

Contents

	PAGE
<i>Foreword</i>	I-5
<i>About the Author</i>	I-11
<i>Acknowledgement</i>	I-13
<i>Endorsements & Expert Reviews</i>	I-17
<i>Who Will Benefit</i>	I-19

SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Arrangement of Regulations

REG.

CHAPTER I

PRELIMINARY

- | | | |
|----|----------------------------------|----|
| 1. | Short title and commencement | 1 |
| 2. | Definitions | 2 |
| 3. | Applicability of the regulations | 58 |

CHAPTER II

PRINCIPLES GOVERNING DISCLOSURES AND OBLIGATIONS OF LISTED ENTITY

- | | | |
|----|--|----|
| 4. | Principles governing disclosures and obligations | 68 |
|----|--|----|

CHAPTER III

COMMON OBLIGATIONS OF LISTED ENTITIES

- | | | |
|----|--|-----|
| 5. | General obligation of compliance | 159 |
| 6. | Compliance Officer and his/her Obligations | 161 |

REG.		PAGE
7.	Share Transfer Agent	182
8.	Co-operation with intermediaries registered with the Board	188
9.	Preservation of documents	190
10.	Filing of information	197
11.	Scheme of Arrangement	203
12.	Payment of dividend or interest or redemption or repayment	209
13.	Grievance Redressal Mechanism	215
14.	Fees and other charges to be paid to the recognized stock exchange(s)	221

CHAPTER IV

OBLIGATIONS OF A LISTED ENTITY WHICH HAS LISTED ITS SPECIFIED SECURITIES AND NON-CONVERTIBLE DEBT SECURITIES

15.	Applicability	225
16.	Definitions	250
17.	Board of Directors	305
17A.	Maximum number of directorships	410
18.	Audit Committee	419
19.	Nomination and remuneration committee	437
20.	Stakeholders Relationship Committee	447
21.	Risk Management Committee	454
22.	Vigil mechanism	463
23.	Related party transactions	468
24.	Corporate governance requirements with respect to subsidiary of listed entity	536
24A.	Secretarial Audit and Secretarial Compliance Report	554
25.	Obligations with respect to independent directors	570
26.	Obligations with respect to employees including senior management, key managerial personnel, directors and promoters	597
26A.	Vacancies in respect of certain Key Managerial Personnel	611
27.	Other corporate governance requirements	623

	PAGE
REG.	
28. In-principle approval of recognized stock exchange(s)	628
29. Prior Intimations	634
30. Disclosure of events or information	641
30A. Disclosure requirements for certain types of agreements binding listed entities	796
31. Holding of specified securities and shareholding pattern	803
31A. Conditions for reclassification of any person as promoter/public	810
31B. Special rights to shareholders	842
32. Statement of deviation(s) or variation(s)	848
33. Financial results	859
34. Annual Report	880
35. Annual Information Memorandum	891
36. Documents & Information to shareholders	893
37. Draft Scheme of Arrangement & Scheme of Arrangement	906
37A. Sale, lease or disposal of an undertaking outside Scheme of Arrangement	916
38. Minimum Public Shareholding	923
39. Issuance of Certificates or Receipts/Letters/Advices for securities and dealing with unclaimed securities	928
40. Transfer or transmission or transposition of securities	935
41. Other provisions relating to securities	952
41A. Other provisions relating to outstanding SR equity shares	959
42. Record Date or Date of closure of transfer books	970
43. Dividends	978
43A. Dividend Distribution Policy	982
44. Meetings of shareholders and voting	990
45. Change in name of the listed entity	996
46. Website	1003
47. Advertisements in Newspapers	1019
48. Accounting Standards	1025

REG.	PAGE
------	------

CHAPTER V

OBLIGATIONS OF LISTED ENTITY WHICH HAS LISTED ITS NON-CONVERTIBLE SECURITIES

49.	Applicability	1029
50.	Intimation to stock exchange(s)	1035
51.	Disclosure of information having bearing on performance/ operation of listed entity and/or price sensitive information	1042
52.	Financial Results	1057
53.	Annual Report	1081
54.	Security Cover	1088
55.	Credit Rating	1094
56.	Documents and Intimation to Debenture Trustees	1099
57.	Intimation to stock exchanges	1110
58.	Documents and information to holders of non-convertible securities	1114
59.	Structure of non-convertible debt securities and non-convertible redeemable preference shares	1121
59A.	Draft Scheme of Arrangement and Scheme of Arrangement	1127
60.	Record Date	1135
61.	Terms of non-convertible debt securities and non-convertible redeemable preference shares	1140
61A.	Dealing with unclaimed non-convertible securities and benefits accrued thereon	1145
62.	Website	1150
62A.	Listing of subsequent issuances of non-convertible debt securities	1161

