

**MODEL LISTING AGREEMENT FOR LISTING OF
INDIAN DEPOSITORY RECEIPTS**

This agreement made this _____ day of _____, ___ by
_____ a Company/ any other body duly formed and registered under the _____ Act
of _____(country) and having its Registered office
at _____
_____ (hereinafter called
"the Issuer") with the _____ STOCK EXCHANGE (hereinafter called 'the stock
exchange').

Witnesseth

WHEREAS the Issuer has filed with the stock exchange an application for listing its Indian Depository Receipts (hereinafter referred to as 'IDRs') more particularly described in **Schedule I** annexed hereto and made a part hereof.

AND WHEREAS the issuer has filed with the Exchange an application for listing of IDRs as defined in rule 3(i)(d) of the Companies (Issue of Indian Depository Receipts) Rules 2004 against (number) of equity shares issued having face value of which are deposited with custodian.

AND WHEREAS it is a requirement of the stock exchange that there must be filed with the application an agreement in terms hereinafter appearing, to qualify for the admission and continuance of the said IDRs upon the list of the stock exchange.

NOW THEREFORE in consideration of the stock exchange having agreed to list the said IDRs, the Issuer hereby covenants and agrees with the stock exchange as follows:

The Issuer agrees:

- a) that advices of allotment will be issued simultaneously and that in the event of its being impossible to issue letters of regret at the same time, a notice to that effect will be inserted in the press so that it will appear on the morning after the letters of allotment have been posted;
- b) that advices of rights entitlement, wherever applicable, will be issued simultaneously;

2. a) The Issuer will notify stock exchange at least 7 days in advance of the date of the meeting of its Board of Directors at which the recommendation or declaration of a dividend or a rights issue or convertible debentures or of debentures carrying a right to subscribe to equity shares or the passing over of the dividend is due to be considered and will recommend or declare all dividend and/or cash bonuses at least five days before commencement of the closure of its transfer books or the record date fixed for the purpose.

b) The Issuer will give notice simultaneously to stock exchange in case any proposal for declaration of bonus issue is to be placed before its Board of Directors and is communicated as part of the agenda. No prior intimation is required about the Board Meeting in case the declaration of bonus issue by the company is not on the agenda of the Board Meeting.

c) The Issuers are also required to send the information in the format which is given in Schedule III by e-mail

3. The Issuer will, immediately after the meeting of its Board of Directors has been held to consider or decide the same, intimate to the Stock Exchange, (within 15 minutes of the closure of the board meeting) by phone, fax, telegram, e-mail:

- a) all dividends and/or cash bonuses recommended or declared or the decision to pass any dividend or interest payment;
- b) the total turnover, gross profit/loss, provision for depreciation, tax provisions and net profits for the year (with comparison with the previous year) and the amounts appropriated from reserves, capital profits, accumulated profits of past years or other special source to provide wholly or partly for the dividend, even if this calls for qualification that such information is provisional or subject to audit.
- c) The Issuers are also required to send the information by e-mail in the format which is given in Schedule IV.
- d) The Issuer shall be required to intimate the stock exchanges within 15 minutes of the closure of the Board Meetings about any decision on buyback of equity shares.

4. The Issuer will notify the stock exchange at least twenty-one days in advance of the date on and from which the dividend on shares will be payable .

5. The issuer agrees to issue simultaneously the dividend warrants, wherever applicable, which shall be payable at par at such centers as may be agreed to between stock exchange and the Issuer and which shall be collected at par, with collection charges, if any, being borne by the Issuer, in any bank in the country at centers other than the centers agreed to between stock exchange and the Issuer, so as to reach the holders of IDRs on or before the date fixed for payment of dividend,. Provided that the issuer may make arrangements for electronic credit of dividends within the aforesaid time limit in such manner as may be approved by the stock exchange.

6. The Issuer shall within 15 minutes of the closure of any board meeting where any of the following matters are decided, intimate to the Stock Exchanges by phone, fax, telegram, e-mail the following:

- a) short particulars of any increase of capital whether by issue of bonus shares through capitalization, or by issue of rights shares, or in any other manner;
- b) short particulars of the reissues of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe thereto;
- c) short particulars of any other alterations of capital, including calls;
- d) any other information necessary to enable the holders of the IDRs to appraise the issuer's position and to avoid the establishment of a false market.

7. The Issuer agrees:

- a) to fix record date for the purpose of payment of dividends or distribution of any other corporate benefits to IDR holders in consultation with stock exchange ;
- b) to issue –
 - (i) advices of allotment within six weeks of the record date for the purpose of making a bonus issue;
 - (ii) letters of right within six weeks of the record date for the purpose of making a rights issue and (iii) advices of allotment within six weeks of the last date fixed by the Issuer for submission of letters of renunciation in case of rights issue.

- 8. a) The company agrees to obtain 'in-principle' approval for listing from the exchanges where its IDRs are listed, before issuing further IDRs. The company agrees to make an application to the Exchange for the listing of any new issue of IDRs.
- b) The Issuer agrees to make true, fair and adequate disclosure in the offer documents/draft prospectus/letter of offer in respect of any new or further issue of IDRs.
- c) The Issuer agrees that it shall not issue any prospectus/ offer document/ letter of offer for public subscription of any IDRs unless the legal and regulatory requirements relating thereto have been fulfilled.

d) The Issuer further agrees that the Issuer shall submit to the exchange the following documents to enable it to admit/ list the said IDRs for dealing in SE, such as -
i) a copy of letter indicating the observation on draft prospectus/ letter of offer/ offer documents by SEBI;

and

ii) a certificate from a merchant banker acting as lead manager to the issue reporting positive compliance by the issuer of the guidelines on disclosure and investor protection issued by SEBI.

and

(iii) a due diligence report from the domestic depository

e) in the event of non-submission of the documents as mentioned in sub-clause (d) above by the Issuer to the stock exchange or withdrawal of the observation letter by SEBI at any time before grant of permission for listing/ admission to dealing of the IDRs, the IDRs shall not be eligible for listing/ dealing, as the case may be, and the company shall be liable to refund the subscription monies to the respective investors immediately.

f) The company agrees that it shall disclose the pre and post arrangement capital structure and share holding pattern to the IDR holders in case of corporate restructuring like mergers / amalgamations and other schemes in advance

g) The company agrees to ensure that any scheme of arrangement/amalgamation/merger/reconstruction/reduction of capital, etc., to be presented to any Court or Tribunal does not in any way violate, override or circumscribe the provisions of securities laws or the stock exchange requirements.

Explanation: For the purpose of this sub-clause, 'securities laws' mean the Companies (Issue of Indian Depository Receipts) Rules, 2004, the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and section 605A of the Companies Act, 1956 and the provisions thereof which are administered by SEBI under section 55A and, the rules, regulations, guidelines etc. made under these Acts and the Listing Agreement.

9. In the event of the Issuer granting any options to purchase any shares of the Issuer, the Issuer will promptly notify SE:

- a) of the number of shares covered by such options, of the terms thereof and of the time within which they may be exercised;
- b) of any subsequent changes or cancellation or exercise of such options.

10. (1) The issuer shall notify the exchange without delay of any change in the rights attaching to any class of equity shares into which the IDRs are exchangeable.

11. The Issuer will promptly notify SE:

- a) of any change in the Issuer's directorate by death, resignation, removal or otherwise;
- b) of any change of Managing Director,;
- c) of any change of Auditors appointed to audit the books and accounts of the Issuer;
- d) of any change in the compliance officer and company secretary;
- e) of any change in the domestic depository or the overseas custodian bank.

