

Neelam Bhardwaj
General Manager
Corporation Finance Department
Division of Issues and Listing
Phone: +91 2644 9350 Email: neelamb@sebi.gov.in

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The Managing Director / Executive Director / Administrator of All Stock Exchanges

Dear Sirs,

Sub.: Amendments to Equity Listing Agreement

1.0 It has been decided to amend certain clauses in the Equity Listing Agreement to enhance disclosures regarding shareholding of promoters and promoter group. Accordingly, this circular is issued in exercise of powers conferred by sub-section (1) of Section 11 of the Securities and Exchange Board of India Act, 1992, to protect the interest of investors in securities and to promote the development of, and to regulate the securities market. The details of amendment are as under:

1.1 Amendment to Clause 35

The format for reporting the shareholding pattern contains six parts. The first two parts viz. Part I(a) and I(b) contains disclosures of shareholding of promoter and promoters group. Part I(a) and I(b) of the format are required to be amended to include details of shares pledged by promoters and promoter group entities, as specified in the annexure.

1.2 Amendments to Clause 41

The format for submitting the quarterly financial result of the company, is required to be modified to include details of promoters and promoter group shareholding including the details of pledged shares, as specified in the annexure.

2.0 All the Stock Exchanges are advised to :

2.1 give effect to the above mentioned policy amendments and appropriately amend the relevant clauses of Equity Listing Agreement in line with the text of the amendments specified in annexure.

2.2 communicate to SEBI the status of implementation of the requirements of this circular in the next Monthly Development Report.

3.0 **Applicability**

3.1 The revision in the formats under clause 35 and 41 of Equity Listing Agreement as specified in the annexure shall come into force with immediate effect.

3.2 The reporting as per the revised formats under clause 35 and 41 shall start from the quarter ending March 31, 2009.

3.3 The report for quarter ending March 2009, June 2009, September 2009 and December 2009 under Clause 41, may not contain details of pledged shares for the corresponding quarter of the previous year.

4.0 This circular is available on SEBI website at www.sebi.gov.in under the categories "Legal Framework" and "Issues and Listing".

Yours faithfully,

Neelam Bhardwaj

Encl.: 1. Annexure A - Amendments to Clause 35 of Equity Listing Agreement.
2. Annexure B - Amendments to Clause 41 of Equity Listing Agreement.

Annexure A

(1) in Clause 35.

(a) for sub-clause (I)(a), the following sub-clause shall be substituted, namely:-

“(I)(a) Statement showing Shareholding Pattern

| |
|-----------------------------|
| Name of the Company: |
| Scrip Code: |
| Quarter ended: |

| Category code | Category of shareholder | Number of shareholders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares | | Shares pledged or otherwise encumbered | |
|---------------|--|------------------------|------------------------|--|--|----------------------------|--|--------------------------|
| | | | | | As a percentage of (A+B) ¹ | As a percentage of (A+B+C) | Number of shares | As a percentage |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX)= (VIII)/(IV)*100 |
| (A) | Promoter and Promoter Group² | | | | | | | |
| (1) | Indian | | | | | | | |
| (a) | Individuals/ Hindu Undivided Family | | | | | | | |
| (b) | Central Government/ State Government(s) | | | | | | | |
| (c) | Bodies Corporate | | | | | | | |
| (d) | Financial Institutions/ Banks | | | | | | | |
| (e) | Any Other (specify) | | | | | | | |
| | Sub-Total (A)(1) | | | | | | | |
| (2) | Foreign | | | | | | | |

¹ For determining public shareholding for the purpose of Clause 40A.

² For definitions of “Promoter” and “Promoter Group”, refer to Clause 40A.

| Category code | Category of shareholder | Number of shareholders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares | | Shares pledged or otherwise encumbered | |
|---------------|---|------------------------|------------------------|--|--|----------------------------|--|--------------------------|
| | | | | | As a percentage of (A+B) ¹ | As a percentage of (A+B+C) | Number of shares | As a percentage |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX)= (VIII)/(IV)*100 |
| (a) | Individuals (Non-Resident Individuals/ Foreign Individuals) | | | | | | | |
| (b) | Bodies Corporate | | | | | | | |
| (c) | Institutions | | | | | | | |
| (d) | Any Other (specify) | | | | | | | |
| | Sub-Total (A)(2) | | | | | | | |
| | Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | | | | | | | |
| (B) | Public shareholding³ | | | | | | N.A | NA |
| (1) | Institutions | | | | | | NA | NA |
| (a) | Mutual Funds/ UTI | | | | | | | |
| (b) | Financial Institutions/ Banks | | | | | | | |
| (c) | Central Government/ State Government(s) | | | | | | | |
| (d) | Venture Capital Funds | | | | | | | |
| (e) | Insurance Companies | | | | | | | |
| (f) | Foreign Institutional Investors | | | | | | | |
| (g) | Foreign Venture Capital Investors | | | | | | | |

³ For definitions of "Public Shareholding", refer to Clause 40A.

