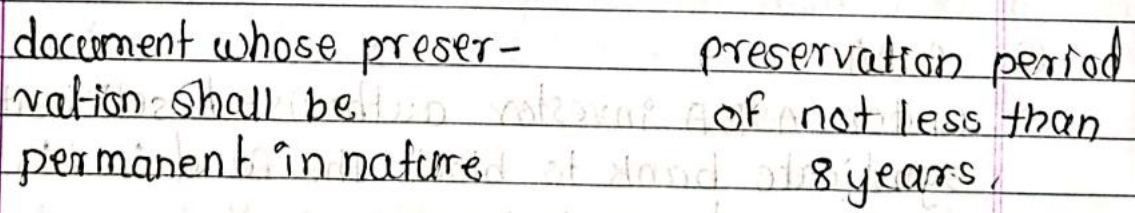


- * Designated securities.
 - Non convertible debt securities
 - Non-convertible redeemable preference shares
 - perpetual debt instrument
 - IDR
 - securitised debt instruments

- * Specified securities
 - Equity shares
 - convertible securities

- * General obligations applicable to all listed companies
 - Appoint qualified CG as the compliance officer.
 - Appoint share transfer agent or manage the share transfer facility in the house.
 - co operation with intermediaries such as credit rating agency, registrar to an issue and share transfer agent etc reg with SEBI
 - Preservation of document.

Classifying them into two categories.



* Compliances under SEBI (LODR) regulations.

- * one time compliances.
 - 6 (1) Appoint CS as compliance officer.
 - 7 (1) Appoint a share transfer agent or manage the share transfer facility in the house.

* In case of in house facility,

- If total no of holders of securities exceed 100,000 listed entity either reg with SEBI as a category

Share transfer agent,

or

- Appoint reg. to an issue and share transfer agent reg with the SEBI -

9) Preservation of document.
quarterly compliances.

13(3) तेरा मे तेरा complaint solve किया

- file a statement giving details of complaints at beginning of the quarter received during the quarter & remaining unresolved at the end of quarter.

* File within 21 days from end of quarter.

27(2) तु साथ देगी तो quarterly compliance करेंगे
quarterly compliances report on corporate governance within 21 days from end of each quarter.

31(1)(b) 31 साल मे share holding pattern दिखाया
statement showing holding securities & shareholding pattern for each class of securities within 21 days from end of each quarter.

32 (i) change किया
 statement of deviation or variation

32 (6) monitor किया
 Appoint a monitoring agency to monitor utilisation of public proceeds and submit report received from agency.
 - within 45 days from the end of each quarter.

33 (3) तीन तीन तीन करके तीन quarter में 45 दिन के अंदर unaudited financial result देंगे.
 submit quarterly & yearly up to date financial statement to stock exchange within 45 days from end of each quarter except last quarter.

47 Advertisement in newspaper.
 within 48 hours of conclusion of the meeting.

* Half yearly compliances

23 (a) Disclosure of related party on consolidated basis within 30 days from the date of publication of its consolidated or stand alone financial result if for the half year.

33 (3) file statement of assets is liabilities & statement of cash flow once in 6 month.

* yearly compliances

7 (3) submit compliance certificate signed by compliance officer & authorised representative of STA (transfer agency) within 30 days

from the end of the financial year.

14 pay all fees or charges or specified by SEBI within 30 days of the end of the financial year.

33(3) submit annual audited stand alone financial result consolidated financial statement audit report statement on import of audit qualification with modification opinion within 60 days from the end of the financial year.

34 Submit the annual report along with the notice of the AGM to stock exchange within not later than the day of commencement of dispatch to its shareholders.

4(1)(b) Submit changes in annual report within 48 hours after the AGM.

36 Annual report to security holder 21 days before AGM.

40 share transfer agent or in-house transfer facility shall produce a certificate from PCS within 30 days from the end of financial year.

* Event based compliances

7(5) Intimation about appointment of share transfer agent to stock exchange within 7 days of agreement with RTA.

