**NSE LISTING AGREEMENT - PART III**

**51. EDIFAR FILING**

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

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 quarterly financial statements.

Corporate governance report.

Shareholding pattern statement.

Statement of action taken against the company by any regulatory agency. 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.

Annexure 1

**Information to be placed before board of directors**

1.     Annual operating plans and budgets and any updates.

1.     Capital budgets and any updates.

2.     Quarterly results for the company and its operating divisions or business segments.

3.     Minutes of meetings of audit committee and other committees of the board.

4.     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.

5.     Show cause, demand, prosecution notices and penalty notices which are materially important.

6.     Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.

7.     Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.

8.     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.

9.     Details of any joint venture or collaboration agreement.

10.  Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.

11.  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.

12.  Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.

13.  Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

14.  Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

Annexure 2

**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:

         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.

         Attendance of each director at the BoD meetings and the last AGM.

         Number of other BoDs or Board Committees he/she is a member or Chairperson of.

         Number of BoD meetings held, dates on which held.

3.     Audit Committee.

         Brief description of terms of reference

         Composition, name of members and Chairperson

         Meetings and attendance during the year

4.     Remuneration Committee.

         Brief description of terms of reference

         Composition, name of members and Chairperson

         Attendance during the year

         Remuneration policy

         Details of remuneration to all the directors, as per format in main report.

5.     Shareholders Committee.

         Name of non-executive director heading the committee

         Name and designation of compliance officer

         Number of shareholders complaints received so far

         Number not solved to the satisfaction of shareholders

         Number of pending share transfers

6.     General Body meetings.

         Location and time, where last three AGMs held.

         Whether special resolutions

         Were put through postal ballot last year, details of voting pattern.

         Person who conducted the postal ballot exercise

         Are proposed to be conducted through postal ballot

         Procedure for postal ballot

7.     Disclosures.

         Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large.

         Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

8.     Means of communication.

         Half-yearly report sent to each household of shareholders.

         Quarterly results

         Which newspapers normally published in.

         Any website, where displayed

         Whether it also displays official news releases; and

         The presentations made to institutional investors or to the analysts.

         Whether MD&A is a part of annual report or not.

9.     General Shareholder information

         AGM: Date, time and venue

         Financial Calendar

         Date of Book closure

         Dividend Payment Date

         Listing on Stock Exchanges

         Stock Code

         Market Price Data: High., Low during each month in last financial year

         Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.

         Registrar and Transfer Agents

         Share Transfer System

         Distribution of shareholding

         Dematerialisation of shares and liquidity

         Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

         Plant Locations

         Address for correspondence

**Annexure - 3**

**Non-Mandatory Requirements**

**a.     Chairman of the Board**

A non-executive Chairman should 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.

**b.    Remuneration Committee**

              i.        The board should 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 should 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 should be present at the meeting.

            iv.        The Chairman of the remuneration committee should 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.

**c.     Shareholder Rights**

The half-yearly declaration of financial performance including summary of the significant events in last six-months, should be sent to each household of shareholders.

**d.**Postal Ballot

Currently, although the formality of holding the general meeting is gone through, in actual practice only a small fraction of the shareholders of that company do or can really participate therein. This virtually makes the concept of corporate democracy illusory. It is imperative that this situation which has lasted too long needs an early correction. In this context, for shareholders who are unable to attend the meetings, there should be a requirement which will enable them to vote by postal ballot for key decisions. Some of the critical matters which should be decided by postal ballot are given below:

a.     Matters relating to alteration in the memorandum of association of the company like changes in name, objects, address of registered office etc;

b.    Sale of whole or substantially the whole of the undertaking;

c.     Sale of investments in the companies, where the shareholding or the voting rights of the company exceeds 25%;

d.    Making a further issue of shares through preferential allotment or private placement basis;

e.     Corporate restructuring;

f.     Entering a new business area not germane to the existing business of the company;

g.    Variation in rights attached to class of securities;

h.     Matters relating to change in management

PROVIDED ALWAYS AND THE ISSUER HEREBY IRREVOCABLY AGREES AND DECLARES THAT unless the NSE agrees otherwise the Issuer will not without the previous permission in writing of the Central Government/SEBI withdraw its adherence to this agreement for listing its securities.

AND THE ISSUER HEREBY FURTHER AGREES AND DECLARES THAT any of its securities listed on the NSE shall remain on the list entirely at the pleasure of the NSE AND THAT nothing herein contained shall restrict or be deemed to restrict the right of the NSE to suspend or remove from the list the said securities at any time and for any reason which the NSE considers proper in its absolute discretion. 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 NSE has the right 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 on...................day of

........................,........in the presence of \*..........\*Signature

.................................................................................................

(Name & Designation)

As required in the Articles of Association of the Company

**Schedule I**

**Issuer's listed Securities**

**(for shares only)**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Kind of Security (Shares)** | **Numbers Issued** | **Nominal Value Per share Rs.** | **Paid-up Value Per Share Rs.** | **Total Nominal Value Rs.** | **Total Paid-up Value Rs.** | **Distinctive Numbers** |
|   |

**Schedule II**

**Issuer's listed Securities**

**(for securities other than shares)**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Kind of Security** | **Amount (Rs.)** | **Unit (Rs.)** | **Rate of Interest %** | **Interest due Date** | **Date of Redemption** | **Distinctive Numbers** |
|  |