| Category code | Category of shareholder | Number of shareholders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares | | Shares pledged or otherwise encumbered | |
|---------------|---|------------------------|------------------------|--|--|----------------------------|--|--------------------------|
| | | | | | As a percentage of (A+B) ¹ | As a percentage of (A+B+C) | Number of shares | As a percentage |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX)= (VIII)/(IV)*100 |
| (h) | Any Other (specify) | | | | | | | |
| | Sub-Total (B)(1) | | | | | | | |
| (2) | Non-institutions | | | | | | NA | NA |
| (a) | Bodies Corporate | | | | | | | |
| (b) | Individuals - i. Individual shareholders holding nominal share capital up to Rs. 1 lakh. ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | | | | | | | |
| (c) | Any Other (specify) | | | | | | | |
| | Sub-Total (B)(2) | | | | | | | |
| | Total Public Shareholding (B)=(B)(1)+(B)(2) | | | | | | NA | NA |
| | TOTAL (A)+(B) | | | | | | | |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | NA | | NA | NA |

| Category code | Category of shareholder | Number of shareholders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares | | Shares pledged or otherwise encumbered | |
|---------------|-----------------------------------|------------------------|------------------------|--|--|----------------------------|--|--------------------------|
| | | | | | As a percentage of (A+B) ¹ | As a percentage of (A+B+C) | Number of shares | As a percentage |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX)= (VIII)/(IV)*100 |
| | GRAND TOTAL (A)+(B)+(C) | | | | NA | | | |

NA – Not applicable

(b) for sub-clause (I)(b), the following sub-clause shall be substituted, namely:-

“(I)(b) Statement showing shareholding of persons belonging to the category “Promoter and Promoter Group”

| Sr. No. | Name of the shareholder | Total shares held | | Shares pledged or otherwise encumbered | | |
|---------|-------------------------|-------------------|-----------------------------------|--|--------------------|--|
| | | Number | As a % of grand total (A)+(B)+(C) | Number | As a percentage | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) |
| (I) | (II) | (III) | (IV) | (V) | (VI)=(V)/(III)*100 | (VII) |
| 1. | | | | | | |
| 2. | | | | | | |
| | Total | | | | | |

Annexure B

(2) In clause 41, for Annexure I, the following Annexure shall be substituted, namely:-

“Format for submitting the quarterly financial results by companies other than banks

(Rs. In Lakhs)

| Particulars | 3 months ended (dd/mm/yyyy) | Corresponding 3 months ended in the previous year (dd/mm/yyyy) | Year to date figures for current period ended (dd/mm/yyyy) | Year to date figures for the previous year ended (dd/mm/yyyy) | Previous accounting year ended (dd/mm/yyyy) |
|---|-----------------------------|--|--|---|---|
| | Audited/ Unaudited* | Audited/ Unaudited* | Audited/ Unaudited* | Audited/ Unaudited* | Audited/ Unaudited* |
| 1. Net Sales/Income from Operations | | | | | |
| 2. Expenditure a. Increase/decrease in stock in trade and work in progress b. Consumption of raw materials c. Purchase of traded goods d. Employees cost e. Depreciation f. Other expenditure g. Total (Any item exceeding 10% of the total expenditure to be shown separately) | | | | | |
| 3. Profit from Operations before Interest & Exceptional Items (1-2) | | | | | |
| 4. Other Income | | | | | |
| 5. Profit before Interest & Exceptional Items (3+4) | | | | | |
| 6. Interest | | | | | |
| 7. Profit after Interest but before | | | | | |
| 8. Exceptional Items (5-6) | | | | | |
| 9. Profit (+)/ Loss (-) before tax (7+8) | | | | | |
| 10. Tax expense | | | | | |
| 11. Net Profit (+)/Loss(-) from Ordinary Activities after tax (7-8) | | | | | |
| 12. Extraordinary Item (net of tax expense Rs.....) | | | | | |
| 13. Net Profit (₹).Loss(-) for the period (9-10) | | | | | |

| | | | | | |
|--|--|--|--|--|--|
| 14. Paid-up equity share capital (Face Value of the Share shall be indicated) | | | | | |
| 15. Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year | | | | | |
| 16. Earnings Per Share (EPS) (a) Basic and diluted EPS before Extraordinary items for the period, for the year to date and for the previous year (not to be annualized) (b) Basic and diluted EPS after Extraordinary items for the period, for the year to date and for the previous year (not to be annualized) | | | | | |
| 17. Public shareholding - Number of shares - Percentage of shareholding | | | | | |
| 18. Promoters and promoter group Shareholding ** a) Pledged/Encumbered - Number of shares - Percentage of shares (as a % of the total shareholding of promoter and promoter group) - Percentage of shares (as a% of the total share capital of the company) b) Non-encumbered - Number of Shares - Percentage of shares (as a% of the total shareholding of promoter and promoter group) - Percentage of shares (as a % of the total share capital of the company) | | | | | |

*strike off whichever is not applicable

**for the quarter ended December 2008, March 2009, June 2009 and September 2009 only the figures for the relevant quarter needs to be disclosed.