12. The Issuer will forward to stock exchange promptly and without application:-

- a) copies of the Annual Reports, which shall include the Balance Sheet and Profit & Loss Account, Directors' Report and the Auditors Report and of all periodical and special reports as soon as they are issued;
- b) copies of all notices, resolutions and circulars relating to new issue of capital prior to their dispatch to the equity shareholders or IDR holders;
- c) copies of all the notices, call letters or any other circulars including notices of meetings at the same time as they are sent to the equity shareholders, IDR holders, debenture holders or creditors or any class of them or as they are advertised in the Press.
- d) copy of the proceedings at all Annual and Extraordinary General Meetings of the Issuer;
- e) copy of the deposit agreement as soon as it is executed.
- f) copies of all notices, circulars, etc., issued or advertised in the press either by the Issuer, or by any other body corporate which the Issuer proposes to absorb or with which the Issuer proposes to merge or amalgamate, or under orders of the court or any other statutory authority in connection with any merger, amalgamation, re-construction, reduction of capital, scheme or arrangement, including notices, circulars, etc. issued or advertised in the press in regard to meetings of equity shareholders, IDR holders or any class of them and copies of the proceedings at all such meetings.

13. The Issuer agrees:-

- a) that it will not exercise a lien on its fully paid IDRs and that in respect of partly paid IDRs it will not exercise any lien except in respect of moneys called or payable at a fixed time in respect of such IDRs;
- b) that it will not forfeit unclaimed dividends before the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;
- c) that if any amount be paid up in advance of calls on any IDRs it will stipulate that such amount may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits;
- d) that it will send out proxy forms to security holders in all cases, such proxy forms being so worded that a security holders may vote either for or against each resolution;
- e) that when notice is given to its security holders by advertisement, it will advertise such notice in at least one leading National daily newspaper.

14. The company agrees to file with the Exchange the shareholding pattern on a quarterly basis within 15 days of end of the quarter in the following form :

Distribution of Shareholding as on quarter ending

Category	No of shares Held	Percentage of shareholding
Promoter's holding		
Promoters*		
Persons acting in Concert #		
Sub-Total		
Non-Promoters Holding		
Institutional Investors		
- IDR holders		
- Shareholders		
Mutual Funds		
- IDR holders		
- Shareholders		
Banks, Financial Institutions, Insurance Companies		

IDR holders Shareholders		
Sub-Total		
Others		
Private Corporate Bodies IDR holders Shareholders		
Persons resident outside India Individuals Others		
Indian Public IDR holders Shareholders		
Any other (please specify)		
Sub-Total		
GRAND TOTAL		

* as defined in Regulation 2(h) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997s.

as defined in Regulation 2(e) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997

Note 1: The Name, Number of shares held and percentage shareholding of entities / persons holding more than 1 percent of the shares of the company shall be given under each head.

Note 2: The company shall also post this information on its web site and on the EDIFAR website.

15. Apart from complying with all specific requirements as above, the Issuer will intimate to the Stock Exchanges, immediately of events such as strikes, lock outs, closure on account of power cuts, etc. and all 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 in order to enable the IDR holders and the public to appraise the position of the Issuer and to avoid the establishment of a false market in its IDRs. In addition, the Issuer will furnish to stock exchange on request such information concerning the Issuer as the stock exchange may reasonably require. The material events may be events such as:

a. Change in the general character or nature of business

The Issuer will promptly notify the Exchange of any material change in the general character or nature of its business where such change is brought about by the Issuer entering into or proposing to enter into any arrangement for technical, manufacturing, marketing or financial tie-up or by reason of the Issuer, selling or disposing of or agreeing to sell or dispose of any unit or division or by the Issuer, enlarging, restricting or closing the operations of any unit or division or proposing to enlarge, restrict or close the operations of any unit or division or otherwise.

b. Disruption of operations due to natural calamity

The issuer will soon after the occurrence of any natural calamity like earthquake, flood or fire disruptive of the operation of any one or more units of the Issuer keep the Exchange informed of the details of the damage caused to the unit thereby and whether the loss/damage has been covered by insurance and without delay furnish to the Exchange an estimate of the loss in revenue or production arising therefrom, and the steps taken to restore normalcy, in order to enable the security holders and the public to appraise the position of the issue and to avoid the establishment of a false market in its IDRs.

c. Commencement of Commercial Production/Commercial Operations

The issuer will promptly notify the Exchange the commencement of commercial/production or the commencement of commercial operations of any unit/division where revenue from the unit/division for a full year of production or operations is estimated to be not less than ten per cent of the revenues of the Issuer for the year.

d. Developments with respect to pricing/realisation arising out of change in the regulatory framework

The Issuer will promptly inform the Exchange of the developments with respect to pricing of or in realisation on its goods or services (which are subject to price or distribution, control/restriction by the Government or other statutory authorities, whether by way of quota, fixed rate of return, or otherwise) arising out of modification or change in Government's or other authorities' policies provided the change can reasonably be expected to have a material impact on its present or future operations or its profitability.

e. Litigation /dispute with a material impact

The issuer will promptly after the event inform the Exchange of the developments with respect to any dispute in conciliation proceedings, litigation, assessment, adjudication or arbitration to which it is a party or the outcome of which can reasonably be expected to have a material impact on its present or future operations or its profitability or financials.

f. Revision in Ratings

The Issuer will promptly notify the Exchange, the details of any rating or revision in rating assigned to any debt or equity instrument of the Issuer or to any fixed deposit programme or to any scheme or proposal of the Issuer involving mobilisation of funds whether in India or abroad provided the rating so assigned has been quoted, referred to, reported, relied upon or otherwise used by or on behalf of the Issuer.

g. Any other information having bearing on the operation/performance of the company as well as price sensitive information which includes but not restricted to;

- i. Issue of any class of IDRs.
- ii. Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off of setting divisions of the company, etc.
- iii. Change in market lot of the company's shares, sub-division of equity shares of the company.
- iv. Voluntary delisting by the company from any stock exchange(s).
- v. Forfeiture of shares.
- vi. Any action which will result in alteration in the terms regarding redemption/cancellation/retirement in whole or in part of any IDRs or the underlying equity shares issued by the company.
- vii. Information regarding status of opening and closing of any issue of equity shares or any other class of securities to be issued abroad.
- viii. Cancellation of dividend/rights/bonus, etc.
- ix. Delisting or withdrawal of admission to dealings or suspension of trading of any securities of the issuer from any stock exchange whether in India or outside, together with the reasons therefor.

The above information should be made public immediately.

16. The issuer hereby authorizes the Exchange to make available immediately to its members and to the Press any information supplied by the Issuer in compliance with any of the listing requirements provided that in cases where it is contended that such disclosure might be detrimental to the Issuer's interest a special submission to that effect may be made for the consideration of stock exchange when furnishing the information.

17. The Issuer agrees that as soon as its IDRs are listed on SE, it will pay to the stock exchange an initial listing fee as prescribed in **Schedule II** annexed hereto and made a

part hereof, and that thereafter, so long as the IDRs continue to be listed on the stock exchange, it will pay to stock exchange 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 II** annexed hereto and made a part thereof. The Issuer also agrees that it shall pay the additional Annual Listing Fee, at the time of making application for listing of IDRs arising out of further issue, as is computed in terms of **Schedule II** annexed hereto and made a part thereof for any addition in the capital after March 31

18. The Issuer agrees that in the event of application for listing being granted in pursuance of this agreement, the issuer shall be subject to the Rules, Bye-laws and Regulations of stock exchange and SEBI circulars, Rules, guidelines & regulations in regard to listing of IDRs which now are or hereafter may be in force. As a pre-condition for continued listing the Issuer further undertakes to forthwith comply with such future conditions as may be stipulated by stock exchange from time to time as conditions and requirements for listing of IDRs.

19. The Issuer agrees that it shall be a condition precedent for issuance of new IDRs, that it shall deposit before the opening of subscription list and keep deposited with the stock exchange (in cases where the IDRs are offered for subscription whether through the Issue of a prospectus, letter of offer or otherwise) an amount calculated at 1% of the amount of IDRs offered for subscription to the public and/or to the holders of existing IDRs of the Issuer, as the case may be, for ensuring compliance by the Issuer, within the prescribed or stipulated period, of all prevailing requirements of law and all prevailing listing requirements and conditions as mentioned in, and refundable or forfeitable in the manner stated in the Rules, Bye-laws and Regulations of the stock exchange for the time being in force.

