

## Listed Company Compliances-Due for April 2010

Dear Members,

Please find below a detailed compilation containing certain compliances which needs to be observed by a Listed Company for the month of April 2010. All these compliances are due for the quarter and financial year ended March 31, 2010. This compilation includes the amendments introduced by SEBI through its recent circular dated April 05, 2010. Sincerely hope that this compilation would be off some help to maintain your compliance status 100%.

To download the current/super latest Listing Agreements which includes amendments introduced by SEBI through its recent circular dated April 05, 2010, kindly click the link below:

### [Download Super Latest Listing Agreements](http://www.caclubindia.com/forum/download-super-latest-listing-agreements-77900.asp)

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## 1. Corporate Governance Report for quarter ended 31.03.2010

| S. No. | Compliance/Documents due for submission | Listing Agreement clause | Last date for submission | Remark                                                |
|--------|-----------------------------------------|--------------------------|--------------------------|-------------------------------------------------------|
| 1.     | Corporate Governance Report             | Clause-49                | April 15, 2010           | Submit within 15 days of from the end of each quarter |

**Main Provision:** As required by clause 49 (VI) of Listing Agreements every company Listed on any Stock Exchange is required to submit a quarterly Corporate Governance Report within 15 days from the close of each quarter as per the prescribed format. The report shall be signed either by the **Compliance Officer** or the **Chief Executive Officer** of

the company. Hence, Last date of filing of Corporate Governance Report by Listed Companies is 15th April 2010.

## 2. Secretarial Audit Report for quarter ended 31.03.2010

| S. No. | Compliance/Documents due for submission | Listing Agreement circular                            | Last date for submission | Remark                                                |
|--------|-----------------------------------------|-------------------------------------------------------|--------------------------|-------------------------------------------------------|
| 1.     | Secretarial Audit Report                | SEBI Circular D&CC/FITTC/CIR-16/2002 dated 31.12.2002 | April 30, 2010           | Submit within One month from the end of each quarter. |

**Main Provision:** Submission of Secretarial Audit reports under Regulation 55A of SEBI (Depositories and Participants) Regulation, 1996.

### **SEBI Circular No. D&CC/FITTC/Cir-16/2002 dated 31.12.02**

All Companies whose securities are listed on the Stock Exchange(s) are required to submit audit reports audited from a qualified Chartered Accountant or a Practicing Company Secretary, for the purposes of reconciliation of the total issued capital, listed capital and capital held by depositories in dematerialized form, the details of changes in share capital during the quarter on a quarterly basis within 30 days from the end of each quarter, to the stock exchange(s), under the following provisions:

- i) Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.
- ii) SEBI Circular No. D&CC/FITTC/Cir-16/2002 dated 31.12.02.

The SEBI vide their circular No SEBI/MRD/Policy/CIR-13/2004 dated March 3, 2004 advised that submission of the above audit report to the exchange is a continuous requirement.

## 3. Share Holding Pattern for quarter ended 31.03.2010

| S. No. | Compliance/Documents due for submission | Listing Agreement clause | Last date for submission | Remark                                     |
|--------|-----------------------------------------|--------------------------|--------------------------|--------------------------------------------|
| 1.     | Share holding pattern                   | Clause-35                | April 21, 2010           | Submit within 21 days from the end of each |

|  |  |  |  |          |
|--|--|--|--|----------|
|  |  |  |  | quarter. |
|--|--|--|--|----------|

**Main Provision:** As per **clause 35** of Listing Agreement every Company is required to file the shareholding pattern with the Stock Exchange on a quarterly basis, within 21 days from the end of each quarter, in the format specified by Stock Exchange. This is a mandatory requirement for all Listed Companies. Hence, Last date of filing of shareholding pattern by Listed Companies is 21st April 2010.

