



THE INSTITUTE OF
Company Secretaries of India

भारतीय कम्पनी सचिव संस्थान

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament

(Under the jurisdiction of Ministry of Corporate Affairs)



Azadi Ka
Amrit Mahotsav

Subjectwise Monthly Updates



Directorate of Academics

November 2022



Subjectwise Monthly Updates

(Executive & Professional)

◆ November 2022 ◆

Content

EXECUTIVE PROGRAMME

COMPANY LAW	1
TAX LAWS	4
SECURITIES LAWS AND CAPITAL MARKETS	7

PROFESSIONAL PROGRAMME

GOVERNANCE, RISK MANAGEMENT, COMPLIANCES AND ETHICS	20
BANKING – LAW & PRACTICE	23

Prepared

by

Directorate of Academics

© The Institute of Company Secretaries of India.

All rights reserved. No part of this monthly updates may be translated or copied in any form or by any means without the prior written permission of The Institute of Company Secretaries of India.

Disclaimer : Although due care and diligence have been taken in preparation and uploading this Subjectwise Monthly Updates, the Institute shall not be responsible for any loss or damage, resulting from any action taken on the basis of the contents of this Subjectwise Monthly Updates. Anyone wishing to act on the basis of the material contained herein should do so after cross checking with the original source.

Executive Programme

COMPANY LAW

Module 1, Paper 2

S.No.	Reference to Chapter No.	Amendments to Regulations/ Rules/ Act/ Circulars/ Notification	Brief particulars/ Link of the amendment
1.	Lesson 12 An overview of Corporate Reorganisation	<p>The Ministry of Corporate Affairs (MCA) vide its notification dated November 21, 2022 has notified “the Companies (Registered Valuers and Valuation) Amendment Rules, 2022” which has come into force on the date of its publication in the Official Gazette. The highlights of the amendment are mentioned below:</p> <p>(a) Rule 3(2)(c) is modified by clarifying that a partnership firm or company shall not be registered as a registered valuer unless all the partners or directors are eligible to be under Rule 3(1) to be registered as registered valuers.</p> <p>Further, a new clause (f) to Rule 3(2) is inserted specifying that, such partner or director shall not be a member of more than one registered valuers organisation at one point in time and the partnership entity or company already registered as valuers to comply with the provisions within six months of date of commencement of Amended Rules 2022.</p> <p>(b) Rule 7A has been inserted, which mandates that a registered valuer must inform the authority (i.e. IBBI-powers delegated under section 458 of the Companies, Act, 2013) as to any change in the personal details or modification in the composition of directors or partners or any such change in the partnership deed or Memorandum of Association which may affect the registration of registered valuer.</p>	https://www.mca.gov.in/bin/dms/getdocument?mids=jf9MSWpybbeJiak1ynOMQQ%253D%253D&type=open

		<p>(c) Rule 14A has been inserted, which specifies that the registered valuers organisation must intimate the authority (IBBI) as to any change in the composition of its governing board, appellate panel or committee after payment of requisite fee.</p> <p>(d) An explanation has been inserted into Clause 26(1)(b) of Annexure III, Part II of Serial Number IX (dealing with grounds for temporary surrender of membership), which clarifies that a member functioning as a whole-time director of a company registered as a valuer shall not be considered “employment” and hence not a ground for the temporary suspension.</p>	
2.	Lesson 16 Directors	<p>SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulation, 2022</p> <p>On November 14, 2022, the Securities & Exchange Board of India (SEBI) has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022 which brought changes in regulation 25(2A) pursuant to ease of resolution requirements for appointment or removal of Independent directors.</p> <p>According to the amendment, proviso to Sub-regulation 2A of Regulation 25 is inserted stating that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the</p>	<p>https://www.sebi.gov.in/legal/regulations/nov-2022/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-sixth-amendment-regulations-2022_65048.html</p>

