuring that the correct procedures have been followed that would result in the correctness, authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.
- (d) monitoring email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors:

APPOINTMENT OF SHARE TRANSFER AGENT [Regulation (7)]

- The listed entity shall appoint a share transfer agent or manage the share transfer facility in-house: However, , in the case of in-house share transfer facility, as and when the total number of holders of securities of the listed entity exceeds one lakh, the listed entity shall either register with the Board as a Category II share transfer agent or appoint Registrar to an issue and share transfer agent registered with the Board. [Regulation 7(1)]

- The listed entity shall ensure that all activities in relation to both physical and electronic share transfer facility are maintained either in house or by Registrar to an issue and share transfer agent registered with the Board. [Regulation 7(2)]
- The listed entity shall submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorised representative of the share transfer agent, wherever applicable, within one month of end of each half of the financial year, certifying compliance with the requirements of sub- regulation (2). [Regulation 7(3)]
- In case of any change or appointment of a new share transfer agent, the listed entity shall enter into a tripartite agreement between the existing share transfer agent, the new share transfer agent and the listed entity, in the manner as specified by the Board from time to time: In case the existing share transfer facility is managed in-house, the agreement referred above shall be entered into between the listed entity and the new share transfer agent. [Regulation 7(4)]
- The listed entity shall intimate such appointment, referred to in sub-regulation (4), to the stock exchange(s) within seven days of entering into the agreement. [Regulation 7(5)]
- The agreement referred to in sub-regulation (4) shall be placed in the subsequent meeting of the board of directors:

Regulation 7 relating to Appointment of Share Transfer Agents shall not be applicable to the units issued by mutual funds that are listed on recognised stock exchange(s).

CO-OPERATION WITH INTERMEDIARIES REGISTERED WITH THE BOARD [Regulation (8)]

The listed entity, wherever applicable, shall co-operate with and submit correct and adequate information to the intermediaries registered with the Board such as credit rating agencies, registrar to an issue and share transfer agents, debenture trustees etc, within timelines and procedures specified under the Act, regulations and circulars issued there under.

Regulation 8 is not applicable to the units issued by mutual funds and are listed on stock exchange as they are regulated by SEBI(Mutual Funds) Regulations 1996.

PRESERVATION OF DOCUMENTS [Regulation (9)]

The listed entity shall have a policy for preservation of documents, approved by its board of directors, classifying them in at least two categories as follows-

- (a) documents whose preservation shall be permanent in nature ;
- (b) documents with preservation period of not less than eight years after completion of the relevant transactions:

The documents specified in clause (a) and (b) above may be preserved in electronic mode.

E-FILING OF INFORMATION [Regulation (10)]

The listed entity shall put in place infrastructure for filing of the reports, statements, documents, filings and any other information with the recognised stock exchange(s) on the electronic platform as specified by SEBI or the recognised stock exchange(s). Therefore, all the reports, statements and documents will now be filed electronically. Physical filing has been totally eliminated now. Pursuant to this regulation, BSE has mandated the Listing Centre as the “Electronic Platform” for filing all filings and communication to be carried out by the Company.

The Bombay Stock Exchange has also launched a facility of XBRL based reporting for shareholding pattern in June 2015 and has recently extended it for reporting of Financial Results. BSE is providing a free Excel Utility to the companies listed on BSE. Users will be required to fill in data in the Excel utility available on BSE 'Listing Centre' which will generate the Financial Results in XBRL format after due validations. The Financial Results are required to be filed online through the 'Listing Centre'. BSE would be introducing XBRL filing facility for submissions under other relevant Clauses of the Listing Agreement also.

SCHEME OF ARRANGEMENT [Regulation (11)]

The listed entity shall ensure that any scheme of arrangement /amalgamation /merger / reconstruction /reduction of capital etc. to be presented to any Court or Tribunal does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s). The details covering filing of draft scheme are dealt under chapter 8.

PAYMENT OF DIVIDEND OR INTEREST OR REDEMPTION OR REPAYMENT [Regulation (12)]

The listed entity shall use any of the electronic modes of payment facility approved by the Reserve Bank of India, in the manner specified in Schedule I of the regulations, for the payment of the following:

- (ii) dividends;
- (iii) interest;
- (iv) redemption or repayment amounts:

Provided that where it is not possible to use electronic mode of payment, 'payable-at-par' warrants or cheques may be issued: Provided further that where the amount payable as dividend exceeds one thousand and five hundred rupees, the 'payable-at-par' warrants or cheques shall be sent by speed post.

GRIEVANCE REDRESSAL MECHANISM [Regulation (13)]

- The listed entity shall ensure that adequate steps are taken for expeditious redressal of investor complaints.
- The listed entity shall ensure that it is registered on the SCORES platform or such other electronic platform or system of the Board as shall be mandated from time to time, in order to handle investor complaints electronically in the manner specified by the Board.
- The listed entity shall file with the recognised stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter.
- The statement as specified in sub-regulation (3) shall be placed, on quarterly basis, before the board of directors of the listed entity.

FEEs AND OTHER CHARGES TO BE PAID TO THE RECOGNIZED STOCK EXCHANGE(S) [Regulation (14)]

The listed entity shall pay all such fees or charges, as applicable, to the recognised stock exchange(s), in the manner specified by the Board or the recognised stock exchange(s).

Chapter 5

CORPORATE GOVERNANCE UNDER LISTING REGULATIONS

The listed entities which has listed its specified securities on any recognised stock exchange(s) either on the main board or on SME Exchange or on institutional trading platform has to comply with certain corporate governance provisions which are specified in Regulations 17 to 27 of the Listing Regulations.

Exceptions

However, as per Regulation 15(2) of the Listing Regulations, the compliance with the corporate governance provisions as specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V shall not apply, in respect of following -

1. The listed entity having
 - *paid up equity share capital not exceeding rupees 10 crore and*
 - *net worth not exceeding rupees 25 crore, as on the last day of the previous financial year.*

(If the provisions of the regulations become applicable to a listed entity at a later date, such listed entity shall comply with the requirements those regulations within six months from the date on which the provisions became applicable to the listed entity.)

2. The listed entity which has listed its specified securities on the SME Exchange.
(For other listed entities which are not companies, but body corporate or are subject to regulations under other statues, the provisions shall apply to the extent that it does not violate their respective statutes and guidelines or directives issued by the relevant authorities.)

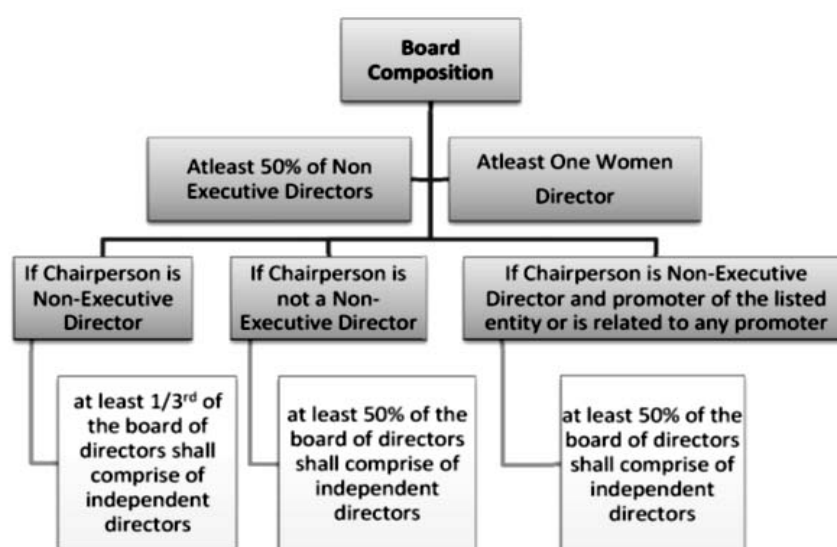
Notwithstanding any provisions under Regulation 15(2) stated above, the provisions of Companies Act, 2013 shall continue to apply, wherever applicable.

BOARD COMPOSITION [Regulation 17(1)]

The composition of board of directors of the listed entity shall be as follows:

- Board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and
- At least 50% of the board of directors shall comprise of non-executive directors.
- If the chairperson of the board of directors is a non-executive director, at least 1/3rd of the board of directors shall comprise of independent directors.
- If the chairperson of the board of directors is not a non-executive director, at least 50% of the board of directors shall comprise of independent directors.

- If the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least 50% of the board of directors of the listed entity shall consist of independent directors.



Definition of an independent director

According to regulation 16(1)(b) of the Listing Regulations, an “independent director” means a non-executive director, other than a nominee director of the listed entity -

- who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;
- who is or was not a promoter of the listed entity or its holding, subsidiary or associate company;
- who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
- who, apart from receiving director’s remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- none of whose relatives has or had pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or Rs. 50 lakh or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- who, neither himself, nor whose relative(s) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding,

subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

- (vii) who, neither himself, nor whose relative(s) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –
- a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
- (viii) who, neither himself, nor whose relative(s) holds together with his relatives 2% or more of the total voting power of the listed entity; or
- (ix) who, neither himself, nor whose relative(s) is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;
- (x) who, neither himself, nor whose relative(s) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;
- (xi) who is not less than 21 years of age.

Meaning of “related to any promoter”

- (i) if the promoter is a listed entity, its directors other than the independent directors, its employees or its nominees shall be deemed to be related to it;
- (ii) if the promoter is an unlisted entity, its directors, its employees or its nominees shall be deemed to be related to it.

OBLIGATIONS WITH RESPECT TO INDEPENDENT DIRECTORS [Regulation 25]

Maximum number of listed entities in which one can serve as Independent Director

- A person shall not serve as an independent director in more than 7 listed entities.
- If any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than 3 listed entities.

Tenure of Independent Directors

The maximum tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time.

As per section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and shall be eligible for re - appointment for another term of upto 5 consecutive years on passing of a special resolution by the Company. Provided that a person who has already served as an ID for five years or more in a company as on October 1, 2014 shall be eligible for re-appointment, on completion of his present term, for one more term of upto five years only. Provided further that an ID, who completes

his above mentioned term shall be eligible for appointment as ID in the company only after the expiration of three years of ceasing to be an ID in the company.

Separate meeting of Independent directors:

The independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting. The independent directors in this meeting shall, inter alia-

- (a) review the performance of non-independent directors and the board of directors as a whole;
- (b) review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors;
- (c) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

Liability of Independent directors:

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Appointment of new Independent director on removal or resignation of existing director

An independent director who resigns or is removed from the board of directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than the immediate next meeting of the board of directors or 3 months from the date of such vacancy, whichever is later.

If the listed entity fulfils the requirement of independent directors in its board of directors without filling the vacancy created by such resignation or removal, the requirement of replacement by a new independent director shall not apply.

Therefore, a listed entity must maintain the minimum number of Independent directors in its board in case of removal or resignation of any director at the earliest but not later than 3 months of such resignation or removal.

Familiarisation programmes for Independent directors:

The listed entity shall familiarise the independent directors through various programmes about the listed entity, including the following:

- (a) nature of the industry in which the listed entity operates;
- (b) business model of the listed entity;
- (c) roles, rights, responsibilities of independent directors; and
- (d) any other relevant information.

OBLIGATIONS WITH RESPECT TO DIRECTORS AND SENIOR MANAGEMENT [Regulation 26]

- (1) A director shall not be a member in more than ten committees or act as chairperson of more than five committees across all listed entities in which he is a director which shall be determined as follows:
 - (a) the limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded;
 - (b) for the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered.
- (2) Every director shall inform the listed entity about the committee positions he or she occupies in other listed entities and notify changes as and when they take place.
- (3) All members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and senior management on an annual basis.
- (4) Non-executive directors shall disclose their shareholding, held either by them or on a beneficial basis for any other persons in the listed entity in which they are proposed to be appointed as directors, in the notice to the general meeting called for appointment of such director
- (5) Senior management shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large.

Explanation.- For the purpose of this sub-regulation, conflict of interest relates to dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives etc.

BOARD COMMITTEES UNDER LISTING REGULATIONS



AUDIT COMMITTEE

Constitution of Audit Committee

Every listed entity shall constitute a qualified and independent audit committee in accordance with its terms of reference, subject to the following conditions: [Regulation 18(1)]

- Minimum three directors as members.
- Two-thirds ($2/3$ rd) of the members shall be independent directors.
- All members of audit committee shall be financially literate and at least 1 (one) member shall have accounting or related financial management expertise.
- The chairperson of the audit committee shall be an independent director and he shall be present at Annual general meeting to answer shareholder queries.
- The Company Secretary shall act as the secretary to the audit committee.
- The audit committee at its discretion shall invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee. However, occasionally the audit committee may meet without the presence of any executives of the listed entity.

Note:

- “Financially literate” shall mean the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows. A member shall be considered to have accounting or related financial management expertise if he or she possesses experience in finance or accounting, or requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a CEO, CFO or other senior officer with financial oversight responsibilities.

Number of Meetings:

The audit committee shall meet at least four (4) times in a year and not more than 120 shall elapse between two meetings. [Regulation 18(2)(a)]

Quorum:

The quorum for audit committee meeting shall either be

- 2 members or
- $1/3$ rd of the members of the audit committee, whichever is greater;
- with at least 2 independent directors. [Regulation 18(2)(b)]

The requirement of minimum 2 independent directors in the meeting of Audit Committee is new provision which must be complied by all the listed entities.

Powers of Audit Committee:

The audit committee shall have powers to investigate any activity within its terms of reference,

seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary. [Regulation 18(2)(c)]

Role of Audit Committee: [Regulation 18(3)]

The role of the audit committee shall include the following (Part C of Schedule II) -

- i. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (c) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (d) changes, if any, in accounting policies and practices and reasons for the same;
 - (e) major accounting entries involving estimates based on the exercise of judgment by management;
 - (f) significant adjustments made in the financial statements arising out of audit findings;
 - (g) compliance with listing and other legal requirements relating to financial statements;
 - (h) disclosure of any related party transactions;
 - (i) modified opinion(s) in the draft audit report;
- v. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- vii. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. approval or any subsequent modification of transactions of the listed entity with related parties;
- ix. scrutiny of inter-corporate loans and investments;
- x. evaluation of undertakings or assets of the listed entity, wherever it is necessary;

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- xi. evaluation of internal financial controls and risk management systems;
 - xii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - xiii. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - xiv. discussion with internal auditors of any significant findings and follow up there on;
 - xv. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - xvi. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - xvii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - xviii. to review the functioning of the whistle blower mechanism;
 - xix. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Information to be reviewed by the Audit Committee: [Regulation 18(3)]

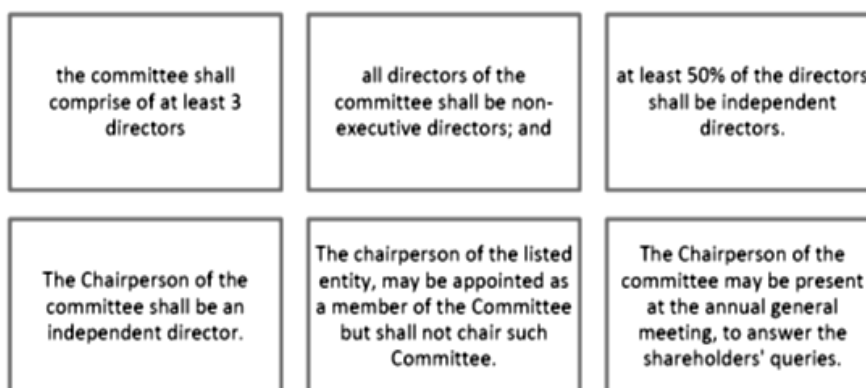
The audit committee shall mandatorily review the following information: (Part C of Schedule III)

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

NOMINATION AND REMUNERATION COMMITTEE

Constitution of Nomination and Remuneration Committee

The Board shall constitute the Nomination and Remuneration Committee as follows: [Regulation 19(1)]



Role of Nomination and Remuneration Committee: [Regulation 19(4)]

The role of the Nomination and Remuneration committee shall include the following- (Part D, Schedule II)

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

STAKEHOLDERS RELATIONSHIP COMMITTEE (REGULATION 20)

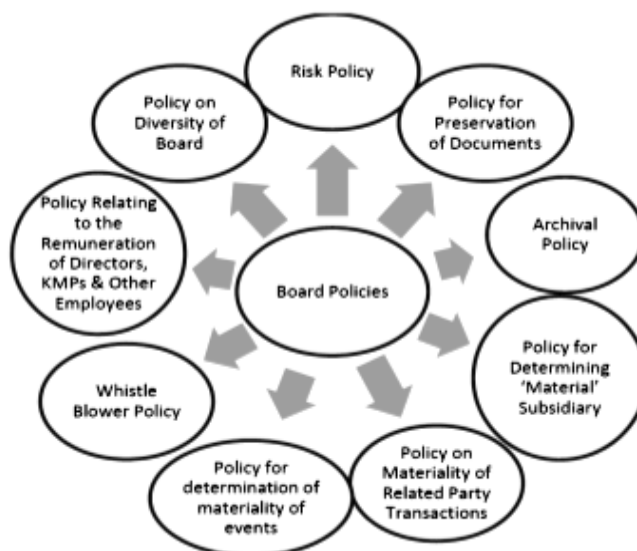
- The listed entity shall constitute a Stakeholders Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders.
- The board of directors shall decide other members of this committee.
- The chairperson of this committee shall be a non-executive director.
- The role of the Stakeholders Relationship Committee shall be to consider and resolve the

grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends. [Part E of Schedule II]

RISK MANAGEMENT COMMITTEE (REGULATION 21)

- The board of directors shall constitute a Risk Management Committee.
- The majority of members of Risk Management Committee shall consist of members of the board of directors.
- The Chairperson of the Risk management committee shall be a member of the board of directors and senior executives of the listed entity may be members of the committee.
- The board of directors shall define the role and responsibility of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit.
- **The provisions of this regulation shall be applicable to top 100 listed entities, determined on the basis of market capitalisation, as at the end of the immediate previous financial year.**

BOARD POLICIES TO BE FORMULATED UNDER LISTING REGULATIONS



1. **Risk policy:** The listed entity shall have a risk policy which shall be reviewed and guided by the board of directors. [Regulation 4(2)(f)(ii)(1)]
2. **Policy for preservation of documents:** The listed entity shall have a policy for preservation of documents, approved by its board of directors, classifying them in at least two categories as follows-
 - (a) documents whose preservation shall be permanent in nature ;

- (b) documents with preservation period of not less than eight years after completion of the relevant transactions. The documents may be preserved in electronic mode. [Regulation 9]
- 3. Archival Policy** The listed entities would identify all the documents which need to be preserved under various regulations relating to securities laws and then develop a suitable archival policy. According to Section 2 (zf) of Listing Regulations “securities laws” covers the following-
- The Listing regulations,
 - The Securities Contracts (Regulation) Act, 1956,
 - The Depositories Act, 1996,
 - The provisions of the Companies Act, 1956 and Companies Act, 2013, and the rules, regulations, circulars or guidelines made thereunder.
- 4. Policy for Determining ‘Material’ Subsidiary:** “Material subsidiary” shall mean a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. The listed entity shall formulate a policy for determining ‘material’ subsidiary. [Regulation 16(2)(c)]
- 5. Policy on Materiality of Related Party Transactions** A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions. [Regulation 23(1)]
- 6. Policy for determination of materiality of events:** The listed entity shall frame a policy for determination of materiality, duly approved by its board of directors, which shall be disclosed on its website. The policy shall be based on the following criteria for determination of materiality of events/ information:
- The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
 - In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event / information is considered material.
- 7. Whistle Blower Policy:** The listed entity shall formulate a vigil mechanism for directors and employees to report genuine concerns under which they can have direct access to the chairperson of the audit committee in appropriate or exceptional cases and formulate and disclose whistle blower policy. [Regulation 22 and 46 (2) (e)]
- 8. Policy relating to the remuneration of the directors, key managerial personnel and**

other employees: The listed entity shall formulate a policy on the remuneration of the directors, key managerial personnel and other employees. [Part- D, Schedule II (1)]

- 9. Policy on board diversity:** The listed entity shall formulate a policy on diversity of board of directors is mentioned as a role of nomination and remuneration committee. [Part- D, Schedule II (3)]

Minimum number of meetings of Board of Directors

The board of directors shall meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings. [Regulation 17(2)]

Duties/Obligations of Board of Directors

- The board of directors shall periodically review compliance reports pertaining to all laws applicable to the listed entity, prepared by the listed entity as well as steps taken by the listed entity to rectify instances of non-compliances. [Regulation 17(3)]
- The board of directors of the listed entity shall satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management. [Regulation 17(4)]
- The board of directors shall lay down a code of conduct for all members of board of directors and senior management of the listed entity which shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013. [Regulation 17(5)]
- The board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors after taking approval of shareholders in general meeting. However the requirement of obtaining approval of shareholders in general meeting shall not apply to payment of sitting fees to non-executive directors, if made within the limits prescribed under the Companies Act, 2013 for payment of sitting fees without approval of the Central Government. The approval of shareholders mentioned shall also specify the limits for the maximum number of stock options that may be granted to non-executive directors, in any financial year and in aggregate. Independent directors shall not be entitled to any stock option. [Regulation 17(6)]
- The board of directors shall be responsible for framing, implementing and monitoring the risk management plan for the listed entity. However, the listed entity shall lay down procedures to inform members of board of directors about risk assessment and minimization procedures. [Regulation 17(9)]
- The entire board of directors shall do the performance evaluation of independent directors, provided that in the evaluation process, the directors who are subject to evaluation shall not participate. [Regulation 17(10)]

MINIMUM INFORMATION TO BE PLACED BEFORE THE BOARD OF DIRECTORS [Regulation 17(7)]

The Part A of Schedule II of Listing Regulations specifies the minimum information to be placed before the board by the Company which includes following -

- A. Annual operating plans and budgets and any updates.

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- B. Capital budgets and any updates.
 - C. Quarterly results for the listed entity and its operating divisions or business segments.
 - D. Minutes of meetings of audit committee and other committees of the board of directors.
 - E. The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
 - F. Show cause, demand, prosecution notices and penalty notices, which are materially important.
 - G. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
 - H. Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
 - I. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.
 - J. Details of any joint venture or collaboration agreement.
 - K. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
 - L. Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
 - M. Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
 - N. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
 - O. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

COMPLIANCE CERTIFICATE [Regulation 17(8)]

The chief executive officer (CEO) and the chief financial officer (CFO) shall provide the following compliance certificate to the board of directors as specified in Part B of Schedule II.

COMPLIANCE CERTIFICATE

- a. They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

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- (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- c. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. They have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Vigil Mechanism

- The listed entity shall formulate a vigil mechanism for directors and employees to report genuine concerns.
- The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism.
- The vigil mechanism shall also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases. (Regulation 22)

RELATED PARTY TRANSACTIONS

Related party – Different Definitions

Under Listing regulations

Regulation 2(1) (zb) defines that "related party" means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards.

Under Companies Act 2013

According to Section 2(76) of Companies Act 2013, "related party", with reference to a company, means –

- (i) a director or his relative;
- (ii) a key managerial personnel or his relative;

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- (iii) a firm, in which a director, manager or his relative is a partner;
 - (iv) a private company in which a director or manager is a member or director;
 - (v) a public company in which a director or manager is a director or holds along with his relatives, more than two per cent. (2%) of its paid-up share capital;
 - (vi) any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
 - (vii) any person on whose advice, directions or instructions a director or manager is accustomed to act: Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;
 - (viii) any company which is –
 - a holding, subsidiary or an associate company of such company; or
 - a subsidiary of a holding company to which it is also a subsidiary;
 - (ix) such other person as may be prescribed;

the Companies (Specification of Definitions details) Rules 2014, a director other than an independent director or KMP of the holding company or his relative with reference to a company shall deemed to be related party.

Under IND AS 24

As per Ind AS 24- A related party is a person or entity that is related to the entity that is preparing its financial statements (i.e. the 'reporting entity')

- (a) A person or a close member of that person's family is related to a reporting entity if that person:
 - (i) has control or joint control over the reporting entity;
 - (ii) has significant influence over the reporting entity; or
 - (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
- (b) An entity is related to a reporting entity if any of the following conditions applies:
 - (i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity

is itself such a plan, the sponsoring employers are also related to the reporting entity.

- (i) The entity is controlled or jointly controlled by a person identified in (a).
- (ii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity)

Under Accounting Standard 18

Related party - parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and/or operating decisions.

Definition of related party transaction

Regulation 2(1) (zc) defines that “related party transaction” means a transfer of resources, services or obligations between a listed entity and a related party, regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Definition of relative

Regulation 2(1) (zd) specifies that “relative” means relative as defined under Section 2(77) of the Companies Act, 2013 and rules prescribed there under.

Thus, accordingly “relative”, with reference to any person, means any one who is related to another, if –

- (a) they are members of a Hindu Undivided Family;
- (b) they are husband and wife; or
- (c) one person is related to the other in the following manner, namely –
 - Father: Provided that the term “Father” includes step-father.
 - Mother: Provided that the term “Mother” includes the step-mother. Son: Provided that the term “Son” includes the step-son.
 - Son’s wife
 - Daughter
 - Daughter’s husband
 - Brother: Provided that the term “Brother” includes the step-brother;
 - Sister: Provided that the term “Sister” includes the step-sister.

Policy on materiality of related party transactions: The listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions.

When will a transaction with a related party be material?

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds

10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Approval of Audit Committee

All related party transactions shall require prior approval of the audit committee.