50% of the above mentioned security deposit should be paid to the stock exchange in cash. The balance amount can be provided for by way of a bank guarantee. The amount to be paid in cash shall be limited to Rs. 3 crores. The said amount at the security deposit will be released by stock exchange after the issuer obtains No Objection Certificate from SEBI.

20 (1) The company agrees that it will furnish on a quarterly basis a statement to the stock exchange indicating the variations between projected utilisation of funds and/ or projected profitability statement made by it in its prospectus or letter of offer and the actual utilisation of funds and/ or actual profitability.

(2) The statement referred to in sub-clause (1) shall be given for each of the years for which projections are provided in its prospectus/ letter of offer/ of IDRs and shall be published in newspapers simultaneously with the audited financial results as required under clause 35.

(3) If there are material variations between the projections and the actual utilisation/ profitability, the company shall furnish an explanation therefor in the advertisement and shall also provide the same in the Directors' Report.

(4) The certificate obtained by the issuer from its statutory auditor or a Chartered Accountant as required by rule 11(i) of the Companies (Issue of Indian Depository Receipts) Rules, 2004 shall also be published in the newspapers along with the statement mentioned in sub-clause (2).

21. Without prejudice to any other provisions of this agreement, in general and its Clause 18 in particular as a condition for continued listing, the Issuer shall comply with the provisions of the relevant Acts including the section 605A of the Companies Act, 1956, Companies (Issue of Indian Depository Receipts) Rules, 2004, Securities Contracts (Regulation) Act, 1956, Securities Contract Regulation Rules, 1957, guidelines issued

from time to time by the Government and/or the Securities and Exchange Board of India including additional disclosures required to be made for IDR issues in the Guidelines on Disclosure and Investor Protection.

22. The issuer agrees that –

- (a) as far as possible allotment of IDRs offered to the public shall be made within 30 days of the closure of the public issue;
- (b) it shall pay interest @ 15% per annum if the allotment has not been made and or refund orders have not been dispatched to the investors within 30 days from the date of the closure of the issue.

23. The Issuer agrees:

- (a) to appoint the Company Secretary of the Issuer as Compliance Officer who will directly liaise with the authorities such as SEBI, Stock Exchanges, ROC etc., and investors with respect to implementation of various clause, rules, regulations and other directives of such authorities and investor service & complaints related matter.
- (b) to undertake a due diligence survey to ascertain whether the RTA is sufficiently equipped with infrastructure facilities such as adequate manpower, computer hardware and software, office space, documents handling facility etc., to serve the IDR holders
- (c) to furnish a copy of agreement or MOU entered into with overseas custodian bank, domestic depository, merchant banker and RTA to the stock exchange.

24 - Corporate Governance

The company agrees to comply with the corporate governance requirements stipulated in this clause:

I. Board of Directors

(A) Composition of Board

- (i) The Board of directors of the company shall have an optimum combination of executive and non-executive directors with not less than fifty percent of the board of directors comprising of non-executive directors.
- (ii) Where the Chairman of the Board is a non-executive director, at least one-third of the Board should comprise of independent directors and in case he is an executive director, at least half of the Board should comprise of independent directors.
- (iii) For the purpose of the sub-clause (ii), the expression 'independent director' shall mean a non-executive director of the company who:
 - a. apart from receiving director's remuneration, does not have any material pecuniary relationships or transactions with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect independence of the director;
 - b. is not related to promoters or persons occupying management positions at the board level or at one level below the board;
 - c. has not been an executive of the company in the immediately preceding three financial years;
 - d. is not a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:
 - i) the statutory audit firm or the internal audit firm that is associated with the company, and
 - ii) the legal firm(s) and consulting firm(s) that have a material association with the company.

- e. is not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect independence of the director; and
- f. is not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.

Explanation

For the purposes of the sub-clause (iii):

- a. Associate shall mean a company which is an “associate” as defined in Accounting Standard (AS) 23, “Accounting for Investments in Associates in Consolidated Financial Statements”, issued by the Institute of Chartered Accountants of India.
 - b. “Senior management” shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.
 - c. “Relative” shall mean “relative” as defined in section 2(41) and section 6 read with Schedule IA of the Companies Act, 1956..
- (iv) Nominee directors appointed by an institution which has invested in or lent to the company shall be deemed to be independent directors.

Explanation:

“Institution’ for this purpose means a public financial institution as defined in Section 4A of the Companies Act, 1956 or a “corresponding new bank” as defined in section 2(d) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 or the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 [both Acts].”

(B) Non executive directors’ compensation and disclosures

All fees/compensation, if any paid to non-executive directors, including independent directors, shall be fixed by the Board of Directors and shall require previous approval of shareholders in general meeting. The shareholders’ resolution shall specify the limits for the maximum number of stock options that can be granted to non-executive directors, including independent directors, in any financial year and in aggregate.

“Provided that the requirement of obtaining prior approval of shareholders in general meeting shall not apply to payment of sitting fees to non-executive directors, if made within the limits prescribed under the Companies Act, 1956 for payment of sitting fees without approval of the Central Government.”

(C) Other provisions as to Board and Committees

- (i) The board shall meet at least four times a year, with a maximum time gap of four months between any two meetings. The minimum information to be made available to the board is given in **Annexure– I A**.
- (ii) A director shall not be a member in more than 10 committees or act as Chairman of more than five committees across all companies in which he is a director. Furthermore it should be a mandatory annual requirement for every director to inform the company about the committee positions he occupies in other companies and notify changes as and when they take place.

Explanation:

1. For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 25 of the Companies Act shall be excluded.
 2. For the purpose of reckoning the limit under this sub-clause, Chairmanship/ membership of the Audit Committee and the Shareholders' Grievance Committee alone shall be considered.
- (iii) The Board shall periodically review compliance reports of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances.

(D) Code of Conduct

- (i) The Board shall lay down a code of conduct for all Board members and senior management of the company. The code of conduct shall be posted on the website of the company.
- (ii) All Board members and senior management personnel shall affirm compliance with the code on an annual basis. The Annual Report of the company shall contain a declaration to this effect signed by the CEO.

Explanation: For this purpose, the term "senior management" shall mean personnel of the company who are members of its core management team excluding Board of Directors.. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

II Audit Committee

(A) Qualified and Independent Audit Committee

A qualified and independent audit committee shall be set up, giving the terms of reference subject to the following:

- (i) The audit committee shall have minimum three directors as members. Two-thirds of the members of audit committee shall be independent directors.
- (ii) All members of audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise.

Explanation 1: The term "financially literate" means the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

Explanation 2: A member will be considered to have accounting or related financial management expertise if he or she possesses experience in finance or accounting, or requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

- (iii) The Chairman of the Audit Committee shall be an independent director;
- (iv) The Chairman of the Audit Committee shall be present at Annual General Meeting to answer shareholder queries;
- (v) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the company. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee;

(vi) The Company Secretary shall act as the secretary to the committee.

(B) Meeting of Audit Committee

The audit committee should meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there should be a minimum of two independent members present.

(C) Powers of Audit Committee

The audit committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

(D) Role of Audit Committee

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the company has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

(E) Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

III. Subsidiary Companies

- i. At least one independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of a material non-listed Indian subsidiary company.
- ii. The Audit Committee of the listed holding company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary company.
- iii. The minutes of the Board meetings of the unlisted subsidiary company shall be placed at the Board meeting of the listed holding company. The management should periodically bring to the attention of the Board of Directors of the listed holding company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company.

Explanation 1: The term "material non-listed Indian subsidiary" shall mean an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

Explanation 2: The term "significant transaction or arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for the immediately preceding accounting year.