CHAPTER VA

CORPORATE GOVERNANCE NORMS FOR A LISTED ENTITY WHICH HAS LISTED ITS NON-CONVERTIBLE DEBT SECURITIES

62B.	<i>Definitions</i>	1170
62C.	<i>Applicability</i>	1172
62D.	<i>Board of Directors</i>	1180
62E.	<i>Maximum Number of Directorships</i>	1211

	PAGE
REG.	
62F. <i>Audit Committee</i>	1216
62G. <i>Nomination and Remuneration Committee</i>	1222
62H. <i>Stakeholders Relationship Committee</i>	1227
62-I. <i>Risk Management Committee</i>	1231
62J. <i>Vigil Mechanism</i>	1237
62K. <i>Related Party Transactions</i>	1241
62L. <i>Corporate governance requirements with respect to unlisted material subsidiary of HVDLE</i>	1264
62M. <i>Secretarial Audit and Secretarial Compliance Report</i>	1270
62N. <i>Obligations with respect to independent directors</i>	1274
62-O. <i>Obligations with respect to employees including senior management, key managerial personnel, directors and promoters</i>	1289
62P. <i>Vacancies in respect of certain Key Managerial Personnel</i>	1297
62Q. <i>Other corporate governance requirements</i>	1302

CHAPTER VI

OBLIGATIONS OF LISTED ENTITY WHICH HAS LISTED ITS SPECIFIED SECURITIES AND EITHER NON-CONVERTIBLE DEBT SECURITIES OR NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OR BOTH

63. Applicability of Chapters IV and V	<i>1308</i>
64. Delisting	<i>1314</i>

CHAPTER VIA

FRAMEWORK FOR VOLUNTARY DELISTING OF NON-CONVERTIBLE DEBT SECURITIES OR NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES AND OBLIGATIONS OF THE LISTED ENTITY ON SUCH DELISTING

64A. Applicability	<i>1319*</i>
64B. In-principle approval of the stock exchanges	<i>1326*</i>
64C. Obligations of the listed entity	<i>1333*</i>
64D. Notice of delisting	<i>1343*</i>
64E. Approval from the holders and No-Objection Letter from the Debenture Trustee	<i>1348*</i>
64F. Failure of delisting proposal	<i>1352*</i>
64G. Final application to the stock exchange	<i>1357*</i>

* See Volume 2.

REG.		PAGE
64H.	Delisting from some of the stock exchanges	1361*
64-I	Monitoring of compliance by the stock exchanges	1367*

CHAPTER VII

OBLIGATIONS OF LISTED ENTITY WHICH HAS LISTED ITS INDIAN DEPOSITORY RECEIPTS

65.	Applicability	1372*
66.	Definitions	1376*
67.	General Obligations of listed entity	1381*
68.	Disclosure of material events or information	1386*
69.	Indian Depository Receipt holding pattern & Shareholding details	1398*
70.	Periodical Financial Results	1404*
71.	Annual Report	1411*
72.	Corporate Governance	1418*
73.	Documents and Information to IDR Holder	1422*
74.	Equitable Treatment to IDR Holders	1426*
75.	Advertisements in Newspapers	1433*
76.	Terms of Indian Depository Receipts	1437*
77.	Structure of Indian Depository Receipts	1441*
78.	Record Date	1445*
79.	Voting	1449*
80.	Delisting of Indian Depository Receipt	1453*

CHAPTER VIII

OBLIGATIONS OF LISTED ENTITY WHICH HAS LISTED ITS SECURITISED DEBT INSTRUMENTS

81.	Applicability	1458*
82.	Intimation and filings with stock exchange(s)	1476*
83.	Disclosure of information having bearing on performance/operation of listed entity and/or price sensitive information	1483*
84.	Credit Rating	1492*
85.	Information to Investors	1495*
86.	Terms of Securitised Debt Instruments	1499*

REG.		PAGE
87.	Record Date	1506*

CHAPTER VIII A

**OBLIGATIONS OF LISTED ENTITY WHICH
HAS LISTED ITS SECURITY RECEIPTS**

87A.	Applicability	1510*
87B.	Intimations and Disclosure of events or information to Stock Exchanges	1520*
87C.	Valuation, Rating and NAV disclosure	1544*
87D.	Terms of Security Receipts	1549*
87E.	Record Date	1552*

CHAPTER IX

**OBLIGATIONS OF LISTED ENTITY WHICH HAS
LISTED ITS MUTUAL FUND UNITS**

88.	Applicability	1556*
89.	Definitions	1559*
90.	Submission of Documents	1566*
91.	Dissemination on the website of stock exchange(s)	1571*