Omnibus Approval: Audit committee may grant omnibus approval for related party transactions proposed to be entered into by the listed entity subject to the following conditions-

- (a) the audit committee shall lay down the criteria for granting the omnibus approval in line with the policy on related party transactions of the listed entity and such approval shall be applicable in respect of transactions which are repetitive in nature;
- (b) the audit committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the listed entity;
- (c) the omnibus approval shall specify:
 - (i) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,
 - (ii) the indicative base price / current contracted price and the formula for variation in the price if any; and
 - (iii) such other conditions as the audit committee may deem fit provided where the need for related party transaction cannot be foreseen and aforesaid details are not available, audit committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.
- (d) the audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the listed entity pursuant to each of the omnibus approvals given.
- (e) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year:

Further, proviso to section 177(4)(iv) enables the Audit Committee to grant omnibus approval subject to conditions specified under Companies (Board and its Powers) Rules, 2014. It is to be noted that certain conditions are not in alignment with Listing Regulations.

Approval of the shareholders

All material related party transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

Exceptions

The approval of Audit committee and shareholders shall not be required in the following cases:

- (a) transactions entered into between two government companies;
- (b) transactions entered into between a holding company and its wholly owned subsidiary

whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

“Government company(ies)” means Government company as defined in sub-section (45) of section 2 of the Companies Act, 2013.

It may be noted that Ministry of Corporate Affairs vide its notification dated June 5 2015 exempted government companies to obtain shareholders approval for certain contracts. The exemption provisions relating to contracts between holding company and its wholly owned subsidiary are in alignment with Companies Act, 2013.

Other provisions

- The provisions of this regulation shall be applicable to all prospective transactions.
- For the purpose of this regulation, all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.
- All existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of these regulations.

CORPORATE GOVERNANCE REQUIREMENTS WITH RESPECT TO SUBSIDIARY OF LISTED ENTITY

Regulation 24 of listing regulations provides for the following corporate governance requirements with respect to subsidiary of listed entity -

- (1) At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, incorporated in India.
- (2) The audit committee of the listed entity shall also review the financial statements, in particular, the investments made by the unlisted subsidiary.
- (3) The minutes of the meetings of the board of directors of the unlisted subsidiary shall be placed at the meeting of the board of directors of the listed entity.
- (4) The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the listed entity, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary.

Explanation.- For the purpose of this regulation, the term “significant transaction or arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten percent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted material subsidiary for the immediately preceding accounting year.

- (5) A listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal.

- (6) Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal.
- (7) Where a listed entity has a listed subsidiary, which is itself a holding company, the provisions of this regulation shall apply to the listed subsidiary in so far as its subsidiaries are concerned.

Discretionary corporate governance requirements

The listed entity may, at its discretion, comply with following requirements as specified in Part E of Schedule II. [Regulation 27(1)]

- A. The Board: A non-executive chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties.
- B. Shareholder Rights: A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders.
- C. Modified opinion(s) in audit report: The listed entity may move towards a regime of financial statements with unmodified audit opinion.
- D. Separate posts of chairperson and chief executive officer: The listed entity may appoint separate persons to the post of chairperson and managing director or chief executive officer.
- E. Reporting of internal auditor: The internal auditor may report directly to the audit committee.

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE [Regulation 27(2)]

- The listed entity shall submit a quarterly compliance report on corporate governance in the format as specified in 'Annexure - D' within fifteen days from close of the quarter.
- The Report shall also include details of all material transactions with related parties.
- The report shall be signed either by the compliance officer or the chief executive officer of the listed entity.

The Compliance report on Corporate Governance has been changed from checkbox format to detailed report. It is compulsory for companies to submit the details of Board Meetings and Audit Committee quarterly. For other committees it has been made optional. Please refer to Annexure D for the requirement prescribed by SEBI with respect to report to be submitted within 6 month from the end of the Financial Year, Report to be placed before the Board including Secretarial Audit Report, etc. vide its Circular dated September 24, 2015.

IN-PRINCIPLE APPROVAL OF RECOGNIZED STOCK EXCHANGE(S) [Regulation 28]

The listed entity, before issuing securities, shall obtain an 'in-principle' approval from recognised stock exchange(s) in the following manner:

- (a) where the securities are listed only on recognised stock exchange(s) having nationwide trading terminals, from all such stock exchange(s);

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- (b) where the securities are not listed on any recognised stock exchange having nationwide trading terminals, from all the stock exchange(s) in which the securities of the issuer are proposed to be listed;
 - (c) where the securities are listed on recognised stock exchange(s) having nationwide trading terminals as well as on the recognised stock exchange(s) not having nationwide trading terminals, from all recognised stock exchange(s) having nationwide trading terminals:

The requirement of obtaining in-principle approval from recognised stock exchange(s), shall not be applicable for securities issued pursuant to the scheme of arrangement for which the listed entity has already obtained No-Objection Letter from recognised stock exchange(s) in accordance with regulation 37.

9) Compliance with Minimum Public Shareholding: The listed entity shall comply with the minimum public shareholding requirements specified in the Securities Contracts (Regulation) Rules, 1957 in the manner as specified by the Board from time to time. [Regulation 38]

SEBI vide its Circular dated 30th November 2015 has specified that in order to achieve the minimum level of public shareholding specified in Rule 19(2)(b) and/or Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the Listed Entity shall adopt any of the following methods-

- i. Issuance of shares to public through prospectus; ii.
- ii. Offer for sale of shares held by promoters to public through prospectus;
- iii. Sale of shares held by promoters through the secondary market in terms of SEBI circular CIR/MRD/DP/05/2012 dated February 1, 2012;
- iv. Institutional Placement Programme (IPP) in terms of Chapter VIIIA of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- v. Rights Issue to public shareholders, with promoter/promoter group shareholders forgoing their entitlement to equity shares, that may arise from such issue;
- vi. Bonus Issues to public shareholders, with promoter/promoter group shareholders forgoing their entitlement to equity shares, that may arise from such issue;
- vii. Any other method as may be approved by SEBI on a case to case basis. For this purpose, the listed entities may approach SEBI with appropriate details. SEBI would endeavor to communicate its decision within 30 days from the date of receipt of the proposal or the date of receipt of additional information as sought from the company.

Chapter 6
CORPORATE GOVERNANCE - LISTING REGULATIONS VIS-A-VIS
COMPANIES ACT 2013

<i>Sl. No.</i>	<i>Particulars</i>	<i>Listing Regulations</i>	<i>Companies Act 2013</i>
1.	Size of the Board	<p>Regulation 17(1)(a)</p> <p>The board of directors shall have an optimum combination of executive and non-executive directors.</p>	<p>Section 149 (1)</p> <p>It stipulates the minimum number of director as three in case of public company, two in case of private company and one in case of One Person Company. The maximum number of directors stipulated is 15.</p>
2.	Board Composition	<p>Regulation 17(1)</p> <ul style="list-style-type: none"> • At least 50% of the board of directors shall comprise of non-executive directors. • If the chairperson of the board of directors is a non-executive director, at least 1/3rd of the board of directors shall comprise of independent directors. • If the chairperson of the board of directors is not a non-executive director, at least 50% of the board of directors shall comprise of independent directors • If the regular non-executive chairperson is a promoter of the listed entity 	<p>Section 149(4) provides that every public listed Company shall have at-least one third of total number of directors as independent directors and Central Government may further prescribe minimum number of independent directors in any class or classes of company.</p> <p>Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 prescribes that the following class or classes of companies shall have at least two independent directors:</p> <ul style="list-style-type: none"> • Public Companies having paid-up share capital of 10 crore rupees or more; or

		or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least 50% of the board of directors of the listed entity shall consist of independent directors.	<ul style="list-style-type: none"> • Public Companies having turnover of 100 crore rupees or more; or • Public Companies which have, in aggregate, outstanding loans, debentures and deposits, exceeding 50 crore rupees.
3.	Appointment of Woman Director	<p>Regulation 17(1)(a)</p> <p>The Board of Directors of the Listed Entity shall have at least one woman director.</p>	<p>Section 149(1) and Companies (Appointment and Qualification of Directors) Rules, 2014</p> <p>Rule (3) read with Section 149(1) provides that –</p> <p>(i) every listed company;</p> <p>(ii) every other public company having –</p> <p>(a) paid-up share capital of Rs.100 crores or more; or</p> <p>(b) turnover of Rs.300 crore or more shall appoint at least one woman director.</p> <p>A company shall comply with provisions within a period of six months from the date of its incorporation. Any intermittent vacancy of a woman director shall be filled up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy whichever is later.</p>
4.	Maximum No. of directorship of IDs.	<p>Regulation 25 (1)</p> <p>A person shall not serve as an independent director in more than seven listed Entities.</p>	<p>Section 165</p> <p>A person shall not hold office as a director, including any alternate directorship in more</p>

	Any person who is serving as a whole time director in any listed Entity shall serve as an independent director in not more than three listed Entities.	than 20 companies at the same time. The maximum no. of public companies in which a person can be appointed as a director shall not exceed 10.
5. Maximum tenure of IDs	<p>Regulation 25 (2)</p> <p>It shall be in accordance with the Companies Act 2013 and rules made there under, in this regard, from time to time.</p>	<p>Section 149 (10) & (11)</p> <p>Subject to the provisions of Section 152(2), an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.</p> <p>No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.</p>
6. Performance evaluation of IDs	<p>Regulation 17 (10) and Regulation 19 (4)</p> <p>a. The Nomination Committee shall lay down the evaluation criteria for performance evaluation of independent directors.</p> <p>b. The Listed Entities shall disclose the criteria for performance evaluation, as laid down by the Nomination Committee, in its Annual Report.</p> <p>c. The performance</p>	<p>Section 178(2) read with Schedule IV</p> <p>The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.</p> <p>The performance evaluation of</p>

		evaluation of independent directors shall be done by the entire Board of Directors.	independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.
		d. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.	On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.
7.	Separate meeting of IDs	<p>Regulation 25(3)</p> <p>The IDs shall hold at least one meeting in a year, without the attendance of non independent directors and members of management.</p> <p>All the independent directors of the Listed Entity shall strive to be present at such meeting.</p>	<p>Section 149 read with Schedule IV</p> <p>IDs of the company shall hold at least one meeting in a year, without the attendance of non independent directors and members of management. All the independent directors of the company shall strive to be present at such meeting.</p> <p>Here, “Year” means Calendar year as referred in SS-I.</p>
8.	Familiarisation Programme for Independent Director	<p>Regulation 25(7)</p> <p>The Listed Entity shall familiarise the independent directors with the Listed Entity, their roles, rights, responsibilities in the Listed Entity, nature of the industry in which the Listed Entity operates, business model of the Listed Entity, etc.</p> <p>The details of such familiarisation programme shall be disclosed on Listed Entity website and a web link thereto shall also be given in the Annual Report.</p>	<p>Schedule IV specifies that the Independent Directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.</p>
9.	Prohibited Stock options for IDs	<p>Regulation 17(6)(d)</p> <p>IDs shall not be entitled to any stock options.</p>	<p>Section 197(7)</p> <p>IDs shall not be entitled to any stock option.</p>

10. Filing of Casual Vacancy of IDs	Regulation 25(6)	Schedule IV, Section VI
	An independent director who resigns or is removed from the Board of the Listed Entity shall be replaced by a new independent director at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy, whichever is later. Provided that, where the Listed Entity fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.	Second proviso to Rule 4 of Chapter "Appointment of Directors" states that any intermittent vacancy of an independent director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later. An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be. Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new Independent Director shall not apply.
11. Succession planning	Regulation 17(4)	There is no such provision.
	The Board of the Listed Entity shall satisfy itself that plans are in place for orderly succession for appointments to the Board and to senior management.	
12. Code of Conduct of Board of Directors & Senior Management	Regulation 17(5)	Section 149(8) provides that the company and the independent directors shall abide by the provisions specified in Schedule IV.
	The board shall lay down a code of conduct for all Board members and seniors management of the Listed	

Entity. The code of conduct shall be posted on the website of the Listed Entity.

All Board members and senior management personnel shall affirm compliance with the code on an annual basis. The Annual Report of the Listed Entity shall contain a declaration to this effect signed by the CEO. The Code of Conduct shall suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013.

13. Liability of IDs

Regulation 25 (5)

An independent director shall be held liable, only in respect of such acts of omission or commission by a Listed Entity which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect of the provisions contained in the Listing Agreement.

Regulation 17(5)(b) states that the Code of Conduct shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013.

Section 149 (12)

An independent director; a NED not being promoter or KMP, shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

14. Vigil mechanism

Regulation 22

The Listed Entity shall establish a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Listed

Section 177 (9) read with Rule 7 of Companies (Meeting of Board and its Power) Rules, 2014

Every listed company or such class or classes of companies to establish a Vigil mechanism

Entity code of conduct or ethics policy. This mechanism should also provide for adequate safeguards against victimization of director(s)/ employee(s) who avail of the mechanism and also provide for direct access to the chairperson of the Audit Committee in exceptional cases. The details of establishment of such mechanism shall be disclosed by the Listed Entity on its website and in the Board's report.

for directors and employees to report genuine concern. The details of establishment of Vigil mechanism shall be disclosed by the company in the website, if any, and in the Board's Report.

Rule 7 of Companies (Meeting of Board and its Power) Rules, 2014 states that the companies which are required to constitute an audit committee shall oversee the vigil mechanism through the committee and if any of the members of the committee have a conflict of interest in a given case, they should rescue themselves and the others on the committee would deal with matter on hand.

The Vigil Mechanism shall provide adequate safeguards against victimization of employees and directors who avail of the Vigil mechanism and also provide for direct access to the chairperson of the Audit committee or the director nominated to play the role of audit committee, as the case may be, in exceptional cases.

15. Qualification of IDs

The qualifications of IDs are not specified in the Listed Regulation.

Rule 5 of Companies (Appointment and Qualification of Directors) Rules, 2014

An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales,

		marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.
16. Constitution of Audit Committee	<p>Regulation 18</p> <p>A listed Entity shall set up a qualified and independent audit committee shall be set up, giving the terms of reference subject to the following:</p> <ol style="list-style-type: none"> 1. The audit committee shall have minimum three directors as members. Two-thirds of the members of audit committee shall be independent directors. 2. All members of audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise. 3. The chairperson of the Audit Committee shall be an Independent Director. 	<p>Section 177 read with Rule 6 of Companies (Meeting of Board and Its Powers) Rules, 2014 states that the Board of directors of every listed company and such class of companies as prescribed under Rule 6, shall constitute an Audit Committee.</p> <p>The Audit Committee shall consist of a minimum three directors with independent directors forming a majority provided that majority of members of Audit Committee including its chairperson shall be person with ability to read and understand the financial statement.</p>
17. Constitution of Nomination & Remuneration Committee	<p>Regulation 19</p> <p>The Listed Entity through its Board of directors shall constitute the nomination and remuneration committee which shall comprise at least 3 directors, all of whom shall be non executive directors and at least ½ shall be independent.</p>	<p>Section 178 and Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014</p> <p>The Board of directors of every listed companies and such class or classes of companies as prescribed under Rule 6, shall constitute a Nomination and Remuneration Committee</p>

- A. Chairperson of the committee shall be an Independent Director. Provided that the chairperson of the Listed Entity (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.
- B. The role of the committee shall, inter-alia, include the following:
1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, KMP and other employees;
 2. Formulation of criteria for evaluation of IDs and the Board;
 3. Devising a policy on Board diversity;
 4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board
- of the Board. The above mentioned companies shall constitute the Nomination and Remuneration Committee consisting of 3 or more non executive directors out of which not less than one half shall be IDs.
- The chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee. The Nomination and Remuneration Committee shall-
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal, carry out evaluation of every director's performance.
 - Formulate the criteria for determining qualifications, positive attributes and independence of a director and Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- The Nomination and Remuneration Committee shall while formulating the policy ensure that-
- (a) the level and composition

appointment and removal. The Listed Entity shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

C. The Chairperson of the nomination and remuneration committee could be present at the AGM, to answer the shareholders' queries.

However, it would be up to the Chairperson to decide who should answer the queries.

of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

The policy shall be disclosed in the Board's report.

18. Risk management

Regulation 21

The top 100 Listed entities, determined on the basis of market capitalisation shall lay down procedures to inform Board members about the risk assessment and minimization procedures

The Board shall be responsible for framing, implementing and monitoring the risk management plan for the Listed Entity.

The Listed Entity through its Board of Director shall constitute a Risk Management Committee. The Board shall

Section 134(3)(n)

The Board's report as prescribed under Section 134(3) required to include in the Board's Report, a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company.

define the roles and responsibilities of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit.

The majority of Committee shall consist of members of the Board of Directors.

Senior executives of the Listed Entity may be members of the said Committee but the Chairperson of the Committee shall be a member of the Board of Directors.

19. Related Party

Clause 2(zb)

For the purpose of Listing Regulation, an entity shall be considered as related to the Listed Entity if:

- i. Such entity is a related party under Section 2(76) of the Companies Act, 2013; or
- ii. Such entity is a related party under the applicable accounting standards.

Section 2(76)

“Related party”, with reference to a company, means –

- (i) a director or his relative
- (ii) a KMP or his relative;
- (iii) a firm, in which a director, manager or his relative is a partner;
- (iv) a private company in which a director or manager or his relative is a member or director;
- (v) a public company in which a director or manager is a director and holds along with his relatives, more than 2% of its paid-up share capital;
- (vi) anybody corporate whose Board of Directors, managing director or manager is

accustomed to act in accordance with the advice, directions or instructions of a director or manager;

(vii) any person on whose advice, directions or instructions a director or manager is accustomed to act;

(viii) any company which is :

(A) a holding, subsidiary or an associate company of such company; or

(B) a subsidiary of a holding company to which it is also a subsidiary.

(viii) such other person as may be prescribed. Rule 3 of the Companies (Specification of Definitions Details) Rules, 2014 provides that a director or key managerial personnel of the holding company or his relative with reference to a company shall be deemed to be a related party.

20. Disclosure of RPTs

Regulation 27(2)(a)

Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.

The Listed Entity shall disclose the policy on dealing with RPTs on its website and a web link

Section 134 (3)(h) mandates that Board's Report shall contain particulars of contracts or arrangements with related party as referred in section 188 of the Companies Act, 2013 in Form AOC-2[Rule 8 of Companies (Accounts) Rules, 2014]

		thereto shall be provided in the Annual Report.	
21.	Disclosure of different Accounting standard	<p>Regulation 34 (3) read with Schedule V</p> <p>Where in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has been followed, the fact shall be disclosed in the financial statements, together with the management's explanation as to why it believes such alternative treatment is more representative of the true and fair view of the underlying business transaction in the Corporate Governance Report.</p>	<p>Section 129 (5)</p> <p>Where the financial statements of a company do not comply with the accounting standards, the company shall disclose in its financial statements, the deviation from the accounting standards, the reasons for such deviation and the financial effects, if any, arising out of such deviation.</p>
22.	Disclosure on Remuneration	<p>Regulation 34 (3) read with Schedule V</p> <ol style="list-style-type: none"> 1. All pecuniary relationship or transactions of the non-executive directors vis-à-vis the Listed Entity shall be disclosed in the Annual Report. 2. In addition to the disclosures required under the Companies Act, 2013, the following disclosures on the remuneration of directors shall be made in the section on the corporate governance of the Annual Report: <ol style="list-style-type: none"> a. All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock 	<p>Section 197 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014</p> <ol style="list-style-type: none"> 1) Every listed company shall disclose in the Board's report: <ol style="list-style-type: none"> (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year. (ii) the percentage increase in remuneration of each director, CFO, CEO, CS or Manager, if any, in the financial year; (iii) the percentage increase in the median remuneration of employees in the financial year;

options, pension etc.

b. Details of fixed component and performance linked incentives, along with the performance criteria.

c. Service contracts, notice period, severance fees.

d. Stock option details, if any – and whether issued at a discount as well as the period over which accrued and over which exercisable.

3. The Listed Entity shall publish its criteria of making payments to non-executive directors in its annual report. Alternatively, this may be put up on the Listed Entity website and reference drawn thereto in the annual report.

4. The Listed Entity shall disclose the number of shares and convertible instruments held by non-executive directors in the annual report.

5. Non-executive directors shall be required to disclose their shareholding (both own or held by / for other persons on a beneficial basis) in the Listed Entity in which they are proposed to be appointed as directors, prior to their appointment.

These details should be disclosed in the notice to the general meeting called for appointment of such director.

(iv) the number of permanent employees on the rolls of company;

(v) the explanation on the relationship between average increase in remuneration and company performance;

(vi) comparison of the remuneration of the KMP against the performance of the company;

(vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;

(viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any

exceptional circumstances for increase in the managerial remuneration;

(ix) comparison of the each remuneration of the Key Managerial personnel against the performance of the company.

(x) the key parameters for any variable component of remuneration availed by the directors;

(xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and

(xii) Affirmation that the remuneration is as per the remuneration policy of the company.

23. Stake-holders Relationship Committee

Regulation 20

A committee under the Chairperson of a non-executive director and such other members as may be decided by the Board of the Listed Entity shall be formed to specifically look into the redressal of grievances of shareholders, debenture holders and other security holders. This Committee shall be designated as 'Stakeholders Relationship Committee' and shall consider and resolve the grievances of the security

Section - 178 (5) & (6)

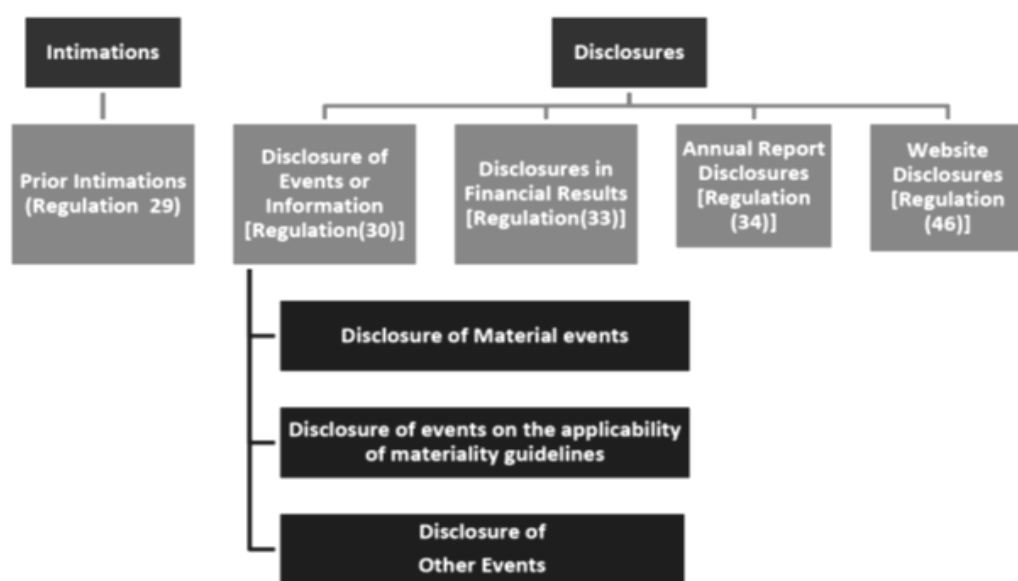
The Board of Directors of a company which consists of more than one thousand shareholders, debenture-holders, deposit holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board. The Stakeholders Relationship

holders of the Listed Entity including complaints related to transfer of shares, non- receipt of balance sheet, non-receipt of declared dividends. Committee shall consider and resolve the grievances of security holders of the company.

Chapter 7

INTIMATIONS AND DISCLOSURES

Under SEBI (Listing Obligations Disclosure Regulations), 2015, there are certain intimations and disclosures which are required to be made to the stock exchanges for the timely and accurate dissemination of the information to all the stakeholders. The listed entities which have listed its specified securities on any recognised stock exchange(s) either on the main board or on SME Exchange or on institutional trading platform are required to make following intimations and disclosures.



PRIOR INTIMATIONS (Regulation 29)

The listed entity shall give prior intimation to stock exchange about the meeting of the board of directors in the following manner –

- A. At least two working days in advance, excluding the date of the intimation and date of the meeting in which any of the following proposals is due to be considered –**
- proposal for buyback of securities;
 - proposal for voluntary delisting by the listed entity from the stock exchange(s);
 - fund raising by way of further public offer, rights issue, American Depository Receipts/

Global Depository Receipts/Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method and for determination of issue price. Provided that intimation shall also be given in case of any annual general meeting or extraordinary general meeting or postal ballot that is proposed to be held for obtaining shareholder approval for further fund raising indicating type of issuance.

- declaration/recommendation of dividend, issue of convertible securities including convertible debentures or of debentures carrying a right to subscribe to equity shares or the passing over of dividend.
- the proposal for declaration of bonus securities where such proposal is communicated to the board of directors of the listed entity as part of the agenda papers

B. At least five days in advance excluding the date of the intimation and date of the meeting in which following proposal is due to be considered-

- financial results viz. quarterly, half yearly, or annual, as the case may be; (the intimation shall include the date of such meeting of board of directors also)

C. At least eleven working days before any of the following proposal is placed before the board of directors -

- any alteration in the form or nature of any of its securities that are listed on the stock exchange or in the rights or privileges of the holders thereof.
- any alteration in the date on which, the interest on debentures or bonds, or the redemption amount of redeemable shares or of debentures or bonds, shall be payable.

DISCLOSURE OF EVENTS OR INFORMATION [REGULATION (30)]

Under this head it is proposed to cover :

- A. Disclosure of Material Events (Which are specifically listed as material events in schedule III of the Regulations)
- B. Disclosure of Material Events based on the materiality principles stated in the Regulations.
- A. Other Material Events

A. Disclosure of Material Events (i.e., events deemed to be material and stated specifically in the Regulations)

Regulation 30(1) and (2) of the Listing Regulations specifies that every listed entity shall make disclosures upon occurrence of following events or information which are deemed to be material events as per para A of Part 'A' of Schedule III. These events or information should be disclosed as soon as reasonably possible and not later than 24 hours from the occurrence of event or information. In case the disclosure is made after 24 hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay.