28(i) In-principle approval from recognised stock exchange.

Prior to issuance of security.

Imp

29(i) नु ना बोलेगी फिर भी बतायेगी

a) At least 5 days advance (clear days) intimation of Board meeting for final fair result statement (quarterly/ half/ annual)

29(b) Prior intimation of BM for buy back voluntary
c) (d) (e) listing FPO, ADR, GDR declaration of dividend at
(F) least 2 working days in advance.

29(3) Prior intimation of BM, for alteration in nature of securities, interest redemption amt at least 11 clear days in advance.

30(6) Disclose of event → specified in part A of schedule III of SEBI
Not later than 24 hours

31 (i) (c) ~~Dis~~ Disclose of security & shareholding pattern separately for each class within 10 days of any capital restructuring exceeding 2% of the total paid up share capital.

31(i) a) Submit to the stock exchanges a statement showing holding of securities & shareholding pattern separately.
one day prior to listing.

- 38(8) Disclosure of material events in case of reclassification of any person as promoter/public within 24 hours from the occurrence of the event
- 39(9) file draft scheme of arrangement to the stock exchange (mergers/ amalgamation) prior approval before filing with court or tribunal.
- 39(2) Issue of certificates or receives of division spilt consolidation renewal duplicate certificate within 30 days from the date of lodgement.
- 39(3) submit information with respect to loss of share certificate & issue of duplicate certificate to stock exchange within 2 days from getting information.
- 40(3) Registering the transfer of securities within 15 days from the date of such receipt of reg. for transfer.
- * In case of transmission request,
 - 7 days after receipt of the document (In dematerialised)
 - within 21 days after receipt of the document (In physical mode)

42(2) The intimation of record date or book closure

The listed entity shall intimate the following events.

- i) Declaration of dividend
- ii) issue of right or bonus shares
- iii) issue share for conversion
- iv) corporate action (merger/demerger)

- In case of Right issue → At least 3 working days in advance

- other than Right issue → At least 7 working days in advance

* Composition of BOD

- combination of executive & non executive
- at least one women director
- 50% comprises NEP
- BOD of the top 1000 listed entities shall have at least 1 independant woman director by 1 April

Imp

43 A Dividend distribution policy by the top 1000 listed entities.

shall be disclosed on the website weblink shall also be provided.

(3) Details of voting result → with 2 working days of conclusion of its GM

46 maintenance of website within 2 working days from the date of change in content.

36(4) All documents made by listed company shall be in XBRL & format that allows user to find relevant information easily.

Exceptions for compliance with corporate governance for listed entity which has listed its specified securities.

a. Regulation 17 to 27 not apply if paid up share capital does not exceeds ₹ 10 cr and net worth does not exceeding 25 cr.

b. If exceeds the limit follow corporate governance policy within 6 months.