CHAPTER IX-A

OBLIGATIONS OF SOCIAL ENTERPRISES

91A.	Applicability	1576*
91B.	Disclosures by a For Profit Social Enterprise	1581*
91C.	Disclosures by a Not for Profit Organization	1586*
91D.	Intimations and disclosures by Social Enterprise of events or information to Social Stock Exchange(s) or Stock Exchange(s)	1591*
91E.	Disclosures by a Social Enterprise in respect of social impact	1601*
91F.	Statement of utilisation of funds	1607*

REG.	PAGE
------	------

CHAPTER X**DUTIES AND OBLIGATIONS OF THE
RECOGNISED STOCK EXCHANGE(S)**

92.	Dissemination	1613*
93.	Transferability	1617*
94.	Draft Scheme of Arrangement & Scheme of Arrangement in case of entities that have listed their specified securities	1622*
94A.	Draft Scheme of Arrangement & Scheme of Arrangement in case of entities that have listed their non-convertible debt securities or non-convertible redeemable preference shares	1630*
95.	Statement on Impact of Audit Qualifications accompanying Annual Audit Report	1638*
96.	Grievance Redressal	1643*
97.	Monitoring of Compliance/Non-Compliance & Adequacy/ Accuracy of the disclosures	1647*

CHAPTER XI**PROCEDURE FOR ACTION IN CASE OF DEFAULT**

98.	Liability for contravention of the Act, rules or the regulations	1655*
99.	Failure to pay fine	1660*

CHAPTER XIA**POWER TO RELAX STRICT ENFORCEMENT OF THE REGULATIONS**

99A.	Exemption from enforcement of the regulations in special cases	1664*
------	---	-------

CHAPTER XII**MISCELLANEOUS**

100.	Amendments to other regulations	1668*
101.	Power to remove difficulties	1670*
102.	Power to relax strict enforcement of the regulations	1672*
103.	Repeal and Savings	1677*

* See Volume 2.

SCHEDULES

	PAGE
SCHEDULE I : TERMS OF SECURITIES	1680*
SCHEDULE II : CORPORATE GOVERNANCE	1681*
SCHEDULE III : DISCLOSURES OF EVENTS OR INFORMATION : SPECIFIED SECURITIES	1689*
SCHEDULE IV : DISCLOSURES IN FINANCIAL RESULTS	1712*
SCHEDULE V : ANNUAL REPORT	1717*
SCHEDULE VI : MANNER OF DEALING WITH UNCLAIMED SHARES	1726*
SCHEDULE VII : TRANSFER AND TRANSMISSION OF SECURITIES	1727*
SCHEDULE VIII : [OMITTED BY THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMEND- MENT) REGULATIONS, 2016, W.R.E.F. 1-4-2016]	1731*
SCHEDULE IX : AMENDMENTS TO OTHER REGULATIONS	1731*
SCHEDULE X : LIST OF SEBI CIRCULARS WHICH STAND RE- SCINDED	1739*
SCHEDULE XI : FEE IN RESPECT OF DRAFT SCHEME OF ARRANGEMENT	1748*

APPENDICES

APPENDIX 1 : MASTER CIRCULAR FOR COMPLIANCE WITH THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BY LISTED ENTITIES	1751*
APPENDIX 1.1 : IMPLEMENTATION OF RECOMMENDATIONS OF THE EXPERT COMMITTEE FOR FACILITATING EASE OF DOING BUSINESS FOR LISTED ENTITIES	2005*
APPENDIX 1.2 : MASTER CIRCULAR ON (i) SCHEME OF ARRANGE- MENT BY LISTED ENTITIES AND (ii) RELAXATION UNDER SUB-RULE (7) OF RULE 19 OF THE SECU- RITIES CONTRACTS (REGULATION) RULES, 1957	2039*
APPENDIX 1.3 : RELAXATION FROM REQUIREMENT TO FUR- NISH A COPY OF PAN FOR TRANSFER OF EQUITY SHARES OF LISTED ENTITIES EXECUTED BY NON-RESIDENTS	2057*
APPENDIX 1.4 : RE-LODGE MENT OF TRANSFER REQUESTS OF SHARES	2058*

