



**AMENDMENTS IN SEBI LISTING AND DISCLOSURE REQUIREMENTS REGULATIONS**

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Securities And Exchange Board of India (SEBI) had appointed a Committee under the Chairmanship of Shri Uday Kotak in June, 2017 for enhancing the standards of Corporate Governance of listed companies. This Committee known as Kotak Committee submitted its Report on 5<sup>th</sup> October, 2017. Based on the recommendations of this Committee, SEBI has issued Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018, on 9/5/2018. These amendments will come into force from 1<sup>st</sup> April, 2019 unless otherwise stated. Brief analysis of some of the important amendments which affect the listed Companies is given below.

S.No	Existing Provisions	Amended Provisions	Effective Date
<b>1</b>	<b>Definition of Related Party</b>		
	At present, the definition of Related Party includes related party as defined under section 2(76) of the Companies Act, 2013 or under applicable accounting standards	Apart from Related party under Companies Act or Accounting Standard, the definition of Related Party will also <b>include any person or entity belonging to promoter or promoter group of listed entity and holding 20% or more shareholding in the listed entity.</b>	1 <sup>st</sup> April 2019
<b>2</b>	<b>Definition of Independent Director</b>		
	There were 7 Criteria for independence in existing Listing Regulations	Two new criteria have been added as under:  1. Independent Director shall not be member of the promoter group of the listed entity  2. Independent Director means who is not a non-independent director of another company on the board of which any non - independent director of the listed entity is an independent director:	1 <sup>st</sup> October 2018

Sr. No:	Existing Provisions	Amended Provisions	Effective Date
		<b>(For e.g.</b> If Mr. A is Independent Director of “A” Ltd., ( as listed Company) and Mr. “A” is a non-independent director of “B” Ltd., in which non-independent director of “A” Ltd., is an independent Director, then Mr. “A” will not be considered as Independent Director of “A” Ltd.,)	
<b>3</b>	<b>Definition of Material Subsidiary</b>		
	“material subsidiary” shall mean a subsidiary, whose income or net worth <b>exceeds twenty percent</b> of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.	% is changed from 20% to 10%. Revised definition is as under:  “material subsidiary” shall mean a subsidiary, whose income or net worth <b>exceeds ten percent</b> of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.	1 <sup>st</sup> April, 2019
<b>4</b>	<b>Definition of Senior Management</b>		
	Senior Management shall mean officers/ personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the executive directors, including all functional heads.	Senior Management shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer:”	1 <sup>st</sup> April, 2019
<b>5</b>	<b>Woman Director to be independent</b>		
	As per existing regulations, every listed company should have a woman director who may or may not be independent	Top 500 listed companies, shall have at least one independent woman director by 1 <sup>st</sup> April 2019 and  Top 1000 listed companies, shall have at least one independent woman director by 1 <sup>st</sup> April 2020	1 <sup>st</sup> April 2019  1 <sup>st</sup> April 2020
<b>6</b>	<b>Number of minimum directors on Board</b>		
	As per existing regulations, Number of minimum directors are not specified.	Minimum no. of Directors is now prescribed as 6 (six). <b>Revised Regulations are as under:</b>	April 1, 2019 And April, 2020

Sr. No:	Existing Provisions	Amended Provisions	Effective Date
		The board of directors of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.	
<b>7</b>	<b>Age Criteria for Non-Executive Directors</b>		
	At present, there is no age limit for Non-Executive & Independent Directors	No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.	1 <sup>st</sup> April, 2019
<b>8</b>	<b>Chairman to be Non-Executive</b>		
	At present, Chairman can be Executive or Non-Executive	With effect from April 1, 2020, the top 500 listed entities shall ensure that the Chairperson of the board of such listed entity shall –  (a) be a non-executive director;  (b) not be related to the Managing Director or the Chief Executive Officer as per the definition of the term “relative” defined under the Companies Act, 2013	April 1, 2020
<b>9</b>	<b>Quorum for Board meetings</b>		
	The quorum is specified in Companies Act 2013 which is 1/3 <sup>rd</sup> of total strength or 2 Directors whichever is higher	The quorum for every meeting of the board of directors of the top 1000 listed entities with effect from April 1, 2019 and of the top 2000 listed entities with effect from April 1, 2020 shall be <b>one-third of its total strength or three directors, whichever is higher, including at least one independent director</b> <b>Explanation I</b> – For removal of doubts, it is clarified that the participation of the directors by video conferencing or by other audio-visual means shall also be counted for the purposes of such quorum.	April 1, 2019 & April 1, 2020