- (i) Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring

-
- (ii) Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
 - (iii) Revision in Rating(s)
 - (iv) Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
 - (v) Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
 - (vi) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 - (vii) Appointment or discontinuation of share transfer agent.
 - (viii) Corporate debt restructuring.
 - (ix) One time settlement with a bank.
 - (x) Reference to BIFR and winding-up petition filed by any party / creditors.
 - (xi) Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
 - (xii) Proceedings of Annual and extraordinary general meetings of the listed entity.
 - (xiii) Amendments to memorandum and articles of association of listed entity, in brief.
 - (xiv) Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

The listed entity shall disclose to the Exchange(s), outcome of Meetings of the board of directors within 30 minutes of the closure of the meeting, held to consider the following:

- (i) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- (ii) any cancellation of dividend with reasons thereof;
- (iii) the decision on buyback of securities;
- (iv) the decision with respect to fund raising proposed to be undertaken
- (v) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- (vi) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- (vii) short particulars of any other alterations of capital, including calls;

(viii) financial results

(ix) decision on voluntary delisting by the listed entity from stock exchange(s).

Details need to be provided while disclosing deemed material event

SEBI vide its circular dated September 09, 2015 has indicated the details that need to be provided while disclosing events specified in Para A and Para B of Part A of Schedule III of Listing Regulations which are given below –

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring:

1.1. Acquisition (including agreement to acquire):

- a) name of the target entity, details in brief such as size, turnover etc.;
- b) whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”;
- c) industry to which the entity being acquired belongs;
- d) objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);
- e) brief details of any governmental or regulatory approvals required for the acquisition;
- f) indicative time period for completion of the acquisition;
- g) nature of consideration - whether cash consideration or share swap and details of the same;
- h) cost of acquisition or the price at which the shares are acquired;
- i) percentage of shareholding / control acquired and / or number of shares acquired;
- j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);

[*Explanation:* For the purpose of the above disclosures the term ‘acquisition’ shall have the same meaning as defined in explanation of sub-para (1) of Para (A) of Part (A) of Schedule III of Listing Regulations].

1.2. Amalgamation/ Merger:

- a) name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;
- b) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;

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- c) area of business of the entity(ies);
 - d) rationale for amalgamation/ merger;
 - e) in case of cash consideration – amount or otherwise share exchange ratio;
 - f) brief details of change in shareholding pattern (if any)of listed entity.

1.3. De-merger:

- a) brief details of the division(s) to be demerged;
- b) turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year;
- c) rationale for demerger;
- d) brief details of change in shareholding pattern (if any)of all entities;
- e) in case of cash consideration – amount or otherwise share exchange ratio;
- f) whether listing would be sought for the resulting entity.

1.4. Sale or disposal of unit(s) or division(s) or subsidiary of the listed entity:

- a) the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;
- b) date on which the agreement for sale has been entered into;
- c) the expected date of completion of sale/disposal;
- d) consideration received from such sale/disposal;
- e) brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;
- f) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;
- g) additionally, in case of a slump sale, indicative disclosures provided for amalgamation/ merger, shall be disclosed by the listed entity with respect to such slump sale.

For the purpose of this sub-clause, "slump sale" shall mean the transfer of one or more undertakings, as a result of the sale for a lump sum consideration, without values being assigned to the individual assets and liabilities in such sales.

1.5. Other Restructuring:

- a) details and reasons for restructuring;
- b) quantitative and/ or qualitative effect of restructuring;
- c) details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring;
- d) brief details of change in shareholding pattern (if any)of all entities.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

2.1. Issuance of securities:

- a) type of securities proposed to be issued (viz. equity shares, convertibles etc.);
- b) type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);
- c) total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);
- d) in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):
 - i. names of the investors;
 - ii. post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;
 - iii. in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;
- e) in case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s):
 - i. whether bonus is out of free reserves created out of profits or share premium account;
 - ii. bonus ratio;
 - iii. details of share capital - pre and post bonus issue;
 - iv. free reserves and/ or share premium required for implementing the bonus issue;
 - v. free reserves and/ or share premium available for capitalization and the date as on which such balance is available;
 - vi. whether the aforesaid figures are audited;
 - vii. estimated date by which such bonus shares would be credited/dispatched;
- f) in case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s):
 - i. name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed;
 - ii. proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs;
 - iii. proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB's;
 - iv. issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate);

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- v. change in terms of FCCBs, if any;
 - vi. details of defaults, if any, by the listed entity in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);
- g) in case of issuance of debt securities or other non convertible securities the listed entity shall disclose following additional details to the stock exchange(s):
- i. size of the issue;
 - ii. whether proposed to be listed? If yes, name of the stock exchange(s);
 - iii. tenure of the instrument - date of allotment and date of maturity;
 - iv. coupon/interest offered, schedule of payment of coupon/interest and principal;
 - v. charge/security, if any, created over the assets
 - vi. special right/interest/privileges attached to the instrument and changes thereof;
 - vii. delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal;
 - viii. details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;
 - ix. details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;
- h) any cancellation or termination of proposal for issuance of securities including reasons thereof.

2.2. Split/consolidation of shares:

- a) split/consolidation ratio;
- b) rationale behind the split/consolidation;
- c) pre and post share capital – authorized, paid-up and subscribed;
- d) expected time of completion;
- e) class of shares which are consolidated or subdivided;
- f) number of shares of each class pre and post split or consolidation;
- g) number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding.

2.3. Buy back of securities:

- a) number of securities proposed for buyback;
- b) number of securities proposed for buyback as a percentage of existing paid up capital;
- c) buyback price;

- d) actual securities in number and percentage of existing paid up capital bought back;
- e) pre & post shareholding pattern.

2.4. Any restriction on transferability of securities:

- a) authority issuing attachment or prohibitory orders;
- b) brief details and reasons for attachment or prohibitory orders;
- c) name of registered holders against whom restriction on transferability has been placed;
- d) total number of securities so affected;
- e) distinctive numbers of such securities if applicable;
- f) period for which order would be applicable (if stated).

2.5. Any action, which will result in alteration of the terms or structure of any existing securities, including, but not limited to:

- a) forfeiture of shares;
- b) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- c) proposal to issue any class of securities;
- d) alterations of capital, including calls;
- e) change in the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the listed entity.

3. Revision in Rating(s)

The listed entity shall notify the stock exchange(s), the details of any new rating or revision in rating assigned from a credit rating agency to any debt instrument of the listed entity or to any fixed deposit programme or to any scheme or proposal of the listed entity involving mobilization of funds whether in India or abroad. In case of a downward revision in ratings, the listed entity shall also intimate the reasons provided by the rating agency for such downward revision.

4. Outcome of meetings of the board of directors: The listed entity shall intimate to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider or decide the following:

- 4.1. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- 4.2. any cancellation of dividend with reasons thereof;
- 4.3. the decision on buyback of securities;
- 4.4. the decision with respect to fund raising proposed to be undertaken;
- 4.5. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;

4.6. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;

4.7. short particulars of any other alterations of capital, including calls;

4.8. financial results;

4.9. decision on voluntary delisting by the listed entity from stock exchange(s);

The intimation of outcome of meeting of the board of directors shall also contain the time of commencement and conclusion of the meeting.

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof:

5.1. name(s) of parties with whom the agreement is entered;

5.2. purpose of entering into the agreement;

5.3. shareholding, if any, in the entity with whom the agreement is executed;

5.4. significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;

5.5. whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;

5.6. whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;

5.7. in case of issuance of shares to the parties, details of issue price, class of shares issued;

5.8. any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;

5.9. in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):

a) name of parties to the agreement;

b) nature of the agreement;

c) date of execution of the agreement;

d) details of amendment and impact thereof or reasons of termination and impact thereof.

6. Fraud/ Defaults by promoter or key managerial personnel or by the listed entity or arrest of key managerial personnel or promoter:

6.1. At the time of unearthing of fraud or occurrence of the default / arrest:

a) nature of fraud/default/arrest;

-
- b) estimated impact on the listed entity;
 - c) time of occurrence;
 - d) person(s) involved;
 - e) estimated amount involved (if any);
 - f) whether such fraud/default/arrest has been reported to appropriate authorities.

6.2. Subsequently intimate the stock exchange(s) further details regarding the fraud/default/arrest including:

- a) actual amount involved in the fraud /default (if any);
- b) actual impact of such fraud /default on the listed entity and its financials; and
- c) corrective measures taken by the listed entity on account of such fraud/default.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer:

- 7.1. reason for change viz. appointment, resignation, removal, death or otherwise;
- 7.2. date of appointment/cessation (as applicable) & term of appointment;
- 7.3. brief profile (in case of appointment);
- 7.4. disclosure of relationships between directors (in case of appointment of a director).

8. Appointment or discontinuation of share transfer agent:

- 8.1. reason for appointment or discontinuation;
- 8.2. date on which above would become effective.

9. Corporate debt restructuring (“CDR”):

- 9.1. whether CDR is voluntary and reasons for opting or referred by lenders/creditors;
- 9.2. details of the loan to be subjected to restructuring under CDR;
- 9.3. brief details of the CDR proposal (if any);
- 9.4. the following updates to be provided at the time of the execution and at various stages of the implementation of the CDR scheme;
 - a) upon execution of any agreement in relation to the CDR proposal, disclose details such as date of execution, parties to the agreement and principal terms;
 - b) details of final CDR package as approved by RBI and the lenders;
 - c) lenders involved;
 - d) brief summary of the CDR scheme including details of the securities, interest payment, repayment schedule, negative and other restrictive covenants.

10. One time settlement (OTS) with a Bank:

- 10.1. reasons for opting for OTS;
- 10.2. brief summary of the OTS.

11. Reference to BIFR and winding-up petition filed by any party / creditors:

- 11.1. reasons for such a reference/petition;
- 11.2. impact of such reference/petition on listed entity.

12. Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity and the following:

- 12.1. date of notice/call letters/resolutions etc.;
- 12.2. brief details viz. agenda (if any) proposed to be taken up, resolution to be passed, manner of approval proposed etc.

13. Proceedings of annual and extraordinary general meetings of the listed entity and the following details in brief:

- 13.1. date of the meeting;
- 13.2. brief details of items deliberated and results thereof;
- 13.3. manner of approval proposed for certain items (e-voting etc.).

14. Amendments to memorandum and articles of association of listed entity, in brief.**15. Schedule of analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.****B. Disclosures of events upon application of the Materiality Guidelines**

Regulation 30(3) of the Listing Regulations specifies that the listed entity shall make disclosure of events specified in Part 'A' of Schedule III, based on application of the guidelines for materiality.

What are the Materiality Guidelines?

As per Regulation (4), the listed entity shall frame a policy for determination of materiality of events/ information, approved by the board of directors and which shall be disclosed on its website on the basis of following criteria-

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
- c) an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event / information is considered material.

Following events shall be disclosed upon application of the guidelines for materiality.

List of events to be disclosed based on materiality guidelines (para B of part A of Schedule III)

- 1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.

2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/ contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Details need to be disclosed for material events based on materiality guidelines

SEBI vide its circular dated September 09, 2015 has indicated the details that need to be provided while disclosing events specified in Para A and Para B of Part A of Schedule III of Listing Regulations which are given below –

Details which a listed entity need to disclose for events on which the listed entity may apply materiality in terms of Para B of Part A of Schedule III of Listing Regulations of Listing Regulations

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division:

The listed entity shall notify the stock exchange(s) regarding the commencement of commercial production or the commencement of commercial operations of any unit/division. In cases where the listed entity has made prior intimation of date of commencement of commercial production or operations, the listed entity shall be required to disclose details in case of postponement of the date of commencement.

2. Change in the general character or nature of business brought about by:

2.1. Arrangements for strategic, technical, manufacturing, or marketing tie-up:

a) Agreement / joint venture (JV) with companies:

- i. name of the entity(ies) with whom agreement/ JV is signed;

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- ii. area of agreement/JV;
 - iii. domestic/international;
 - iv. share exchange ratio / JV ratio;
 - v. scope of business operation of agreement / JV;
 - vi. details of consideration paid / received in agreement / JV;
 - vii. significant terms and conditions of agreement / JV in brief;
 - viii. whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”;
 - ix. size of the entity(ies);
 - x. rationale and benefit expected.
- b) In the event that any such arrangement is called off for any reason, the same shall be disclosed along with the reasons for calling off the proposal.

2.2. Adoption of new line(s) of business:

- a) industry or area to which the new line of business belongs to;
- b) expected benefits;
- c) estimated amount to be invested.

2.3. Closure of operations of any unit/division - (entirety or piecemeal):

- a) date of such binding agreement, if any, entered for sale of such unit/division, if any;
- b) amount & percentage of turnover or revenue or income and net worth of the listed entity contributed by such unit or division during the last financial year;
- c) date of closure or estimated time of closure;
- d) reasons for closure.

3. Capacity addition or product launch

3.1. Capacity addition:

- a) existing capacity;
- b) existing capacity utilization;
- c) proposed capacity addition;
- d) period within which the proposed capacity is to be added;
- e) investment required;
- f) mode of financing;

g) rationale.

3.2. Product launch:

- a) name of the product;
- b) date of launch;
- c) category of the product;
- d) whether caters to domestic/ international market;
- e) name of the countries in which the product is launched (in case of international).

4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/ contracts, not in the normal course of business:

4.1. Awarding of order(s)/contract(s): Only important terms and conditions which may be as under needs to be disclosed:

- a) name of the entity to which order(s)/contract(s) is awarded;
- b) whether order(s) / contract(s) is awarded to domestic/ international entity
- c) significant terms and conditions of order(s)/contract(s) awarded, in brief;
- d) time period, if any, associated with the order(s)/contract(s);
- e) broad commercial consideration or size of the order(s)/contract(s);
- f) whether the promoter/ promoter group/group companies have any interest in that entity to whom the order(s)/contract(s) is awarded? If Yes, nature of interest and details thereof;
- g) whether the same would fall within related party transactions? If yes, whether the same is done at “arms length”.

4.2. Bagging/Receiving of orders/contracts: Only important terms and conditions which may be as under needs to be disclosed:

- a) name of the entity awarding the order(s)/contract(s);
- b) significant terms and conditions of order(s)/contract(s) awarded in brief;
- c) whether order(s) / contract(s) have been awarded by domestic/ international entity;
- d) nature of order(s) / contract(s);
- e) whether domestic or international;
- f) time period by which the order(s)/contract(s) is to be executed;
- g) broad consideration or size of the order(s)/contract(s);
- h) whether the promoter/ promoter group / group companies have any interest in the entity that awarded the order(s)/contract(s)? If yes, nature of interest and details thereof;
- i) whether the order(s)/contract(s) would fall within related party transactions? If yes, whether the same is done at “arms length”.

4.3. Amendment or termination of orders/contracts:

- a) name of parties to the order(s)/contract(s);
- b) nature of the order(s)/contract(s);
- c) date of execution of the order(s)/contract(s)
- d) details of amendment or reasons for terminations and impact thereof (to the extent possible);

5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof: Only important terms and conditions which may be as under needs to be disclosed:

- a) name(s) of parties with whom the agreement is entered;
- b) purpose of entering into the agreement;
- c) size of agreement;
- d) shareholding, if any, in the entity with whom the agreement is executed;
- e) significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;
- f) whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;
- g) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;
- h) in case of issuance of shares to the parties, details of issue price, class of shares issued;
- i) in case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan;
- j) any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;
- k) in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):
 - i. name of parties to the agreement ;
 - ii. nature of the agreement;
 - iii. date of execution of the agreement;
 - iv. details of amendment and impact thereof or reasons of termination and impact thereof.

6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.:

6.1. At the time of occurrence:

- a) expected quantum of loss/damage caused;
- b) whether loss/damage covered by insurance or not including amount;
- c) estimated impact on the production/operations in case of strikes/lock outs;
- d) factory/unit where the strike/lock out takes place including reasons for such strike.

6.2. Regularly, till complete normalcy is restored:

- a) insurance amount claimed and realized by the listed entity for the loss/damage;
- b) the actual amount of damage caused due to the natural calamity or other force majeure events;
- c) details of steps taken to restore normalcy and the impact of the natural calamity/other force majeure events on production or service, financials of the entity.

7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.

8. Litigation(s) / dispute(s) / regulatory action(s) with impact: The listed entity shall notify the stock exchange(s) upon it or its key management personnel or its promoter or ultimate person in control becoming party to any litigation, assessment, adjudication, arbitration or dispute in conciliation proceedings or upon institution of any litigation, assessment, adjudication, arbitration or dispute including any ad-interim or interim orders passed against or in favour of the listed entity, the outcome of which can reasonably be expected to have an impact.

8.1. At the time of becoming the party:

- a) brief details of litigation viz. name(s) of the opposing party, court/ tribunal/agency where litigation is filed, brief details of dispute/litigation;
- b) expected financial implications, if any, due to compensation, penalty etc;
- c) quantum of claims, if any;

8.2. Regularly till the litigation is concluded or dispute is resolved:

- a) the details of any change in the status and / or any development in relation to such proceedings;
- b) in the case of litigation against key management personnel or its promoter or ultimate person in control, regularly provide details of any change in the status and / or any development in relation to such proceedings;
- c) in the event of settlement of the proceedings, details of such settlement including - terms of the settlement, compensation/penalty paid (if any) and impact of such settlement on the financial position of the listed entity.

9. Frauds/ defaults by directors (other than key managerial personnel) or employees of the listed entity:**9.1. At the time of unearthing of fraud or occurrence of the default/arrest:**

- a) nature of fraud/default/arrest;
- b) estimated impact on the listed entity;
- c) time of occurrence;
- d) person(s) involved;
- e) estimated amount involved (if any);
- f) whether such fraud has been reported to appropriate authorities.

9.2. Subsequently intimate the stock exchange(s) further details regarding the fraud/default including:

- a) actual amount involved in the fraud /default (if any);
- b) actual impact of such fraud /default on the listed entity and its financials;
- c) corrective measures taken by the listed entity on account of such fraud/default.

10. Options to purchase securities (including any Share Based Employee Benefit (SBEB) Scheme) at the time of instituting the scheme and vesting or exercise of options:

- a) brief details of options granted;
- b) whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable);
- c) total number of shares covered by these options;
- d) pricing formula;
- e) options vested;
- f) time within which option may be exercised;
- g) options exercised;
- h) money realized by exercise of options;
- i) the total number of shares arising as a result of exercise of option;
- j) options lapsed;
- k) variation of terms of options;
- l) brief details of significant terms;
- m) subsequent changes or cancellation or exercise of such options;
- n) diluted earnings per share pursuant to issue of equity shares on exercise of options.

11. Giving of guarantees or indemnity or becoming a surety for any third party:

- a) name of party for which such guarantees or indemnity or surety was given;

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- b) whether the promoter/ promoter group/ group companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at “arms length”;
 - c) brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee;
 - d) impact of such guarantees or indemnity or surety on listed entity.

12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals:

- a) name of the regulatory or licensing authority;
- b) brief details of the approval/license obtained/ withdrawn/ surrendered;
- c) impact/relevance of such approval/license to the listed entity;
- d) withdrawal/cancellation or suspension of licence/approval by the regulatory or licensing authority, with reasons for such action, estimated impact (monetary or otherwise) on the listed entity and penalty, if any;
- e) period for which such approval/license is/was valid;
- f) Subsequently, the listed entity shall inform the stock exchange(s), the actual impact (monetary or otherwise) along with corrective actions taken by the listed entity pursuant to the withdrawal, cancellation or suspension of the key license/ approval.

Time limit for Disclosure of material events : (whether deemed material event as stated in the Regulations or material event based on materiality principles)

Material events or information should be disclosed as soon as reasonably possible and not later than 24 hours from the occurrence of event or information. In case the disclosure is made after 24 hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay. [Regulation 30(4) and (6)]

C. Disclosure of Other Events

Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities must be disclosed. (Para C, Part ‘A’ of Schedule III)

Guidance on when an event/information has occurred

The listed entity may be confronted with the question as to when an event/information can be said to have occurred.

In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation

or approval required viz. in case of natural calamities, disruptions etc, the answer to the above question would depend upon the timing when the listed entity became aware of the event/information.

- ∅ In the former, the events/information can be said to have occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders. However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.
- ∅ In the latter, the events/information can be said to have occurred when a listed entity becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.

D. Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

DISCLOSURES OF FINANCIAL RESULTS [Regulation (33)]

The listed entity shall make the following disclosures while preparing the financial results as specified in Part A of Schedule IV.

- A. Changes in accounting policies, if any, shall be disclosed in accordance with Accounting Standard 5 or Indian Accounting Standard 8, as applicable, specified in Section 133 of the Companies Act, 2013 read with relevant rules framed thereunder or by the Institute of Chartered Accountants of India, whichever is applicable.
- B. If the auditor has expressed any modified opinion(s) or other reservation(s) in respect of audited financial results submitted or published under this para, the listed entity shall disclose such modified opinion(s) or other reservation(s) and cumulative impact of the same on profit or loss, net worth, total assets, turnover/total income, earning per share or any other financial item(s) which may be impacted due to modified opinion(s) or other reservation(s), while publishing or submitting such results.
- C. If the auditor has expressed any modified opinion(s) or other reservation(s) in his audit report or limited review report in respect of the financial results of any previous financial year or quarter which has an impact on the profit or loss of the reportable period, the listed entity shall include as a note to the financial results –
 - (i) how the modified opinion(s) or other reservation(s) has been resolved; or
 - (ii) if the same has not been resolved, the reason thereof and the steps which the listed entity intends to take in the matter.
- D. If the listed entity has changed its name suggesting any new line of business, it shall disclose the net sales or income, expenditure and net profit or loss after tax figures

pertaining to the said new line of business separately in the financial results and shall continue to make such disclosures for the three years succeeding the date of change in name: Provided that the tax expense shall be allocated between the said new line of business and other business of the listed entity in the ratio of the respective figures of net profit before tax, subject to any exemption, deduction or concession available under the tax laws.

E. If the listed entity had not commenced commercial production or commercial operations during the reportable period, the listed entity shall, instead of submitting financial results, disclose the following details:

- (i) details of amount raised i.e. proceeds of any issue of shares or debentures made by the listed entity;
- (ii) the portions thereof which is utilized and that remaining unutilized;
- (iii) the details of investment made pending utilisation ;
- (iv) brief description of the project which is pending completion;
- (v) status of the project and
- (vi) expected date of commencement of commercial production or commercial operations:

Provided that the details mentioned above shall be approved by the board of directors based on certification by the chief executive officer and chief financial officer.

F. All items of income and expenditure arising out of transactions of exceptional nature shall be disclosed.

G. Extraordinary items, if applicable, shall be disclosed in accordance with Accounting Standard 5 (AS 5 – Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies) or Companies (Accounting Standards) Rules, 2006, whichever is applicable.

H. The listed entity, whose revenues are subject to material seasonal variations, shall disclose the seasonal nature of their activities and the listed entity may supplement their financial results with information for the twelve month period ending on the last day of the quarter for the current and preceding years on a rolling basis.

I. The listed entity shall disclose any event or transaction which occurred during or before the quarter that is material to an understanding of the results for the quarter including but not limited to completion of expansion and diversification programmes, strikes and lock-outs, change in management, change in capital structure and the listed entity shall also disclose similar material events or transactions that take place subsequent to the end of the quarter.

J. The listed entity shall disclose the following in respect of dividends paid or recommended for the year, including interim dividends :

- o amount of dividend distributed or proposed for distribution per share; the amounts in respect of different classes of shares shall be distinguished and the nominal values of shares shall also be indicated;

- o where dividend is paid or proposed to be paid pro-rata for shares allotted during the year, the date of allotment and number of shares allotted, pro-rata amount of dividend per share and the aggregate amount of dividend paid or proposed to be paid on pro-rata basis.
- K. The listed entity shall disclose the effect on the financial results of material changes in the composition of the listed entity, if any, including but not limited to business combinations, acquisitions or disposal of subsidiaries and long term investments, any other form of restructuring and discontinuance of operations.
- L. The listed entity shall ensure that segment reporting is done in accordance with AS-17 or Indian Accounting Standard 108 as applicable, specified in Section 133 of the Companies Act, 2013 read with relevant rules framed thereunder or by the Institute of Chartered Accountants of India, whichever is applicable.

Formats:

In order to enable investors to make well-informed investment decisions, timely, adequate and accurate disclosure of financial results on a periodical basis is critical. At the same time, to ensure comparability, uniformity and parity in disclosures made by listed entities across stock exchanges, SEBI vide its Circular dated 30th November 2015 has prescribed following formats as given in 'Annexure-E' - .

- a) The quarterly financial results shall be presented in the format prescribed at Annexure E-I for companies other than banks and that prescribed at Annexure E-II for banks.
- b) Manufacturing, trading and service companies, which propose to follow functional (secondary) classification of expenditure in the annual profit and loss account, shall furnish quarterly financial results in the alternative format prescribed at Annexure E-III. The alternative format shall be used only if such format is used consistently from the first quarter of the financial year.
- c) If the company has more than one reportable primary segment in terms of Accounting Standard ('AS') 17/ Indian Accounting Standard ('Ind AS') 108 mandated under Section 133 of the Companies Act, 2013 read with rules framed thereunder or issued by ICAI, it shall also submit quarterly and annual segment information as part of financial results in the format given in Annexure E-IV.
- d) Limited review reports shall be given by auditors in the format prescribed in Annexure E-V for companies other than banks (including those using the alternative format of financial results) and in the format given in Annexure E-VI for banks.
- e) In case of audited financial reports, the audit report shall be given by the auditors in the format given in Annexure E-VII for companies other than banks (including those using the alternative format of financial results) and in the format given in Annexure E-VIII for banks.
- f) Half-Yearly Statement of Assets and Liabilities shall be in the format specified in Annexure E-IX drawn from Schedule III of the Companies Act, 2013 or its equivalent formats in other statutes, as applicable.

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- g) The Form A (for audit report with unmodified opinion) and Form B (for audit report with modified opinion) shall be filed in the format specified in Annexure E-X.
- h) The financial results published in the newspapers in terms of Regulation 47(1)(b) shall be in the format prescribed in Annexure E-XI.