		<p>appointment of such an independent director shall be deemed to have been made.</p> <p>Further, an independent director appointed under the first proviso shall be removed only if the votes cast in favour of the resolution proposing the removal exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution.</p> <p>This amendment rationalize the process of appointment of independent director even if the special resolution <i>per-se</i> fails.</p>	
3.	<p>Lesson 9 Transparency and Disclosures</p>	<p>SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulation, 2022</p> <p>On November 14, 2022, the Securities & Exchange Board of India (SEBI) has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022.</p> <p>According to the amendment in regulation 32, listed entities are mandated to submit a quarterly statement of deviation(s) or variation(s) to stock exchanges indicating if they have deviated or varied in using the proceeds from issue of the object stated for the issue, till the complete use of fund from proceed.</p> <p>Earlier to the amendment this statement had to be submitted for public, rights and preferential issues. With the amendment, SEBI had broadened the scope of disclosure and submission of such statement even in funds raised from Qualified Institutional Placements.</p>	<p>https://www.sebi.gov.in/legal/regulations/nov-2022/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-sixth-amendment-regulations-2022_65048.html</p>

TAX LAWS

Module 1, Paper 4

S.No.	Reference to Chapter No.	Amendments to Regulations/Rules/Act/Circular/Notification	Brief particulars/Link of the amendment
Direct Taxes (Part I)			
1.	Lesson 3 Income which do not form a part of Total Income	<p>CBDT notifies Public Investment Fund as sovereign wealth fund u/s 10(23FE) [Notification No. 125 Dated November 16, 2022]</p> <p>The Central Government specifies the sovereign wealth fund, namely, Public Investment Fund (PAN: AAAJP1787D), (hereinafter referred to as “the assessee”) as the specified person for the purposes of the sub-clause (vi) of clause (b) of Explanation 1 to clause (23FE) of section 10 of the Income-tax Act, 1961 in respect of the investment made by it in India on or after the date of publication of this notification in the Official Gazette but on or before the 31st day of March, 2024 (hereinafter referred to as “the said investments”) subject to the fulfillment of certain conditions.</p>	https://incometaxindia.gov.in/communications/notification/notification-125-2022.pdf
2.	Lesson 3 Income which do not form a part of Total Income	<p>CBDT notifies Under-17 Women’s World Cup, 2022 as international sporting event [Notification No. 126 Dated November 30, 2022]</p> <p>The Central Government notifies the following as the international sporting event, persons and specified income for the purposes of the clause 39 of Section 10 of the Income tax Act, 1961 namely:</p> <p>a) Federation Internationale de Football Association Under-17 Women’s World Cup, 2022 as the international sporting event;</p> <p>b) the Federation Internationale de</p>	https://incometaxindia.gov.in/communications/notification/notification-126-2022.pdf

		<p>Football Association, as the person;</p> <p>c) income arising from the receipts from National supporters namely; Hero Motocorp Ltd., the Department of Tourism, Government of Odisha, the National Thermal Power Corporation Limited and the Power Grid Corporation of India Limited - rupees twelve crores and fifty lakhs only (Rs. 12,50,00,000) as specified income arising to Federation Internationale de Football Association, from organising the Federation Internationale de Football Association, Under-17 Women's Football World Cup, 2022 in India.</p>	
3.	<p>Lesson 9</p> <p>Procedural Compliance</p>	<p>Draft common Income-tax Return-request for inputs from stakeholders and the general public [Circular Dated November 1, 2022]</p> <p>The Central Board of Direct Taxes (CBDT) has issued the draft common income-tax return request for inputs from stakeholders and the general public. Depending on the type of person and the nature of their income, taxpayers are currently required to file income tax returns on ITR-1 through ITR-7. The current ITRs are in the form of designated forms, and the taxpayer is required to go through all of the schedules, regardless of whether or not that particular schedule is applicable. This lengthens the time it takes to file ITRs, potentially causing avoidable problems for taxpayers.</p> <p>The new draft of ITR re-examines the return filing system in light of international best practices. It proposes to create a single ITR by combining all existing income tax returns except ITR-7. It proposes to create a single ITR by combining all existing income tax</p>	<p>https://incometaxindia.gov.in/communications/circular/common-itr.pdf</p>

		returns except ITR-7. This will give taxpayers an option to file the return either on the existing form (ITR-1 or ITR-4) or the proposed common ITR, at their convenience.	
--	--	--	--

