

SECRETARIAL AUDIT – SEBI GUIDELINES

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SECRETARIAL AUDIT- SEBI GUIDELINES

SEBI (ICDR) REG. 2009

SEBI (Delisting) Reg. 2009

SEBI (Buy Back of Securities) Reg. 1998

SEBI (Insider Trading) Reg. 1992 & 2014

SEBI (SAST) Reg. 2011

SEBI (ESOS & ESPS) Guidelines 1999

SEBI (Debt Securities) Reg. 2008

SEBI (R & STA) Reg. 1993

1. SEBI (ICDR) REG. 2009

INITIAL PUBLIC OFFER

FURTHER PUBLIC OFFER

RIGHTS ISSUE

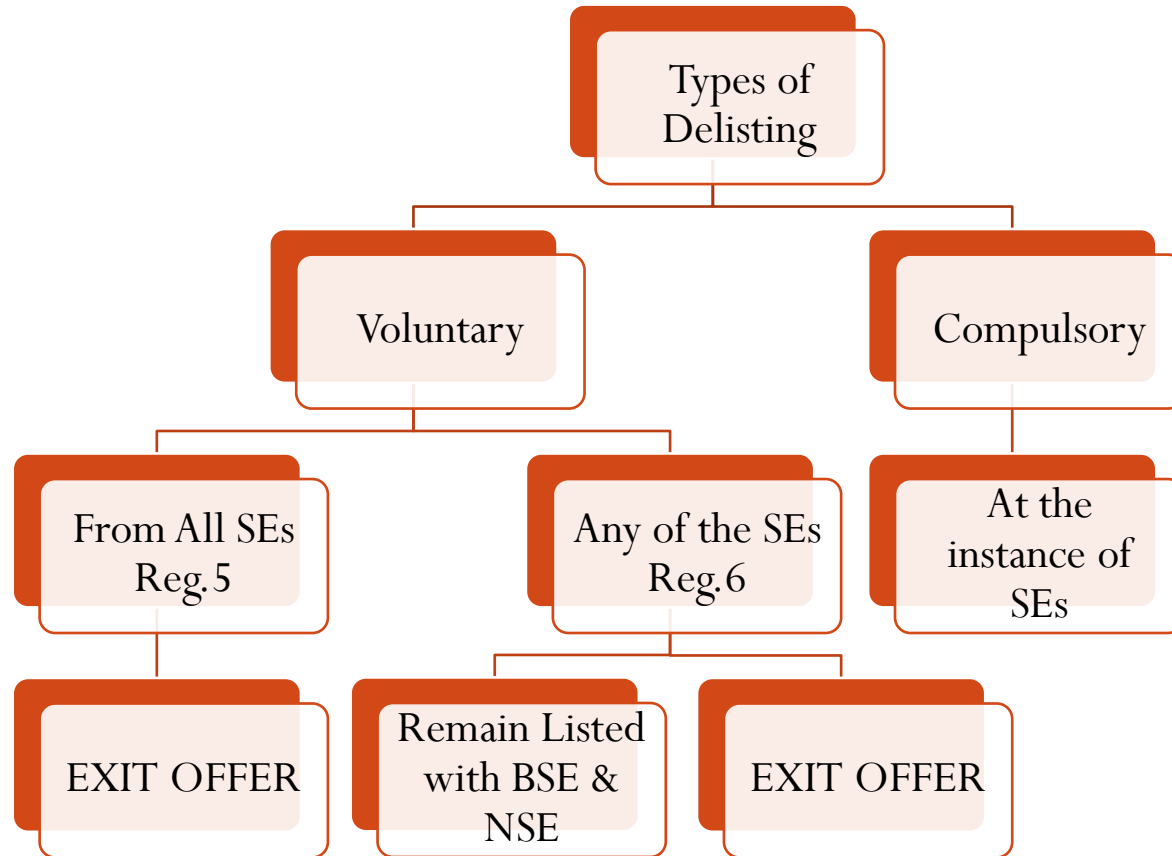
BONUS ISSUE

PREFERENTIAL ISSUE

QUALIFIED INST. PLACEMENT

INDIAN DEPOSITORY RECEIPTS

2. SEBI (Delisting) Reg. 2009



PROCEDURE FOR DELISTING