While preparation of the financial results, the following shall be noted:-

- Annual audited financial results shall be in the format as is applicable to quarterly financial results. However, columns and figures relating to the last quarter, year to date results and corresponding three months in previous year may not be disclosed.
- The applicable Accounting Standards are those standards mandated under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder/issued by ICAI as applicable.
- The classification / disclosure of items in the financial results shall be in accordance with the Schedule III of the Companies Act, 2013 or its equivalent formats in other statutes, as applicable.

Companies adopting the Ind AS in terms of Companies (Indian Accounting Standards) Rules, 2015 notified by the Ministry of Corporate Affairs on February 16, 2015 while publishing quarterly/ annual financial results under Regulation 33 of the Listing Regulations, 2015, shall ensure that the comparatives filed along with such quarterly/annual financial results are also Ind AS compliant.

ANNUAL REPORT DISCLOSURES [Regulation (34)]

The listed entity shall submit the annual report to the stock exchange within **twenty one** working days of it being approved and adopted in the annual general meeting as per the provisions of the Companies Act, 2013 which shall contain the following:

- audited financial statements i.e. balance sheets, profit and loss accounts etc;
- consolidated financial statements audited by its statutory auditors;
- cash flow statement presented only under the indirect method as prescribed in Accounting Standard-3 or Indian Accounting Standard 7, as applicable, specified in Section 133 of the Companies Act, 2013 read with relevant rules framed thereunder or as specified by the Institute of Chartered Accountants of India, whichever is applicable;
- directors report;
- management discussion and analysis report - either as a part of directors report or addition thereto;
- Business Responsibility Reports

BUSINESS RESPONSIBILITY REPORTS

The top 500* listed entities based on market capitalization (calculated as on March 31 of every financial year) shall submit Business responsibility reports describing the initiatives taken by the listed entity from an environmental, social and governance perspective, in the format as specified in 'Annexure-F'.

The listed entities other than top 500* listed companies based on market capitalization and listed entities which have listed their specified securities on SME Exchange, may include these business responsibility reports on a voluntary basis in the format as specified in ‘Annexure-F’.

However those listed entities which have been submitting sustainability reports to overseas regulatory agencies/stakeholders based on internationally accepted reporting frameworks need not prepare a separate report for the purpose of these guidelines but only furnish the same to their stakeholders along with the details of the framework under which their BR Report has been prepared and a mapping of the principles contained in these guidelines to the disclosures made in their sustainability reports.

Certain key principles to assess compliance with Environmental, Social and Governance norms and a description of the core elements under these principles are detailed at ‘Annexure-G’.

Additional Disclosures in Annual Report

The annual report shall contain any other disclosures specified in Companies Act, 2013 along following additional disclosures as specified in Schedule V.



A. Related Party Disclosure:

1. The listed entity shall make disclosures in compliance with the Accounting Standard on “Related Party Disclosures”.

2. The disclosure requirements shall be as follows:

<i>Sr. No.</i>	<i>In the accounts of</i>	<i>Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.</i>
1	Holding Company	<ul style="list-style-type: none"> • Loans and advances in the nature of loans to subsidiaries by name and amount. • Loans and advances in the nature of loans to associates by name and amount. • Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary company
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.

For the purpose of above disclosures directors' interest shall have the same meaning as given in Section 184 of Companies Act, 2013.

3. The above disclosures shall be applicable to all listed entities except for listed banks.

B. Management Discussion and Analysis:

1. This section shall include discussion on the following matters within the limits set by the listed entity's competitive position:

- (v) Industry structure and developments.
- (vi) Opportunities and Threats.
- (vii) Segment-wise or product-wise performance.
- (viii) Outlook
- (ix) Risks and concerns.
- (x) Internal control systems and their adequacy.
- (xi) Discussion on financial performance with respect to operational performance.
- (xii) Material developments in Human Resources / Industrial Relations front, including number of people employed.

2. Disclosure of Accounting Treatment: Where in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has been followed, the fact shall be disclosed in the financial statements, together with the management's explanation as to why it believes such alternative treatment is more representative of the true and fair view of the underlying business transaction.

C. Corporate Governance Report:

The following disclosures shall be made in the section on the corporate governance of the annual report.

- (1) A brief statement on listed entity's philosophy on code of governance.
- (2) Board of directors:
 - composition and category of directors (e.g. promoter, executive, non-executive, independent non-executive, nominee director - institution represented and whether as lender or as equity investor);
 - attendance of each director at the meeting of the board of directors and the last annual general meeting;
 - number of other board of directors or committees in which a directors is a member or chairperson;
 - number of meetings of the board of directors held and dates on which held;
 - disclosure of relationships between directors inter-se;
 - number of shares and convertible instruments held by nonexecutive directors;
 - web link where details of familiarisation programmes imparted to independent directors is disclosed.
- (3) Audit committee:
 - brief description of terms of reference;
 - composition, name of members and chairperson;
 - meetings and attendance during the year.
- (4) Nomination and Remuneration Committee:
 - brief description of terms of reference;
 - composition, name of members and chairperson;
 - meeting and attendance during the year;
 - performance evaluation criteria for independent directors.
- (5) Remuneration of Directors:
 - all pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity shall be disclosed in the annual report;
 - criteria of making payments to non-executive directors. alternatively, this may be disseminated on the listed entity's website and reference drawn thereto in the annual report;
 - disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:

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- ii. all elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc;
 - iii. details of fixed component and performance linked incentives, along with the performance criteria;
 - iv. service contracts, notice period, severance fees;
 - v. stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.
- (6) Stakeholders' grievance committee:
- name of non-executive director heading the committee;
 - name and designation of compliance officer;
 - number of shareholders' complaints received so far;
 - number not solved to the satisfaction of shareholders;
 - number of pending complaints.
- (7) General body meetings:
- location and time, where last three annual general meetings held;
 - whether any special resolutions passed in the previous three annual general meetings;
 - whether any special resolution passed last year through postal ballot – details of voting pattern;
 - person who conducted the postal ballot exercise;
 - whether any special resolution is proposed to be conducted through postal ballot;
 - procedure for postal ballot.
- (8) Means of communication:
- quarterly results;
 - newspapers wherein results normally published;
 - any website, where displayed;
 - whether it also displays official news releases; and
 - presentations made to institutional investors or to the analysts.
- (9) General shareholder information:
- annual general meeting - date, time and venue;
 - financial year;
 - dividend payment date;
 - the name and address of each stock exchange(s) at which the listed entity's securities

are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s);

- stock code;
- market price data- high, low during each month in last financial year;
- performance in comparison to broad-based indices such as BSE sensex, CRISIL Index etc;
- in case the securities are suspended from trading, the directors report shall explain the reason thereof;
- registrar to an issue and share transfer agents;
- share transfer system;
- distribution of shareholding;
- dematerialization of shares and liquidity;
- outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity;
- commodity price risk or foreign exchange risk and hedging activities;
- plant locations;
- address for correspondence.

(10) Other Disclosures:

- (a) disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;
 - (b) details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;
 - (c) details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;
 - (d) details of compliance with mandatory requirements and adoption of the non-mandatory requirements;
 - (e) web link where policy for determining 'material' subsidiaries is disclosed;
 - (f) web link where policy on dealing with related party transactions;
 - (g) disclosure of commodity price risks and commodity hedging activities.
- (11) Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed.
- (12) The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.

(13) The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report.

D. Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

E. Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall be annexed with the directors' report.

F. Disclosures with respect to demat suspense account/ unclaimed suspense account

The listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable:

- aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;
- number of shareholders who approached listed entity for transfer of shares from suspense account during the year;
- number of shareholders to whom shares were transferred from suspense account during the year;
- aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;
- that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

WEBSITE DISCLOSURES [Regulation (46)]

The listed entity shall maintain a functional website. The listed entity shall ensure that the contents of the website are correct and shall update any change in the content of its website within two working days from the date of such change in content. The listed entity shall disseminate the following information on its website.

- b) details of its business;
- c) terms and conditions of appointment of independent directors;
- d) composition of various committees of board of directors;
- e) code of conduct of board of directors and senior management personnel;
- f) details of establishment of vigil mechanism/ Whistle Blower policy;
- g) criteria of making payments to non-executive directors , if the same has not been disclosed in annual report;
- h) policy on dealing with related party transactions;
- i) policy for determining 'material' subsidiaries;

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- j) details of familiarization programmes imparted to independent directors including the following details:-
- number of programmes attended by independent directors (during the year and on a cumulative basis till date),
 - number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
 - other relevant details
- k) the email address for grievance redressal and other relevant details;
- l) contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances;
- m) financial information including:
- notice of meeting of the board of directors where financial results shall be discussed;
 - financial results, on conclusion of the meeting of the board of directors where the financial results were approved;
 - complete copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report etc;
- n) shareholding pattern;
- o) details of agreements entered into with the media companies and/or their associates, etc;
- p) schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange;
- q) new name and the old name of the listed entity for a continuous period of one year, from the date of the last name change;
- r) following information published in the newspaper-
- notice of meeting of the board of directors where financial results shall be discussed
 - financial results, as specified in regulation 33, along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor: Provided that if the listed entity has submitted both standalone and consolidated financial results, the listed entity shall publish consolidated financial results along-with (1) Turnover, (2) Profit before tax and (3) Profit after tax, on a stand-alone basis, as a foot note; and a reference to the places, such as the website of listed entity and stock exchange(s), where the standalone results of the listed entity are available.
 - statements of deviation(s) or variation(s) as specified in sub-regulation (1) of regulation 32 on quarterly basis, after review by audit committee and its explanation in directors report in annual report;
 - notices given to shareholders by advertisement.

Website disclosures under the Companies Act, 2013

<i>Section/Rules</i>	<i>Requirement as per Companies Act</i>
Sec 13(8)(i) read with Rule 32(3) of the Companies (Incorporation) Rules, 2014.	A company, which has raised money from public through prospectus and still has any unutilised amount out of the money so raised, shall not change its objects for which it raised the money through prospectus unless a special resolution is passed by the company, the details in respect of such resolution, shall also be placed on the website of the company, if any.
Sec 73 read with Rule 4(3) of the Companies (Acceptance of Deposits) Rules, 2014	A company intending to invite deposits shall upload a copy of circular issued to members inviting deposits on its website, if any.
Sec 91 read with Rule 10 (1) of the Companies (Management and Administration) Rules, 2014	Seven days previous notice of closure of the register of members, debenture holders or other security holders to be uploaded on the website of the company, if any, or any other website as notified by the Central Government.
Sec 101 read with Rule 18 (3)(ix) of the Companies (Management and Administration) Rules, 2014	In case notice of general meeting is sent through electronic means, such notice shall be uploaded on the website of the company, if any, or any website as notified by the Central Government.
Sec 108 read with Rule 20 (4) (ii) of Companies (Management and Administration) Rules, 2014	The Company shall place the notice of the meeting on the website of the company and of the agency forthwith after it is sent to the members.
Sec 108 read with Rule 20(4) (xvi) of the Companies (Management and Administration) Rules, 2014	In case the voting at general meeting is held through electronic mode, the results declared along with the scrutinizer's report shall be placed on the website of the company, if any, immediately after the result is declared by the Chairman.
Sec 110 read with Rule 22 (4) of the Companies (Management and Administration) Rules, 2014	Where any resolution is being passed by postal ballot, notice of postal ballot to be uploaded on the website of the company, if any, and it shall remain on the website till the last date for receipt of the postal ballot from members.

Sec 110 read with Rule 22(13) of the Companies (Management and Administration) Rules, 2014	Where any resolution is being passed by postal ballot, the result declared along with the scrutinizer's report shall be uploaded on the website of the company, if any.
Sec 115 read with (Rule 23 (4) of the Companies (Management and Administration) Rules, 2014	Where for a resolution special notice has been given by a member of the company and it is not possible for the company to send the notice in the same manner as notice of general meeting, then apart from publishing it in the newspaper, notice shall be placed on the website of the company, if any, within seven days before the meeting.
Sec 124(2)(This Section is not notified yet)	The Company, making any transfer of an amount to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose within 90 days of making any transfer.
Sec 135(4)(a) read with rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014	The Company shall disclose contents of CSR Policy in Board's report and also place it on its website, if any.
Sec 136(1)	A listed company shall also place its financial statements including consolidated financial statements and all other documents required to be attached thereto, on its website, if any.
Sec 136(1)(a)	Every company having a subsidiary or subsidiaries shall, place separate audited accounts in respect of each of its subsidiary on its website, if any.
Sec 177(10)	Details of establishment of vigil mechanism shall be disclosed by the company on its website, if any and in the Board's Report.
Sec 230 (3)	Where a meeting is proposed to be called in pursuance of an order of the Tribunal under sub-section (1) of sec 230, a notice of such meeting and every detail shall also be placed on the website of the company, if any.
Sec 160 read with Rule 13 of the Companies (Appointment and Qualification of Director) Rules, 2014	Place the notice of or intention for the candidature of a person for the office of a director on the website of the company, if any, Seven days before the general meeting
Sec 168 read with Rule	Information about resignation of the Director shall be posted on the

15 of the Companies (Appointment and Qualification of Director) Rules, 2014)	website of the company, if any, within 30 days from the date of receipt of notice.
Rule 7(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014	The notice of special resolution with regard to variation in terms of contract or objects in prospectus shall be placed on the web-site of the company, if any.
Rule 20(3)(b) the Companies (Incorporation) Rules, 2014	The existing company shall, for the purpose of license under section 8, to publish a notice in the newspaper, and shall also be uploaded on the websites as may be notified by the Central Government, within a week from the date of making the application to the Registrar
Rule 22(1)(b) the Companies (Incorporation) Rules, 2014	Companies registered under section 8 for the purpose of seeking conversion into any other kind shall upload a notice on the website of the company, if any, within a week from the date of making the application to the Regional Director.

Chapter 8

OTHER OBLIGATIONS

(1) Submission of statement showing holding of specified securities and shareholding pattern

The listed entity shall submit to the stock exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities, within the following timelines -

- (a) one day prior to listing of its securities on the stock exchange(s);
- (b) on a quarterly basis, within twenty one days from the end of each quarter; and,
- (c) within ten days of any capital restructuring of the listed entity resulting in a change exceeding 2% of the total paid-up share capital.

If listed entities which have listed their specified securities on SME Exchange, the above statements shall be submitted on a half yearly basis within 21 days from the end of each half year. [Regulation 31(1)]

Manner of representation of holding of specified securities:

(2) The holding of specified securities shall be divided into the following 3 categories viz.

- Promoter and Promoter Group
- Public and
- Non Promoter Non Public.

(3) The details of the shareholding of the promoters and promoter group must be accompanied with PAN Number (first holder in case of joint holding). Further, the shareholding of the promoter and promoter group is to be consolidated on the basis of the PAN and folio number to avoid multiple disclosures of shareholding of the same person.

(4) For disclosure under category “Institution”, the shareholder should fall under the category “Qualified Institutional Buyer” as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

(5) All other Public Shareholding shall be displayed under Categories “Central Government/State Government(s)/President of India” or “Non-Institutions”.

(6) Names of the shareholders holding 1% or more than 1% of shares of listed entity is to be disclosed.

(7) Names of the shareholders who are persons acting in concert, if available, shall be disclosed separately.

(8) As per Securities Contracts (Regulation) Rules, 1957 and Depository Receipts Scheme, 2014, the shares of a listed entity underlying the depository receipts shall form part of the public

shareholding of the company only if the holder of such depository receipts has the right to issue voting instruction and such depository receipts are listed on an international exchange.

(9) Accordingly, the underlying shares, against which depository receipts have been issued, held by any person belonging to Promoter and Promoter Group, shall be disclosed under category 'Promoter and Promoter Group'. The shares which are held by persons other than Promoter and Promoter Group and satisfying the above conditions would be classified under the category 'Public Shareholding'.

(10) The underlying shares, against which depository receipts have been issued, of a listed entity not satisfying the conditions at para (i) above which are held by Public Shareholders shall be classified under category 'Non Public Non Promoter shareholding'.

(11) The listed entity shall ensure that shareholding of employee trusts and schemes are shown separately in relevant categories in terms of SEBI (Share Based Employee Benefits) Regulations, 2014.

Manner of calculation of shareholding

The Shareholders are categorised as under-

1. Promoter and Promoter Group (A)
2. Public (including shares underlying DRs which fulfill the conditions laid down in Rule 2(e) of Securities Contracts (Regulation) Rules, 1957) (B)
3. Non Promoter Non Public (C)
 - i. Shares held by DR Holders (which don't fulfill the conditions laid down in Rule 2(e) of Securities Contracts (Regulation) Rules, 1957) (C1)
 - ii. Shares held by Employee Benefit Trust under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (C2)

Total Shareholding for the purpose of calculating the public shareholding shall be calculated as-

(A+B+C2) in line with requirements of Depository Receipts Scheme, 2014, Securities Contracts (Regulation) Rules, 1957 as amended up to February 25, 2015 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Percentage of promoter Shareholding shall be calculated as $A/(A+B+C2) * 100$.

Percentage of public Shareholding shall be calculated as $B/(A+B+C2) * 100$.

Formats: The format for disclosure of holding of specified securities is placed at 'Annexure-H'. It comprises of following tables.

- a. Summary statement showing holding of specified securities of the listed entity is given as per Table-I.
- b. Statement showing holding of specified securities of the Promoter and Promoter Group is given as per Table-II.

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- c. Statement showing holding of specified securities of the public shareholders is given as per Table-III.
 - d. Statement showing holding of specified securities of the Non Promoter- Non Public shareholder is given as per Table-IV.

The format for “Disclosure of holding of specified securities” is more comprehensive. In the statement, the holding of specified securities shall be divided into the following 3 categories viz.

- Promoter and Promoter Group,
- Public and
- Non Promoter Non Public (It is a new category added and would include depository Receipts Holders and ESOPs etc.)

The details of the shareholding of the promoters and promoter group must be accompanied with PAN Number (first holder in case of joint holding). Further, the shareholding of the promoter and promoter group is to be consolidated on the basis of the PAN and folio number to avoid multiple disclosures of shareholding of the same person.

Display of holding of specified securities on website of Stock Exchange(s)

If the Listed Entity confirms that any particular instrument is not issued or there are no encumbered/ pledged shares and locked-in shares, respective columns will not be displayed by the Stock Exchange(s) on their website. The declaration given by the Listed Entity in this regard would be displayed by Stock Exchange(s).

The Stock Exchange(s) shall also ensure that PAN numbers so disclosed in different tables are not displayed on the website of Stock Exchange(s).

(2) Maintenance of Shareholding of Promoters in Dematerialized Form: The listed entity shall ensure that 100% of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.

The listed entity shall comply with circulars or directions issued by the Board from time to time with respect to maintenance of shareholding in dematerialized form.

The listed entity shall take into consideration the following exemptions while arriving at compliance with 100% promoter(s) holding in dematerialized form:-

- (i) promoter(s) shares which were sold in physical mode and have not been lodged for transfer with the listed entity ;
- (ii) matters that are sub-judice before any Court/Tribunal, concerning shareholding of promoters/promoter group either in part or in entirety ; or
- (iii) shares that cannot be converted into dematerialized form due to death of any promoter(s);

For availing such exemption under Para 6(a) - (i) to (iii) above, Listed Entity shall approach Stock Exchange(s) along with necessary documentary evidence. In case any such exemption has been

granted to the Listed Entity the same must be stated in summary statement and given separately and information should be given separately in Annexure.

Further, at least 50% of non-promoter holding shall be held in dematerialized form. The listed entity shall take necessary steps for achieving the same. While computing the requirement of minimum 50% shareholding of non-promoters in dematerialized form in a company, the government holding in non-promoter category may be excluded. [Regulation 31(2) and (3)].

(3) Submission of Statement of Deviation(s) or Variation(s): The listed entity shall submit to the stock exchange the following statement(s) after review by the audit committee on a quarterly basis for public issue, rights issue, preferential issue etc. , -

- (a) indicating deviations, if any, in the use of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable;
- (b) indicating category wise variation (capital expenditure, sales and marketing, working capital etc.) between projected utilisation of funds made by it in its offer document or explanatory statement to the notice for the general meeting, as applicable and the actual utilisation of funds.
 - These statement(s) shall be continued to be given till such time the issue proceeds have been fully utilised or the purpose for which these proceeds were raised has been achieved. The listed entity shall also furnish an explanation for the variations above, in the directors' report in the annual report.
 - The listed entity shall prepare an annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, certified by the statutory auditors of the listed entity, and place it before the audit committee till such time the full money raised through the issue has been fully utilized.
 - Where the listed entity has appointed a monitoring agency to monitor utilisation of proceeds of a public or rights issue, the listed entity shall submit to the stock exchange(s) any comments or report received from the monitoring agency.
 - Where the listed entity has appointed a monitoring agency to monitor the utilisation of proceeds of a public or rights issue, the monitoring report of such agency shall be placed before the audit committee on an annual basis, promptly upon its receipt.

If listed entities which have listed their specified securities on SME Exchange, "quarterly/quarter" shall respectively be read as "half yearly/half year". [Regulation 32]

(4) Compliances to be done while Preparing Financial Results: While preparing financial results, the listed entity shall comply with the following: [Regulation 33(1)]

- (a) The financial results shall be prepared on the basis of accrual accounting policy and shall be in accordance with uniform accounting practices adopted for all the periods.
- (b) The quarterly and year to date results shall be prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25 or Indian Accounting Standard 31 (AS 25/ Ind AS 34 – Interim Financial Reporting), as applicable, specified in Section 133 of the Companies Act, 2013 read with relevant rules framed thereunder or as specified by the Institute of Chartered Accountants of India, whichever is applicable.

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- (c) The standalone financial results and consolidated financial results shall be prepared as per Generally Accepted Accounting Principles in India: Provided that in addition to the above, the listed entity may also submit the financial results, as per the International Financial Reporting Standards notified by the International Accounting Standards Board.
 - (d) The listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) on a quarterly or annual basis are to be given only by an auditor who has subjected himself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.
 - (e) The listed entity shall make the disclosures specified in Part A of Schedule IV. (Discussed under Intimations and Disclosures)

(5) Approval and authentication of the financial results: The approval and authentication of the financial results shall be done by listed entity in the following manner: [Regulation 33(2)]

- (a) The quarterly financial results submitted shall be approved by the board of directors: Provided that while placing the financial results before the board of directors, the chief executive officer and chief financial officer of the listed entity shall certify that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.
- (b) The financial results submitted to the stock exchange shall be signed by the chairperson or managing director, or a whole time director or in the absence of all of them; it shall be signed by any other director of the listed entity who is duly authorized by the board of directors to sign the financial results.
- (c) The limited review report shall be placed before the board of directors, at its meeting which approves the financial results, before being submitted to the stock exchange(s).
- (d) The annual audited financial results shall be approved by the board of directors of the listed entity and shall be signed in the manner stated above.

(6) Submission of the financial results: The listed entity shall submit the financial results in the following manner: [Regulation 33(3)]

- (a) The listed entity shall submit **quarterly and year-to-date standalone financial results** to the stock exchange within 45 days of end of each quarter, other than the last quarter.
- (b) In case the listed entity has subsidiaries, in addition to the above, the listed entity may also submit quarterly/year-to-date consolidated financial results subject to following:
 - (i) the listed entity shall intimate to the stock exchange, whether or not listed entity opts to additionally submit quarterly/year-to-date consolidated financial results in the first quarter of the financial year and this option shall not be changed during the financial year. Provided that this option shall also be applicable to listed entity that is required to prepare consolidated financial results for the first time at the end of a financial year in respect of the quarter during the financial year in which the listed entity first acquires the subsidiary.

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- (ii) in case the listed entity changes its option in any subsequent year, it shall furnish comparable figures for the previous year in accordance with the option exercised for the current financial year.
- (c) The quarterly and year-to-date financial results may be either audited or unaudited subject to the following:
- (i) In case the listed entity opts to submit unaudited financial results, they shall be subject to limited review by the statutory auditors of the listed entity and shall be accompanied by the limited review report. Provided that in case of public sector undertakings this limited review may be undertaken by any practicing Chartered Accountant.
 - (ii) In case the listed entity opts to submit audited financial results, they shall be accompanied by the audit report.
- (d) The listed entity shall submit audited standalone financial results for the financial year, within sixty days from the end of the financial year along with the audit report and either Form A (for audit report with unmodified opinion) or Form B (for audit report with modified opinion): Provided that if the listed entity has subsidiaries, it shall, while submitting annual audited standalone financial results also submit annual audited consolidated financial results along with the audit report and either Form A (for audit report with unmodified opinion) or Form B (for audit report with modified opinion).
- (e) The listed entity shall also submit the audited financial results in respect of the last quarter along-with the results for the entire financial year, with a note stating that the figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures upto the third quarter of the current financial year.
- (f) The listed entity shall also submit as part of its standalone or consolidated financial results for the half year, by way of a note, a statement of assets and liabilities as at the end of the half-year.