Explanation 3: Where a listed holding company has a listed subsidiary which is itself a holding company, the above provisions shall apply to the listed subsidiary insofar as its subsidiaries are concerned.

IV. Disclosures

(A) Basis of related party transactions

- (i) A statement in summary form of transactions with related parties in the ordinary course of business shall be placed periodically before the audit committee.
- (ii) Details of material individual transactions with related parties which are not in the normal course of business shall be placed before the audit committee.
- (iii) Details of material individual transactions with related parties or others, which are not on an arm's length basis should be placed before the audit committee, together with Management's justification for the same..

(B) Disclosure of Accounting Treatment

Where in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has been followed, the fact shall be disclosed in the financial statements, together with the management's explanation as to why it believes such alternative treatment is more representative of the true and fair view of the underlying business transaction in the Corporate Governance Report.

(C) Board Disclosures – Risk management

The company shall lay down procedures to inform Board members about the risk assessment and minimization procedures. These procedures shall be periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

(D) Proceeds from public issues, rights issues, preferential issues etc.

When money is raised through an issue (public issues, rights issues, preferential issues etc.), it shall disclose to the Audit Committee, the uses / applications of funds by major category (capital expenditure, sales and marketing, working capital, etc), on a quarterly basis as a part of their quarterly declaration of financial results. Further, on an annual basis, the company shall prepare a statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and place it before the audit committee. Such disclosure shall be made only till such time that the full money raised through the issue has been fully spent. This statement shall be certified by the statutory auditors of the company. The audit committee shall make appropriate recommendations to the Board to take up steps in this matter.

(E) Remuneration of Directors

- (i) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the company shall be disclosed in the Annual Report.
- (ii) Further the following disclosures on the remuneration of directors shall be made in the section on the corporate governance of the Annual Report:
 - (a) All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc.
 - (b) Details of fixed component and performance linked incentives, along with the performance criteria.
 - (c) Service contracts, notice period, severance fees.
 - (d) Stock option details, if any – and whether issued at a discount as well as the period over which accrued and over which exercisable.
- (iii) The company shall publish its criteria of making payments to non-executive directors in its annual report. Alternatively, this may be put up on the company's website and reference drawn thereto in the annual report.

- (iv) The company shall disclose the number of shares and convertible instruments held by non-executive directors in the annual report.
- (v) Non-executive directors shall be required to disclose their shareholding (both own or held by / for other persons on a beneficial basis) in the listed company in which they are proposed to be appointed as directors, prior to their appointment. These details should be disclosed in the notice to the general meeting called for appointment of such director

(F) Management

- (i) As part of the directors' report or as an addition thereto, a Management Discussion and Analysis report should form part of the Annual Report to the shareholders. This Management Discussion & Analysis should include discussion on the following matters within the limits set by the company's competitive position:
 - i. Industry structure and developments.
 - ii. Opportunities and Threats.
 - iii. Segment-wise or product-wise performance.
 - iv. Outlook
 - v. Risks and concerns.
 - vi. Internal control systems and their adequacy.
 - vii. Discussion on financial performance with respect to operational performance.
 - viii. Material developments in Human Resources / Industrial Relations front, including number of people employed.
- (ii) Senior management shall make disclosures to the board relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the company at large (for e.g. dealing in company shares, commercial dealings with bodies, which have shareholding of management and their relatives etc.)

Explanation: For this purpose, the term "senior management" shall mean personnel of the company who are members of its core management team excluding the Board of Directors). This would also include all members of management one level below the executive directors including all functional heads.

(G) Shareholders

- (i) In case of the appointment of a new director or re-appointment of a director the shareholders must be provided with the following information:
 - (a) A brief resume of the director;
 - (b) Nature of his expertise in specific functional areas;
 - (c) Names of companies in which the person also holds the directorship and the membership of Committees of the Board; and
 - (d) Shareholding of non-executive directors as stated in Clause 24 (IV) (E) (v) above
- (ii) Quarterly results and presentations made by the company to analysts shall be put on company's web-site, or shall be sent in such a form so as to enable the stock exchange on which the company is listed to put it on its own web-site.
- (iii) A board committee under the chairmanship of a non-executive director shall be formed to specifically look into the redressal of shareholder and investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. This Committee shall be designated as 'Shareholders/Investors Grievance Committee'.

- (iv) To expedite the process of share transfers, the Board of the company shall delegate the power of share transfer to an officer or a committee or to the registrar and share transfer agents. The delegated authority shall attend to share transfer formalities at least once in a fortnight.

V. CEO/CFO certification

The CEO, i.e. the Managing Director or Manager appointed in terms of the Companies Act, 1956 and the CFO i.e. the whole-time Finance Director or any other person heading the finance function discharging that function shall certify to the Board that:

- (a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) They have indicated to the auditors and the Audit committee
- (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

VI. Report on Corporate Governance

- (i) There shall be a separate section on Corporate Governance in the Annual Reports of company, with a detailed compliance report on Corporate Governance. Non-compliance of any mandatory requirement of this clause with reasons thereof and the extent to which the non-mandatory requirements have been adopted should be specifically highlighted. The suggested list of items to be included in this report is given in **Annexure- I C** and list of non-mandatory requirements is given in **Annexure – I D**.
- (ii) The companies shall submit a quarterly compliance report to the stock exchanges within 15 days from the close of quarter as per the format given in **Annexure I B**. The report shall be signed either by the Compliance Officer or the Chief Executive Officer of the company

VII. Compliance

- (1) The company shall obtain a certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in this clause and annex the certificate with the directors' report, which is sent annually to all

the shareholders of the company. The same certificate shall also be sent to the Stock Exchanges along with the annual report filed by the company.

- (2) The non-mandatory requirements given in **Annexure – I D** may be implemented as per the discretion of the company. However, the disclosures of the compliance with mandatory requirements and adoption (and compliance) / non-adoption of the non-mandatory requirements shall be made in the section on corporate governance of the Annual Report.

25. (1) The company agrees that it shall file the following information, statements and reports on the Electronic Data Information Filing and Retrieval (EDIFAR) website maintained by National Informatics Centre (NIC), on-line, in such manner and format and within such time as may be specified by SEBI :

1. Full version of annual report including the balance sheet, profit and loss account, director's report and auditor's report; cash flow statements; half yearly financial statements and quarterly financial statements.
2. Corporate governance report.
3. Shareholding pattern statement.
4. Statement of action taken against the company by any regulatory agency.
5. Deposit agreement.
6. Such other statement, information or report as may be specified by SEBI from time to time in this regard.

Provided that the requirement of this clause shall be in addition to and not in derogation from the requirements of other clauses of this listing agreement, which may require filing of any statements, reports and information in the physical or other form with the exchange.

(2) The company agrees that it shall appoint a compliance officer who shall be responsible for filing the above information in the EDIFAR system. The compliance officer and the company shall ensure the correctness and authenticity of the information filed in the system and that it is in conformity with applicable laws and terms of the listing agreement.

(3) The company undertakes that while filing the information in the EDIFAR system, it shall make the following disclaimer clause:

'The information furnished above is certified by [company's name] to be true, fair and accurate (except in respect of errors in or omissions from documents filed electronically that result solely from electronic transmission errors beyond our control and in respect of which we take corrective action as soon as it is reasonably practicable after becoming aware of the error or the omission). SEBI, the Stock Exchanges or the NIC do not take any responsibility for the accuracy, validity, consistency and integrity of the data entered and updated by it.'

The name of the compliance officer with his designation and the company's name shall be displayed immediately below the disclaimer clause.

26. The issuer agrees that the underlying shares of IDRs should rank pari passu with the existing shares of the same class and the fact of having different classes of shares based on different criteria, if any, should be disclosed by the company in every offer document issued in India and in the annual report.

27. The issuer shall comply with all the clauses in this agreement, so long as the same are not inconsistent with the rules/regulations of the country of its origin.

28. The issuer agrees to forward, on a continuous basis, any information requested by the Exchange, in the interest of investing public from time to time.