Sr. No:	Existing Provisions	Amended Provisions	Effective Date
<b>10</b>	<b>Remuneration to Non-Executive Directors</b>		
	No such provisions in existing Listing Regulations	The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.	1 <sup>st</sup> April, 2019
<b>11</b>	<b>Remuneration to Executive Director (Promoter Category)</b>		
	No such provisions in existing Listing Regulations	<p>The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-</p> <p>(i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or</p> <p>(ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:</p> <p>Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.</p> <p>Explanation: For the purposes of this clause, net profits shall be calculated as per section 198 of the Companies Act, 2013.</p>	1 <sup>st</sup> April, 2019
<b>12</b>	<b>Performance Evaluation of Independent Directors</b>		
	<p>The performance evaluation of independent directors shall be done by the entire board of directors</p> <p>Provided that in the above evaluation the directors who are subject to evaluation shall not participate in the proceedings</p>	<p>The evaluation of independent directors shall be done by the entire board of directors which shall include –</p> <p>(a) performance of the directors; and</p> <p>(b) fulfillment of the independence criteria as specified in these regulations and their independence from the management:</p>	1 <sup>st</sup> April 2019

Sr. No:	Existing Provisions	Amended Provisions	Effective Date
		Provided that in the above evaluation, the directors who are subject to evaluation shall not participate.	
<b>13</b>	<b>Recommendation of Board to be set forth clearly in explanatory statement to the notice of general meetings</b>		
	No such provisions in existing Listing Regulations	The statement to be annexed to the notice as referred to in sub-section (1) of section 102 of the Companies Act, 2013 for each item of special business to be transacted at a general meeting shall also set forth clearly the recommendation of the board to the shareholders on each of the specific items.	1 <sup>st</sup> April 2019
<b>14</b>	<b>Maximum No of Directorships</b>		
	<p>At present, independent director can hold office of independent directors in maximum seven listed entities: Provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities.</p> <p><b>As regards maximum no of directorships in listed companies by any director, existing listing regulations do not contain any provisions.</b> However, as per Companies Act 2013, maximum no. of directorships for any director was 10 public companies</p>	<p>The directors of listed entities shall comply with the following conditions with respect to the maximum number of directorships, including any alternate directorships that can be held by them at any point of time -</p> <p>(1) A person shall not be a director in more than eight listed entities with effect from April 1, 2019 and in not more than seven listed entities with effect from April 1, 2020: Provided that a person shall not serve as an independent director in more than seven listed entities.</p> <p>(2) Notwithstanding the above, any person who is serving as a whole time director / managing director in any listed entity shall serve as an independent director in not more than three listed entities.</p> <p>For the purpose of this sub-regulation, the count for the number of listed entities on which a person is a director / independent director shall be only those whose equity shares are listed on a stock exchange.</p>	1 <sup>st</sup> April 2019 & 1 <sup>st</sup> April 2020