c. A listed entity which has listed its specified securities on the SME exchange

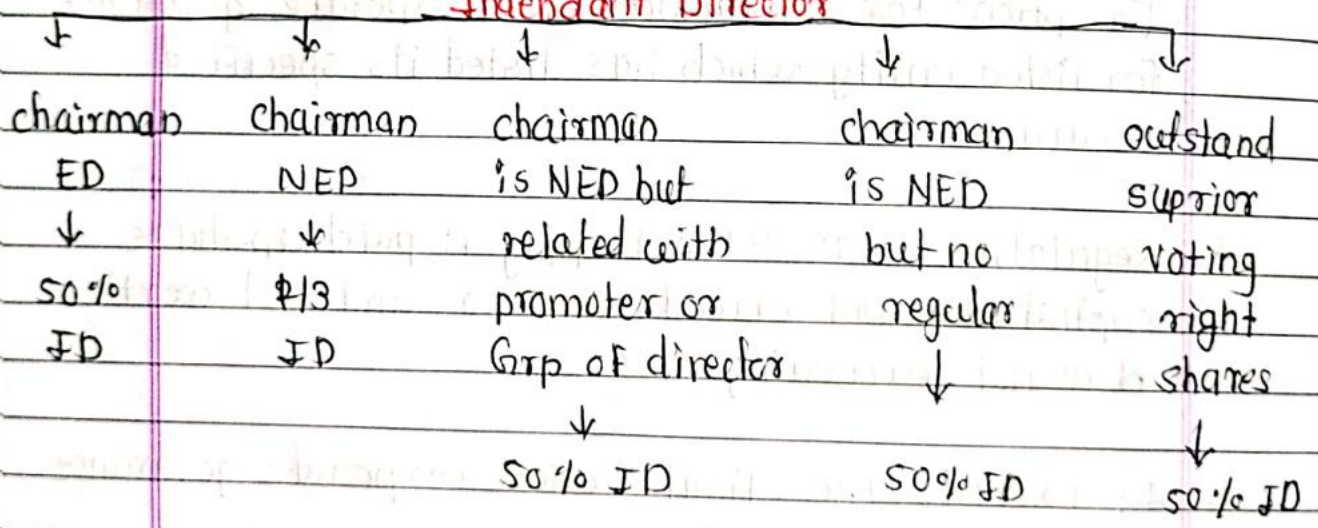
d. Reg 17 shall not be applicable during the insolvency resolution process

- Reg 18, 19, 20 & 21 shall not applicable during the insolvency resolution process.

- * composition of BOD.
- combination of executive & non executive
- at least one women director
- 50% comprises NED
- BOD of the top 1000 listed entities shall have at least 1 independent woman director by 1 April 2020

* The composition of board of directors.

composition of Independent Director



* with effect from April 1 2022, Top 500 listed entities.

* chairperson shall

- Be a NED
- Not be related to the MD or CEO

*

A Above shall not be applicable to the listed entities which do not have any identifiable promoters.

* maximum ages of NED

- less than 75 years.
- After 75 year possible when special resolution is passed.

* minimum directors requirements

- Top 2000 listed companies → Not less than 6 director.
(1 April 2019)

* meeting of Boards

- 4 time in a year.
- maximum time GAP → 120 days in two meeting

* key compliance requirements for board

- periodically review compliance reports.
- lays down a code of conduct for all members of board of directors.
- Recommend all fees or compensation.
- responsible for framing implementing and monitoring the risk mgt plan.
- performance evaluation of ID.

* maximum number of directorship.

maximum ID in 7 listed co

↓
If ID is MD
or WTD in any listed co

↓
then max 3 ID

↓
excluded
section 8 co,
Pvt co, foreign
co.

* maximum Number of committee membership & chairpersonship.

listed
co

unlisted
co

A director shall

↓
Not more than a member
in 10 committees

↓
shall not acts as chairperson
of more than five committees

↓
Determination for limit of chair-
manship or membership count
audit committee & stakeholder's
relationship committee alone

↓
Above provision exclusion For

- foreign companies
- section 8 company
- pvt companies.

Composition

Chairperson

Audit
Committee

-] At least three directors.
-] shall be Independent director
-] 2/3 director shall be ID
-] IF outstanding SR eq. shares then all directors shall be ID
-] shall be present in AGM.

Remuneration
Committee

-] At least three directors
-] shall be independent director.
-] All directors shall be NED.
-] chairperson of listed co. may be appoint as member of committee shall not chairperson of committee
-] 2/3 director shall be ID
-] IF outstanding SR eq. shares then 2/3 director shall be ID.

Stakeholders
Relations
Committee

-] At least three directors
-] shall be NED
-] At least 1 shall be ID
-] compulsory present at AGM.
-] IF outstanding SR eq. sh. then 2/3 director shall be ID

-] minimum 3 members, with majority of them being BOD.
-] shall be member of BOD
-] At least 1 ID
-] senior executives of the listed entity.
-] A IF outstand SR eq shares then 2/3 directors shall be ID.

meetings

Quorum

Role of committee

→ At least 4 times in a year.