(7) Submission of Annual Information Memorandum: The listed entity shall submit to the stock exchange(s) an Annual Information Memorandum in the manner specified by the Board from time to time. [Regulation 35]

(8) Sending of Annual Report to shareholders: The listed entity shall send the annual report not less than twenty-one days before the annual general meeting in the following manner to the shareholders:

- (f) Soft copies of full annual report to all those shareholder(s) who have registered their email address(es) for the purpose;
- (g) Hard copy of statement containing the salient features of all the documents, as prescribed in Section 136 of Companies Act, 2013 or rules made thereunder to those shareholder(s) who have not so registered;
- (h) Hard copies of full annual reports to those shareholders, who request for the same. [Regulation 36(1) and (2)]

(9) Information to be provided to shareholders in case of the appointment of a new director or re-appointment of a director: In case of the appointment of a new director or re-appointment of a director the shareholders must be provided with the following information:

- (i) a brief resume of the director;
- (j) nature of his expertise in specific functional areas;
- (k) disclosure of relationships between directors inter-se;
- (l) names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and
- (m) shareholding of non-executive directors. [Regulation 36(3)]

(10) Filing of Draft Scheme of Arrangement & Scheme of Arrangement:

- Without prejudice to provisions of regulation 11, the listed entity desirous of undertaking a scheme of arrangement or involved in a scheme of arrangement, shall file the draft scheme of arrangement, proposed to be filed before any Court or Tribunal under sections 391-394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of Companies Act, 2013, whichever applicable, with the stock exchange(s) for obtaining Observation Letter or No-objection letter, before filing such scheme with any Court or Tribunal, in terms of requirements specified by the Board or stock exchange(s) from time to time.
- The listed entity shall not file any scheme of arrangement under sections 391-394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of Companies Act, 2013, whichever applicable, with any Court or Tribunal unless it has obtained observation letter or No-objection letter from the stock exchange(s).
- The listed entity shall place the Observation letter or No-objection letter of the stock exchange(s) before the Court or Tribunal at the time of seeking approval of the scheme of arrangement: Provided that the validity of the 'Observation Letter' or No-objection letter of stock exchanges shall be six months from the date of issuance, within which the draft scheme of arrangement shall be submitted to the Court or Tribunal .
- Upon sanction of the Scheme by the Court or Tribunal, the listed entity shall submit the documents, to the stock exchange(s), as prescribed by the Board and/or stock exchange(s) from time to time. [Regulation 37]

Relaxation under Rule 19(7) of the Securities Contracts (Regulation) Rules, 1957

Rule 19(7) of the Securities Contracts (Regulation) Rules, 1957 provides that SEBI may, at its own discretion or on the recommendation of a recognised stock exchange, waive or relax the strict enforcement of any or all of the requirements with respect to listing prescribed by these rules.

Additional requirements to be fulfilled, before the Scheme of arrangement is submitted for sanction by the Hon'ble High Court, for availing relaxation under Rule 19(7)

Thus the additional requirements in order to achieve the intent of regulations 11(Draft scheme

not to violate the provisions of securities laws/stock exchanges), 37(Filing the draft scheme of arrangement with the stock exchange before filing the same before court/tribunal) and 94(obligation of stock exchanges on receiving the draft scheme of arrangement) and for availing exemption under Rule 19(7) of SCRR, if applicable were issued by the SEBI through a circular dated 30th November 2015. These requirements are given below:

I. Requirements before the Scheme of arrangement is submitted for sanction by the Hon'ble High Court

A. Requirements to be fulfilled by Listed Entity

1. Eligibility conditions for companies seeking relaxation under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957: A listed issuer may submit the Draft Scheme of arrangement under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, thereby seeking relaxation from the strict enforcement of clause (b) to sub-rule (2) of rule 19 thereof, for listing of its equity shares on a recognized stock exchange without making an initial public offer, if it satisfies the following conditions:

- (a) The equity shares sought to be listed are proposed to be allotted by the unlisted issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under section 391-394 of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013;
- (b) At least twenty five per cent of the post-scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public shareholders in the transferor entity;
- (c) The transferee entity will not issue/ reissue any shares, not covered under the Draft Scheme of arrangement;
- (d) As on date of application, there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft Scheme, the percentage referred to in Para (b) above shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised; and
- (e) The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity will be subject to lock-in for the remaining period.

2. Designated Stock Exchange

- (a) Listed companies shall choose one of the stock exchanges having nationwide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.
- (b) For companies listed solely on regional stock exchange, wherein exemption from Rule 19(2) (b) of Securities Contracts (Regulation) Rules, 1957 is sought, the listed entity shall obtain in-principle approval for listing of equity shares on any stock exchange having nationwide trading terminals.

- (c) In cases, wherein exemption from Rule 19(2)(b) of Securities Contracts (Regulation) Rules, 1957 is not sought by the listed entity, one of the stock exchanges having nationwide trading terminals shall provide a platform for dissemination of information of such Schemes and other documents required under this circular. For such purpose, stock exchanges having nationwide trading terminals may charge reasonable fees from such companies.

3. Submission of Documents

The Listed entity shall submit the following documents to the stock exchanges:-

- (a) Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.;
- (b) Valuation Report as per Para (4) below;
- (c) Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report. The Valuation Report is required to be placed before the Audit Committee of the listed entity;
- (d) Fairness opinion by merchant banker on valuation of assets / shares done by the valuer for the listed entity and unlisted company;
- (e) Pre and post amalgamation shareholding pattern of unlisted company;
- (f) Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;
- (g) Auditor's Certificate as per Para (5) below;
- (h) Compliance with requirements of Regulation 17 to 27 of Listing Regulations;

4. Valuation Report

- (a) All listed entities are required to submit a valuation report.
- (b) However, 'Valuation Report from an Independent Chartered Accountant' need not be required in cases where there is no change in the shareholding pattern of the listed entity / resultant company.
- (c) For this purpose, 'change in the shareholding pattern' shall mean;
 - change in the proportion of shareholding of any of the existing shareholders of the listed entity in the resultant company; or
 - new shareholder being allotted equity shares of the resultant company; or
 - existing shareholder exiting the company pursuant to the Scheme of Arrangement
- (d) Further, a few examples illustrating 'no change in shareholding pattern' are indicated below:
 - (i) In case a listed entity (say, "entity A") demerges a unit and makes it a separate company (say, "entity B");
 - 1) if the shareholding of entity B is comprised only of the shareholders of entity A; and

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- 2) if the shareholding pattern of entity B is the same as in entity A; and
 - 3) every shareholder in entity B holds equity shares in the same proportion as held in entity A before the demerger. It will be treated as 'no change in shareholding pattern'.
- (ii) In case a wholly-owned-subsiary (say, "entity X") of a listed entity is merged with its parent listed company (say, "entity Y"), where the shareholders and the shareholding pattern of entity Y remains the same, it will be treated as 'no change in shareholding pattern'.

For the limited purpose of this Circular, 'resultant company' shall mean a company arising / remaining after the listed company undertakes a Scheme of Arrangement.

- (e) In all other cases, 'Valuation Report from an Independent Chartered Accountant' shall be required.

5. Auditor's certificate

An auditors' certificate shall be filed to the effect that the accounting treatment contained in the scheme is in compliance with all the Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013 read with the rules framed thereunder or the Accounting Standards issued by ICAI, as applicable, and other generally accepted accounting principles. Provided that in case of companies where the respective sectoral regulatory authorities have prescribed norms for accounting treatment of items in the financial statements contained in the scheme, the requirements of the regulatory authorities shall prevail.

Explanation – For this purpose, mere disclosure of deviations in accounting treatments as prescribed in the aforementioned Accounting Standards and other generally accepted Accounting Principles shall not be deemed as compliance with the above. The standard format for auditors' certificate would be as per '**Annexure-B**'.

6. Redressal of Complaints

(a) The Listed entity shall submit to stock exchanges a 'Complaints Report' which shall contain the details of complaints/comments received by it on the Draft Scheme from various sources (complaints/comments written directly to the listed entity or forwarded to it by the stock exchanges/SEBI) as per '**Annexure-C**' prior to obtaining Observation Letter from stock exchanges on Draft Scheme.

(b) 'Complaints Report' shall be submitted by listed entity to the stock exchanges within 7 days of expiry of 21 days from the date of filing of Draft Scheme with stock exchanges and hosting the Draft Scheme along with documents specified above on the websites of stock exchanges and the listed entity.

7. Disclosure on the Website

(a) Immediately upon filing of the Draft Scheme of arrangement with the stock exchanges, the listed company shall disclose the Draft Scheme of arrangement and all the documents specified under para (3) above on its website.

(b) Listed entity shall also disclose the Observation Letter of the stock exchanges on its website within 24 hours of receiving the same.

8. Explanatory Statement or notice or proposal accompanying resolution sent to shareholders for seeking approval of scheme

(a) The Listed entity shall include the Observation Letter of the stock exchanges, in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders seeking approval of the Scheme.

(b) The listed entity shall ensure that in the explanatory statement or notice or proposal accompanying resolution to be passed, it shall disclose the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern, and the “fairness opinion” obtained from a merchant bankers on valuation of assets / shares done by the independent chartered accountant for the listed entity and unlisted company.

(c) The Listed entity shall include the ‘Complaints Report’ in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the Scheme.

9. Approval of Shareholders to Scheme Through Postal Ballot And e-Voting

(a) The Listed companies shall ensure that the Scheme of Arrangement submitted with the Hon’ble High Court for sanction, provides for voting by public shareholders through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, in the following cases:

- i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity , or
- ii. Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.
- iii. Where the parent listed entity, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of arrangement.

(b) Such Scheme of arrangement shall also provide that the Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it. The term ‘public’ shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

(c) For all other cases, the requirements stated at para (9) (a) above shall not be applicable. In such cases, the listed entities shall furnish an undertaking certified by the auditor and duly approved by the Board of the company, clearly stating the reasons for non-applicability of para (9) (a) above.

(d) The undertaking as referred to in Para (9)(c) above shall be displayed on the websites of

stock exchanges and the listed company along with other documents submitted, as stipulated under Para (3) above.

(e) Any mis-statement or furnishing of false information with regard to the said undertaking would be viewed seriously and liable for punitive action as per the provisions of applicable laws and regulations.

B. Obligations of Stock Exchange(s)

1. The designated Stock Exchange, upon receipt of the Draft Scheme of Arrangement and documents referred to at para (A) (3) above shall forward the same to SEBI within three working days.
2. The 'Complaints Report' shall be forwarded by the stock exchanges to SEBI before SEBI communicates its comments on the Draft Scheme to the stock exchanges.
3. The stock exchanges where the specified securities are listed / proposed to be listed shall also disclose on their websites the documents listed at para (A) (3) above immediately on receipt. It shall also disclose the Observation Letter on its website immediately upon issuance.

C. Processing of the Draft Scheme by SEBI

1. Upon receipt of Observation Letter' or 'No-Objection' letter from the stock exchanges, SEBI shall provide its comments on the Draft Scheme of arrangement to the stock exchanges. While processing the Draft Scheme, SEBI may seek clarifications from any person relevant in this regard including the listed entity or the stock exchanges and may also seek an opinion from an Independent Chartered Accountant.
2. SEBI shall endeavour to provide its comments on the Draft Scheme to the stock exchanges within 30 days from the later of the following:
 - (a) date of receipt of satisfactory reply on clarifications, if any sought from the listed entity by SEBI; or
 - (b) date of receipt of opinion from Independent Chartered Accountant, if sought by SEBI; or
 - (c) date of receipt of Observation Letter' or 'No-Objection' letter from the stock exchanges.
 - (d) date of receipt of copy of in-principle approval for listing of equity shares of the company seeking exemption from Rule 19(2)(b) of Securities Contracts (Regulation) Rules, 1957 on designated stock exchange, in case the listed entity is listed solely on regional stock exchange.
3. All complaints/comments received by SEBI on the Draft Scheme of arrangement shall be forwarded to the designated stock exchange, for necessary action and resolution by the listed entity.

II. (a) Requirements after the Scheme is Sanctioned by the Hon'ble High Court (hereinafter referred to as "Approved Scheme") and (b) application for relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, as applicable

A. Requirements to be fulfilled by Listed Entity

1. Eligibility conditions for entities seeking relaxation under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957

Stock exchanges shall ensure that , an unlisted issuer may make an application to the Board

under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, if it satisfies the following conditions:

- (a) Observation Letter or No Objection Letter has been issued by the stock exchanges to the Draft Scheme of arrangement;
- (b) The listing of the equity shares of the transferee entity is in terms of the Scheme sanctioned by the Hon'ble High Court or its order whereby the Scheme of arrangement has been sanctioned;
- (c) The equity shares sought to be listed have been allotted by the unlisted issuer (transferee entity) to the holders of securities of a listed entity (transferor entity);
- (d) The names of the allottees have been entered as beneficial owners in the records of the depositories pursuant to the Scheme or share certificates have been dispatched to the allottees.

2. Submission of Documents

Upon sanction of the Scheme by the Hon'ble High Court, the listed entity shall submit the documents mentioned below to the stock exchanges:-

- (a) Copy of the High Court approved Scheme;
- (b) Result of voting by shareholders for approving the Scheme;
- (c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme of arrangement vis-à-vis the Draft Scheme of arrangement
- (d) Status of compliance with the Observation Letter or No Objection Letter of the stock exchange(s)
- (e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- (f) Complaints Report as per 'Annexure-C'.

3. In case of a hiving off of a division of a listed entity (say, "entity A") and its merger with a newly formed or existing unlisted issuer (say, "entity B") there will not be any additional lock-in, if the paid-up share capital of the unlisted issuer 'B' is only to the extent of requirement for incorporation purposes

4. In case of merger where the paid-up share capital of the unlisted issuer seeking listing (say, "entity B") is more than the requirement for incorporation, the promoters' shares shall be locked-in to the extent twenty percent of the post-merger paid-up capital of the unlisted issuer, for a period of three years from the date of listing of the shares of the unlisted issuer. The balance of the entire pre-merger capital of the unlisted issuer shall also be locked-in for a period of three years from the date of listing of the shares of the unlisted issuer.

5. The listed entity and/or transferee entity (unlisted entity), as applicable, shall confirm that it has taken steps for listing of its specified securities, within thirty days of the receipt of the order of the Hon'ble High Court sanctioning the Scheme, simultaneously on all the stock exchanges where the equity shares of the listed entity (or transferor entity) are/were listed.

6. The formalities for commencing of trading shall be completed within forty five days of the order of the Hon'ble High Court. Before commencement of trading, the transferee entity shall give an advertisement in one English and one Hindi newspaper with nationwide circulation and one regional newspaper with wide circulation at the place where the registered office of the transferee entity (is situated, giving following details:

- (a) Name and address of its registered office;
- (b) Details of change of name and/or object clause;
- (c) Capital structure - pre and post scheme of amalgamation. This shall provide details of the authorized, issued, subscribed and paid up capital (Number of instruments, description, and aggregate nominal value);
- (d) Shareholding pattern giving details of its promoter group shareholding, group companies;
- (e) Names of its ten largest shareholders - number and percentage of shares held by each of them, their interest, if any;
- (f) Details of its promoters - educational qualifications, experience, address;
- (g) Business and its management;
- (h) Reason for the amalgamation;
- (i) Financial statements for the previous three years prior to the date of listing;
- (j) Latest audited financial statements along with notes to accounts and any audit qualifications. Change in accounting policies in the last three years and their effect on profits and reserves (Financial statements should not be later than six months prior to the date of listing);
- (k) Details of its other group companies including their capital structure and financial statements;
- (l) Outstanding litigations and defaults of the transferee entity, promoters, directors or any of the group companies;
- (m) Particulars of high, low and average prices of the shares of the listed transferor entity during the preceding three years;
- (n) Any material development after the date of the balance sheet; and
- (o) Such other information as may be specified by the Board from time to time.

B. Application by a listed entity for Listing of Equity Shares with Differential Rights as to Dividend, Voting or Otherwise

A listed entity desirous of listing of its equity shares with differential rights as to dividend, voting or otherwise, without making an initial public offer of such equity shares, may make an application to the Board under sub-rule (7) of rule 19 of the SCRR seeking relaxation from strict enforcement of clause (b) to sub-rule (2) of rule 19 thereof if it satisfies the following conditions:

- (a) such equity shares are issued to all the existing shareholders as on record date by way of rights or bonus issue;

- (b) the issuer is in compliance with the conditions of minimum public shareholding requirement stipulated in regulation 38 of Listing Regulation, with reference to the equity shares already listed and the equity shares with differential rights proposed to be listed; and
- (c) the issuer undertakes to disclose the shareholding pattern of the equity shares with differential rights separately in terms of requirements of regulation 31.

C. Application by a listed entity for Listing of warrants Offered Along With Non-Convertible Debentures (NCDs)

A listed entity, desirous of listing of its warrants without making an initial public offer of warrants, may make an application to the Board under sub-Rule (7) of rule 19 of the SCRR seeking relaxation from strict enforcement of clause (b) to sub-rule (2) of rule 19 if it satisfies the following conditions:

- (a) warrants are issued as combined offering of NCDs and warrants through qualified institutions placement under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as “the ICDR Regulations”);
- (b) the issuer is in compliance with all the provisions of Chapter VIII of the ICDR Regulations; and
- (c) NCDs and warrants shall be traded in the minimum trade lot of one lakh rupees.

D. Requirements to be fulfilled by Stock Exchange(s)

1. The designated stock exchange shall forward the documents to the Board along with its recommendations on documents and recommendation, if applicable, on the application for granting exemption, under sub-rule (7) of rule 19 of SCRR.

E. Processing of the Scheme by SEBI

1. The Board may, while granting relaxation, if any, under sub-rule (7) of rule 19 of SCRR, stipulate any other conditions as may be deemed necessary in the interest of investors and securities market, under the facts and circumstances of the specific case.

2. SEBI shall endeavour to intimate its comments/approval, wherever applicable, to the designated stock exchange within 30 days of receipt of complete information, including the no-objection certificate from the exchange.

(11) Issuance of Certificates or Receipts/Letters/Advices for securities and dealing with unclaimed securities

- The listed entity shall comply with shall issue certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn out certificates or receipts or advices, as applicable within a period of thirty days from the date of such lodgement.
- The listed entity shall submit information regarding loss of share certificates and issue of the duplicate certificates, to the stock exchange within two days of its getting information.

(12) Intimation of record date: The listed entity shall intimate the record date to all the stock

exchange(s) where it is listed atleast seven working days in advance (excluding the date of intimation and the record date) specifying the purpose of the record date which may be any of the following-

- declaration of dividend;
- issue of right or bonus shares;
- issue of shares for conversion of debentures or any other convertible security;
- shares arising out of rights attached to debentures or any other convertible security
- corporate actions like mergers, de-mergers, splits and bonus shares, where stock derivatives are available on the stock of listed entity or where listed entity's stocks form part of an index on which derivatives are available;
- such other purposes as may be specified by the stock exchange(s).
- The listed entity shall recommend or declare all dividend and/or cash bonuses at least five working days (excluding the date of intimation and the record date) before the record date fixed for the purpose.
- The listed entity shall ensure the time gap of at least thirty days between two record dates.
- For securities held in physical form, the listed entity may, announce dates of closure of its transfer books in place of record date for complying with the above requirements; Provided that the listed entity shall ensure that there is a time gap of atleast thirty days between two dates of closure of its transfer books. [Regulation 42]

(13) Declaration of Dividends: The listed entity shall declare and disclose the dividend on per share basis only. The listed entity shall not forfeit unclaimed dividends before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases. [Regulation 43]

(14) E-Voting facility: The listed entity shall provide the facility of remote e-voting facility to its shareholders, in respect of all shareholders' resolutions in compliance with the conditions specified under the Companies (Management and Administration) Rules, 2014, or amendments made thereto.

- The listed entity shall submit to the stock exchange, within 48 hours of conclusion of its General Meeting, details regarding the voting results in the format as specified in '**Annexure-I**'.
- The listed entity shall send proxy forms to holders of securities in all cases mentioning that a holder may vote either for or against each resolution. [Regulation 44]
- In the new format, the listed entity is required to make disclosure for each agenda item whether promoter/ promoter group are interested in the agenda / resolution.

(15) Conditions to be fulfilled for Change in name of the listed entity: The listed entity is allowed to change its name subject to compliance with the following conditions:

- a time period of at least one year has elapsed from the last name change;
- at least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; or

- the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity:

Provided that if any listed entity has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of six months from the change of activities in compliance of provisions as applicable to change of name prescribed under Companies Act, 2013.

On satisfaction of conditions above, the listed entity shall file an application for name availability with Registrar of Companies. On receipt of confirmation regarding name availability from Registrar of Companies, before filing the request for change of name with the Registrar of Companies in terms of provisions laid down in Companies Act, 2013 and rules made thereunder, the listed entity shall seek approval from Stock Exchange by submitting a certificate from chartered accountant stating compliance with conditions stated above. [Regulation 45]

(16) Information to be published in Newspapers: The listed entity shall publish the following information in the newspaper:

- a) notice of meeting of the board of directors where financial results shall be discussed
- b) financial results, as specified in regulation 33, along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor: Provided that if the listed entity has submitted both standalone and consolidated financial results, the listed entity shall publish consolidated financial results along-with (1) Turnover, (2) Profit before tax and (3) Profit after tax, on a stand-alone basis, as a foot note; and a reference to the places, such as the website of listed entity and stock exchange(s), where the standalone results of the listed entity are available.
- c) statements of deviation(s) or variation(s) as specified in sub-regulation (1) of regulation 32 on quarterly basis, after review by audit committee and its explanation in directors report in annual report;
- d) notices given to shareholders by advertisement.
 - The listed entity shall give a reference in the newspaper publication, to link of the website of listed entity and stock exchange(s), where further details are available.
 - The listed entity shall publish the information given above in the newspaper simultaneously with the submission of the same to the stock exchange(s).
 - The financial results shall be published within 48 hours of conclusion of the meeting of board of directors at which the financial results were approved.
 - The information given above shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated: Provided that the requirements of this regulation shall not be applicable in case of listed entities which have listed their specified securities on SME Exchange. [Regulation 47]

(17) Compliance with Accounting Standards: The listed entity shall comply with all the applicable and notified Accounting Standards from time to time. [Regulation 48]

Chapter 9

PROVISIONS RELATING TO SECURITIES

ISSUANCE OF CERTIFICATES OR RECEIPTS/LETTERS/ADVICES FOR SECURITIES AND DEALING WITH UNCLAIMED SECURITIES (Regulation 39)

- (1) The listed entity shall comply with Rule 19(3) of Securities Contract (Regulations) Rules, 1957 in respect of Letter/Advices of Allotment, Acceptance or Rights, transfers, sub-division, consolidation, renewal, exchanges, issuance of duplicates thereof or any other purpose.
- (2) The listed entity shall issue certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn out certificates or receipts or advices, as applicable within a period of thirty days from the date of such lodgement.
- (3) The listed entity shall submit information regarding loss of share certificates and issue of the duplicate certificates, to the stock exchange within two days of its getting information.
- (4) The listed entity shall comply with the procedural requirements specified in Schedule VI while dealing with securities issued pursuant to the public issue or any other issue, physical or otherwise, which remain unclaimed and/or are lying in the escrow account, as applicable.

MANNER OF DEALING WITH UNCLAIMED SHARES [Schedule VI]

The listed entity may delegate the following procedural requirements to a share transfer agent.

(1) Reminders to be sent: The listed entity shall send at least three reminders at the address as mentioned below:

- For shares in physical form, reminders shall be sent to the address given in the application form as well as last available address as per listed entity's record.
- For shares in demat form, reminders shall be sent to the address captured in depository's database or address given in the application form, in case of application made in physical form.

(2) Procedure in case of non receipt of response to reminders

- For shares in demat form, the unclaimed shares shall be credited to a demat suspense account with one of the Depository Participants, opened by the listed entity for this purpose.
- For shares in physical form, the listed entity shall transfer all the shares into one folio in

the name of “Unclaimed Suspense Account” and shall dematerialise the shares held in the Unclaimed Suspense Account with one of the Depository Participants.

- The listed entity shall maintain details of shareholding of each individual allottee whose shares are credited to such demat suspense account or unclaimed suspense account, as applicable.
- The demat suspense account or unclaimed suspense account, as applicable shall be held by the listed entity purely on behalf of the allottees who are entitled to the shares and the shares held in such suspense account shall not be transferred in any manner whatsoever except for the purpose of allotting the shares to the allottee as and when he/she approaches the listed entity.

Provided that all such shares, in respect of which unpaid or unclaimed dividend has been transferred under Section 124 (5) of the Companies Act, 2013, shall also be transferred by the listed entity in accordance with Section 124 (6) of the Companies Act, 2013 and rules made thereunder.

(3) Procedure in case of claim by allottee

- As and when the allottee approaches the listed entity, the listed entity shall, after proper verification of the identity of the allottee either credit the shares lying in the Unclaimed Suspense Account or demat suspense account, as applicable, to the demat account of the allottee to the extent of the allottee’s entitlement, or deliver the physical certificates after re-materialising the same, depending on what has been opted for by the allottee.
- Provided that the rematerialising of the physical certificates shall be done only in case where the shares were originally issued in physical form.

(4) Dealing with Corporate Benefits (in terms of securities accruing) and Voting Rights on such Unclaimed Shares

- Any corporate benefits in terms of securities accruing on such shares viz. bonus shares, split etc., shall also be credited to such demat suspense account or unclaimed suspense account, as applicable for a period of seven years and thereafter shall be transferred by the listed entity in accordance with provisions of Section 124(5) read with Section 124 (6) of the Companies Act, 2013 and rules made thereunder.
- The voting rights on such unclaimed shares shall remain frozen till the rightful owner claims the shares.

Transfer or transmission or transposition of securities (Regulation 40)

In addition to transfer of securities, the following provisions of this regulation shall also apply to the following:

- (a) deletion of name of the deceased holder(s) of securities, where the securities are held in the name of two or more holders of securities ;
- (b) transmission of securities to the legal heir(s), where deceased holder of securities was the sole holder of securities;

(c) transposition of securities, when there is a change in the order of names in which physical securities are held jointly in the names of two or more holders of securities.