Sr. No:	Existing Provisions	Amended Provisions	Effective Date
<b>15</b>	<b>Quorum &amp; Frequency for Nomination and Remuneration Committee (NRC)</b>		
	At present there is no provision for quorum of NRC in existing listing regulations	The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.	April 1, 2019
	At present, no frequency of NRC meetings is specified in listing regulations	The nomination and remuneration committee shall meet at least once in a year.	April 1, 2019
<b>16</b>	<b>Role and Composition of Stakeholders Relationship Committee (SRC)</b>		
	At present, role of Stakeholders Relationship Committee is to specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders.	Role of Stakeholders Relationship Committee shall be to specifically look into <b>various aspects of interest</b> of shareholders, debenture holders and other security holders.	April 1, 2019
<b>16.1</b>	<b>Composition of SRC</b>		
	At present, no minimum number and composition is specified	At least three directors, with <b>at least one being an independent director</b> , shall be members of the Committee	April 1, 2019
<b>16.2</b>	<b>Chairperson of SRC to attend AGM</b>		
	No such provisions in existing Listing Regulations	The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.	April 1, 2019
<b>16.3</b>	<b>Frequency of SRC</b>		
	At present, no frequency of SRC meetings is specified in listing regulations	The stakeholders relationship committee shall meet at least once in a year	April 1, 2019
<b>17</b>	<b>Risk Management Committee</b>		
<b>17.1</b>	<b>Applicability &amp; Composition</b>		
	It is applicable only to top 100 listed companies	It is now applicable to top 500 listed companies w.e.f. 1 <sup>st</sup> April 2019	1 <sup>st</sup> April 2019
<b>17.2</b>	<b>Roles and Responsibility</b>		
	The board of directors shall define the role and responsibility of the Risk Management Committee and	Role & Responsibility of Risk Management Committee shall specifically cover cyber security	1 <sup>st</sup> April 2019

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	may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit		
<b>18</b>	<b>Related Party Transactions</b>		
	The listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions:	The policy on materiality of related party transactions shall contain clear threshold limits duly approved by the board of directors and such policy shall be reviewed by the board of directors at least once every three years and updated accordingly	1 <sup>st</sup> April, 2019
<b>18.1</b>	<b>Threshold of materiality for payment w.r.t. brand or Royalty</b>		
	No such provisions in existing Listing Regulations	A transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, <b>exceed two percent of the annual consolidated turnover</b> of the listed entity as per the last audited financial statements of the listed entity	1 <sup>st</sup> April, 2019
<b>18.2</b>	<b>Voting by Related Party</b>		
	All material related party transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.	All material related party transactions shall require approval of the shareholders through resolution and no related party <b>shall vote to approve</b> on such resolutions whether the entity is a related party to the particular transaction or not.	1 <sup>st</sup> April, 2019
<b>18.3</b>	<b>Disclosure and Publication of Consolidated RPT on Half yearly basis</b>		
	No such provisions in existing Listing Regulations	The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website."	From half year ending March 31, 2019

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<b>19</b>	<b>Appointment of Independent Director on the Board of material subsidiary</b>		
	At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, <b>incorporated in India.</b>	At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not. <b>( The new provisions regarding appointment of Independent Director are also applicable to unlisted material subsidiary both Indian &amp; Foreign)</b> <b>For the purpose of only this provision:</b> The term “ <b>material subsidiary</b> ” shall mean a subsidiary, whose income or net worth <b>exceeds twenty percent</b> of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.	1 <sup>st</sup> April, 2019
<b>20</b>	<b>Significant transactions with unlisted subsidiaries</b>		
	The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the listed entity, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary.  Explanation.-For the purpose of this regulation, the term —significant transaction or arrangement   shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten percent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the <u>unlisted material subsidiary</u> for the immediately preceding accounting year	The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the listed entity, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary.  Explanation.-For the purpose of this regulation, the term —significant transaction or arrangement shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten percent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the <u>unlisted subsidiary</u> for the immediately preceding accounting year	1 <sup>st</sup> April, 2019
<b>21</b>	<b>Secretarial Audit for listed Companies</b>		
	In LODR, there was no provision for secretarial audit. As per Companies Act, 2013, secretarial audit is mandatory	Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its	From the year ended March 31, 2019