Remain Listed with BSE & NSE

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

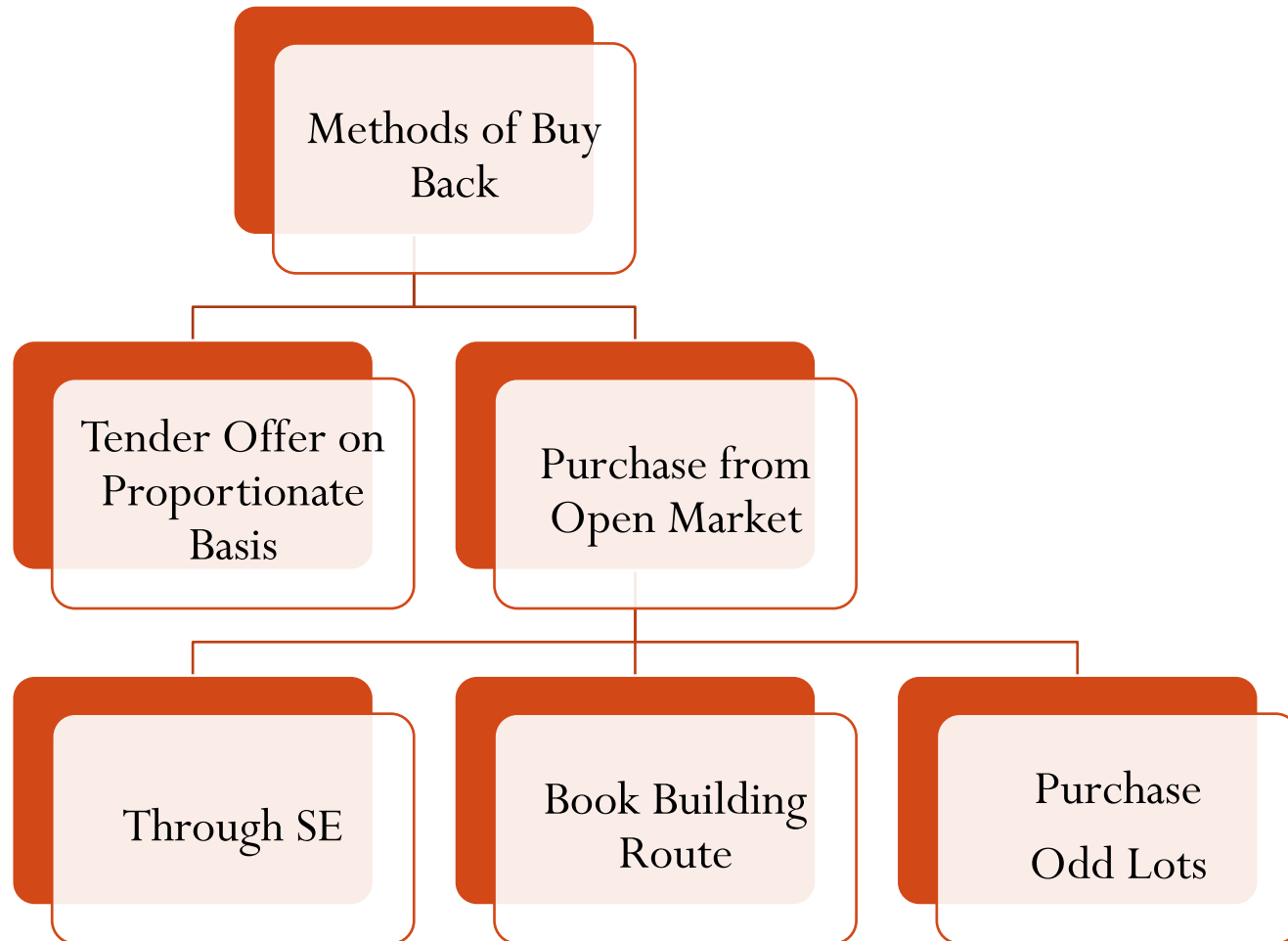
EXIT OFFER

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

COMPULSORY

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

3. BUY BACK OF SECURITIES



PROCEDURE FOR BUY BACK

Appoint Merchant Banker

Pass Board Resolution

File BR with SEBI & SE within 2 days

Pass Spl Res. u/s. 68

Make Public Announcement

File Letter of Offer (LOO) with SEBI

Despatch LOO after 21 days

Open Escrow Account

Open and Close Offer

Payment & Extinguish Share Certificates

4. INSIDER TRADING REGULATIONS

Policies, etc.