→ either two or 1/3 of the members whichever is greater.

→ Information to be reviewed by the committee.

→ Gap betⁿ two meetings not more than 120 days

→ At least 2 ID
→ Two members or 1/3 of the members whichever is greater

→ At least once in a year.

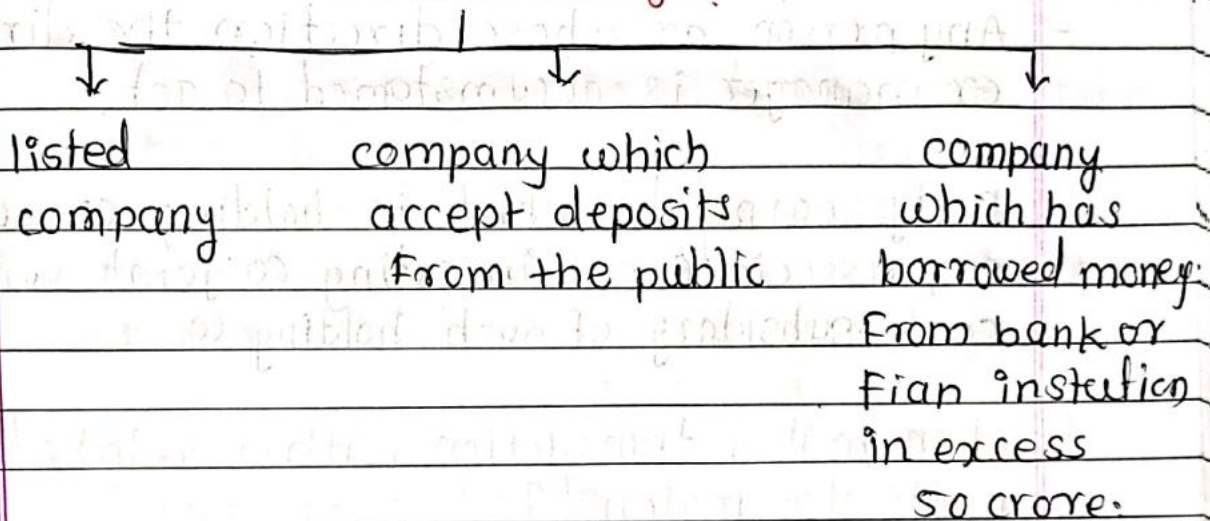
→ At least 1 ID

* Miscellaneous Points

- cs shall act as secretary of the audit committee
- Risk mgt committee → Applicable to top 1000

vigil mechanism

(applicability)



* Related party transaction

- Any person or entity belonging to the promoter or promoter group and holding 20% or more of shareholding shall be deemed to be a related party.

* Related party with reference to a company means

- Director & his relative
- kmp and his relative
- firm in which director/manager/relative is a partner.
- Pvt co in which director or manager or relative is a director or member.

- public company in which director or manager is a director and holds more than 2% of paid up share capital along with relative.
- Any body corporate whose BOD/MD/manager is accustomed to act as per the direction given by director or manager of the co.
- Any person or whose direction the director or manager is accustomed to act,
- Body corporate which is holding co, subsidiary co, associate co, investing co joint venture co & subsidiary of such holding co.

* when will a transaction with a related party be material?

- The listed entity shall formulate a policy on materiality of related party transactions such policy shall be reviewed by the BOD at least once in every 3 years & updated accordingly.

material transaction.

- IF the transactions to be entered into individually or taken together with previous transactions during fin year, exceeds 10% of the annual consolidated turnover of listed.
- payments made to a related party for Royalty, exceeds 5% of annual consolidated turnover of the listed entity.

* Approval of Audit committee

- All related party transaction shall require prior approval of audit committee.
- This approval is required irrespective of transaction is material or not.
- Audit committee may grant omnibus approval
- Audit committee may grant omnibus approval for such transactions subject to their value not exceeding ₹ crore.
- The audit committee shall review, at least a quarterly basis.
- Omnibus approvals shall be valid for a period not exceeding one year, such approval require fresh approval after the expiry of 1 year.