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	for listed companies and public companies as notified in the Rules.	annual report, a secretarial audit report, given by a company secretary in practice, in such form as may be specified with effect from the year ended March 31, 2019	
<b>22</b>	<b>Prohibition on appointment of Alternate Director for an Independent Director</b>		
	No such provisions in existing Listing Regulations	No person shall be appointed or continue as an alternate director for an independent director of a listed entity with effect from October 1, 2018.	1 <sup>st</sup> October, 2018
<b>22.1</b>	<b>Declaration of Independence</b>		
	Declaration of Independence needs to be taken	<p>Every independent director shall, at the first meeting of the board in which he participates as a director and thereafter at the first meeting of the board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, submit a declaration that he meets the criteria of independence as provided in clause (b) of sub-regulation (1) of regulation 16 and <b>that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.</b></p> <p><b>The board of directors of the listed entity shall take on record the declaration and confirmation submitted by the independent director under sub-regulation (8) after undertaking due assessment of the veracity of the same.</b></p>	1 <sup>st</sup> April 2019
<b>23</b>	<b>D &amp; O Insurance Policy</b>		
	No such provisions in existing listing regulations	With effect from October 1, 2018, the top 500 listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such	1 <sup>st</sup> October, 2018

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		quantum and for such risks as may be determined by its board of directors	
<b>24</b>	<b>Prior intimation for issue of Bonus Shares</b>		
	The proposal for declaration of bonus securities where such proposal is communicated to the board of directors of the listed entity as part of the agenda papers: Provided that in case the declaration of bonus by the listed entity is not on the agenda of the meeting of board of directors, prior intimation is not required to be given to the stock exchange(s).	The proposal for declaration of bonus securities where such proposal is communicated to the board of directors of the listed entity as part of the agenda papers	1 <sup>st</sup> April, 2019
<b>25</b>	<b>Disclosure on utilization of fund raised</b>		
	Newly Inserted provision	Where an entity has raised funds through preferential allotment or qualified institutions placement, the listed entity shall disclose every year, the utilization of such funds during that year in its Annual Report until such funds are fully utilized.	1 <sup>st</sup> April, 2019
<b>26</b>	<b>Consolidated Financial Results to be submitted to exchange on quarterly basis</b>		
	Only standalone financial results are required to be approved and submitted to stock exchange on quarterly basis	Consolidated financial results are required to be submitted in addition to standalone financial results on quarterly basis	1 <sup>st</sup> April, 2019
<b>26.1</b>	<b>Option of Limited Review for the last quarter</b>		
	Last quarter results shall be audited with a note of balance figure	Last quarter results can be audited or limited reviewed	1 <sup>st</sup> April, 2019
<b>26.2</b>	<b>Statement of Cash Flow to be provided along with Half year financial results</b>		
	No provision at present	The listed entity shall also submit as part of its standalone and consolidated financial results for the half year, by way of a note, statement of cash flows for the half-year.	1 <sup>st</sup> April, 2019
<b>26.3</b>	<b>Specification of quantum of audit and limited review for quarterly consolidated results</b>		
	No such provisions in existing listing regulations	The listed entity shall ensure that, for the purposes of quarterly	1 <sup>st</sup> April, 2019

Sr. No:	Existing Provisions	Amended Provisions	Effective Date
		consolidated financial results, at least eighty percent of each of the consolidated revenue, assets and profits, respectively, shall have been subject to audit or in case of unaudited results, subjected to limited review.	
<b>26.4</b>	<b>Disclosure by way of note</b>		
	No such provisions in existing listing regulations	The listed entity shall disclose, in the results for the last quarter in the financial year, by way of a note, the aggregate effect of material adjustments made in the results of that quarter which pertain to earlier periods.	1 <sup>st</sup> April, 2019
<b>27</b>	<b>Compulsory Limited Review by the Statutory Auditor for Consolidated results</b>		
	No such provisions in existing listing regulations	The statutory auditor of a listed entity shall undertake a limited review or the audit of all the entities/ companies whose accounts are to be consolidated with the listed entity as per AS 21 in accordance with guidelines issued by the Board on this matter	1 <sup>st</sup> April, 2019
<b>28</b>	<b>Submission of Annual Report to the Stock Exchange</b>		
	At present, company needs to submit the annual report to the stock exchange within twenty one working days of it being approved and adopted in the annual general meeting	The listed entity shall submit to the stock exchange and publish on its website- (a) a copy of the annual report sent to the shareholders along with the notice of the annual general meeting <b>not later than the day of commencement of dispatch to its shareholders;</b> (b) in the event of any changes to the annual report, the revised copy along with the details of and explanation for the changes shall be sent not later than 48 hours after the annual general meeting.	For the year ended 31 <sup>st</sup> March 2019 and thereafter
<b>29</b>	<b>Dispatch of Annual Report to Shareholders</b>		
	The listed entity shall send the annual report in the following manner to the shareholders: (a) Soft copies of full annual report to all those shareholder(s) who have registered their email address(es) for the purpose	The listed entity shall send the annual report in the following manner to the shareholders: (a) Soft copies of full annual report to all those shareholder(s) who have registered their email address(es) either with the listed entity or with any depository	For the year ended 31 <sup>st</sup> March 2019 and thereafter