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

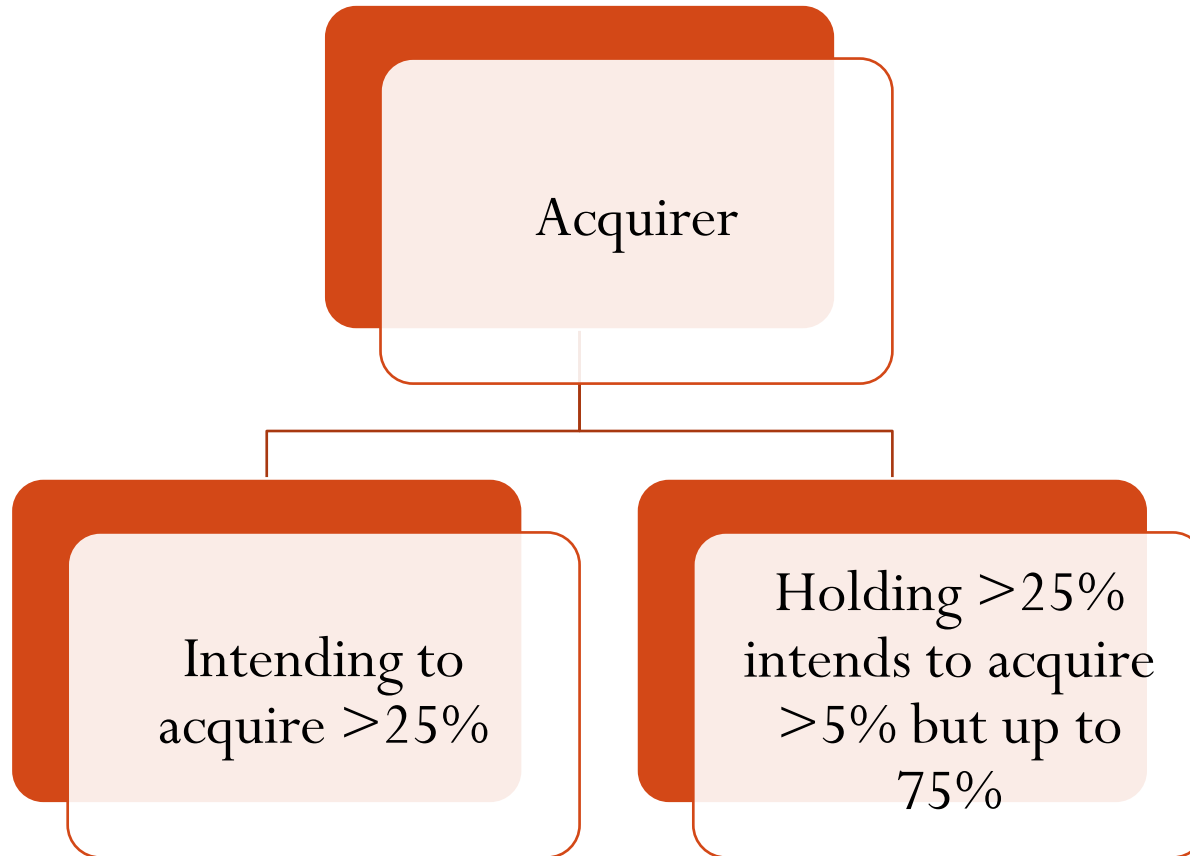
Disclosures by Insiders

- Initial Disclosures
- Continuous Disclosures

Disclosures by Company

- Within 2 days of receiving intimations from insiders.

5. SEBI (SAST) REGULATIONS



COMPANY'S OBLIGATIONS

Not to alienate material assets

No material borrowings

Issue or allot any shares

No buy back of shares

No material contract

6. ESOS & ESPS GUIDELINES

Constitutions of Compensation Committee

Shareholders' Approval by Special Resolution

Separate Resolution for granting options to

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

Disclosure in Directors' Report

CA Certificate to be placed before each AGM

- regarding compliance of these Guidelines

Listing of ESOS & ESPS Shares

Ratification of Pre IPO ESOS & ESPS after IPO

7. DEBT SECURITIES REGULATIONS

Compliance with Listing Agreement

Periodical Credit Rating & Disclosure to SEs

Disseminate Change if any in Rating

Defaults to be displayed on Co's Website

Failure to Create Charge on Co's Website

8. R & STA REGULATIONS

Conditions of Regn. should be complied

Follow Code of Conduct

Maintain proper Records

Appoint Compliance Officer

Maintain Capital Adequacy Requirements

Redress Investors Grievances

Thanks

and

All the
best