* Exceptions.

The Approval of Audit committee & shareholders shall not be required

- 1) Transaction entered into betⁿ a govt co's
- transactions entered into betⁿ a holding co & its wholly owned subsidiary whose A/c's are consolidated.

* Corporate Governance requirements related to subsidiary

Material subsidiary

- Income or net worth exceeds 10% of the consolidated income or net worth respectively.

- At least 1 ID on the board of director of the listed entity shall be a director on the board of director of an unlisted subsidiary.
- The mgt of unlisted subsidiary shall give periodically notice about a statement of all significant transaction to BOD of listed entity.

Significant transaction

individual transactions or arrangement is more than 10% of the total revenue or total expenses or total assets or total liabilities of the unlisted subsidiary for preceeding accounting year.

* obligations in respect of independent directors

- No person shall be appoint as an alternate director for an ID of listed co.
- Tenure - 5 year
- Hold~~r~~ at least one meeting without presence of non-independent director.
- ID who resigns or is removed → replaced by a new ID at the earliest but not later than the immediate next meeting of the BOD or three month from vacancy whichever is later.

A Prior intimation

5 clear days
In advance

2 working days
In advance

11 working days
In advance

Financial result
quarterly, half
yearly or
annually.

- > Buy-back
- > voluntary delisting
- > Fund Raising by way of FPO, right issue, ADR/GDR etc.
- > Declaration of Bonus securities

- > Alteration in nature of any listed security
- > Alteration of in the date on which secu or redemption amt shall be payable

A Outcome of meetings of the board of directors (To be disclosed to the exchange within 30 minutes of the closure of the meeting)

- Decision about dividend & cash bonuses
- Cancellation of dividend
- decision of buy-back
- decision of fund raising
- decision about the reissue of forfeited shares or securities
- alteration of capital
- voluntary delisting

A meetings of shareholders & voting

- 100 listed entity → •> Hold AGM within a five months from closing of financial year
- > Provide one way live webcast

- listed entity shall provide the facility of remote voting to its shareholders
- submit such result within 2 working days to stock exchange.

* Compliance for listed entity which has listed its non-convertible debt security or non-convertible redeemable preference shares or both.

50(1) Intimation to stock exchange about the interest on debt security or redemption amt of shares or debentures shall be payable at least 11 working days.

50(3) Intimation regarding the meeting of BOD at which declaration of issue of non-convertible debt security,
At list 2 working days in advance.

52(1) Submit unaudited or audited financial result on a half yearly basis within 45 days from end of each of the half year.

Provision 52(1) Submit copy of financial results to debenture trustee within 45 days from the end of the half year.

52(2) Prepare & submit audited financial results within 60 days from the end of the financial year.

52(3) Submission of certificate signed by debenture

trustee taken note of the contents of half yearly/annual financial results submitted to stock exchange within 7 days from date of submission.

54(2) Disclosure of assets cover, quarterly, half yearly, year to-date & annual financial statements as applicable.

55 Each rating obtained by listed entity by a credit rating agency reg. by the SEBI at least once a year.

57(c) Submit a certificate to the stock exchange regarding status of payment in case of non convertible securities within 1 working day of the interest or dividend or principal becoming due.

* Liability of a listed entity for contravention

- imposition of fines
- suspension of tradings.
- Freezing of promoter/ promoter group holding of designated securities as may be applicable in coordination with depositories.

* Role of company secretary

- 1) certificate to the effect that all transfers have been complied with specified time
- 2) certificate in praetising company secretary regarding maintenance 100% security cover in respect of non-convertible debt security.
- 3) Issue half yearly certificate by pcs regarding compliances of condition of corporate governance
- 4) secretarial audit report by pcs & annex with annual report.
- 5) certificate from pcs that no directors have been debarred or disqualified