#### 4. Compliance certificate [clause 47(C)] for quarter ended 31.03.2010

| S. No. | Compliance/Documents due for submission | Listing Agreement clause | Last date for submission | Remark                                             |
|--------|-----------------------------------------|--------------------------|--------------------------|----------------------------------------------------|
| 1.     | Compliance certificate                  | Clause-47(C)             | April 30, 2010           | Submit within One month from the end of half year. |

**Main Provision:** It is the duty of every company under clause 47(C) of Listing Agreement to ensure that the Registrar and Share Transfer Agent (RTA) produce a certificate from a Practicing Company Secretary that all transfers have been completed within the stipulated time. This certificate is required to be filed by the company with the Stock Exchange once in every 6 months i.e. on September 30 and March 31 every year.

#### 5. Intimation to Stock Exchange about Financial Result

| S. No. | Compliance/Documents due for submission | Listing Agreement clause | Last date for submission | Remark                                              |
|--------|-----------------------------------------|--------------------------|--------------------------|-----------------------------------------------------|
| 1.     | Intimation to Stock Exchange            | Clause-41(l)(d)(ii)      | May 15, 2010             | Submit within 45 days from the end of each quarter. |

**Main Provision:** Intimation to Stock Exchange about exercise of option for preparation and Submission of Financial Results As per clause 41 (l) (d) of Listing Agreement in respect of the last quarter i.e. March 31, 2010, the company has 2 options:

(i) Submit unaudited financial results for the quarter **within forty-five days** of the end of the financial year or;

(ii) Submit audited financial results for the entire financial year within sixty days of end of the financial year.

In case the company opts to submit audited financial results for the entire financial year within sixty days of end of the financial year, it shall intimate the stock exchange in writing within forty five days of end of the financial year i.e. on or before May 15, about such exercise of option.

## 6. Payment of Annual Listing Fees to the Stock Exchange

| S. No. | Compliance/Documents due for submission | Listing Agreement clause | Last date for submission | Remark                                                  |
|--------|-----------------------------------------|--------------------------|--------------------------|---------------------------------------------------------|
| 1.     | Annual Listing Fees to Stock Exchange   | Clause-38 (a)            | April 30, 2010           | Submit within One month from the end of Financial Year. |

***Main Provision:*** As per clause 38 (a) of Listing Agreement as soon as Securities of a company are listed on NSE, it will pay to the Stock Exchange (SE) an initial listing fee as prescribed and made a part thereof, and that thereafter, so long as the Securities continue to be listed on SE, it will pay to SE on or before April 30, in each year an Annual Listing Fee computed on the basis of the capital of the Issuer as on March 31 and worked out as provided in Schedule III annexed with Listing Agreements.

## 7. Payment of Annual Custodial Fees to Depositories i.e. NSDL & CDSL

| S. No. | Compliance/Documents due for submission             | Listing Agreement clause | Last date for submission | Remark                                                                    |
|--------|-----------------------------------------------------|--------------------------|--------------------------|---------------------------------------------------------------------------|
| 1.     | Annual Custodial Fees to Depositories NSDL and CDSL | Clause-38 (b)            | --                       | Failure to pay the fee will attract such penal action as SEBI deemed fit. |

**Main Provision:** As per clause 38 (b) of Listing Agreement the issuer agrees to pay to the depositories Annual Custodian Fee, in each year at such rates as specified by SEBI from time to time. Failure to pay the fee will attract such penal action by SEBI as deemed fit.

## 8. Disclosure under regulation 8(3) of SEBI Takeover code

| S. No. | Compliance/Documents due for submission | SEBI Regulation                                 | Last date for submission | Remark                                                  |
|--------|-----------------------------------------|-------------------------------------------------|--------------------------|---------------------------------------------------------|
| 1.     | Disclosure under SEBI Takeover Code     | Regulation 8(3) of SEBI (SAST) Regulation, 1997 | April 30, 2010           | Submit within One month from the end of Financial Year. |

**Main Provision:** Disclosure under regulation 8(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997. As per regulation 8(3) of SEBI Takeover Regulations, 1997 Every company whose shares are listed on a stock exchange, shall within 30 days from the financial year ending March 31, 2010 i.e. up to April 30, 2010, make yearly disclosures to all the stock exchanges on which the shares of the company are listed, the changes, if any, in respect of the holdings of the specified persons and also holdings of promoters or person(s) having control over the company as on 31st March.

Kindly share your comments/suggestions, if any.

Best Regards  
Ankur Garg