SECURITIES LAWS AND CAPITAL MARKETS

Module 2, Paper 6

S. No.	Reference to Chapter No.	Amendments to Regulations/Rules/Act/Circular/ Notification	Brief Particulars/Link of the Amendment
1.	<p>Lesson 4</p> <p>An overview of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018</p>	<p>SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2022</p> <p>(Notification No. SEBI/LAD-NRO/ GN/ 2022/107 dated November 21, 2022)</p> <p>SEBI on November 21, 2022, has notified the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2022 which shall come into force on the date of their publication in the Official Gazette. Vide this Notification, the following has been amended-</p> <p>In regulation 25(1) the words “with the concerned regional office of the Board (SEBI) under the jurisdiction of which the registered office of the issuer company is located” shall be substituted with the words “with the Board (SEBI)” with reference to filing of draft offer document and offer document.</p> <p>New Chapter IIA “Initial public offer on the main board through the pre-filing of the draft offer document” has been inserted.</p>	<p>https://www.sebi.gov.in/legal/regulations/nv-2022/securities-and-exchange-board-of-india-issue-of-capital-and-disclosure-requirements-fourth-amendment-regulations-2022_65407.html</p>
2.	<p>Lesson 5</p> <p>An Overview of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	<p>SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022</p> <p>(Notification No. SEBI/LAD-NRO/ GN/ 2022/103 dated November 14, 2022)</p> <p>The SEBI on November 14, 2022, notified the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022 which shall come into force on the date of their publication in the</p>	<p>https://www.sebi.gov.in/legal/regulations/nv-2022/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-sixth-amendment-regulations-2022_65048.html</p>

		<p>Official Gazette. The following amendments have been made under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: -</p> <p>(1) In Regulation 25 pertaining to “Obligations with respect to Independent Directors”, in sub-regulation (2A), the following provisos have been inserted, namely, -</p> <p>“Provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A):</p> <p>Provided further that an independent director appointed under the first proviso shall be removed only if the votes cast in favour of the resolution proposing the removal exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution.”</p> <p>(2) In Regulation 32, in sub-regulation (6) and in sub-regulation (7), the words “public or rights issue” have been substituted with the words “public issue or rights issue or preferential issue or qualified institutions placement”.</p> <p>According to the amendment in Regulation 32, listed entities are mandated to submit a quarterly statement of deviation(s) or variation(s) to stock exchanges indicating if they have deviated or varied in using the proceeds from issue of the object stated for the issue, till the complete use of fund from proceed. Earlier to the amendment this</p>	
--	--	--	--

		statement had to be submitted for public, rights and preferential issues. With the amendment, SEBI had broadened the scope of disclosure and submission of such statement even in funds raised from Qualified Institutional Placements.	
3.	<p>Lesson 6</p> <p>An Overview of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</p>	<p>SEBI (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2022</p> <p>(Notification No. SEBI/LAD-NRO/GN/2022/98 dated November 09, 2022)</p> <p>SEBI on November 09, 2022, notified the SEBI (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2022 which shall come into force on the date of their publication in the Official Gazette. The following amendments have been made:</p> <p>In regulation 8 pertaining to Offer Price,</p> <p>a) in sub-regulation (2), after clause (d), the following provisos have been inserted, namely, -</p> <p>“Provided that the price determined as per clause (d) shall not apply in the case of disinvestment of a public sector undertaking by the Central Government or a State Government, as the case may be:</p> <p>Provided further that this proviso shall apply only in case of a change in control in the public sector undertaking.”</p> <p>b) in sub-regulation (3), in clause (e), after the words “frequently traded;” and before the word “and” the following provisos shall be inserted, namely, -</p> <p>“Provided that the price determined as per clause (e) shall not apply in the case of disinvestment of a public sector undertaking by the Central Government or a State Government, as the case may be:</p> <p>Provided further that this proviso shall apply only in case of a change in control in</p>	<p>https://egazette.nic.in/WriteReadData/2022/240148.pdf</p>