29. The issuer agrees that it shall comply, at all times, with the rules/regulations/laws of the country of origin.
30. The issuer agrees to inform the Exchanges, of any action/investigations initiated by any regulatory/statutory authority and the purpose for which it was initiated.
31. The issuer agrees that the competent Courts, Tribunals and regulatory authorities in India shall have jurisdiction in the event of any dispute, either with the stock exchange or any investor, concerning the IDRs offered and subscribed or bought in India.
- 32 All correspondence including the periodic reports with the Stock Exchanges and the IDR holders shall be in English. All financial statements required to be disclosed on a continuous basis are to be given in English

33. Annual Report

The Issuer agrees to send to its IDR holders a copy of the Annual Report within four months of the end of the financial year. The annual report shall contain the Board's report, Balance Sheet, Profit and Loss Account, Cash Flow Statement and the auditor's report thereon. The Issuer further agrees to simultaneously file the same with the Exchange. The minimum amount of information that is to be contained in the Board's report is given in Schedule V.

34. (1) The issuer agrees either to comply with Indian GAAP (including all Accounting Standards issued by the Institute of Chartered Accountants of India) or with the International Financial Reporting Standards (IFRS) [including the International Accounting Standards (IAS)] or with US GAAP in the preparation and disclosure of its financial results. The Accounting / Reporting Standard followed for the quarterly results should be consistent with that of the Annual results.
- (2) In case the issuer opts to prepare and disclose its financial results as per IFRS/US GAAP, it agrees to also comply with clauses 35 and 36. In such case, the annual and quarterly financial results shall be audited by a professional accountant or certified public accountant in accordance with the International Standards on Auditing (ISA). The auditor's report shall also be prepared in accordance with the ISA.
- (3) In case the issuer opts to prepare and disclose its financial results as per Indian GAAP, it agrees to comply, as far as may be, with clauses 37 and 38 and with the provisions of the Companies Act, 1956 relating to authentication and presentation of annual accounts as far as may be practicable. In such case, the annual and quarterly financial results shall be audited by a Chartered Accountant within the meaning of Chartered Accountants Act, 1949 who is not disqualified in terms of section 226 of the Companies Act, 1956, in accordance with Indian GAAP. The auditor's report shall, as far as may be possible, be prepared in accordance with section 227 of the Companies Act, 1956 and the Indian GAAP.

Provided that the annual and quarterly financial results shall in both cases be audited.

35. This clause shall apply where the issuer opts to prepare and disclose the annual financial results in accordance with the IFRS/US GAAP and in such case, the issuer shall while complying with this clause, comply also with the relevant standards of IFRS/US GAAP.

A. Annual Accounts

- (1) Where the issuer has subsidiaries, it shall publish Consolidated Financial Statements, in the annual report in addition to the individual financial statements. The Consolidated Financial Statements shall also be audited by the statutory auditors of the issuer.
- (2) The Annual Report shall contain 'Related Party Disclosures'.
- (3) The annual accounts shall also contain the following disclosures:

S.No	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ investments outstanding during the year.
1	Parent	<ul style="list-style-type: none"> • Loans and advances in the nature of loans to subsidiaries by name and amount. • Loans and advances in the nature of loans to associates by name and amount • Loans and advances in the nature of loans where there is <ul style="list-style-type: none"> (i) no repayment schedule or repayment beyond seven years or (ii) no interest or interest below section 372A of Companies Act by name and amount. • Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary company.
3	Parent	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.

(4) Issuers who change their name suggesting any new line of business (including software business) shall disclose the turnover and income etc from such new activities separately in the annual accounts for a period of three years from the date of change in name.

(5) The cash flow statement shall be a part of the Annual accounts as well as the Annual Report

B. Directors Report

The Issuer agrees to disclose in the Directors Report the name and address of each Stock Exchange at which the issuer's securities are listed and also confirm that Annual Listing Fee has been paid to each of the exchange.

36. Quarterly Financial Results

This clause shall apply where the issuer opts to prepare and disclose the quarterly financial results in accordance with the IFRS/US GAAP and in such case, the issuer shall while complying with this clause, comply also with the relevant standards of IFRS/US GAAP.

A. General

- (1) The Issuer agrees that it will furnish audited financial results on a quarterly basis within one month from the end of quarter (3 months) to the Stock Exchange.
- (2) The Board of Directors or its Sub Committee should take on record the unaudited quarterly results which shall be signed by the Managing Director / Executive Director.
- (3) The Issuer shall inform the Stock Exchange where its securities are listed about the date of the board Meeting at least 7 days in advance and shall also issue immediately a press release in at least one national newspaper and one regional language newspaper about the date of aforesaid Board or its Sub Committee Meeting.
- (4) The Issuer shall make an announcement to the Stock Exchanges, where the Issuer is listed, within 15 minutes of the closure of the Board Meeting or Meeting of a Sub-

Committee of Board of Directors (consisting of not less than one third of the Directors), in which the unaudited financial results are placed.

- (5) The Issuer shall within 48 hours of the conclusion of the Board or its Sub Committee Meeting publish the unaudited financial results in at least one English daily newspaper circulating in the whole or substantially the whole of India and in one newspaper published in the language of the region, where the registered office of the Issuer is situated.

B. Preparation of the Financial Results

- (1) The Issuer may publish consolidated financial results in addition to the standalone financial results under this clause.
 - (2) Issuers who change their name suggesting any new line of business (including software business) shall disclose the turnover and income etc. from such new activities separately in the financial results for a period of three years from the date of change in name.
 - (3) In case there are changes in the accounting policies from those followed in the previous year, the results of previous year will be recast as per the present accounting policies (IFRS/US GAAP), to make it comparable with current year results.
 - (4) The issuer shall follow the applicable IFRS/US GAAP, including those on segment reporting.
 - (5) The issuer agrees that where it has not yet commenced its commercial production, it will make additional quarterly disclosures regarding the balance of unutilised monies raised by issue and the form in which such unutilised funds have been invested by the issuer.
 - (6) The unaudited results should not substantially differ from the audited results of the Issuer. If the sum total of the First, Second, Third and Fourth quarterly results in respect of any item given in the same pro-forma varies by 20 per cent when compared with the audited results for the full year the Issuer shall explain the reasons to the Stock Exchanges and in the annual report.
- 37.** The issuer will submit a cash flow statement along with the Balance Sheet and Profit and Loss Account. The Cash Flow Statement will be prepared in accordance with the Accounting Standard on Cash Flow Statement (AS-3) issued by the Institute of Chartered Accountants of India, and the Cash Flow Statement shall be presented only under the Indirect Method as given in AS-3. The statement shall be issued under the authority of the Board and shall be signed on behalf of the Board of Directors in the manner provided in Schedule V
- a. Consolidated Financial Statement:**
- Companies shall be mandatorily required to publish Consolidated Financial Statements in the annual report in addition to the individual financial statements.
 - 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.
- b. Related Party Disclosures :**
- Companies shall be required to make disclosures in compliance with the Accounting Standard on "Related Party Disclosures" in the annual reports.

The Issuer agrees to make the following disclosure in the Annual Report:

- i) in case the shares are delisted, it shall disclose the fact of delisting, together with reasons thereof in its Directors Report

ii) in case the securities are suspended from trading, the Directors Report should explain the reason thereof

iii) the name and address of each stock exchange at which the issuer's securities are listed and also confirm that Annual Listing Fee has been paid to each of the exchange.

iv) The following disclosure requirements are prescribed for the listed companies in the annual accounts of the company.

S.No	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ investments outstanding during the year.
1.	Parent	<ul style="list-style-type: none"> • Loans and advances in the nature of loans to subsidiaries by name and amount. • Loans and advances in the nature of loans to associates by name and amount • Loans and advances in the nature of loans where there is <ul style="list-style-type: none"> (iii) no repayment schedule or repayment beyond seven years or (ii) no interest or interest below section 372A of Companies Act by name and amount. • Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary company.
3	Parent	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.

