

Compliance requirement under listing agreement

Quarterly Compliances

• Clause 35 - Shareholding Pattern	Within 21 days from quarter end
• Clause 41 - Financial Results	Within 45 days from quarter end
• Clause 49 - Corporate Governance	Within 15 days from quarter end
• Reconciliation of Share Capital Audit	Within 30 days from quarter end

Other Compliance Requirements

Clause 16 – Notice for Corporate Action

- The Company is required to close its transfer books **at least once a year** at the time of the Annual General Meeting if they have not been otherwise closed at any time during the year.
- The Company must ensure that there is a gap of **at least 30 days** between 2 book closure and/or record date.
- The Company shall give an advance notice of **at least 7 working days** (*Excluding the date of the intimation and record date/book closure start date*) to the Stock Exchange for corporate actions (Book closure/Record date) fixed for the purpose of corporate benefits like mergers, de-mergers, split , bonus, dividend, rights etc.

Clause 19 – Notice for Board Meeting to consider the prescribed matters

- The Company shall give an advance notice of **at least 2 working days** (*Excluding the date of the intimation and date of the meeting*) to Stock Exchange, of board meeting fixed for recommendation or declaration of a dividend or convertible debentures or of debentures carrying a right to subscribe to equity shares or the passing over of the dividend or the issue of right or proposal for buy back of securities is to be considered. Further, the company will recommend or declare all dividend and / or cash bonuses at least five days before commencement of the book-closure or record date fixed for the purpose.

Clause 20 – Outcome of Board Meeting held under Clause 19

- The Company has to intimate the outcome of the board meeting (*as intimated under clause 19*) immediately on the day of board meeting once concluded.
- Further, the company shall intimate to the Exchange the date on which dividend shall be paid/dispatched.

Clause 20A – Declaration of Dividend

- The Company has to declare and disclose the dividend on per share basis only.

Clause 22 – Credit of Bonus Shares

- The company shall intimate to the Exchange the date on which bonus shares, declared, if any, would be credited/dispatched.

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Clause 30 – Change in Directors/Auditors

The company has to intimate to the Stock Exchange:

- of any change in the Issuer's directorate by death, resignation, removal or otherwise;
- of any change of Managing Director, Managing Agents or Secretaries and Treasurers;
- of any change of Auditors appointed to audit the books and accounts of the Issuer.

Clause 31 – Submission of copies of Annual Report/Proceedings of AGM/EGM

The Company has to submit to the Stock Exchange :

- six copies of the Statutory and Directors' Annual Reports, Balance Sheets and Profits & Loss Accounts and of all periodical and special reports as soon as they are issued and one copy each to all the recognized Stock Exchanges in India.
- copy of the proceedings at all Annual and Extraordinary General Meetings.

Clause 32 – Disclosures in Annual Report/Change of name

The Company is required to make the following disclosures in the Annual Report :

- To publish Consolidated Financial Statements in the annual report in addition to the individual financial statements. Further, Audit of Consolidated Financial Statements by the statutory auditors of the company and the filing of Consolidated Financial Statements audited by the statutory auditors of the company with the stock exchanges shall be mandatory.
 - Disclosures in compliance with the Accounting Standard on "Related Party Disclosures".
 - Cash flow statement along with the Balance Sheet and Profit and Loss Account.
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- **All listed companies which decide to change their names shall be required to comply with the following conditions:**
 - A time period of at least 1 year should have elapsed from the last name change.
 - At least 50% of its total revenue in the preceding 1 year period should have been accounted for by the new activity suggested by the new name.

OR

- The amount invested in the new activity/project (Fixed Assets+Advances+Work In Progress) is atleast 50% of the assets of the company. The 'Advances' shall include only those extended to contractors and suppliers towards execution of project, specific to new activity as reflected in the new name.
- To implement the compliance of the aforesaid provision, the company shall submit auditor's certificate to the exchange.

Clause 33 – Amendment in Memorandum of Association and Articles of Association

- The Company is required to submit to the Stock Exchange certified copy of amended Memorandum and Articles of Association of the company

Clause 36 – Disclosure of Price-Sensitive Information

- The Company has to intimate to the Stock Exchange about the material events which will have a bearing on the performance / operations of the company as well as price sensitive information both at the time of occurrence of the event and subsequently after the cessation of the event.

Clause 38 – Listing Fees

- The Company is required to pay Annual Listing Fee **on or before April 30** computed on the basis of the capital of the Issuer as on March 31.

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Clause 41 – Notice for Board Meeting and other submissions w.r.t Financial Results

- The Company shall give an advance notice of **at least 7 clear calendar days** (*Excluding the date of the intimation and date of the meeting*) to the Stock Exchange, of board meeting fixed to consider financial results.
- In case the company opts to submit unaudited financial results, they shall be subjected to limited review by the statutory auditors of the issuer (or in case of public sector undertakings, by any practicing Chartered Accountant) and such limited reviewed results (*financial results accompanied by the limited review report*) shall be submitted **within forty-five days** from the end of the quarter.

Regulation 30(1) and 30(2) - SEBI Takeover Regulations

- 30(1) Every person, who together with persons acting in concert with him, holds shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company, shall disclose their aggregate shareholding and voting rights as of the **thirty-first day of March**, in such target company in such form as may be specified.
- 30 (2) The promoter of every target company shall together with persons acting in concert with him, disclose their aggregate shareholding and voting rights as of the **thirty-first day of March**, in such target company in such form as may be specified.
- The disclosures required under sub-regulation (1) and sub-regulation (2) shall be made **within seven working days** from the end of each financial year to;
 - i. every stock exchange where the shares of the target company are listed; and
 - ii. the target company at its registered office.