



**THE INSTITUTE OF  
Company Secretaries of India**  
**भारतीय कम्पनी सचिव संस्थान**  
**IN PURSUIT OF PROFESSIONAL EXCELLENCE**  
Statutory body under an Act of Parliament  
[www.icsi.edu](http://www.icsi.edu)

PDPDS: SEBI: 2019

February 08, 2019

Dear Professional Colleagues,

**Sub: Recognition to Practicing Company Secretary under SEBI LODR Regulations-  
Compulsory Secretarial Audit and Annual Secretarial Compliance for listed entities and  
their material subsidiaries**

The Institute as part of its commitment towards the development of the profession of Company Secretaries is continuously exploring various recognitions for the profession. In this regard, we are pleased to inform you that SEBI has inserted 'Regulation 24 A' providing for Secretarial Audit in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as under:

***"24A: Secretarial Audit***

*Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed with effect from the year ended March 31, 2019."*

The Circular also provides for the format for the annual secretarial compliance report covering a broad check on compliance with all laws applicable to the entity, listed entities shall additionally, on an annual basis, require a check by the PCS on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, consequent to which, the PCS shall submit a report in the manner and format specified in the circular. Copy of the Circular issued by SEBI is attached for ready reference please.

We express our sincere thanks and gratitude to SEBI for acceding to our request and reposing confidence in the profession. This is a significant recognition to ICSI professional fraternity and endorsement to Secretarial Audit/ Compliance Reporting Mechanism.

We take this opportunity to assure that members of ICSI shall continue to serve as extended arm of SEBI.

Regards,

**CS Ranjeet Pandey**  
**President**