



CIRCULAR

CIR/CFD/DIL/7/2011

October 05, 2011

To
All Stock Exchanges

Dear Sir/Madam,

Sub: Amendments to the Equity, IDR and SME Equity Listing Agreements

1. In line with the objective to enhance the quality of disclosures made by listed entities, certain amendments are hereby carried out to the Equity Listing Agreement, Model Listing Agreement for Indian Depository Receipts and Model SME Equity Listing Agreement (hereinafter referred to as the "Listing Agreements").
2. The full texts of amendments to be effected in the Listing Agreements are given at **Annexure**. Some of the amendments are as under:-

(a) Amendments to Clause 41 - Disclosure of quarterly financial results

- i) In order to give a better comparative picture of the quarterly financial results, listed entities shall disclose figures in respect of immediately preceding quarter as well in addition to the existing requirements.
- ii) Listed entities shall also submit the last quarter results along with the audited annual results.

(b) Amendments to Clause 41 - Submission of financial results

It is being observed that certain listed entities, while submitting their interim financial results, submit unaudited financials first and subsequently submit the limited review report after a lag. It is hereby clarified that submission of unaudited results shall be accompanied by the limited review report of the auditors.

(c) Amendments to Clause 32 – Mode of Supplying Annual Reports to Shareholders

In modification of SEBI circular no. SEBI/CFD/DIL/LA/2/2007/26/4 dated April 26, 2007 and in line with the green initiative of Ministry of Corporate Affairs vide their circular dated April 29, 2011, it has been decided that instead of supplying complete and full annual reports to all the shareholders, listed entities shall supply:

- i) soft copies of full annual reports to all those shareholders who have registered their email addresses for the purpose;
- ii) hard copy of abridged annual reports to others and
- iii) hard copies of full annual reports to those shareholders, who request for the same.



(d) Insertion of Clause 35A - Disclosure of voting results by listed entities

In order to ensure wider dissemination of information regarding voting results, listed entities shall disclose their voting results in the prescribed format, to the exchanges and also place the same on their websites, within 48 hours from the conclusion of the concerned shareholders' meeting. To begin with, this requirement shall be applicable to top 500 listed entities based on market capitalization computed as on the date of this circular.

3. Applicability

- (a) Provisions of Paras 2(a), 2(b) and 2(c) shall be applicable with effect from the quarter/financial year ending on December 31, 2011.
- (b) Provisions of Para 2(d) shall be applicable for all the shareholders' meetings, for which notices are issued on or after January 01, 2012. Stock Exchanges are advised to notify the list of entities for whom the said provision would be applicable based on the criteria specified at 2(d) above.

The above listing conditions are specified in exercise of the powers conferred under Section 11 read with Section 11A of the Securities and Exchange Board of India Act, 1992. The said listing conditions should form part of the existing Listing Agreements of the stock exchange.

5. All stock exchanges are advised to ensure compliance with this circular and carry out the amendments in their Listing Agreement as per the Annexure to this circular.
6. This circular is available on SEBI website at www.sebi.gov.in under the categories "Legal Framework" and "Issues and Listing".

Yours faithfully,

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Encl: as above



Amendments to Equity Listing Agreement

1. In Clause 5A, sub-clause (II), Para (a), the words "*captured in depository's database*" may be replaced by the words "*last available address as per company's/registrar's record*".
2. In Clause 32, the para which reads –
"The Company will send a statement containing the salient features of the Balance Sheet, Profit and Loss Account and Auditors' Report to each shareholder: Provided that, the company on receipt of written request from a shareholder, shall send the complete and full Balance Sheet, Profit & Loss Account and Auditors' Report to the said shareholder.",

shall be substituted with the following:

"The issuer shall supply:

- (i) Soft copies of full annual reports containing its Balance Sheet, Profit & Loss account and Directors' Report to all those shareholder(s) who have registered their email address(es) for the purpose;*
- (ii) Hard copy of statement containing the salient features of all the documents, as prescribed in sub-clause (iv) of clause (b) of proviso to section 219 of the Companies Act, 1956 to those shareholder(s) who have not so registered;*
- (iii) Hard copies of full annual reports to those shareholders, who request for the same."*

3. After Clause 35, a new Clause 35A may be inserted, viz.,

"35A. The issuer agrees to submit to the stock exchange, within 48 hours of conclusion of its General Meeting, details regarding the voting results in the following format :

Date of the AGM/EGM: _____

Total number of shareholders on record date:

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group:

Public:

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group:

Public:

(Agenda-wise)

Detail of the Agenda:

Resolution required: (Ordinary/Special)

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)



In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group							
Public – Institutional holders							
Public-Others							
Total							

4. In Clause 41 of the Equity LA:-

a) In Sub-Clause (I) in Para (c), Sub-Para (i) shall be substituted with the following:

“In case the issuer opts to submit unaudited financial results, they shall be subjected to limited review by the statutory auditors of the issuer (or in case of public sector undertakings, by any practicing Chartered Accountant) and such limited reviewed results (financial results accompanied by the limited review report) shall be submitted within forty-five days from the end of the quarter.”

b) In Sub-Clause (I), Para (d) may be substituted with the following:

d) *“The issuer shall submit audited financial results for the entire financial year, within sixty days of the end of the financial year. The issuer shall also submit the audited financial results in respect of the last quarter alongwith the results for the entire financial year, with a note that the figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year.”*

c) In Sub-Clause (I) in Para (e), in Sub-Para (ii), the term “...under item (c)” shall be substituted with “...under item (d)”.

d) The header row in Annexure I, II, III and IV may be substituted with the following to inter-alia disclose the immediately preceding quarter results, viz.:

Particulars	3 months ended	Previous 3 months ended	Correspq 3 months ended in the previous year	Year to date figures for current period ended	Year to date figures for the previous year ended	Previous accounting year ended
	(dd/mm/yyyy)	(dd/mm/yyyy)	(dd/mm/yyyy)	(dd/mm/yyyy)	(dd/mm/yyyy)	(dd/mm/yyyy)



	Audited/ Unaudited*	Audited/ Unaudited	Audited/ Unaudited*	Audited/ Unaudited*	Audited/ Unaudited*	Audited/ Unaudited*

Amendment to the Model SME Equity Listing Agreement

5. In Clause 34 of the Model SME Equity Listing Agreement, Para (a) may be substituted with:

“The issuer shall supply:

- i) Soft copies of full annual reports containing its Balance Sheet, Profit & Loss account and Directors’ Report to all those shareholder(s) who have registered their email address(es) for the purpose;*
- ii) Hard copy of statement containing the salient features of all the documents, as prescribed in sub-clause (iv) of clause (b) of proviso to section 219 of the Companies Act, 1956 to those shareholder(s) who have not so registered;*
- iii) Hard copies of full annual reports to those shareholders, who request for the same.”*

6. In Clause 43, in Sub-Clause (I),

- i) In Para (c), Sub-Para (i) may be substituted with:

“In case the issuer opts to submit unaudited financial results, they shall be subjected to limited review by the statutory auditors of the issuer (or in case of public sector undertakings, by any practicing Chartered Accountant) and such limited reviewed results (financial results accompanied by the limited review report) shall be submitted within forty-five days from the end of the half year.”

- ii) Para (d) may be substituted with:

“The issuer shall submit audited financial results for the entire financial year, within sixty days of the end of the financial year. The issuer shall also submit the audited financial results in respect of the last half year alongwith the results for the entire financial year, with a note that the figures of last year is the balancing figure between audited figures in respect of the full financial year and the previous half year.”

- iii) In Para (e), in Sub-Para (ii), the term “...under item (c)” shall be substituted with “...under item (d)”.

Amendment to Model Listing Agreement for Indian Depository Receipts

7. In Clause 36, Sub-Clause (a) of the Model Listing Agreement for Indian Depository Receipts may be substituted with:

“ (a) to send to its IDR Holders, copies of annual report at the same time when it is made available to its shareholders, as per the requirement of its home country and the other jurisdictions where its securities are listed, in the following manner:

- (i) Soft copies of full annual reports containing its Balance Sheet, Profit & Loss account and Directors’ Report to all those IDR Holders who have registered their email address(es) for the purpose;*



(ii) *Hard copy of abridged annual report (including convenience translation into Indian Rupees as mentioned in sub-clause (h)), to those IDR Holder(s) who have not registered their email address(es), if the format for abridged annual report is specified by home country or the other jurisdictions, where its securities are listed;*

(iii) *Hard copy of full annual report to those IDR Holder(s) who have not registered their email address(es), if no such format for abridged annual report is specified by the home country or the other jurisdictions where its securities are listed.*

Issuer further agrees to ensure that the IDR Holders are able to receive a copy of Annual Report from the domestic depository or Compliance Officer, on request. The full Annual Report shall contain the Board's report, Balance Sheet, Profit and Loss Account, the Auditor's Report and such other report which is required to be sent to security holders annually as per the requirements of its home country thereon. The issuer further agrees to simultaneously file the same with the stock exchange;"