Sr. No:	Existing Provisions	Amended Provisions	Effective Date
<b>30</b>	<b>Format of Disclosure to Stock Exchanges</b>		
	At present also, the disclosures need to made in searchable format	<p>The disclosures made by the listed entity with immediate effect from date of notification of these amendments-</p> <p>(a) to the stock exchanges shall be in XBRL format in accordance with the guidelines specified by the stock exchanges from time to time; and</p> <p>(b) to the stock exchanges and on its website, shall be in a format that allows users to find relevant information easily through a searching tool: Provided that the requirement to make disclosures in searchable formats shall not apply in case there is a statutory requirement to make such disclosures in formats which may not be searchable, such as copies of scanned documents.</p>	1 <sup>st</sup> April, 2019
<b>31</b>	<b>Additional disclosure in explanatory statement for appointment/reappointment of Statutory Auditor</b>		
	No such provisions in existing Listing Regulations	<p>The notice being sent to shareholders for an annual general meeting, where the statutory auditor(s) is/are proposed to be appointed/re-appointed shall include the following disclosures as a part of the explanatory statement to the notice:</p> <p>(a) Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;</p> <p>(b) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.</p>	1 <sup>st</sup> April, 2019

Sr. No:	Existing Provisions	Amended Provisions	Effective Date
<b>32</b>	<b>Compulsory Holding of AGM within 5 months from the close of FY for specified Companies</b>		
	No such provisions in existing Listing Regulations	The top 100 listed entities by market capitalization, determined as on March 31 <sup>st</sup> of every financial year, shall hold their annual general meetings within a period of five months from the date of closing of the financial year	1 <sup>st</sup> April, 2019
<b>32.1</b>	<b>Live webcast of AGM</b>		
	No such provisions in existing Listing Regulations	The top 100 listed entities shall provide one-way live webcast of the proceedings of the annual general meetings	1 <sup>st</sup> April, 2019
<b>33</b>	<b>Display of Information on the company website</b>		
	No requirement of any specific section for display of information on website	Disclosure of specified information shall be in separate section on website	1 <sup>st</sup> April, 2019
<b>34</b>	<b>Disclosure of Credit rating on Company website</b>		
	This provision was not in existing listing regulations	With effect from October 1, 2018, all credit ratings obtained by the entity for all its outstanding instruments, updated immediately as and when there is any revision in any of the ratings	1 <sup>st</sup> October, 2018
<b>35</b>	<b>Listed Company to upload Audited Financial Results of its Subsidiaries on its website</b>		
	Timeline for uploading separate audited financial statements of subsidiary was not specified & as per Companies Act, the financial statements of subsidiaries are uploaded on website	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year, uploaded at least 21 days prior to the date of the annual general meeting which has been called to inter alia consider accounts of that financial year shall be uploaded on website of company	1 <sup>st</sup> April, 2019
<b>36</b>	<b>Enhanced Role of Audit Committee</b>		
	Role of Audit Committee is as provided in Section 177 of the Companies Act, 2013.	Role of Audit Committee to include: reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances	1 <sup>st</sup> April, 2019