- The board of directors of a listed entity may delegate the power of transfer of securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s): Provided that the board of directors and/or the delegated authority shall attend to the formalities pertaining to transfer of securities at least once in a fortnight: Provided further that the delegated authority shall report on transfer of securities to the board of directors in each meeting.
- On receipt of proper documentation, the listed entity shall register transfers of its securities in the name of the transferee(s) and issue certificates or receipts or advices, as applicable, of transfers; or issue any valid objection or intimation to the transferee or transferor, as the case may be, within a period of fifteen days from the date of such receipt of request for transfer: Provided that the listed entity shall ensure that transmission requests are processed for securities held in dematerialized mode and physical mode within seven days and twenty one days respectively, after receipt of the specified documents: Provided further that proper verifiable dated records of all correspondence with the investor shall be maintained by the listed entity.
- The listed entity shall not register transfer when any statutory prohibition or any attachment or prohibitory order of a competent authority restrains it from transferring the securities from the name of the transferor(s).
- The listed entity shall not register the transfer of its securities in the name of the transferee(s) when the transferor(s) objects to the transfer: Provided that the transferor serves on the listed entity, within sixty working days of raising the objection, a prohibitory order of a Court of competent jurisdiction.
- The listed entity shall not decline to, register or acknowledge any transfer of shares, on the ground of the transferor(s) being either alone or jointly with any other person or persons indebted to the listed entity on any account whatsoever.
- In case the listed entity has not effected transfer of securities within fifteen days or where the listed entity has failed to communicate to the transferee(s) any valid objection to the transfer, within the stipulated time period of fifteen days, the listed entity shall compensate the aggrieved party for the opportunity losses caused during the period of the delay: Provided that during the intervening period on account of delay in transfer above, the listed entity shall provide all benefits, which have accrued, to the holder of securities in terms of provisions of Section 126 of Companies Act, 2013, and Section 27 of the Securities Contracts (Regulation) Act, 1956: Provided further that in case of any claim, difference or dispute under this sub-regulation the same shall be referred to and decided by arbitration as provided in the bye-laws and/or regulations of the stock exchange(s).
- The listed entity shall ensure that the share transfer agent and/or the in-house share transfer facility, as the case may be, produces a certificate from a practicing company secretary within one month of the end of each half of the financial year, certifying that all certificates have been issued within thirty days of the date of lodgement for

transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies.

- The listed entity shall ensure that certificate mentioned at sub-regulation (9), shall be filed with the stock exchange(s) simultaneously.
- The listed entity shall comply with all procedural requirements as specified in Schedule VII with respect to transfer of securities.

SCHEDULE VII: TRANSFER OF SECURITIES

A. REQUIREMENT OF PAN

- (1) For registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the listed entity for registration of transfer of securities.
- (2) For securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the listed entity for registration of such transfer of securities.
- (3) In cases where PAN card is not available i.e. in case of residents of Sikkim, the requirement of PAN Card may be substituted with Identity proof.
- (4) In case of mismatch in PAN card details as well as difference in maiden name and current name, in case of married women, of the holder(s) of securities, the listed entity may collect the PAN card as submitted by the transferee(s) or transferor(s) as the case maybe: Provided that this shall be subject to the listed entity verifying the veracity of the claim of such transferee(s) or transferor(s) by collecting sufficient documentary evidence in support of the identity of the transferee(s) or transferor(s).

B. DIFFERENCES IN SIGNATURE

- (1) In case of minor differences in the signature of the transferor(s), the listed entity shall follow the following procedure for registering transfer of securities:
 - (a) the listed entity shall promptly send to the first transferor(s), via speed post an intimation of the aforesaid defect in the documents and inform the transferor(s) that objection, supported by valid proof, is not lodged by the transferor(s) with the listed entity within fifteen days of receipt of the listed entity's letter, then the securities shall be transferred;
 - (b) if the intimation to the transferor(s) is delivered and the objection from the transferor(s) with supporting documents is not received within fifteen days, the listed entity shall transfer the securities provided the listed entity does not suspect fraud or forgery in the matter: Provided that the listed entity shall maintain proof of delivery for in their record(s).
- (2) In case of major differences in, or non-availability of, the signature of the transferor(s), the listed entity shall follow the following procedure for registering transfer of securities:
 - (a) The listed entity shall promptly send to the transferee(s), via Speed Post, an Objection Memo along with the documents in original marking the reason as "material signature difference/ non-availability of signature" and an advice to ensure submission of requested documents of the transferor(s);

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- (b) The listed entity shall also send a copy of the Objection memo as per clause (a) of sub-para (2) to the transferor(s), via Speed Post, simultaneously;
 - (c) The above Objection Memo in clause (a) and (b) of sub-para (2) shall also state the requirement of additional documents of transferor(s) as follows for effecting the transfer:
 - (i) an Affidavit to update transferor(s) signature in its records;
 - (ii) an original unsigned cancelled cheque and banker's attestation of the transferor(s) signature and address;
 - (iii) contact details of the transferor(s) and ;
 - (d) If the intimation to both the transferor(s) and the transferee(s) are delivered, requested documents of the transferor(s) are submitted to the listed entity and the address attested by the bank tallies with the address available in the database of listed entity, the listed entity, shall transfer the securities provided the listed entity does not suspect fraud or forgery in the matter:

Provided that listed entity shall maintain proof of delivery in their record(s).

C. ADDITIONAL DOCUMENTATION REQUIREMENTS IN CASE OF TRANSMISSION OF SECURITIES

(1) In case of transmission of securities held in dematerialized mode, where the securities are held in a single name without a nominee, for the purpose of following simplified documentation, as prescribed by the depositories vide bye-laws or operating instructions, as applicable, the threshold limit is rupees five lakhs only per beneficiary owner account.

(2) In case of transmission of securities held in physical mode:

- (a) where the securities are held in single name with a nominee:
 - (i) duly signed transmission request form by the nominee;
 - (ii) original or copy of death certificate duly attested by a notary public or by a gazetted officer;
 - (iii) self attested copy of PAN card of the nominee.
- (b) where the securities are held in single name without a nominee, a affidavit made on appropriate non judicial stamp paper , to the effect of identification and claim of legal ownership to the securities shall be required and additionally
 - (i) for value of securities, threshold limit of upto rupees two lakh only, per listed entity, as on date of application, one or more of the following documents may be submitted:
 1. No objection certificate from all legal heir(s) who do not object to such transmission or copy of family settlement deed duly notarized or attested by a gazetted officer and executed by all the legal heirs of the deceased holder;
 2. indemnity made on appropriate non judicial stamp paper, indemnifying the listed entity ;
 - (ii) for value of securities, threshold limit, more than rupees two lakh, per listed entity,

as on date of application, succession certificate or probate of will or letter of administration or court decree shall be submitted;

- (iii) the listed entity however, at its discretion, may enhance value of securities, threshold limit, of rupees two lakh.

Other provisions relating to securities (Regulation 41)

- 1) The listed entity shall not exercise a lien on its fully paid shares and that in respect of partly paid shares it shall not exercise any lien except in respect of moneys called or payable at a fixed time in respect of such shares.
- 2) The listed entity shall, in case of any amount to be paid in advance of calls on any shares stipulate that such amount may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.
- 3) The listed entity shall not issue shares in any manner which may confer on any person, superior rights as to voting or dividend vis-à-vis the rights on equity shares that are already listed.
- 4) The listed entity shall, issue or offer in the first instance all shares (including forfeited shares), securities, rights, privileges and benefits to subscribe pro rata basis , to the equity shareholders of the listed entity, unless the shareholders in the general meeting decide otherwise.
- 5) Unless the terms of issue otherwise provide, the listed entity shall not select any of its listed securities for redemption otherwise than on pro-rata basis or by lot.

Chapter 10

RECLASSIFICATION OF PROMOTERS

Introduction

There may be certain situations wherein promoters may desire to re-classify their holding as public. For example- There is a company run by family members initially. However, the said family members want to exit from the day to day operations of the company and would hold a minor stake in the company. The said members would like to handover the management of the company to professionals and would not have any special rights in the company. Should the holding of such family members be re-classified as public holding?

In order to prescribe specific criteria and to lend objectivity to the process of reclassification of promoters of listed companies as public shareholders under various circumstances, the Securities and Exchange Board of India has introduced new concept of reclassification of promoters under '**Regulation 31A - Disclosure of Class of shareholders and Conditions for Reclassification**' of the Listing Regulations.

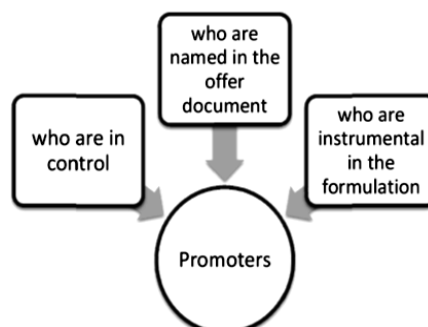
Definitions

Promoter: Reg. 2(1)(w) "promoter" shall have the meaning as assigned in clause (za) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. "Promoter" includes:

- (i) the person or persons who are in control of the issuer;
- (ii) the person or persons who are instrumental in the formulation of a plan or programme pursuant to which specified securities are offered to public;
- (iii) the person or persons named in the offer document as promoters:

Provided that a director or officer of the issuer or a person, if acting as such merely in his professional capacity, shall not be deemed as a promoter:

Provided further that a financial institution, scheduled bank, foreign institutional investor and mutual fund shall not be deemed to be a promoter merely by virtue of the fact that ten per cent or more of the equity share capital of the issuer is held by such person;



Promoter group: “Promoter group” shall have the same meaning as assigned in clauses (zb) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. “Promoter group” includes:

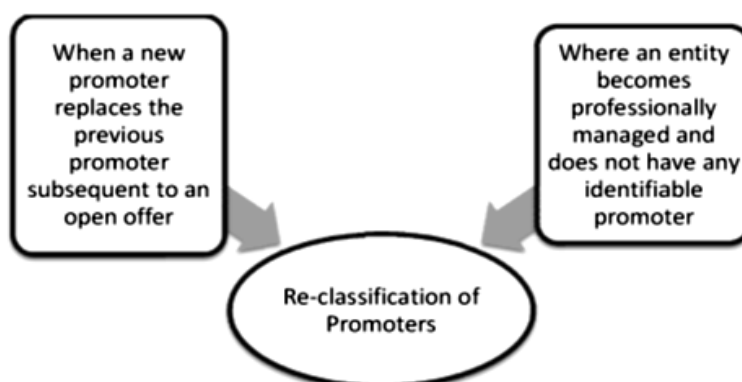
- (iii) the promoter;
- (iv) an immediate relative of the promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or of the spouse); and
- (v) in case *promoter is a body corporate*:
 - a subsidiary or holding company of such body corporate;
 - any body corporate in which the promoter holds 10% or more of the equity share capital or which holds 10% or more of the equity share capital of the promoter;
 - any body corporate in which a group of individuals or companies or combinations thereof which hold 20% or more of the equity share capital in that body corporate also holds 20% or more of the equity share capital of the issuer; and
- (vi) in case the promoter is an individual:
 - any body corporate in which 10% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of his immediate relative is a member;
 - any body corporate in which a body corporate as provided in (A) above holds 10% or more, of the equity share capital;
 - any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than 10% of the total; and
- (vii) all persons whose shareholding is aggregated for the purpose of disclosing in the prospectus under the heading “shareholding of the promoter group”.

Provided that a financial institution, scheduled bank, foreign institutional investor and mutual fund shall not be deemed to be promoter group merely by virtue of the fact that ten per cent. or more of the equity share capital of the issuer is held by such person: Provided further that such financial institution, scheduled bank and foreign institutional investor shall be treated as promoter group for the subsidiaries or companies promoted by them or for the mutual fund sponsored by them” the promoter;

Disclosure of Class of shareholders:

- All entities falling under ***promoter and promoter group*** shall be disclosed separately in the shareholding pattern appearing on the website of all stock exchanges having nationwide trading terminals where the specified securities of the entity are listed, in the formats as prescribed by SEBI.
- The stock exchange shall allow modification or reclassification of the status of the shareholders, only upon receipt of a request from the concerned listed entity or the concerned shareholders along with all relevant evidence and on being satisfied with the compliance of conditions mentioned in this regulation.

- In case of entities listed on more than one stock exchange, the concerned stock exchanges shall jointly decide on the application of the entity/ shareholders.
- In case of transmission/succession/inheritance, the inheritor shall be classified as promoter.



Re-classification of promoters

An entity belonging to promoter / promoter group of listed companies may re-classify its shareholding to public category under the following scenarios, subject to certain conditions as stated thereafter:

1. When a new promoter replaces the previous promoter subsequent to an open offer or in any other manner, re-classification may be permitted subject to approval of shareholders in the general meeting and compliance of the following conditions:
 - Such promoter along with the promoter group and the Persons Acting in Concert shall not hold more than ten per cent of the paid-up equity capital of the entity.
 - Such promoter shall not continue to have any special rights through formal or informal arrangements. All shareholding agreements granting special rights to such entities shall be terminated.
 - Such promoters and their relatives shall not act as key managerial person for a period of more than three years from the date of shareholders' approval: Provided that the resolution of the said shareholders' meeting must specifically grant approval for such promoter to act as key managerial person.
2. **Where an entity becomes professionally managed and does not have any identifiable promoter the existing promoters may be re-classified as public shareholders subject to approval of the shareholders in a general meeting.** Explanation.- For the purposes of this sub-regulation an entity may be considered as professionally managed, if-
 - No person or group along with persons acting in concert taken together shall hold more than one per cent paid-up equity capital of the entity including any holding of convertibles/outstanding warrants/ Depository Receipts: Provided that any mutual fund, bank, insurance company, financial institution, foreign portfolio investor may

individually hold up to ten per cent paid-up equity capital of the entity including any holding of convertibles/outstanding warrants/Depository Receipts.

- The promoters seeking reclassification and their relatives may act as key managerial personnel in the entity only subject to shareholders' approval and for a period not exceeding three years from the date of shareholders' approval.
- The promoter seeking reclassification along with his promoter group entities and the persons acting in concert shall not have any special right through formal or informal arrangements. All shareholding agreements granting special rights to such outgoing entities shall be terminated.

Other conditions for Re-Classification:

Re-classification of promoter as public shareholders shall be subject to the following conditions in addition to the condition above:

- Such promoter shall not, directly or indirectly, exercise control, over the affairs of the entity.
- Increase in the level of public shareholding pursuant to re-classification of promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of these regulations.
- The event of re-classification shall be disclosed to the stock exchanges as a material event in accordance with the provisions of these regulations.
- Board may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing promoter or its persons acting in concert.

Reclassification of public shareholder as promoter:

If any public shareholder seeks to re-classify itself as promoter, it shall be required to make an open offer in accordance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Chapter 11

LIABILITY FOR CONTRAVENTION OF THE REGULATIONS

Action by the respective stock exchanges

The listed entity or any other person thereof who contravenes any of the provisions of these regulations, shall, in addition to liability for action in terms of the securities laws, be liable for the following actions by the respective stock exchange(s), in the manner specified in circulars or guidelines issued by the Board:

- (a) imposition of fines;
- (b) suspension of trading;
- (c) freezing of promoter/promoter group holding of designated securities, as may be applicable, in coordination with depositories.
- (d) any other action as may be specified by the Board from time to time

If listed entity fails to pay any fine imposed on it within such period as specified from time to time, by the recognised stock exchange(s), after a notice in writing has been served on it, the stock exchange may initiate action. [Regulation 98]

Accordingly, recognized stock exchanges shall use imposition of fines as action of first resort in case of such non compliances and invoke suspension of trading in case of subsequent and consecutive defaults. In order to maintain consistency and uniformity of approach the recognized stock exchanges shall follow the following procedure:

- a) Uniform fine structure for non-compliance with Listing Regulations regarding non-submission of certain periodic reports
- b) Standard Operating Procedure (SOP) for suspension and revocation of suspension of trading of specified securities

In order to ensure effective enforcement of the Listing Regulations, the depositories, on receipt of intimation from concerned recognized stock exchange, shall freeze or unfreeze, as the case may be, the entire shareholding of the promoter and promoter group in such entity.

The recognized stock exchanges shall also disclose on their website the action/s taken against the listed entities for non-compliance(s); including the details of respective requirement, amount of fine, period of suspension, freezing of shares, etc.

Recognized stock exchanges may, having regard to the interests of investors and securities market, take appropriate action in line with the principles and procedures laid down (i.e. uniform fine structure and SOP) and any deviation therefore should not dilute the spirit of the policy contained therein. Any deviation shall be on justifiable reasons to be recorded in writing. These actions are without prejudice to power of SEBI to take action under securities laws for above violations.

(A) Uniform fine structure for non-compliance with Listing Regulations regarding non-submission of certain periodic reports

The recognized stock exchange shall impose fine on listed entities for non-compliance with certain provisions of the Listing Regulations for non-submission/ delay in submission of reports/ documents to recognized stock exchange as under:

<i>Regulation</i>	<i>Fine payable for 1st non-compliance</i>	<i>Fine Payable for each subsequent and consecutive non-compliance</i>
Regulation 27(2) Non submission of the Corporate governance compliance report within the period provided under this regulation	1,000 per day of non-compliance till the date of compliance	2,000 per day of non-compliance till the date of compliance
Regulation 31 Non submission of the Shareholding pattern within the period prescribed under this regulation.	1,000 per day of non-compliance till the date of compliance and If non-compliance continues for more than 15 days, additional fine of 0.1 % of paid up capital* of the entity or 1 crore, whichever is less.	2,000 per day of non-compliance till the date of compliance and If non-compliance continues for more than 15 days, additional fine of 0.1% of paid up capital* of the entity or 1 crore, whichever is less.
Regulation 33 Non submission of the financial results within the period prescribed under this regulation	5,000 per day of non-compliance till the date of compliance and If non-compliance continues for more than 15 days, additional fine of 0.1 % of Paid Up capital* of the entity or 1crore, whichever is less.	10,000 per day of non-compliance till the date of compliance and If non-compliance continues for more than 15 days, additional fine of 0.1 % of Paid Up capital* of the entity or 1 crore, whichever is less.
Regulation 34 Non-submission of the Annual Report within the period prescribed under this regulation.	If non-compliance continues for more than 5 days, 1,000 per day till the date of compliance	2,000 per day of non-compliance till the date of compliance

**Paid up capital as on first day of the financial year in which the non-compliance occurs.*

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- The amount of fine realized as per the above structure shall be credited to the “Investor Protection Fund” of the concerned recognized stock exchange.
 - The recognized Stock Exchanges shall disseminate on their website, the names of non-compliant listed entities that are liable to pay fine for non-compliance of the above regulations.
 - Every recognized stock exchange shall review the compliance status of the listed entities within 15 days from the due date for compliance for the respective regulation and issue notices to the non-compliant listed entities to ensure compliance and pay fine as per this circular within 15 days from the date of the notice.
 - If any non-compliant listed entity fails to pay the fine despite receipt of the notice as stated above, the recognized stock exchange may initiate appropriate enforcement action, including prosecution.
 - If a listed entity commits two or more consecutive defaults in compliance of the aforesaid provisions of the Listing Regulations within 15 days from date of the notice issued under clause 4, the concerned recognised stock exchange shall, in addition to imposing fine as specified above, move the scrip of the listed entities to “Z” category wherein trades shall take place on ‘Trade for Trade’ basis.
 - The recognised stock exchange shall move back the scrip of the listed entity to the normal trading category, if it complies with respective provisions of the Listing Regulations and completely pays fine prescribed as above.
 - The recognized stock exchange shall give 7 days prior public notice to investors before moving the share of non-compliant entity to “Z” category or *vice versa*.

(B) STANDARD OPERATING PROCEDURE (SOP)

A. SOP for suspension of trading

1. Criteria for suspension of the trading in the shares of the listed entities:

- (a) failure to comply with regulation 27(2) with respect to submission of corporate governance compliance report for two consecutive quarters;
- (b) failure to comply with regulation 31 with respect to submission of shareholding pattern for two consecutive quarters;
- (c) failure to comply with regulation 33 with respect to submission of financial results for two consecutive quarters;
- (d) failure to comply with regulation 34 with respect to submission of Annual Report for two consecutive financial years;
- (e) failure to submit information on the reconciliation of shares and capital audit report, for two consecutive quarters;
- (f) receipt of the notice of suspension of trading of that entity by any other recognized stock exchange on any or all of the above grounds.

2. Before suspension of trading on any of the above grounds, except clause 1 (f), the concerned

recognized stock exchange shall send written intimation to the non-compliant listed entity calling upon it to comply with respective requirement(s) mentioned in clause (a) to (e) above and pay the applicable fine within 21 days of the date of the intimation.

3. If the non-compliant listed entity fails to comply with aforesaid requirement(s) and pay fine despite the receipt of the intimation of the recognized stock exchange within the time as aforesaid, the concerned recognized stock exchange shall forthwith intimate the depositories to freeze entire shareholding of the promoter and promoter group in such listed entity. Simultaneously, the recognized stock exchange shall give a 21 days (prior to the proposed date of suspension) public notice on its website proposing suspension of trading in the shares of the non-compliant listed entity.

4. If the non-compliant listed entity complies with respective requirement(s) and pays fine five days before the proposed date of suspension, the trading in its shares shall not be suspended on the proposed date and the concerned recognized stock exchange shall intimate to the depositories to unfreeze, after one month from the date of compliance, the shares of the promoter and promoter group of the entity. Simultaneously, the recognized stock exchange shall give a public notice on its website informing compliance by the entity.

5. In case of failure to comply with respective requirement(s) and/ or pay fine as aforesaid, the recognized stock exchange shall suspend the trading in the shares of a non-compliant listed entity. The entire shareholding of promoter/ promoter group in such listed entity shall remain frozen till expiry of three months from the date of revocation of suspension.

6. While suspending trading in the shares of the non-compliant entity the recognized stock exchange shall send intimation of suspension to other recognized stock exchanges where the shares of the non-compliant entity are listed. On receipt of such intimation the other recognized stock exchanges shall also suspend trading in the shares of the entity.

7. After 15 days of suspension, trading in the shares of non-compliant entity may be allowed on the "Trade for Trade" basis, on the first trading day of every week for 6 months. In this regard, the recognized stock exchange shall give instruction to its trading members/ stock brokers to obtain confirmation from clients before accepting an order for purchase of shares of non-compliant entity on the 'Trade for Trade' basis.

8. The recognized stock exchange shall put in place a system to publish a caution message on its trading terminals, as follows: *"Trading in shares of the Listed Entity is under 'suspension and trade to trade basis' and trading shall stop completely if the Listed Entity remains not compliant for six months "*.

B. SOP for revocation of suspension of trading

1. If the non-compliant listed entity complies with the aforesaid requirement(s) and pays applicable fine within three months from the date of suspension, the recognized stock exchange may revoke the suspension of trading of its shares.

2. If the non-compliant listed entity complies with the aforesaid requirement(s) and pays applicable fine after three months from the date of suspension, the recognized stock exchange may revoke the suspension of trading of its shares after a period of three more months from the date of such compliance.

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3. The recognized stock exchange shall, 7 days prior to revocation of suspension of trading in shares of the entity, issue a public notice on its website.
 4. After 3 months from the date of revocation of the suspension, the recognized stock exchange shall send intimation to the depositories to unfreeze the shares of the promoter and promoter group.
 5. After revocation of suspension, the trading of shares shall be permitted only in the 'Trade for Trade' basis for a period of three months from the date of revocation and after this period of three months, trading in the shares of the entity shall be shifted back to the normal trading category, after giving prior notice of 7 days.

Chapter 12

NEW INSERTIONS AND SUBSTANTIVE CHANGES IN LISTING REGULATIONS VIS-A -VIS LISTING AGREEMENT

New Insertions

Sl. No	Topic	Brief Description
1.	Designated Securities [Reg.2(1)(h)]	<p>Specified securities, non-convertible debt securities, non-convertible redeemable preference shares, perpetual debt instrument, perpetual non-cumulative preference shares, Indian depository receipts, securitised debt instruments, units issued by mutual funds and any other securities as may be specified by the Board.</p> <ul style="list-style-type: none"> • It is a broader term than Specified Securities. It includes both equity, convertible and non-convertible securities.
2.	Listed Entity [Reg.2(1)(p)]	<p>An entity which has listed, on a recognised stock exchange(s), the designated securities issued by it or designated securities issued under schemes managed by it, in accordance with the listing agreement entered into between the entity and the recognised stock exchange(s);</p> <ul style="list-style-type: none"> • Here, the term is not listed company but entity. Reason being that entities such as mutual funds, foreign companies, issuers of securitized debt instruments are also included in the definition. Therefore, an entity having its debt securities listed will also be called a listed entity.
3.	Policy for Preservation of Documents [Regulation 9]	<p>A new policy for preservation of documents is introduced. It involves approval by board of directors of listed entity by classifying documents in at least two categories as follows-</p> <p>(a) documents whose preservation shall be permanent in nature</p> <p>(b) documents with preservation period of not less than eight years after completion of the relevant transactions. The listed entities may keep its records in physical or electronic mode.</p> <ul style="list-style-type: none"> • This provision is made in alignment with section 128 of the Companies Act, 2013.
4.	Entities to provide details	<p>Under Regulation 17(7), minimum information required to be placed before the board includes Quarterly details of foreign exchange</p>

<p>of Commodity Price Risk/ Foreign Exchange Risk and Hedging Activities in their Annual Report.</p>	<p>exposures and the steps taken by management to limit the risks of adverse exchange rate movement. Such disclosure is also required to be given in Annual Report.</p>
<p>5. Common Share Transfer Facility [Regulation 7]</p>	<p>Appointment of Share transfer Agent or managing the share transfer facility is required. The listed entity shall ensure that all activities in relation to both physical and electronic share transfer facility are maintained either in house or by Registrar to an issue and share transfer agent registered with the Board. Submission of a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorised representative of the share transfer agent, wherever applicable, within one month of end of each half of the financial year is required.</p> <ul style="list-style-type: none"> • SEBI vide its circular D&CC/FITTC/CIR- 15/2002 dated December 22, 2002 made appointment of Common Agency for Share Registry work mandatory. But, in order to facilitate better enforceability, this provision is included in the regulations.

Alignment of certain definitions with Companies Act 2013

Following definition in the Regulations are aligned with the Companies Act 2013.

