

SEBI LISTING REGULATIONS “FINANCIAL STATEMENT:-

*SEBI (Listing Obligations and Disclosure Requirements) Regulations,
2015 (Listing Regulations) Regulation 33-38*

LODR- SERIES- IX

1. 33. Financial Statement

2. CONDITIONS FOR PREPARATION OF FINANCIAL RESULT OF LISTED ENTITY:

- Accounting Policy:
The financial results shall be prepared on the basis of Accrual Accounting Policy.
- Accounting Practice:
The financial results shall be in accordance with uniform accounting practices adopted for all the periods.
- Accounting Standard:
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.¹
- Accounting Principle:
The standalone financial results and consolidated financial results shall be prepared as per Generally Accepted Accounting Principles in India.
- Note:
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
- The listed entity shall make the disclosures specified in Part A of Schedule IV

¹ specified in Section 133 of the Companies Act, 2013 read with relevant rules framed there under or as specified by the Institute of Chartered Accountants of India, whichever is applicable

3. CRITERIA FOR AUDITOR SIGNING OF LIMITED REVIEW OR AUDIT REPORTS:

- The listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) on a Quarterly or Annual basis
- Criteria for Auditor to issue Report:
 - Such report given only by an auditor who has subjected himself to the peer review process of Institute of Chartered Accountants of India **And**
 - Such auditor holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India
- Placement before Board of Directors:

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)

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:

- Quarterly Financial Result:
 - The quarterly financial results submitted shall be approved by the Board of Directors.
 - The chief executive officer and chief financial officer of the listed entity shall certify that the financial results, before placement of them before board of Directors.
 - They will certify that 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.
- Signing on quarterly/ Annual audited financial result before filing with Stock Exchange:
 - ✓ 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;



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- ✓ 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.

➤ **NOTE:**

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).

Manner of submission of Financial Results:

➤ **Time for Submission of Quarterly Result**

▪ **(Standalone Financial Statement):**

The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within **45 days** (forty-five days) of end of each quarter, other than the last quarter.

▪ **Consolidate Financial Results:**

In case the listed entity has **2 subsidiaries**, in addition to the requirement of submission of standalone financial statement, the listed entity **MAY** also submit quarterly/year-to-date consolidated financial results subject to following:

- **Intimation to Stock Exchange whether or not opt to submit consolidated Financial Statement :**

³The 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.

- **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.**

² Define at the end of the Article.

³ 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.

Audited/Unaudited Financial Results:

The quarterly and year-to-date financial results may be either audited or unaudited subject to the following:

- 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.

Note:

Provided that in case of public sector undertakings this limited review may be undertaken by any practicing Chartered Accountant

- In case the listed entity **opts to submit audited financial results**, they shall be accompanied by the Audit Report.

Time period for submission of Financial Statement:

Audited Financial Statement:

The listed entity shall submit audited standalone financial results for the financial year, within 60 days (sixty days) from the end of the financial year

Financial statement along with following documents:

- The audit report and either Form A (for audit report with unmodified opinion) or
- Form B (for audit report with modified opinion):

IN CASE OF ENTITY HAS SUBSIDIARY:

The listed entity has subsidiaries; it shall, while submitting annual audited standalone financial results also submit

- Annual Audited Consolidated Financial Results and;
- The Audit Report and ;
- Either Form A (for audit report with unmodified opinion) or Form B (for audit report with modified opinion).

Audited Financial Statement in respect of LAST QUARTER:



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.

HALF YEARLY Financial Result:

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.

SUBMISSION OF FINANCIAL RESULT:

Quarterly Result

- The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter

Annual Result

- The listed entity shall submit audited standalone financial results for the financial year, within sixty days from the end of the financial year

AUDITED & UNAUDIT FINANCIAL RESULT:

Unaudited Financial Result

- They shall be subject to limited review by the statutory auditors of the listed entity and shall be accompanied by the limited review report.

Audit Financial Result

- They shall be accompanied by the audit report.