	PAGE
APPENDIX 1.5 : RELAXATION FROM COMPLIANCE WITH CERTAIN PROVISIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR AN ENTITY WITH LISTED NON-CONVERTIBLE SECURITIES	2059*
APPENDIX 1.6 : MASTER CIRCULAR FOR LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS FOR NON-CONVERTIBLE SECURITIES, SECURITIZED DEBT INSTRUMENTS AND/OR COMMERCIAL PAPER	2060*
APPENDIX 1.7 : PROCEDURAL FRAMEWORK FOR DEALING WITH UNCLAIMED AMOUNTS LYING WITH ENTITIES HAVING LISTED NON-CONVERTIBLE SECURITIES AND MANNER OF CLAIMING SUCH AMOUNTS BY INVESTORS	2139*
APPENDIX 1.8 : INDUSTRY STANDARDS ON REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015	2147*
APPENDIX 1.9 : INDUSTRY STANDARDS ON “MINIMUM INFORMATION TO BE PROVIDED FOR REVIEW OF THE AUDIT COMMITTEE AND SHAREHOLDERS FOR APPROVAL OF A RELATED PARTY TRANSACTION”	2148*
APPENDIX 1.10 : INDUSTRY STANDARDS ON “MINIMUM INFORMATION TO BE PROVIDED TO THE AUDIT COMMITTEE AND SHAREHOLDERS FOR APPROVAL OF RELATED PARTY TRANSACTIONS”	2149*
APPENDIX 1.11 : LISTING AGREEMENT FOR INDIAN DEPOSITORY RECEIPTS (IDRs)	2167*
APPENDIX 2.1 : REQUEST FOR INFORMAL GUIDANCE BY WAY OF AN “INTERPRETIVE LETTER” UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (INFORMAL GUIDANCE) SCHEME, 2003 WITH RESPECT TO REGULATION 31(4) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LODR REGULATIONS”)	2208*
APPENDIX 2.2 : REQUEST FOR INFORMAL GUIDANCE BY WAY OF AN INTERPRETATIVE LETTER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (INFORMAL GUIDANCE) SCHEME, 2003 IN RELATION TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015	2211*

* See Volume 2.

	PAGE
APPENDIX 2.3 : REQUEST FOR INFORMAL GUIDANCE BY WAY OF AN INTERPRETATIVE LETTER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (INFORMAL GUIDANCE) SCHEME, 2003 IN CONNECTION WITH REGULATION 30(4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015	2213*
APPENDIX 2.4 : REQUEST FOR INFORMAL GUIDANCE BY WAY OF AN INTERPRETIVE LETTER RECEIVED FROM AXIS BANK LIMITED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (INFORMAL GUIDANCE) SCHEME, 2003	2216*
APPENDIX 2.5 : REQUEST FOR INFORMAL GUIDANCE BY WAY OF INTERPRETIVE LETTER UNDER THE SEBI (INFORMAL GUIDANCE) SCHEME, 2003 BY JAGATJIT INDUSTRIES LIMITED IN RELATION TO REGULATION 41A OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015	2218*
APPENDIX 2.6 : REQUEST FOR INFORMAL GUIDANCE BY WAY OF AN INTERPRETATIVE LETTER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (INFORMAL GUIDANCE) SCHEME, 2003, WITH RESPECT TO REGULATION 23 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015	2221*
APPENDIX 2.7 : REQUEST FOR INFORMAL GUIDANCE BY WAY OF AN INTERPRETIVE LETTER UNDER THE PROVISIONS OF SEBI (INFORMAL GUIDANCE) SCHEME, 2003 (“SCHEME”) RECEIVED FROM CMS INFO SYSTEMS LIMITED (“APPLICANT”/ “COMPANY”)	2226*
APPENDIX 2.8 : REQUEST FOR INFORMAL GUIDANCE BY WAY OF AN INTERPRETIVE LETTER UNDER THE PROVISIONS OF SEBI (INFORMAL GUIDANCE) SCHEME, 2003 RECEIVED FROM PAKKA LIMITED (“COMPANY”) SEEKING INTERPRETATION OF REGULATION 6 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015	2231*

	PAGE
APPENDIX 2.9 : REQUEST FOR INFORMAL GUIDANCE BY WAY OF AN INTERPRETIVE LETTER UNDER THE PROVISIONS OF SEBI (INFORMAL GUIDANCE) SCHEME, 2003 RECEIVED FROM DCB BANK LIMITED (“DCB BANK”) SEEKING INTERPRETATION OF REGULATION 6 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015	2234*
APPENDIX 2.10 : REQUEST FOR INFORMAL GUIDANCE BY WAY OF AN INTERPRETIVE LETTER UNDER THE PROVISIONS OF SEBI (INFORMAL GUIDANCE) SCHEME, 2003 RECEIVED FROM INFOBEANS TECHNOLOGIES LIMITED (“COMPANY”) SEEKING INTERPRETATION OF THE PROVISIONS OF REGULATION 16(1)(b)(iv) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015	2237*
APPENDIX 2.11 : REQUEST FOR INFORMAL GUIDANCE IN MATTER OF SHIVALIK BIMETAL CONTROLS LTD. BY WAY OF INTERPRETATIVE LETTER UNDER SEBI (INFORMAL GUIDANCE) SCHEME, 2003 WITH RESPECT TO REGULATION 31A OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015	2241*
APPENDIX 3 : FAQs FOR LODR REGULATIONS	2247*
APPENDIX 4 : CASE LAWS	2260*

* See Volume 2.