<i>S. No. Topic</i>	<i>Brief Description</i>
<p>1. Financial Year</p>	<p>Meaning as per section 2(41) of the Companies Act, 2013. For a company or body corporate, the period ending on the 31st day of March every year, and where it has been incorporated on or after the 1st day of January of a year, the period ending on the 31st day of March of the following year, in respect whereof financial statement of the company or body corporate is made up.</p>
<p>2. Half Year</p>	<p>The period of six months commencing on the first day of April or October of a financial year.</p>
<p>3. Quarter</p>	<p>The period of three months commencing on the first day of April, July, October or January of a financial year.</p>
<p>4. Holding Company</p>	<p>Meaning as per section 2(46) of the Companies Act, 2013.</p> <p>Holding company:- In relation to one or more other companies, means a company of which such companies are subsidiary companies.</p>

5. Subsidiary company	<p>Meaning as per section 2(87) of the Companies Act, 2013.</p> <p>Subsidiary company:- In relation to any other company (that is to say the holding company), means a company in which the holding company –</p> <p>(i) controls the composition of the Board of Directors; or</p> <p>(ii) exercises or controls more than one-half of the total share capital either at its own or together with one or more of its subsidiary companies</p>
6. “Chief executive officer” or “managing director” or “manager”	<p>Reg.2(1)(e) The person so appointed in terms of the Companies Act, 2013</p> <p>Under Companies Act, 2013,</p> <p>Section 2(18) “Chief Executive Officer” means an officer of a company, who has been designated as such by it.</p> <p>Section 2(53) “manager” means an individual who, subject to the superintendence, control and direction of the Board of Directors, has the management of the whole, or substantially the whole, of the affairs of a company, and includes a director or any other person occupying the position of a manager, by whatever name called, whether under a contract of service or not.</p> <p>2(54) “managing director” means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.</p>
7. Global depository Receipts or Indian depository receipts	<p>“Global Depository Receipts”</p> <p>Meaning as per section 2(44) of the Companies Act, 2013.</p> <p>Any instrument in the form of a depository receipt, by whatever name called, created by a foreign depository outside India and authorised by a company making an issue of such depository receipts.</p> <p>“Indian Depository Receipts” Meaning as per section 2(48) of the Companies Act, 2013. Any instrument in the form of a depository receipt created by a domestic depository in India and authorised by a company incorporated outside India making an issue of such depository receipts.</p>

Non - Alignment of certain definitions with Companies Act 2013

Following definition in the Regulations are not aligned with the Companies Act 2013.

<i>S. No. Topic</i>	<i>Brief Description</i>
1. Associate [Regulation 2(1)(b)]	<p>Section 2(6) of Companies Act, 2013</p> <p>Accounting Standard 23</p> <p>Provided that this definition shall not be applicable for the units issued by mutual fund which are listed on a recognised stock exchange(s) for</p>

2. Independent Director [Regulation 16(1)(b)]	<p>which the provisions of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 shall be applicable.</p> <ul style="list-style-type: none"> • The present definition is cross reference to Accounting Standard which is broader than the definition as per Companies Act 2013 <p>Definition under Section 2 (47) read with 149(5)(6) of the Companies Act, 2013 is aligned with Regulations except two additional points as mentioned in regulations.</p> <p>I. Independent Director should not be a person of less than 21 years of age and</p> <p>II. Independent Director is not a material supplier, service provider or customer or a lessor or lessee of the company.</p>
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Substantive changes in Listing Regulations vis-a is Listing Agreement

S. No.	Topic	Listing Agreement	Listing Regulations
1.	Principles of governing disclosures and obligations of Listed Entity	Provisions with respect to principles of Corporate Governance notified by SEBI vide Circular dated April 17, 2014 were there.	A chapter has been included in the beginning of the Regulations incorporating the overarching principles of governing disclosures and obligations of Listed Entity. These principles are broadly in line with IOSCO Principles for periodic disclosures by listed entities. The application of specific regulations in the Listing Regulations would be in alignment with these Principles and in case of ambiguity, Regulations shall be implemented in a manner so as to achieve the objectives of the principles.
2.	Common Obligations of Listed Entity	No such categorisation	Generic obligations of listed entity with respect to filing of information, responsibilities of compliance officer, fees etc. have been categorised and these requirements have been made applicable to all types of listed securities.
3.	Co-operation with Intermediaries Registered with the Board	No such provision	In order to enable registered intermediaries fulfil their obligations specified under various Regulations.
4.	Filing of Information	No such provision	In order to promote electronic filing through technologically updated platform.

5. Registration with SCORES	No such provision	SEBI circular dated August 13, mandates all listed companies to register with SEBI SCORES. In line with this circular, a new requirement has been mandated for all listed entities to be registered with SCORES in order to handle investor complaints electronically.
6. Clauses pertaining to physical shares	5A.II For shares issued in physical form pursuant to a public issue or any other issue, which remain unclaimed, the company agrees to comply with the following procedure.	It was observed that majority of requirements pertaining to physical shares were redundant and thus deleted.
7. Promoter Shareholding in dematerialized form	No such provision	Incorporated in line with SEBI Circulars on 100% promoter Shareholding in Dematerialised Format

Chapter 13

CHALLENGES OR PRACTICAL ISSUES

There are certain challenges and practical issues likely to be faced by listed entities while implementing the requirements of the new Listing Regulations. Some of these challenges and issues are discussed below-

(1) Regulation 4(2)(d) – Role of Stakeholders in Corporate Governance:

SEBI should clarify that stakeholders referred to in this Regulation refers to shareholders / debenture holders / other security holders only and does not cover creditors, employees, institutions, regulators etc. This is evident if one refers to Regulation 20 of the Regulations under which Stakeholders' Relationship Committee of a listed company is required to look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders only.

(2) Regulation 9 – Preservation of Documents:

This regulation requires a listed entity to have a policy for preservation of documents approved by its Board of Directors. A reading of the regulation indicates that the policy should cover only with respect to documents required to be maintained by the listed entity under "Securities Laws" as defined in the Regulations. It will be a humongous task if the Board of Directors of the listed entity is required to approve a policy for preservation of its documents in respect of all laws applicable to the listed entity.

(3) Regulation 12 – Payment of Dividend or Interest on Redemption or Repayment:

Regulation 12 of the Listing Regulations stipulates that where amount payable as dividend exceeds Rs.1500, the payable at par warrants or cheques should be sent by speed post. This is an avoidable exercise as listed entities normally print / are required to print under the Regulations the particulars of shareholders (payee) with respect to his name with address, bank account number and the name of the branch where the shareholder has account while dividend / interest warrants are printed before sending them by post. Thus fraudulent encashment of the dividend warrant is totally eliminated. This requirement under the Regulations will unnecessarily increase the cost of compliance.

(4) Regulation 16(1)(b) – Definition of Independent Director

Clause (vi) (E) of the Regulation 16(1)(b) specifies that "independent director" means a non-executive director, other than a nominee director of the listed entity who, neither himself, nor whose relative(s): is a material supplier, *service provider or customer* or a lessor or lessee of the listed entity.

It would be difficult for listed entities to identify if any independent director or his relative is a service provider or customer. Moreover, it should not cover professional services rendered by independent directors.

(5) Regulation 23 – Related Party transactions

The conditions for omnibus approval by the Audit Committee with respect to related party transactions under SEBI (LODR) Regulations, 2015 and Companies Act, 2013 read with Companies (Board and its Powers) Rules 2014 is not uniform in the following respects.

1. The validity of omnibus approval under SEBI (LODR) Regulations, 2015 is one year and under Companies (Board and its Powers) Rules 2014 the validity is one financial year.
2. The Government companies are exempted from the listing regulations requiring approval of shareholders and Audit Committee with respect to related party transactions. However, under Companies Act Government companies are exempted only with respect to shareholders approval for certain contracts.

(6) Regulation 26(5) – Obligations with respect to Directors and Senior Management:

Regulation 26(5) of the Listing Regulations requires disclosure by the senior management of all material, financial and commercial transactions, involving personal interest / conflict of interest. The explanation of this regulation talks about conflict of interest relating to 'dealing in the shares of listed entity' which implies that senior management is required to disclose dealings in the shares of the listed entity to the Board of Directors.

This disclosure should be linked to the acquisition value exceeding Rs.10 lakhs per calendar quarter as stipulated under SEBI (Prohibition of Insider Trading) Regulations, 2015. This needs clarification.

(7) Regulation 30 – Disclosure of Events and Information:

- (a) Regulation 30 (10) of the Regulations requires that a listed entity shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any events or information. Unless the scope of the requirement of this Regulation is clearly specified, listed entities will be required to respond to any query which may be raised by the Stock Exchange, whether such query and response thereof is really in the interest of the capital market in general and investors of the company in particular.

- (b) Item 13 of Para-A of Part-A of Schedule-III-Proceedings of annual general meetings and extra-ordinary general meetings of a listed entity:

Listed entities are obligated in law to secure shareholders' approval through e-Voting. The Regulation {Reg. (44)(3)} and the requirements under the Companies Act, 2013 allow intimation of the results of e-Voting to Stock Exchanges not later than 48 hours / 3 days respectively of the conclusion of the meeting. It will yet be another challenge if the listed companies are required to disclose the results of e-Voting within 24 hours to the Stock Exchanges as required by Regulation 30.

- (c) Para-B Part-A of Schedule-III to the Regulations – Agreements which are binding and not in the normal course of business:

Loan agreements are covered as per SEBI circular dated September 9, 2015. Based on materiality, a listed company will be required to intimate stock exchanges loan agreements entered into by it which are not in its normal course of business. This requirement will really pose difficulty to listed companies. Response to this depends on facts and circumstances of each case.

(d) Regulation 30

The listed entities are likely to face certain challenges while making disclosures under Regulation 30. For example:

- It is required to disclose disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc. as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.

But at certain times it is not possible to estimate damage within 24 hours. So the clause may be reframed or there should be some provision for delayed disclosure.

ANNEXURE A

Format of Uniform Listing Agreement

A listed entity which has previously entered into agreement(s) with a recognised Stock Exchange(s) to list its securities shall execute a fresh listing agreement with such Stock Exchange within six months of the date of notification of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) i.e. September 2, 2015.

A simplified listing agreement which is uniform across all types of securities/listed entities is given below-

LISTING AGREEMENT

This Agreement is made on this day of by a Company / any other entity duly formed and registered under the relevant Indian Act / statutory enactment of appropriate jurisdiction, including overseas jurisdiction, wherever applicable, and having its registered office at (hereinafter called “the Issuer”) with the (Name of the Stock Exchange) (hereinafter called “the Exchange”).

WHEREAS:-

- a. It is a requirement of the Exchange that the Issuer shall submit a listing agreement duly executed along with an application for admission and continued admission of the securities to dealings on the Exchange.
- b. *The Issuer is desirous of continuing the listing of its securities on the Exchange or The issuer is desirous of listing its securities as mentioned in the application and made part hereof.
- c. The Issuer is desirous of executing this Agreement in compliance with the aforesaid requirement of the Exchange.

NOW THEREFORE in consideration of the aforesaid, the Issuer hereby covenants and agrees with the Exchange as follows:

1. That the Issuer shall comply with the extant provisions of all the applicable statutory enactments governing the issuance, listing and continued listing of securities.
2. That without prejudice to the above clause, the Issuer hereby covenants and agrees that it shall comply with the following:-
 - i. the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.

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- ii. the relevant byelaws / regulations / circulars / notices / guidelines as may be issued by the Exchange from time to time.
 - iii. such other directions, requirements and conditions as may be imposed by SEBI / Exchange from time to time.
3. That it shall pay listing and such other fees / fines as may be specified / levied by the Exchange from time to time within the prescribed period.
 4. That it shall keep intimated the Exchange about change in any information/ details of the issuer.
 5. The admission and continued admission of the securities to dealings on the Exchange is subject to the discretion of the Exchange and subject to the powers of the Exchange to prohibit, suspend or withdraw the listing of the securities on the Exchange.
 6. That the board of directors or a committee duly authorized by the board of directors of the issuer has passed a resolution for initial listing of the securities on the Exchange at its meeting held on the day of 20.....(not applicable in cases where the securities are already listed on the Exchange).
 7. Both parties agree that earlier listing agreement stands rescinded and novation carried out in accordance with respective regulations (viz. ICDR, ILDS, NCRPS, etc.) shall not affect any right already accrued or liability incurred by either party nor effect any enquiry or investigation or any other action undertaken by the Exchange or SEBI.

This Agreement is duly executed on the day, month and year first mentioned above by the authorized signatories duly authorized by the board of directors or committee thereof in their meeting held on (date).

SIGNED AND DELIVERED by the within named)

..... (Name of the Issuer))

Through its Authorised Signatories)

Name(s):)

Designation(s):)

SIGNED by the authorized signatory of Stock Exchange)

Name:)

Designation:)

*Note: Stock Exchange may strike off whichever is not applicable.

Information about the Company and Securities

Name of Issuer:

CIN No.

Registered office Address

Corporate office Address

Telephone No

Fax No.

Website address

e-mail id

Name of the Company
Secretary/ Compliance
Officer

Telephone no.

Fax No.

e-mail id

Securities applied for listing

(Please tick (ü) the appropriate boxes)

Specified securities (Main Board)

Specified securities (SME Exchange)

Specified securities (Institutional Trading
Platform)

Non-convertible debt securities

Non-convertible redeemable preference shares

Perpetual debt instrument

Perpetual non-cumulative preference shares

Indian depository receipts

Securitized debt instruments

Units issued by Mutual Funds

Others (Please specify)

ANNEXURE B**Format for Auditor’s Certificate Confirming Compliance on Accounting of Treatment in Scheme of Amalgamation**

To,

The Board of Directors,

.....

(Name and address of the Company)

We, the statutory auditors of (*name of the listed entity*), (hereinafter referred to as “the Company”), have examined the proposed accounting treatment specified in clause (*specify clause number*) of the Draft Scheme of (*specify the type of Scheme*) between (*names of the companies/entities involved*) in terms of the provisions of section(s) (*specify the relevant section(s)*) of the Companies Act, 1956/ Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956 / Companies Act, 2013 and/or the accounting treatment in respect of (*specify the financial statement item(s)*) as prescribed by (*name of the regulator*) vide its Notification (*details of the Notification*) which prevail over the accounting treatment for the same as prescribed under the aforesaid Accounting Standards (wherever applicable), except the following:

This Certificate is issued at the request of the (*name of the Company*) pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 for onward submission to the (*name of the Stock Exchange(s)*). This Certificate should not be used for any other purpose without our prior written consent.

For

.....

(*name of the Firm*)

Chartered Accountants

Firm Registration No.:

Signature

(Name of the member)

Designation (Partner or proprietor, as may be applicable):

Membership Number:

Place:

Date

ANNEXURE C
Format for Complaints Report on the Draft Scheme

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	
2	Number of complaints forwarded by Stock exchanges	
3	Total Number of complaints/comments received (1+2)	
4	Number of complaints resolved	
5	Number of complaints pending	

Part B

Sr. No.	Name of complainant	Date of Complaint	Status (Resolved/pending)
1			
2			
3			

ANNEXURE D**Compliance Report on Corporate Governance**

1. Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), specifies that the listed entity shall submit quarterly compliance report on corporate governance in the format specified by the Board from time to time to recognised Stock Exchange(s) within fifteen days from close of the quarter.
2. Accordingly, formats for Compliance Report on Corporate Governance as per the Annexures I, II and III to this circular are being prescribed:-
 - 2.1. Annexure - I - on quarterly basis;
 - 2.2. Annexure - II - at the end of the financial year (for the whole of financial year);
 - 2.3. Annexure - III - within six months from end of financial year. This may be submitted along with second quarter report.
3. Additionally, the following reports shall also be placed before the board of directors of the listed entity in terms of requirement under Regulation 17(3) of Listing Regulations:-
 - 3.1. Compliance Reports mentioned at para 2 above;
 - 3.2. Secretarial Audit Report prepared in accordance with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 under Section 204 of the Companies Act, 2013 in so far as it pertains to Securities Laws.

The above report shall be placed before the board of directors of the listed entity in its next meeting.

Annexure I to Annexure D**Format to be submitted by listed entity on quaterly basis**

1. Name of Listed Entity

2. Quaterly Ending

I. Composition of Board of Directors

<i>Title (Mr./ Ms)</i>	<i>Name of the Director</i>	<i>PAN & DIN</i>	<i>Category (Chair- person/ Execu- tive/ Non- Execu- tive/ independ- ent/ Nominee) &</i>	<i>Date of Appoin- tment in the current term/ cessation</i>	<i>Tenure*</i>	<i>No of Direc- torship in listed entities including this listed entity (Refer Regula- tion & 25(1) of Listing Regula- tions</i>	<i>Number of member- ships in Audit/ Stake- holder Commit- tee(s) including this listed entity (Refer Regula- tion 26(1) of Listing Regula- tions)</i>	<i>No of post of Chair- person in Audit/ Stake- holder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regula- tions)</i>
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§ PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/ Executive/Non-Executive/ independent /Nominee) §</i>
1. Audit Committee		
2. Nomination & Remuneration Committee		
3. Risk Management Committee (if applicable)		
4. Stakeholders Relationship Committee'		

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
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IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
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* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
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Whether prior approval of audit committee obtained

Whether shareholder approval obtained for material RPT

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee

Note

1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.

2. If status is “No” details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing

obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation**Company Secretary / Compliance Officer / Managing Director / CEO****Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

Annexure II to Annexure D**Format to be submitted by listed entity at the end of the financial year
(for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)refer note below
Details of business	
Terms and conditions of appointment of independent directors	
Composition of various committees of board of directors	
Code of conduct of board of directors and senior management personnel	
Details of establishment of vigil mechanism/ Whistle Blower policy	
Criteria of making payments to non-executive directors	
Policy on dealing with related party transactions	
Policy for determining 'material' subsidiaries	
Details of familiarization programmes imparted to independent directors	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	
email address for grievance redressal and other relevant details	
Financial results	
Shareholding pattern	
Details of agreements entered into with the media companies and/or their associates	
New name and the old name of the listed entity	

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/ No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	
Board composition	17(1)	
Meeting of Board of directors	17(2)	
Review of Compliance Reports	17(3)	
Plans for orderly succession for appointments	17(4)	
Code of Conduct	17(5)	
Fees/compensation	17(6)	
Minimum Information	17(7)	
Compliance Certificate	17(8)	
Risk Assessment & Management	17(9)	
Performance Evaluation of Independent Directors	17(10)	
Composition of Audit Committee	18(1)	
Meeting of Audit Committee	18(2)	
Composition of nomination & remuneration committee	19(1) & (2)	
Composition of Stakeholder Relationship Committee	20(1) & (2)	
Composition and role of risk management committee	21(1),(2),(3),(4)	
Vigil Mechanism	22	
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	
Approval for material related party transactions	23(4)	

Composition of Board of Directors of unlisted material Subsidiary	24(1)
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)
Maximum Directorship & Tenure	25(1) & (2)
Meeting of independent directors	25(3) & (4)
Familiarization of independent directors	25(7)
Memberships in Committees	26(1)
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)
Disclosure of Shareholding by Non-Executive Directors	26(4)
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) & 26(5)</i>

Note

1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.

2. If status is “No” details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation

Company Secretary / Compliance Officer / Managing Director / CEO

Annexure III to Annexure D

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year I Affirmations

Broad heading	Regulation Number	Compliance (Yes/ No/NA) status refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	

Note

1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.
2. If status is “No” details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name & Designation

Company Secretary / Compliance Officer / Managing Director / CEO

ANNEXURE E – I**Format for submission of Unaudited/Audited financial results by companies other than banks.****Part I (' in _____)**

Statement of Standalone/Consolidated Unaudited/Audited Results for the Quarter and __ Months Ended dd/mm/yyyy OR for the Year Ended dd/mm/yyyy

<i>Particulars</i>	<i>3 months ended (dd/mm/yyyy)</i>	<i>Preceding 3 months ended</i>	<i>Corresponding months ended in the previous year (dd/mm/yyyy)</i>	<i>3 Year to date figures for current period (dd/mm/yyyy)</i>	<i>Year to date figures for the previous year ended (dd/mm/yyyy)</i>	<i>Previous year ended (dd/mm/yyyy)</i>
<i>(Refer Notes Below)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Audited)</i>
1. Income from Operations						
(a) Net Sales/Income from Operations (Net of excise duty)						
(b) Other Operating Income						
Total income from Operations (net)						
2. Expenses						
(a) Cost of Materials consumed						
(b) Purchase of stock-in-trade						
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade						
(d) Employee benefits expense						
(e) Depreciation and amortisation expense						
(f) Other expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)						

-
- Total Expenses
3. Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)
 4. Other Income
 5. Profit/(Loss) from ordinary activities before finance costs and exceptional items (3 + 4)
 6. Finance Costs
 7. Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5 + 6)
 8. Exceptional Items
 9. Profit/(Loss) from ordinary activities before tax (7 + 8)
 10. Tax expense
 11. Net Profit/(Loss) from ordinary activities after tax (9 + 10)
 12. Extraordinary items (net of tax ' expense ____ Lakhs)
 13. Net Profit/(Loss) for the period (11 + 12)
 14. Share of Profit/(loss) of associates*
 15. Minority Interest*
 16. Net Profit/(Loss) after taxes, minority interest and share of profit/(loss) of associates (13 + 14 + 15) *
 17. Paid-up equity share capital
(Face Value of the

-
- Share shall be indicated)
18. Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year
19. i Earnings Per Share (before extra-ordinary items)
- (of Rs. ___/- each)
(not annualised):
- (a) Basic
- (b) Diluted
19. ii Earnings Per Share (after extraordinary items)
- (of Rs. ___/- each)
(not annualised):
- (a) Basic
- (b) Diluted
- See accompanying note to the Financial Results
-

* *Applicable in the case of consolidated results.*

Note:

- Profit/loss from discontinuing operations, if any, included in the above shall be disclosed separately with details thereof.
- A company which presents quarterly financial results in accordance with Ind AS 34 Interim Financial Reporting (applicable under Companies (Indian Accounting Standards) Rules, 2015) for the period covered by its first Ind AS financial statement shall comply with the requirements of paragraph 32 of Ind AS-101 - First time Adoption of Indian Accounting Standard.

ANNEXURE E – II**Format for submitting the quarterly financial results by banks**

(Rs in _____)

<i>Particulars</i>	<i>3 months ended (dd/mm/yyyy)</i>	<i>Preceding 3 months ended</i>	<i>Corresponding months ended in the previous year (dd/mm/yyyy)</i>	<i>3 Year to date figures for current period (dd/mm/yyyy)</i>	<i>Year to date figures for the previous year ended (dd/mm/yyyy)</i>	<i>Previous year ended (dd/mm yyyy)</i>
<i>(Refer Notes Below)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Audited)</i>
1. Interest earned (a)+(b)+(c)+(d)						
(a) Interest/ discount on advances/ bills						
(b) Income on investments						
(c) Interest on balances with Reserve Bank of India and other interbank funds						
(d) Others						
2. Other Income						
3. Total Income (1+2)						
4. Interest Expended						
5. Operating Expenses (i)+(ii)						
(i) Employees cost						
(ii) Other operating expenses						
(All items exceeding 10% of the total e x p e n d i t u r e excluding interest expenditure may be shown separately)						
6. Total Expenditure ((4+5) excluding provisions and contingencies						

-
7. Operating Profit before Provisions and Contingencies (3-6)
 8. Provisions (other than tax) and Contingencies
 9. Exceptional Items
 10. Profit (+)/ Loss (-) from Ordinary Activities before tax (7-8-9)
 11. Tax expense
 12. Net Profit(+)/ Loss(-) from Ordinary Activities after tax (10-11)
 13. Extraordinary items (net of tax expense) (if applicable)
 14. Net Profit (+)/ Loss (-) for the period(12-13)
 15. Paid-up equity share capital

(Face Value of the Share shall be indicated)
 16. Reserves excluding Revaluation Reserves (as per balance sheet of previous accounting year)
 17. Analytical Ratios
 - (i) Percentage of shares held by Government of India
 - (ii) Capital Adequacy Ratio
 - (iii) Earnings Per Share (EPS)
 - (a) Basic and diluted EPS before Extraordinary items (net of tax expense)

for the period, for
the year to date and
for the previous
year (not to be
annualized)

(b) Basic a n d
diluted EPS after
Extraordinary items
for the period, for
the year to date and
for the previous
year (not to be
annualized)

(ii) NPA Ratios

(a) Gross/Net NPA

(b) % of Gross/Net NPA

(c) Return on Assets

* *Strike off whichever is not applicable Notes (as per RBI requirements)*

1. Employee cost under operating expenses to include all forms of consideration given by the bank in exchange for services rendered by employees. It should also include provisions for post-employment benefits such as gratuity, pension, other retirement benefits, etc.
2. A company which presents quarterly financial results in accordance with Ind AS 34 Interim Financial Reporting (applicable under Companies (Indian Accounting Standards) Rules, 2015) for the period covered by its first Ind AS financial statement shall comply with the requirements of paragraph 32 of Ind AS-101 - First time Adoption of Indian Accounting Standard.