Note : 1) For the purpose of the above disclosures the terms "parent" and "subsidiary" shall have the same meaning as defined in the Accounting Standard on Consolidated Financial Statement (AS21) issued by ICAI.

2) For the purpose of the above disclosures the terms 'Associate' and 'Related Party' shall have the same meaning as defined in the Accounting Standard on "Related Party Disclosures (AS 18)" issued by ICAI

Issuers who change their name suggesting any new line of business (including software business) shall disclose the turnover and income etc from such new activities separately in the annual results.

38. Company agrees that it will furnish audited financial results on a quarterly basis in the following pro-forma within one month from the end of quarter (Quarter means 3 months only) to the Stock Exchange and will make an announcement to the stock exchanges, where the company is listed, within 15 minutes of the closure of the Board Meeting or Meeting of a Sub-Committee of Board of Directors (consisting of not less than one third of the Directors), in which the audited financial results are placed and also within 48 hours of the conclusion of the Board or its sub committee Meeting in at least one English daily newspaper circulating in the whole or substantially the whole of India. The Board of Directors or its Sub Committee should take on record the audited quarterly results which shall be signed by the Managing Director / Director. The company shall inform the Stock Exchange where its securities are listed about the date of the board Meeting at least 7 days in advance and shall also issue immediately a press release in at least one national newspaper about the date of aforesaid Board or its Sub Committee Meeting.

a. Segment Reporting

- Companies shall be required to furnish segment wise revenue, results and capital employed along with the quarterly un-audited financial results as per the format given below.

Format for Reporting of Segment wise Revenue, Results and Capital Employed

(Rs in Lakhs)

	3 Months ended	Corresponding 3 months in the previous year	Year to date figures For current Period	Year to date Figures For the Previous Year	Previous Accounting Year
	(1)	(2)	(3)	(4)	(5)
1. Segment Revenue (net sale/income from each segment should be disclosed under this head) a) Segment – A b) Segment – B c) Segment - C d) Others					
Total					
Less: Inter Segment Revenue					
Net sales/Income From Operations					

2. Segment Results (Profit)(+)/ Loss(-) before tax and interest from Each segment)* a) Segment – A b) Segment – B c) Segment - C d) Others					
Total Less : i) Interest** ii) Other Un-allocable Expenditure net off Un-allocable income					
Total Profit Before Tax					
* Profit/loss before tax and after interest in case of segments having operations which are primarily of financial nature.					
** Other than the interest pertaining to the segments having operations which are primarily of financial nature.					

3. Capital Employed (Segment assets – Segment Liabilities) a) Segment – A b) Segment – B c) Segment - C d) Others					
Total					

Note :

- a. Segment Revenue, Segment Results, Segment assets and Segment liabilities shall have the same meaning as defined in the Accounting Standards on Segment Reporting (AS-17) issued by ICAI.
- b. The above information shall be furnished for each of the reportable primary segments as identified in accordance with AS-17, issued by ICAI.
- c. Accounting for Taxes on Income:
 - Companies shall be required to comply with the accounting standard on "Accounting for Taxes on Income" in respect of the quarterly un-audited financial results
- d. Consolidated Financial Results:
 - Publication of consolidated annual financial results along with stand-alone annual financial results shall be mandatory. The companies shall however continue to have the option to publish consolidated financial results along with stand alone financial results on a quarterly/half yearly basis.
- e. Companies shall be required to publish alongwith quarterly audited financial results, the number of investor complaints pending at the beginning of the quarter, received and disposed off during the quarter and lying unresolved at the end of the quarter

The audited quarterly results prepared by the company shall be approved by the Board of Directors

Format for publication of Annual audited results

(Rs in lacs)

Particulars	(1)	(2)	(3)	(4)	(5)
	Figures for the 9 months	Figures for the last quarter	Figures for the corresponding quarter of the previous year	Audited figures for the current year	Audited figures for the previous year
1. Net Sales/Income from Operations					
2. Other Income					
3. Total Expenditure a. Increase/decrease in stock in trade b. Consumption of raw materials c. Staff cost d. Other expenditure (Any item exceeding 10% of the total expenditure to be shown separately).					
4. Interest					
5. Depreciation					
6. Profit (+)/Loss(-) before tax (1+2-3-4-5)					
7. Provision for taxation					
8. Net Profit (+)/Loss (-) (6-7)					
9. Paid-up equity share capital (face value of the share shall be indicated)					
10. Reserves excluding revaluation reserves (as per balance sheet) of previous accounting year to be given in column (5)					

11. Basic and diluted EPS for the period, for the year to date and for the previous year (not to be annualised)					
12. (Applicable for half yearly financial results) aggregate of non promoting shareholding - no. of shares - percentage of shareholding					

Companies which have changed their name suggesting any new line of business (including software business) shall disclose the turnover and income etc from such new activities separately in the quarterly/annual results.

Companies which change their names hereafter shall make such disclosures and shall continue to make these disclosures for a period of 3 years from the date of change in the name.

The quarterly results shall be prepared on the basis of accrual accounting policy and on uniform accounting practices for all the periods. The audited results should be based on the same set of accounting policies as those followed in the previous year. In case, there are changes in the accounting policies, the results of previous year will be recast as per the present accounting policies, to make it comparable with current year results.

The pro-forma for submitting the results for companies is given below:

Quarterly Results For Period _____ To _____

	(Rs. In Lakhs)				
	(1)	(2)	(3)	(4)	(5)
	3 months ended	Corresponding 3 months in the previous year.	Year to Date figures for current period	Year to date figures for the previous year	Previous accounting year
1. Net Sales/Income from Operations					
2. Other Income					
3. Total Expenditure a) Increase/decrease in stock in Trade b) Consumption of raw material c) Staff cost d) Other expenditure (Any item exceeding 10% of the total expenditure to be shown separately)					
4. Interest					
5. Depreciation					
6. Profit (+)/Loss(-) before tax (1+2-3-4-5)					

7. Provision for taxation					
8. Net Profit (+)/Loss (-) (6-7)					
9. Paid-up equity share capital (Face Value of the Share shall be indicated)					
10. Reserves excluding revaluation reserves (as per balance sheet) of previous accounting year to be given in column (5)					
11. Basic and diluted EPS for the period, for the year to date and for the previous year (not to be annualised)					
12. *(Applicable for half yearly financial results) : Aggregate of non-promoter shareholding - Number of shares - Percentage of shareholding					

* The companies shall be required to disclose the aggregate non-promoter shareholding along with the half yearly financial results. Companies shall also be required to disclose the aggregate non-promoter shareholding at the end of the corresponding half year in the previous year and at the end of the previous accounting year.

Notes :

- a. Any event or transaction that is material to an understanding of the results for the quarter including completion of expansion and diversification programmes, strikes, lock-outs, change in management, change in capital structure etc, shall be disclosed. Similar material event or transactions subsequent to the end of the quarter, the effect whereof is not reflected in the results for the quarter shall also be disclosed.
- b. All material non-recurring/abnormal income/gain and expenditure/loss and effect of all changes in accounting practices affecting the profits materially must be disclosed separately.
- c. In case of companies whose revenues are subject to material seasonal variations, they shall disclose the seasonal nature of their activities and may also supplement their audited financial results into information for 12 month periods ended at the interim date (last day of the quarter) for the current and preceding years on a rolling basis.
- d. Company shall give the following information in respect of dividend paid or recommended for the year including interim dividends declared :
 - i) Amount of Dividend distributed or proposed distinguishing between different classes of shares and Dividend per share also indicating nominal value per share.
 - ii) Where Dividend is paid or proposed pro-rata for shares allotted during the year, the date of allotment, number of shares allotted pro-rata amount of dividend per share and the aggregate amount of dividend paid or proposed on pro-rata basis.
- e. The effect of changes in composition of the company during the quarter, including business combinations, acquisitions or disposal of subsidiaries and long term investments, restructuring and discontinuing operations shall be disclosed.
- f. (i) If there is/are any qualification(s) by the Auditors in respect of Audited Accounts of any period, then the company shall disclose the same along with the impact of such audit qualification(s) on the profit or loss while publishing the accounts for the said period.