Note:

- The applicable formats of the financial results and Form A (for audit report with unmodified opinion) & Form B (for audit report with modified opinion) shall be in the manner as specified by the Board from time to time.
- **NON APPLICABILITY:** For the purpose of this regulation, any reference to "quarterly/quarter" in case of listed entity which has listed their specified securities on



SME Exchange shall be respectively read as "half yearly/half year" and the requirement of submitting 'year-to-date' financial results shall not be applicable for a listed entity which has listed their specified securities on SME Exchange.

- **REVIEW BY STOCK EXCHANGE:** The Form B and the accompanying annual audit report submitted in terms of clause (d) of sub-regulation (3) shall be reviewed by the stock exchange(s) and Qualified Audit Report Review Committee in manner as specified in Schedule VIII.
- **RACTIFICATION OF MODIFIED OPINION:**
The listed entity shall on the direction issued by the Board, carry out the necessary steps, for rectification of modified opinion and/or submission of revised pro-forma financial results, in the manner specified in Schedule VIII

4. 34. ANNUAL REPORT:

TIME PERIOD OF SUBMISSION:

The listed entity shall submit the annual report to the stock exchange within 21 days (Twenty One) working days of it being approved and adopted in the annual general meeting.

THE ANNUAL REPORT SHALL CONTAIN THE FOLLOWING:

- i. Audited Financial Statements i.e. balance sheets, profit and loss accounts etc;
- ii. Consolidated Financial Statements Audited by its statutory auditors;
- iii. Cash Flow Statement presented only under the indirect method as prescribed in Accounting Standard-3 or Indian Accounting Standard 7, as applicable,
- iv. Directors Report
- v. Management Discussion and Analysis Report - either as a part of directors report or addition thereto;
- vi. For the **Top Hundred Listed Entities** based on market capitalization (calculated as on March 31 of every financial year), Business Responsibility Report describing the initiatives taken by them from an environmental, social and governance perspective, in the format as specified by the Board from time to time:

- Listed Entities **other than top 100 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.
- vii. The annual report shall contain any other disclosures specified in Companies Act, 2013 along with other requirements as specified in Schedule V of these regulations

5. 35. 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.

36. DOCUMENTS & INFORMATION TO SHAREHOLDERS:

MANNER OF SUBMISSION OF ANNUAL REPORT TO SHAREHOLDER:

- Soft copies of full annual report to all those shareholder(s) who have registered their email address(es) for the purpose;
- Hard copy of statement containing the salient features of all the documents, as prescribed in Section 136 of Companies Act, 2013 or rules made there under to those shareholder(s) who have not so registered;
- Hard copies of full annual reports to those shareholders, who request for the same.

TIME PERIOD OF SUBMISSION:

The listed entity shall send the annual report to the Shareholder at least 21 days (Twenty One) before the Annual General Meeting.

INFORMATION REQUIRED TO BE PROVIDING FOR APPOINTMENT OR RE-APPOINTMENT OF DIRECTOR:

- A brief resume of the director;
- Nature of his expertise in specific functional areas;
- Disclosure of relationships between directors inter-se;



- Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and
- Shareholding of non-executive directors.

SUBSIDIARY:

"Subsidiary" means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013;

As per Companies Act, 2013:- 2(87) "subsidiary company" or "subsidiary", in relation to any other company (that is to say the holding company), means a company in which the holding company—

- (i) Controls the composition of the Board of Directors; or
- (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:

Provided that such class or classes of holding companies as may be prescribed shall not have layers of subsidiaries beyond such numbers as may be prescribed.

Explanation: - For the purposes of this clause,—

- (a) A company shall be deemed to be a subsidiary company of the holding company even if the control referred to in sub-clause (i) or sub-clause (ii) is of another subsidiary company of the holding company;
- (b) The composition of a company's Board of Directors shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the directors;
- (c) The expression "company" includes any body corporate;
- (d) "Layer" in relation to a holding company means its subsidiary or subsidiaries;

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