Sr. No:	Existing Provisions	Amended Provisions	Effective Date
		/ investments existing as on the date of coming into force of this provision	
<b>37</b>	<b>Enhanced Role of Nomination and Remuneration Committee</b>		
	<p>The role of NRC shall include:</p> <p>(1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;</p> <p>(2) formulation of criteria for evaluation of performance of independent directors and the board of directors;</p> <p>(3) devising a policy on diversity of board of directors;</p> <p>(4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.</p> <p>(5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.</p>	<p>In addition to existing role, Role of NRC to include recommend to the board, all remuneration, in whatever form, payable to senior management</p>	1 <sup>st</sup> April, 2019
<b>38</b>	<b>Enhanced Role of Stakeholder Relationship Committee</b>		
	<p>The Stakeholders Relationship committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.</p>	<p>The role of the Stakeholders Relationship committee shall inter-alia include the following:</p> <p>(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.</p>	1 <sup>st</sup> April, 2019

Sr. No:	Existing Provisions	Amended Provisions	Effective Date
		<p>(2) Review of measures taken for effective exercise of voting rights by shareholders.</p> <p>(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar &amp; Share Transfer Agent.</p> <p>(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.</p>	
39	<b>Disclosure of Events under Regulation 30 of the Listing Regulations – Resignation of Independent Directors</b>		
	At present, once Independent Director resigns, intimation needs to be given to Stock Exchange	<p>In case of resignation of an independent director of the listed entity, <b>within seven days from the date of resignation</b>, the following disclosures shall be made to the stock exchanges by the listed entities:</p> <p>i. <b>Detailed reasons</b> for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.</p> <p>ii. The independent director shall, along with the detailed reasons, also provide a confirmation to the Company that there is no other material reasons other than those provided.</p> <p>iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.</p>	1 <sup>st</sup> April, 2019
40	<b>Requirement w.r.t. Audit Qualifications</b>		
	With respect to audit qualifications where the impact of the qualification is not quantifiable, the management shall make an estimate and the	With respect to audit qualifications where the impact of the qualification is not quantifiable, the management shall <b>mandatorily</b> make an estimate which the auditor	1 <sup>st</sup> April, 2019

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	<p>auditor shall review the same and report accordingly or If the management is unable to make an estimate, it shall provide the reasons and the auditor shall review the same and report accordingly.</p> <p>The above shall be included in the statement on impact of audit qualifications (for audit report with modified opinion).</p>	<p>shall review and report accordingly.</p> <p>ii. Notwithstanding the above, the management may be permitted to not provide estimate on matters like going concerns or <i>sub-judice</i> matters; in which case, the management shall provide the reasons and the auditor shall review the same and report accordingly</p>	



**41. Disclosure in Annual Report for the year ended 31<sup>st</sup> March, 2019 and thereafter**

**Applicable for the Annual Reports for the year ended 31<sup>st</sup> March, 2019 and thereafter (i.e, from next annual report)**

**Additional Disclosures in Annual Report**

In the Notes to financial statements, Disclosures of transactions of the listed entity with any person or entity belonging to the promoter / promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results.

**42. Additional Disclosure in Management Discussion and Analysis**

Details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

- (i) Debtors Turnover
- (ii) Inventory Turnover
- (iii) Interest Coverage Ratio
- (iv) Current Ratio
- (v) Debt Equity Ratio
- (vi) Operating Profit Margin (%)
- (vii) Net Profit Margin (%)

Or sector-specific equivalent ratios, as applicable.

Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.”

**43. Additional Disclosures in Corporate Governance Report**

43.1 In addition to the disclosure of number of other board of directors or committees in which a directors is a member or chairperson; names of listed entities where the person is director and the category of directorship also to be provided.

43.2 A chart or a matrix setting out the skills/expertise/competence of the board of directors specifying the following

- (i) With effect from the financial year ending March 31, 2019, the list of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board; and

- (ii) With effect from the financial year ended March 31,2020, the names of directors who have such skills / expertise / competence

Confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

- 43.3 Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided.”
- 43.4 List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad
- 43.5 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A).
- 43.6 A Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority.
- 43.7 Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof

Provided that the clause shall only apply where recommendation of / submission by the committee is required for the approval of the Board of Directors and shall not apply where prior approval of the relevant committee is required for undertaking any transaction under these Regulations.

- 43.8 Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part.