(ii) While publishing audited quarterly results, the company shall disclose how the qualification(s), if any, by the Auditors in respect of the Audited Accounts of the previous accounting year has/have been addressed in the audited quarterly results and if the same is not addressed, then the impact that the qualification(s) would have had on the profit or loss in the audited quarterly results shall be disclosed.

(iii) The company, while furnishing the audited financial results to the exchange, shall also explain to the exchange about the reasons for the qualification(s) referred under (i) and (ii) above, why the company had failed to publish accounts without such audit qualification(s) and when the company will remove the qualification(s) and publish accounts without such qualification(s).”

- g. If the company is yet to commence commercial production, then instead of the quarterly results, the company should give particulars of the status of the project, its implementation and the expected date of commissioning of the project.
- h. The audited results sent to Stock Exchange/s and published in newspapers should be based on the same set of accounting policies as those followed in the previous year. In case, there are changes in the accounting policies, the results of previous year will be recast as per the present accounting policies, to make it comparable with current year results.

If the period of the Financial Year is more than 12 months and not exceeding 15 months there will be 5 Quarters and is more than 15 months but not exceeding 18 months there will be 6 Quarters and the financial results will be intimated to the Exchange and published in the Newspapers accordingly

Alternative format for audited financial results:

The manufacturing and trading/service companies which have followed functional (secondary) classification of expenditure in the annual profit and loss account in their most recent annual report may furnish audited financial results on a quarterly basis in the alternative format. The proforma for submitting the results for companies in the alternative format is given below:

Quarterly Results For the Period _____ To _____

(Alternative format of financial results for manufacturing and trading/service companies, which have followed functional (secondary) classification of expenditure in the annual profit and loss account published in most recent annual report).

(Rs. In Lakhs)

S.No		3 months ended (1)	Corresponding 3 months in the previous year (2)	Year to date figures for current period (3)	Year to date figures for the previous year (4)	Previous Accounting year (5)
1	Net Income from sales/services					
2	Cost of sales/services (a) Increase/decrease in stock in trade (b) Consumption of raw materials (c) Other expenditure					
3	Gross Profit					
4	General					

	Administrative Expenses					
5	Selling and Distribution Expenses					
6	Operating Profit before interest and depreciation					
7	Interest					
8	Depreciation					
9	Operating Profit after interest and depreciation					
10	Other Income					
11	<i>Profit (+)/Loss(-) before tax</i>					
12	Provision for taxation					
13	Net Profit(+)/Loss(-)					
14	Paid-up equity share capital					
15	Reserves excluding revaluation reserves (as per balance sheet) of previous accounting year to be given in column (5)					
16	Basic and diluted EPS for the period, for the year to date and for previous year (not to be annualised)					
17	Aggregate of non promoters shareholding (applicable for half yearly results) <ul style="list-style-type: none"> • Number of shares • Percentage of shareholding 					

Notes :

- a. Indicate by way of note total expenditure incurred on
 - (i) Staff Cost
 - (ii) Any item of expenditure which exceeds 10% of the total expenditure.
This information shall be given in respect of all the periods included at the above statement.

- b. Any event or transaction that is material to an understanding of the results for the quarter including completion of expansion and diversification programmes, strikes, lock-outs, change in management, change in capital structure etc, shall be disclosed. Similar material event or transactions subsequent to the end of the quarter, the effect whereof is not reflected in the results for the quarter shall also be disclosed.

- c. All material non-recurring/abnormal income/gain and expenditure/loss and effect of all changes in accounting practices affecting the profits materially must be disclosed separately.

- d. In case of companies whose revenues are subject to material seasonal variations, they shall disclose the seasonal nature of their activities and may also supplement their audited financial results with information for 12 month periods ended at the interim date (last day of the quarter) for the current and preceding years on a rolling basis.
- e. Company shall give the following information in respect of dividend paid or recommended for the year including interim dividends declared :
 - i. Amount of Dividend distributed or proposed distinguishing between different classes of shares and Dividend per share also indicating nominal value per share.
 - ii. Where Dividend is paid or proposed pro-rata for shares allotted during the year, the date of allotment, number of shares allotted pro-rata amount of dividend per share and the aggregate amount of dividend paid or proposed on pro-rata basis.
- f. The effect of changes in composition of the company during the quarter, including business combinations, acquisitions or disposal of subsidiaries and long term investments, restructuring and discontinuing operations shall be disclosed.
- g. (i) If there is/are any qualification(s) by the Auditors in respect of Audited Accounts of any period, then the company shall disclose the same along with the impact of such audit qualification(s) on the profit or loss while publishing the accounts for the said period.

(ii) While publishing audited quarterly results, the company shall disclose how the qualification(s), if any, by the Auditors in respect of the Audited Accounts of the previous accounting year has/have been addressed in the audited quarterly results and if the same is not addressed, then the impact that the qualification(s) would have had on the profit or loss in the audited quarterly results shall be disclosed.

(iii) The company, while furnishing the audited or audited financial results to the exchange, shall also explain to the exchange about the reasons for the qualification(s) referred under (i) and (ii) above, why the company had failed to publish accounts without such audit qualification(s) and when the company will remove the qualification(s) and publish accounts without such qualification(s).”
- h. If the company is yet to commence commercial production, then instead of the quarterly results, the company should give particulars of the status of the project, its implementation and the expected date of commissioning of the project.
- i. The audited results sent to Stock Exchange/s and published in newspapers should be based on the same set of accounting policies as those followed in the previous year. In case, there are changes in the accounting policies, the results of previous year will be recast as per the present accounting policies, to make it comparable with current year results.
- j. If the period of the Financial Year is more than 12 months and not exceeding 15 months there will be 5 Quarters and is more than 15 months but not exceeding 18 months there will be 6 Quarters and the financial results will be intimated to the Exchange and published in the News papers accordingly.

Qualifications in Audit Reports:

Companies shall be required to disclose the audit qualifications along with the audited financial results published under the Listing Agreement in addition to the explanatory

statement as to how audit qualifications in respect of the audited accounts of the previous accounting year have been addressed in the financial results.

39. Equivalent Information

The issuer agrees to disclose to the exchange, any information which is disclosed to any other overseas stock exchange or made public in any other overseas securities market, on which its securities may be listed or quoted, simultaneously with such disclosure or publication, or as soon thereafter as may be reasonably practicable.

AND THE ISSUER HEREBY FURTHER AGREES AND DECLARES THAT any of its IDRs listed on the stock exchange shall remain on the list entirely at the pleasure of the stock exchange AND THAT nothing herein contained shall restrict or be deemed to restrict the right of the stock exchange to suspend or remove from the list the said IDRs at any time and for any reason which the stock exchange considers proper in its absolute discretion, subject however to the applicable legal requirements in that regard. If the Issuer fails to comply with the provisions of the listing agreement or relevant Acts or provisions prescribed by the Statutory and Regulatory Bodies, the stock exchange has the right, without prejudice to the power of the Securities and Exchange Board of India to take appropriate action under the Securities Contracts (Regulation) Act, 1956, to take suitable action as it deems fit including levy of fines/penalties, suspension of security for dealings and delistings.

IN WITNESS WHEREOF the Issuer has caused these presents to be executed and its Common Seal to be hereunto affixed as of the day and year first above written.