ANNEXURE E – III**Format for submitting the quarterly financial results by
companies eligible for alternative format**

(Rs. In _____)

<i>Particulars</i>	<i>3 months ended (dd/mm/yyyy)</i>	<i>Preceding 3 months ended</i>	<i>Corresponding months ended in the previous year (dd/mm/yyyy)</i>	<i>3 Year to date figures for current period (dd/mm/yyyy)</i>	<i>Year to date figures for the previous year ended (dd/mm/yyyy)</i>	<i>Previous year ended (dd/mm yyyy)</i>
<i>(Refer Notes Below)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Audited)</i>
1. Net Income from sales/services						
2. Cost of sales services						
(a) Increase/decrease in stock in trade and work in progress						
(b) Consumption of raw materials						
(c) Purchase of traded goods						
(d) Other expenditure						
3. Gross Profit (1-2)						
4. General Administrative Expenses						
5. Selling and Distribution Expenses						
6. Depreciation						
7. Operating Profit before interest (3) - (4+5+6)						
8. Interest						
9. Exceptional Items						
10. Operating Profit after interest and Exceptional Items (7-8-9)						
11. Other Income						
12. Profit (+)/Loss (-) from Ordinary Activities before tax (10-11)						

-
- 13 Tax Expense
- 14 Net Profit (+)/ Loss
(-) from Ordinary
Activities after tax
(12-13)
- 15 Extraordinary items
(net of tax expense)
- 16 Net Profit (+)/Loss(-)
for the period (14-
15)
- 17 Paid-up equity
share capital

(Face value of the
Share shall be
indicated)
- 18 Reserves excluding
R e v a l u a t i o n
Reserves (as per
balance sheet) of
previous accounting
year
- 19 Earnings Per Share
(EPS)
- (a) Basic and diluted
EPS before
Extraordinary items
for the period, for
the year to date
and for the previous
year (not to be
annualized)
- (b) Basic and diluted
EPS after
Extraordinary items
for the period, for
the year to date
and for the previous
year (not to be
annualized)
-

* *strike off whichever is not applicable*

Note :

- Total expenditure incurred on (1) Employee Cost or (2) Any item of expenditure which exceeds 10% of the total expenditure, shall be given as a note.
- A company which presents quarterly financial results in accordance with Ind AS 34 Interim Financial Reporting (applicable under Companies (Indian Accounting Standards) Rules, 2015) for the period covered by its first Ind AS financial statement shall comply with the requirements of paragraph 32 of Ind AS 101 - First time Adoption of Indian Accounting Standard.

ANNEXURE E – IV

Format for Reporting of Segment wise Revenue, Results and Capital Employed along with the quarterly results (applicable for banks as well as companies other than banks)

(Rs. In _____)

<i>Particulars</i>	<i>3 months ended (dd/mm/yyyy)</i>	<i>Preceding 3 months ended</i>	<i>Corresponding months ended in the previous year (dd/mm/yyyy)</i>	<i>3 Year to date figures for current period (dd/mm/yyyy)</i>	<i>Year to date figures for the previous year ended (dd/mm/yyyy)</i>	<i>Previous year ended (dd/mm yyyy)</i>
<i>(Refer Notes Below)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Unaudited)/ (Audited)</i>	<i>(Audited)</i>

1. Segment Revenue

(net sale/income from each segment should be disclosed under this head)

(a) Segment - A

(b) Segment - B

(c) Segment - C

(d) Segment

(e) Unallocated

Total

Less : Inter Segment Revenue

Net sales / Income From Operations

2. Segment Results (Profit)(+)/Loss (-) before tax and interest from Each segment)#

(a) Segment - A

(b) Segment - B

(c) Segment - C

(d) Segment

(e) Unallocated

Total

Less : (i) Interest**
(ii) Other Un-allocable Expenditure net off
(iii) Un-allocable income
Total Profit Before Tax
3. Capital Employed
(Segment assets - Segment Liabilities)
(a) Segment - A
(b) Segment - B
(c) Segment - C
(d) Segment
(e) Unallocated
Total

* strike off whichever is not applicable

Profit/loss before tax and after interest in case of segments having operations which are primarily of financial nature. ** Other than the interest pertaining to the segments having operations which are primarily of financial nature.

ANNEXURE E – V

Format for the Limited Review Report for Companies (other than banks)

Review Report to

We have reviewed the accompanying statement of unaudited financial results of (Name of the Company) for the period ended..... This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For XYZ & Co.

Chartered Accountants

Signature

(Name of the member signing the audit report)

(Designation)¹

(Membership Number)

Place of signature

Date

1. Partner or proprietor, as the case may be.

ANNEXURE E – VI**Format for the Limited Review Report (for Banks)**

Review Report to

We have reviewed the accompanying statement of unaudited financial results of ____ (Name of the Company) for the period ended _____. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

In the conduct of our Review we have relied on the review reports in respect of non-performing assets received from concurrent auditors of _____ branches, inspection teams of the bank of _____ branches and other firms of auditors of _____ branches specifically appointed for this purpose. These review reports cover _____ percent of the advances portfolio of the bank. Apart from these review reports, in the conduct of our review, we have also relied upon various returns received from the branches of the bank.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement or that it has not been prepared in accordance with the relevant prudential norms issued by the Reserve Bank of India in respect of income recognition, asset classification, provisioning and other related matters.

For XYZ & Co.
Chartered Accountants

Signature
(Name of the member signing the audit report)
(Designation)¹
(Membership Number)

Place of signature

Date

1. Partner or proprietor, as the case may be.

ANNEXURE E – VII**When an Unmodified Opinion is expressed on the Quarterly financial results (for companies other than banks)**

Auditor’s Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

Board of Directors of (Name of the company)

We have audited the quarterly financial results of (Name of the company) for the quarter ended (date of the quarter end) and the year to date results for the period to, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company’s management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25/Ind AS 34), prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder; or by the Institute of Chartered Accountants of India¹, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (ii) give a true and fair view of the net profit/ loss² and other financial information for the quarter ended (date of the quarter end) as well as the year to date results for the period from to

For XYZ & Co.

Chartered Accountants

Signature

(Name of the member signing the audit report)

(Designation)³

(Membership Number)

*Place of signature**Date*

-
1. Where, a listed entity is not a company.
 2. Whichever is applicable.
 3. Partner or proprietor, as the case may be

WHEN AN UNMODIFIED OPINION IS EXPRESSED ON THE QUARTERLY CONSOLIDATED FINANCIAL RESULTS (FOR COMPANIES OTHER THAN BANKS)

Auditor's Report On Quarterly Consolidated Financial Results and Consolidated Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

Board of Directors of (Name of the company)

We have audited the quarterly consolidated financial results of (Name of the company) for the quarter ended (date of the quarter end) and the consolidated year to date results for the period to, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These consolidated quarterly financial results as well as the consolidated year to date financial results have been prepared from consolidated interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such consolidated interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25/Ind AS 34), mandated under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder or by the Institute of Chartered Accountants of India¹, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of _____ (number) subsidiaries included in the consolidated quarterly financial results and consolidated year to date results, whose consolidated interim financial statements reflect total assets of Rs. as at(year to date) and as at the quarter ended(date of quarter end); as well as the total revenue of Rs.

..... as at (year to date) and Rs. as at the quarter ended(date of quarter end). These interim financial statements and other financial information have been audited by other auditors whose report(s) has (have) been furnished to us, and our opinion on the quarterly financial results and the year to date results, to the extent they have been derived from such interim financial statements is based solely on the report of such other auditors.

In our opinion and to the best of our information and according to the explanations given to us these consolidated quarterly financial results as well as the consolidated year to date results:

- (i) include the quarterly financial results and year to date of the following entities (list of entities included in consolidation);
- (ii) have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (iii) give a true and fair view of the consolidated net profit/loss² and other financial information for the quarter ended (date of the quarter end) as well as the consolidated year to date results for the period from to

For XYZ & Co.

Chartered Accountants

Signature (Name of the member signing the audit report)
(Designation)³

(Membership Number)

Place of signature

Date

1. Where, a listed entity is not a company.
2. Whichever is applicable.
3. Partner or proprietor, as the case may be

ANNEXURE E – VIII**When an Unmodified Opinion is Expressed on the Quarterly
Financial Results (for Banks)**

*Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company
Pursuant to the Regulation 33 of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015*

To

Board of Directors of (Name of the Bank)

We have audited the quarterly financial results of (Name of the bank) for the quarter ended (date of the quarter end) and the year to date results for the period to, attached herewith, being submitted by the bank pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared from interim financial statements, which are the responsibility of the bank's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25/Indian Accounting Standard 34 (AS 25/ Ind AS 34 - Interim Financial Reporting) mandated under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder or by the Institute of Chartered Accountants of India¹ and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

These financial results incorporate the relevant returns of _____(number) branches audited by us, _____ (number) branches including _____ (number) foreign branches audited by the other auditors specially appointed for this purpose and unaudited returns in respect of _____ (number) branches. In conduct of our audit, we have taken note of the reports in respect of non performing assets received from the concurrent auditors of _____ (number) branches, inspection teams of banks of _____ (number) branches specifically appointed for this purpose. These reports cover _____ percent of advances portfolio of the Bank.

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

- (i) have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and

(ii) give a true and fair view of the net profit/loss² for the quarter ended(date of the quarter end) as well as the year to date results for the period from to

For XYZ & Co.
Chartered Accountants

Signature
(Name of the member signing the audit report)
(Designation)³
(Membership Number)

Place of signature

Date

1. Where, a listed entity is not a company
2. Whichever is applicable
3. Partner or proprietor, as the case may be

**WHEN AN UNMODIFIED OPINION IS EXPRESSED ON THE CONSOLIDATED QUARTERLY
FINANCIAL RESULTS (FOR BANKS)**

*Auditor's Report on Quarterly Consolidated Financial Results and Consolidated Year to Date
Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015*

To

Board of Directors of (Name of the company)

We have audited the quarterly consolidated financial results of (Name of the bank) for the quarter ended (date of the quarter end) and the consolidated year to date results for the period to, attached herewith, being submitted by the bank pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These consolidated quarterly financial results as well as the consolidated year to date financial results have been prepared from the interim consolidated financial statements, which are the responsibility of the bank's management. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such consolidated interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25/Indian Accounting Standard 34 (AS 25/ Ind AS 34 - Interim Financial Reporting) mandated under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder or by the Institute of Chartered Accountants of India¹ and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

These financial results incorporate the relevant returns of ____ (number) branches audited by us, ____ (number) branches including ____ (number) foreign branches audited by the other auditors specially appointed for this purpose and unaudited returns in respect of ____ (number) branches. In conduct of our audit, we have taken note of the reports in respect of non performing assets received from the concurrent auditors of ____ (number) branches, inspection teams of banks of ____ (number) branches specifically appointed for this purpose. These reports cover ____ percent of advances portfolio of the Bank.

We did not audit the financial statements of ____ (number) subsidiaries included in the consolidated quarterly financial results and consolidated year to date results, whose consolidated interim financial statements reflect total assets of Rs. as at(year to date) and Rs. for the quarter ended(date of quarter end) as well as the total revenue of Rs. as at (year to date) and Rs. for the quarter ended(date of the quarter end). These interim financial statements and other financial information have been audited by other auditors whose report(s) has (have) been furnished to us, and our opinion on the quarterly financial results and the year to date results, to the extent they have been derived from such interim financial statements is based solely on the report of such other auditors.

In our opinion and to the best of our information and according to the explanations given to us these consolidated quarterly financial results as well as the consolidated year to date results:

- (i) Include the quarterly financial results and year to date of the following entities included in the consolidation (list the entities):
- (ii) have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (iii) give a true and fair view of the consolidated net profit/loss² and other financial information for the quarter ended(date of the quarter end) as well as the consolidated year to date results for the period from to

For XYZ & Co.

Chartered Accountants

Signature

(Name of the member signing the audit report)

(Designation)³

(Membership Number)

Place of signature

Date

1. Where, a listed entity is not a company.
2. Whichever is applicable
3. Partner or proprietor, as the case may be.

ANNEXURE E – IX**Statement of Assets and Liabilities for Companies (Other than Banks)**

<i>Standalone / Consolidated Statement of Assets and Liabilities</i>	<i>As at (Current half year end/Year end) (dd/mm/yyyy)</i>	<i>As at (Previous year end) (dd/mm/yyyy)</i>
<i>Particulars</i>		
A. EQUITY AND LIABILITIES		
1 Shareholders' funds		
(a) Share capital		
(b) Reserves and surplus		
(c) Money received against share warrants		
Sub-total - Shareholders' funds		
2. Share application money pending allotment		
3. Minority interest *		
4. Non-current liabilities		
(a) Long-term borrowings		
(b) Deferred tax liabilities (net)		
(c) Other long-term liabilities		
(d) Long-term provisions		
Sub-total - Non-current liabilities		
5. Current liabilities		
(a) Short-term borrowings		
(b) Trade payables		
(c) Other current liabilities		
(d) Short-term provisions		
Sub-total - Current liabilities		
TOTAL - EQUITY AND LIABILITIES		

B ASSETS

1. Non-current assets

- (a) Fixed assets
- (b) Goodwill on consolidation *
- (c) Non-current investments
- (d) Deferred tax assets (net)
- (e) Long-term loans and advances
- (f) Other non-current assets

Sub-total - Non-current assets

2. Current assets

- (a) Current investments
- (b) Inventories
- (c) Trade receivables
- (d) Cash and cash equivalents
- (e) Short-term loans and advances
- (f) Other current assets

Sub-total - Current assets

Total -Assets

**Applicable in the case of consolidated statement of assets and Liabilities*

ANNEXURE E – X**Form A (for audit report with unmodified opinion) or Form B (for audit report with modified opinion) along-with Financial Results****FORM A (for audit report with unmodified opinion)**

- | | |
|---|---|
| 1. Name of the company | XYZ Ltd. |
| 2. Annual financial statements for the year | 31st March ended |
| 3. Type of Audit observation | Un Modified/Emphasis of Matter |
| 4. Frequency of observation | Whether appeared first time...../
repetitive...../ since how long period |
| 5. To be signed by- | |
| • CEO/Managing Director | |
| • CFO | |
| • Auditor of the company | |
| • Audit Committee Chairman | |

FORM B (for audit report with modified opinion)

- | | |
|---|---|
| 1. Name of the company | XYZ Ltd. |
| 2. Annual financial statements for the year ended | 31st March |
| 3. Type of Audit qualification | Qualified/Disclaimer of Opinion/Adverse |
| 4. Frequency of qualification | Whether appeared first time...../
repetitive...../ since how long period |
| Draw attention to relevant notes in the annual financial headings statements and management annual response to the qualification in the directors report: | May give gist of qualifications/ (Refer page numbers in the report) and management's response |
| Additional comments from the board/audit committee | This may relate to nature of the qualification including materiality, chair : agreement/disagreement on the qualification, steps taken to resolve the qualification, etc. |
| 5. To be signed by- | |
| • CEO/Managing Director | |
| • CFO | |
| • Auditor of the company | |
| • Audit Committee Chairman | |

ANNEXURE E – XI**Format for Newspaper Publishing Purpose (Standalone/Consolidated)**

<i>Particulars</i>	<i>Quarter ending/Current Year ending</i>	<i>Year to date Figures/Previous Year ending</i>	<i>Corresponding 3 months ended in the previous year</i>
Total income from operations (net)			
Net Profit / (Loss) from ordinary activities after tax			
Net Profit / (Loss) for the period after tax (after Extraordinary items)			
Equity Share Capital			
Reserves (excluding Revaluation Reserve as shown in the Balance Sheet of previous year)			
Earnings Per Share (before extraordinary items) (of Rs. ___/- each) Basic :			
Diluted:			
Earnings Per Share (after extraordinary items) (of Rs. ___/- each)			
Basic :			
Diluted :			

Note : The above is an extract of the detailed format of Quarterly/Annual Financial Results filed with the Stock Exchanges under regulation 33 of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015. The full format of the Quarterly/Annual Financial Results are available on the Stock Exchange websites. (URL of the filings)

ANNEXURE F**Business Responsibility Report – Suggested Framework**

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company
2. Name of the Company
3. Registered address
4. Website
5. E-mail id
6. Financial Year reported
7. Sector(s) that the Company is engaged in (industrial activity code-wise)
8. List three key products/services that the Company manufactures/provides (as in balance sheet)
9. Total number of locations where business activity is undertaken by the Company
 - i. Number of International Locations (Provide details of major 5)
 - ii. Number of National Locations
10. Markets served by the Company – Local/State/National/International/

Section B: Financial Details of the Company

1. Paid up Capital (INR)
2. Total Turnover (INR)
3. Total profit after taxes (INR)
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)
5. List of activities in which expenditure in 4 above has been incurred:-
 - a.
 - b.
 - c.

Section C: Other Details

1. Does the Company have any Subsidiary Company/ Companies?
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)

-
8. Does the company have in-house structure to implement the policy/policies
 9. Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?
 10. Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?

(b) If answer to S.No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

S.No. Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1. The company has not understood the Principles									
2. The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3. The company does not have financial or manpower resources available for the task									
4. It is planned to be done within next 6 months									
5. It is planned to be done within the next 1 year									
6. Any other reason (please specify)]									

3. Governance related to BR

Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Section E: Principle-wise performance

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?
2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? *If so, provide details thereof, in about 50 words or so.*

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.
 - i.
 - ii.
 - iii.
2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):
 - i. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?
 - ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?
3. Does the company have procedures in place for sustainable sourcing (including transportation)?
 - i. If yes, what percentage of your inputs was sourced sustainably? *Also, provide details thereof, in about 50 words or so.*
4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

If yes, what steps have been taken to improve their capacity and capability of local and small vendors? P
5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Principle 3

1. Please indicate the Total number of employees.
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis.
3. Please indicate the Number of permanent women employees.
4. Please indicate the Number of permanent employees with disabilities
5. Do you have an employee association that is recognized by management.
6. What percentage of your permanent employees is members of this recognized employee association?
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

<i>S.No.</i>	<i>Category filed during the financial year</i>	<i>No of complaints pending as on end of the financial year</i>	<i>No of complaints</i>
1.	Child labour/forced labour/involuntary labour		
2.	Sexual harassment		
3.	Discriminatory employment		

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

- Permanent Employees
- Permanent Women Employees
- Casual/Temporary/Contractual Employees
- Employees with Disabilities

Principle 4

1. Has the company mapped its internal and external stakeholders? Yes/No
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.
3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

Principle 5

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?
2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

Principle 6

1. Does the policy related to Principle 6 cover only the company or extends to the Group/ Joint Ventures/Suppliers/Contractors/NGOs/others.
2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.
3. Does the company identify and assess potential environmental risks? Y/N
4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

-
5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.
 6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?
 7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Principle 7

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:
 - a;
 - b.
 - c.
 - d.
2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Principle 8

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.
2. Are the programmes/projects undertaken through in-house team/ own foundation/external NGO/government structures/any other organization?
3. Have you done any impact assessment of your initiative?
4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Principle 9

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.
2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)
3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.
4. Did your company carry out any consumer survey/ consumer satisfaction trends?

ANNEXURE G

Principles to Assess Compliance with Environmental, Social and Governance Norms

[See Regulation 34(2)(f)]

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Businesses should develop governance structures, procedures and practices that ensure ethical conduct at all levels; and promote the adoption of this principle across its value chain. Businesses should communicate transparently and assure access to information about their decisions that impact relevant stakeholders.
2. Businesses should not engage in practices that are abusive, corrupt, or anti-competition.
3. Businesses should truthfully discharge their responsibility on financial and other mandatory disclosures.
4. Businesses should report on the status of their adoption of these Guidelines as suggested in the reporting framework in this document.
5. Businesses should avoid complicity with the actions of any third party that violates any of the principles contained in these Guidelines

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. Businesses should assure safety and optimal resource use over the life-cycle of the product – from design to disposal – and ensure that everyone connected with it- designers, producers, value chain members, customers and recyclers are aware of their responsibilities.
2. Businesses should raise the consumer’s awareness of their rights through education, product labelling, appropriate and helpful marketing communication, full details of contents and composition and promotion of safe usage and disposal of their products and services.
3. In designing the product, businesses should ensure that the manufacturing processes and technologies required to produce it are resource efficient and sustainable.
4. Businesses should regularly review and improve upon the process of new technology development, deployment and commercialization, incorporating social, ethical, and environmental considerations.
5. Businesses should recognize and respect the rights of people who may be owners of traditional knowledge, and other forms of intellectual property.

6. Businesses should recognize that over-consumption results in unsustainable exploitation of our planet's resources, and should therefore promote sustainable consumption, including recycling of resources.

Principle 3: Businesses should promote the wellbeing of all employees

1. Businesses should respect the right to freedom of association, participation, collective bargaining, and provide access to appropriate grievance Redressal mechanisms.
2. Businesses should provide and maintain equal opportunities at the time of recruitment as well as during the course of employment irrespective of caste, creed, gender, race, religion, disability or sexual orientation.
3. Businesses should not use child labour, forced labour or any form of involuntary labour, paid or unpaid.
4. Businesses should take cognizance of the work-life balance of its employees, especially that of women.
5. Businesses should provide facilities for the wellbeing of its employees including those with special needs. They should ensure timely payment of fair living wages to meet basic needs and economic security of the employees.
6. Businesses should provide a workplace environment that is safe, hygienic humane, and which upholds the dignity of the employees. Business should communicate this provision to their employees and train them on a regular basis.
7. Businesses should ensure continuous skill and competence upgrading of all employees by providing access to necessary learning opportunities, on an equal and non-discriminatory basis. They should promote employee morale and career development through enlightened human resource interventions.
8. Businesses should create systems and practices to ensure a harassment free workplace where employees feel safe and secure in discharging their responsibilities.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. Businesses should systematically identify their stakeholders, understand their concerns, define purpose and scope of engagement, and commit to engaging with them.
2. Businesses should acknowledge, assume responsibility and be transparent about the impact of their policies, decisions, product & services and associated operations on the stakeholders.
3. Businesses should give special attention to stakeholders in areas that are underdeveloped.
4. Businesses should resolve differences with stakeholders in a just, fair and equitable manner.

Principle 5: Businesses should respect and promote human rights

1. Businesses should understand the human rights content of the Constitution of India,

national laws and policies and the content of International Bill of Human Rights. Businesses should appreciate that human rights are inherent, universal, indivisible and interdependent in nature.

2. Businesses should integrate respect for human rights in management systems, in particular through assessing and managing human rights impacts of operations, and ensuring all individuals impacted by the business have access to grievance mechanisms.
3. Businesses should recognize and respect the human rights of all relevant stakeholders and groups within and beyond the workplace, including that of communities, consumers and vulnerable and marginalized groups.
4. Businesses should, within their sphere of influence, promote the awareness and realization of human rights across their value chain.
5. Businesses should not be complicit with human rights abuses by a third party.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Businesses should utilize natural and manmade resources in an optimal and responsible manner and ensure the sustainability of resources by reducing, reusing, recycling and managing waste.
2. Businesses should take measures to check and prevent pollution. They should assess the environmental damage and bear the cost of pollution abatement with due regard to public interest.
3. Businesses should ensure that benefits arising out of access and commercialization of biological and other natural resources and associated traditional knowledge are shared equitably.
4. Businesses should continuously seek to improve their environmental performance by adopting cleaner production methods, promoting use of energy efficient and environment friendly technologies and use of renewable energy.
5. Businesses should develop Environment Management Systems (EMS) and contingency plans and processes that help them in preventing, mitigating and controlling environmental damages and disasters, which may be caused due to their operations or that of a member of its value chain.
6. Businesses should report their environmental performance, including the assessment of potential environmental risks associated with their operations, to the stakeholders in a fair and transparent manner.
7. Businesses should proactively persuade and support its value chain to adopt this principle.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Businesses, while pursuing policy advocacy, must ensure that their advocacy positions are consistent with the Principles and Core Elements contained in these Guidelines.
2. To the extent possible, businesses should utilize the trade and industry chambers and associations and other such collective platforms to undertake such policy advocacy.

Principle 8: Businesses should support inclusive growth and equitable development

1. Businesses should understand their impact on social and economic development, and respond through appropriate action to minimise the negative impacts.
2. Businesses should innovate and invest in products, technologies and processes that promote the wellbeing of society.
3. Businesses should make efforts to complement and support the development priorities at local and national levels, and assure appropriate resettlement and rehabilitation of communities who have been displaced owing to their business operations.
4. Businesses operating in regions that are underdeveloped should be especially sensitive to local concerns.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. Businesses, while serving the needs of their customers, should take into account the overall well-being of the customers and that of society.
2. Businesses should ensure that they do not restrict the freedom of choice and free competition in any manner while designing, promoting and selling their products.
3. Businesses should disclose all information truthfully and factually, through labelling and other means, including the risks to the individual, to society and to the planet from the use of the products, so that the customers can exercise their freedom to consume in a responsible manner. Where required, businesses should also educate their customers on the safe and responsible usage of their products and services.
4. Businesses should promote and advertise their products in ways that do not mislead or confuse the consumers or violate any of the principles in these Guidelines.
5. Businesses should exercise due care and caution while providing goods and services that result in over exploitation of natural resources or lead to excessive conspicuous consumption.
6. Businesses should provide adequate grievance handling mechanisms to address customer concerns and feedback.

Annexure H

Format of disclosure of holding of specified securities

1. Name of Listed Entity:
2. Scrip Code/Name of Scrip/Class of Security
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
 - a. If under 31 (1)(b) then indicate the report for Quarter ending
 - b. If under 31 (1)(c) then indicate date of allotment/extinguishment
4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

<i>Particulars</i>	<i>Yes*</i>	<i>No*</i>
1 Whether the Listed Entity has issued any partly paid up shares?		
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		
3 Whether the Listed Entity has any shares against which depository receipts are issued?		
4 Whether the Listed Entity has any shares in locked-in?		
5 Whether any shares held by promoters are pledge or otherwise encumbered?		

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is prescribed by SEBI.

ANNEXURE I

Format for Voting Results

Date of the AGM/EGM

Total number of shareholders on record date

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group:

Public:

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group:

Public

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

<i>Category</i>	<i>Mode of Voting</i>	<i>No. of shares held</i>	<i>No. of votes polled</i>	<i>% of Votes Polled on outstanding shares</i>	<i>No. of Votes - in favour</i>	<i>No. of Votes - against</i>	<i>% of Votes in favour on votes polled</i>	<i>% of Votes against on votes polled (7)=[(5)/(2)]*100</i>
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	
Promoter and Group	E-Voting Poll Postal Ballot (if applicable) Total							
Public-Institutions	E-Voting Poll Postal Ballot (if applicable) Total							
Public-Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total							
Total								