**Schedule III**

**LISTING FEES**

**Sr. No. Particulars Amount (Rs.)**

|  |  |  |
| --- | --- | --- |
| Sr. No. | Particulars | Amount (Rs.) |
| 1. | Initial Listing Fees | 7500 |
| 2. | Annual Listing Feesa.     Companies with paid up Share and /or debenture capital of Rs. 1 Croreb.    Above Rs. 1 Crore and upto Rs.5 Croresc.     Above Rs. 5 Crore and upto Rs.10 Croresd.    Above Rs. 10 Crore and upto Rs.20 Crorese.     Above Rs. 20 Crore and upto Rs.50 Croresf.     Above Rs. 50 Crores |  4200840014000280004200070000 |

Companies which have a paid up capital of more than Rs. 50 crores will pay additional listing fees of Rs. 1400 for every increase of Rs. 5 crores or part thereof in the paid up share/debenture capital. In case of annual listing fee, they will be reduced by 50% for the companies which are non - regional for the exchange.

Please draw your Cheques/Demand Drafts favouring National Stock Exchange of India Limited payable at Mumbai.

**Schedule IV**

|  |  |
| --- | --- |
|  | **Format for Electronic Upload - Corporate Actions** |
| **Fields** | **Format** | **Checks** |
| Symbol | X (10) | As allotted by the Exchange |
| Series | X (2) | As allotted by the Exchange eg. EQ, N1, N2, P1, P2, etc. |
| Book Closure / Record Date | X (1) | To indicate Book Closure (B) / Record Date (R) |
| BC Start Date | DD-MMM-YYYY |   |
| BC End Date | DD-MMM-YYYY |
| Record Date | DD-MMM-YYYY |
| Purpose | X (25) | The detailed purpose can be given by way of notes |
| Corporate Action Type | \* As given below | The different types of CA are given below. |
| Corporate Action Type | \* As given below | In case there are more than one type the 2nd row is used. |
| Dividend (%) | X (N) |   |
| Dividend Type | Interim / Final |
| Dividend for Financial Year From | DD-MMM-YYYY |
| Dividend for Financial Year To | DD-MMM-YYYY |
| Meetings (AGM) Date | DD-MMM-YYYY |
| Issue of Securities - Bonus | X (N) | X (N) Ratio of Bonus Issue, if the CA is for Bonus |
| Issue of Securities - Rights | EQ | If the Rights issue is of Equity shares, the information is required to be entered |
| Issue of Securities - Rights | X (N) | X(N) Ratio of Rights Issue, if the CA is for Rights |
| Issue of Securities - Rights | X (N) | Issue Price including premium |
| Interest (%) | X (N) |   |
| Interest From Date | DD-MMM-YYYY |
| Interest To Date | DD-MMM-YYYY |
| Merger / Hive Off | X (N) | X(N) Ratio of Merger / Amalgamation |
| Split / Sub Division | X (N) | X(N) Ratio of Split / Sub Division |
| \* Corporate Action | Bonus | Any of the following Corporation Action Types have to be selected |
|   | Composite Action |   |
| Consolidation |
| Calls on Securities |
| Conversion |
| Dividend |
| Interest |
| Merger / Hive Off |
| Meetings |
| Others |
| Preferential Offer |
| Reduction in Capital |
| Redemption |
| Rights |
| Split / Sub Division |

**Schedule V**

|  |  |
| --- | --- |
|  | **Format for Electronic Upload - Financial Results** |
| **Fields** | **Format** | **Checks** |
| Symbol | X (10) | As allotted by the Exchange |
| From Date | DD-MMM-YYYY |   |
| To Date | DD-MMM-YYYY |   |
| Result Type | X (1) | To indicate Audited, Unaudited or Project status |
| Period Type | X (2) | To indicate whether the results are AN(Annual), Q1(1st Qtr), Q2 (2nd Qtr), Q3 (3rd Qtr), Q4 (4th Qtr), OT (Others), H1 (1st Half), H2 (2nd Half) |
| Cumulative / Non Cumulative | X (1) (C or N) | To indicate whether the results are cumulative / non cumulative i.e. Q3 - N will be results for 3 months and not for 9 months |
| 1. | Net Sales / Income from Operations | Rs. in lakhs |   |
| 2. | Other Income | Rs. in lakhs |   |
| 3. | Total Expenditure | Rs. in lakhs |   |
|   | a) Increase / decrease in stock in trade | Rs. in lakhs |   |
|   | b) Consumption of raw materials | Rs. in lakhs |   |
|   | c) Staff cost | Rs. in lakhs |   |
|   | d) Other expenditure(Any other item exceeding 10% of the total expenditure to be shown separately) | Rs. in lakhs |   |
| 4. | Interest | Rs. in lakhs |   |
| 5. | Depreciation | Rs. in lakhs |   |
| 6. | Profit (+)/ Loss(-) before tax (1+2-3-4-5) | Rs. in lakhs |   |
| 7. | Provision for Taxation | Rs. in lakhs |   |
| 8. | Net Profit (+)/ Loss (-) (6-7) | Rs. in lakhs |   |
| 9. | Paid-up equity share capital | Rs. in lakhs |   |
| 10. | Reserves excluding revaluation reserves (as per balance sheet) of previous accounting year to be given in column (5) | Rs. in lakhs |   |
| 11. | Basic and diluted EPS for the period, for the year to date and for the previous year (not to be annualised) | In Rupees |   |

Note:

Please adhere to the above format as the same will be directly uploaded

Please provide the results on a quarterly basis (except the Annual) Eg. For the 3rd quarter give the results for the 3rd quarter only as against the entire 9 months.