The common seal of
.....
was hereunto affixed pursuant to a resolution passed at a meeting
Signature of the Board of Directors of the company held onday of
.....,in the presence of * Signature
.....
(Name & Designation)
As required in the Articles of Association of the Company

ANNEXURES TO CLAUSE 24

Annexure I A

Information to be placed before Board of Directors

1. Annual operating plans and budgets and any updates.
2. Capital budgets and any updates.
3. Quarterly results for the company and its operating divisions or business segments.
4. Minutes of meetings of audit committee and other committees of the board.
5. The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
6. Show cause, demand, prosecution notices and penalty notices which are materially important
7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
8. Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.
9. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
10. Details of any joint venture or collaboration agreement.
11. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
12. Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
13. Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
15. Non-compliance of any regulatory, statutory or listing requirements and IDR holders service such as non-payment of dividend, delay in demat credit etc.

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company:

Quarter ending on:

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	24 I		
(A)Composition of Board	24(IA)		
(B)Non-executive Directors' compensation & disclosures	24 (IB)		
(C)Other provisions as to Board and Committees	24 (IC)		
(D)Code of Conduct	24 (ID)		
II. Audit Committee	24 (II)		
(A)Qualified & Independent Audit Committee	24 (IIA)		
(B)Meeting of Audit Committee	24 (IIB)		
(C)Powers of Audit Committee	24 (IIC)		
(D)Role of Audit Committee	24 II(D)		
(E)Review of Information by Audit Committee	24 (IIE)		
	24 (III)		
III. Subsidiary Companies			
IV. Disclosures	24 (IV)		
(A) Basis of related party transactions	24 (IV A)		
(B) Disclosure of Accounting Treatment	24 (IV B)		
(C) Board Disclosures – Risk management	24 (IV C)		
(D) Proceeds from public issues, rights issues, preferential issues etc.	24 (IV D)		
(E) Remuneration of Directors	24 (IV E)		
(F) Management	24 (IV F)		
(G) Shareholders	24 (IV G)		
V.CEO/CFO Certification	24 (V)		
VI. Report on Corporate Governance	24 (VI)		
VII. Compliance	24 (VII)		

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 24 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 24 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 24 (IV A).
- 3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the IDR holders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

Suggested List of Items to Be Included In the Report on Corporate Governance in the Annual Report of Companies

1. A brief statement on company's philosophy on code of governance.
2. Board of Directors:
 - i. Composition and category of directors, for example, promoter, executive, non-executive, independent non-executive, nominee director, which institution represented as lender or as equity investor.
 - ii. Attendance of each director at the Board meetings and the last AGM.
 - iii. Number of other Boards or Board Committees in which he/she is a member or Chairperson
 - iv. Number of Board meetings held, dates on which held.
3. Audit Committee:
 - i. Brief description of terms of reference
 - ii. Composition, name of members and Chairperson
 - iii. Meetings and attendance during the year
4. Remuneration Committee:
 - i. Brief description of terms of reference
 - ii. Composition, name of members and Chairperson
 - iii. Attendance during the year
 - iv. Remuneration policy
 - v. Details of remuneration to all the directors, as per format in main report.
5. General Body meetings:
 - i. Location and time, where last three AGMs held.
 - ii. Whether any special resolutions passed in the previous 3 AGMs (if applicable)
 - iii. Whether any special resolution passed last year through postal ballot (if applicable) – details of voting pattern
 - iv. Person who conducted the postal ballot exercise (if applicable)
 - v. Whether any special resolution is proposed to be conducted through postal ballot (if applicable)
 - vi. Procedure for postal ballot (if applicable)
6. Disclosures:
 - i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.
 - ii. Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority in any country, on any matter related to capital markets, during the last three years.
 - iii. Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee.
 - iv. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause
7. Means of communication.
 - i. Quarterly results

- ii. Newspapers wherein results normally published
 - iii. Any website, where displayed
 - iv. Whether it also displays official news releases; and
 - v. The presentations made to institutional investors or to the analysts.
8. General Shareholder information:
- i. AGM : Date, time and venue
 - ii. Financial year
 - iii. Date of Book closure
 - iv. Dividend Payment Date
 - v. Listing on Stock Exchanges
 - vi. Stock Code
 - vii. Market Price Data : High., Low during each month in last financial year
 - viii. Performance in comparison to broad-based indices such as BSE SeSEx, CRISIL index etc.
 - ix. Registrar and Transfer Agents
 - x. Share Transfer System
 - xi. Distribution of shareholding
 - xii. Dematerialization of shares and liquidity
 - xiii. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity
 - xiv. Plant Locations
 - xv. Address for correspondence

Non-Mandatory Requirements

(1) The Board

A non-executive Chairman may be entitled to maintain a Chairman's office at the company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

Independent Directors may have a tenure not exceeding, in the aggregate, a period of nine years, on the Board of a company.

(2) Remuneration Committee

- i. The board may set up a remuneration committee to determine on their behalf and on behalf of the shareholders with agreed terms of reference, the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment.
- ii. To avoid conflicts of interest, the remuneration committee, which would determine the remuneration packages of the executive directors may comprise of at least three directors, all of whom should be non-executive directors, the Chairman of committee being an independent director.
- iii. All the members of the remuneration committee could be present at the meeting.
- iv. The Chairman of the remuneration committee could be present at the Annual General Meeting, to answer the shareholder queries. However, it would be up to the Chairman to decide who should answer the queries.

(3) Shareholder Rights

A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of IDR holders.

(4) Audit qualifications

Company may move towards a regime of unqualified financial statements.

(5) Training of Board Members

A company may train its Board members in the business model of the company as well as the risk profile of the business parameters of the company, their responsibilities as directors, and the best ways to discharge them.

(6) Mechanism for evaluating non-executive Board Members

The performance evaluation of non-executive directors could be done by a peer group comprising the entire Board of Directors, excluding the director being evaluated; and Peer Group evaluation could be the mechanism to determine whether to extend / continue the terms of appointment of non-executive directors.

(7) Whistle Blower Policy

The company may establish a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism could also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit committee in exceptional cases. Once established, the existence of the mechanism may be appropriately communicated within the organization.

SCHEDULE I

Issuer's listed IDRs

Kind of Security	Numbers Issued	Nominal Value Per IDR Rs.	Paid-up Value Per IDR Rs.	Total Nominal Value Rs.	Total Paid-up Value Rs.

SCHEDULE II

LISTING FEES

To be specified by Stock exchanges

SCHEDULES III & IV

To be specified by the Stock Exchanges

SCHEDULE V

Minimum amount of information to be present in the Board's report

(1) There shall be attached to every balance sheet laid before a company in general meeting, a report by its Board of directors, with respect to -

- (a) the state of the company's affairs;
- (b) the amounts, if any, which it proposes to carry to any reserves in such balance sheet;
- (c) the amount, if any, which it recommends should be paid by way of dividend;
- (d) material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the balance sheet relates and the date of the report;
- (e) the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed.

(2) The Board's report shall, so far as is material for the appreciation of the state of the company's affairs by its members and will not in the Board's opinion be harmful to the business of the company or of any of its subsidiaries, deal with any changes which have occurred during the financial year -

- (a) in the nature of the company's business;
- (b) in the company's subsidiaries or in the nature of the business carried on by them; and
- (c) generally in the classes of business in which the company has an interest.

(2A)(a) The Board's report shall also include a statement showing the name of every employee of the company who -

(i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than such sum as may be prescribed; or

(ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than such sum per month as may be prescribed; or

(iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two per cent, of the equity shares of the company.

(b) The statement referred to in clause (a) shall also indicate, -

(i) whether any such employee is a relative of any director or manager of the company and if so, the name of such director, and

(ii) such other particulars as may be prescribed.

(3) The Board shall also be bound to give the fullest information and explanations in its report aforesaid, in an addendum to that report, on every reservation, qualification or adverse remark contained in the auditors' report.

(4) The Board's report and any addendum thereto shall be signed by its chairman if he is authorised in that behalf by the Board; and where he is not so authorised, shall be signed by such number of directors as are required to sign the balance sheet and the profit and loss account of the company. The Board's report shall form part of the Annual report sent to shareholders and to the Exchange