		<p>the public sector undertaking;”</p> <p>In regulation 22 pertaining to Completion of acquisition,</p> <p>a) in sub-regulation (2), after the word “cash” and before the words “of an amount” the words and symbol “or providing unconditional and irrevocable bank guarantee issued in favour of the manager to the open offer by any scheduled commercial bank, subject to the approval of the Reserve Bank of India,” shall be inserted.</p> <p>Brief Analysis:</p> <p>Vide this notifications, the SEBI dispensed with requirement of calculating 60 days’ volume-weighted average market price (“VWAMP”) for determination of open offer price in case of disinvestment of Public Sector Undertaking (PSU) Companies (“Target company”), wherein it results in its change in control, either by way of direct acquisition or indirect acquisition.</p>	
4.	<p>Lesson 11</p> <p>SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2022</p> <p>(Notification No. SEBI/LAD-NRO/GN/2022/108 dated 24th November, 2022)</p> <p>SEBI has notified the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2022 to further amend the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. They shall come into force on such date as the Board may by notification in the Official Gazette, appoint.</p> <p>The following has been amended namely: -</p> <p>Chapter II A has been inserted which states “Restrictions on Communication in Relation to and Trading by Insiders in the Units of Mutual Funds” and shall be applicable to the following namely-</p> <p>Applicability of the Chapter II A:</p>	<p>https://www.sebi.gov.in/legal/regulations/no-v-2022/securities-and-exchange-board-of-india-prohibition-of-insider-trading-amendment-regulations-2022_65437.html</p>

		<p>The provisions of this Chapter shall apply only in relation to the units of a mutual fund.</p> <p>All the provisions of Chapters IIIA and V shall also apply in relation to the units of a mutual fund.</p> <p>Communication or procurement of unpublished price sensitive information and maintenance of a structured digital data base:</p> <p>No insider shall communicate, provide, or allow access to any unpublished price sensitive information to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. [Regulation 5C(1)]</p> <p>No person shall procure from or cause the communication by any insider of unpublished price sensitive information, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. [Regulation 5C(2)]</p> <p>The board of directors of an asset management company with the approval of the Trustees shall make a policy for determination of “legitimate purposes”. [Regulation 5C(3)]</p> <p>Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this chapter and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations. [Regulation 5C(4)]</p> <p>The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive</p>	
--	--	---	--

		<p>information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. [Regulation 5C(6)]</p> <p>Trading when in possession of unpublished price sensitive information:</p> <p>No insider shall trade in the units of a scheme of a mutual fund, when in possession of unpublished price sensitive information, which may have a material impact on the net asset value of a scheme or may have a material impact on the interest of the unit holders of the scheme. [Regulation 5D (1)]</p> <p>Disclosures by certain persons:</p> <p>An asset management company shall, on such date as may be specified by the Board and on a quarterly basis thereafter, disclose the details of holdings in the units of its mutual fund schemes, on an aggregated basis, held by the Designated Persons of asset management company, trustees and their immediate relatives on the platform of Stock Exchanges or in any other manner as may be specified by the Board. [Regulation 5E (1)]</p> <p>Details of all the transactions in the units of its own mutual funds, above such thresholds as may be specified by the Board, executed by the Designated Persons of asset management company, trustees and their</p>	
--	--	--	--

		<p>immediate relatives shall be reported by the concerned person to the Compliance Officer of asset management company within two business days from the date of transaction. [Regulation 5E (2)]</p> <p>Code of Conduct:</p> <p>The board of directors of every asset management company shall ensure that the chief executive officer or managing director shall formulate a code of conduct with their approval to regulate, monitor and report dealings in mutual fund units by the Designated Persons and immediate relatives of the Designated Persons towards achieving compliance with these regulations and , adopting the minimum standards set out in Schedule B1 to these regulations, without diluting the provisions of these regulations in any manner. [Regulation 5F (1)]</p> <p>The board of directors or head(s) of the organisation, of every other person who is required to handle unpublished price sensitive information relating to a mutual fund scheme or its units in the course of business operations shall formulate a code of conduct to regulate, monitor and report trading by their Designated Persons and immediate relative of Designated Persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule C to these regulations, without diluting the provisions of these regulations in any manner. [Regulation 5F (2)]</p> <p>Designated Person:</p> <p>The board of directors of the asset management company and trustees shall in consultation with the compliance officer specify the Designated Persons to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function</p>	
--	--	--	--

		<p>would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:</p> <ul style="list-style-type: none"> i. Head of the asset management company (designated as Chief Executive Officer/Managing Director/President or by any other name), ii. Directors of the asset management company or the trustee company, iii. Chief Investment Officer, Chief Risk Officer, Chief Operation Officer, Chief Information Security Officer, Fund Managers, Dealers, Research Analysts, all employees in the Fund Operations Department, Compliance Officer and Heads of all divisions and/or departments or any other employee as designated by the asset management company and/or trustees. <p>Schedule B1 which states “Minimum Standards of Code of Conduct for Mutual Funds to regulate, monitor and report trading by the Designated Persons in the units of own mutual fund schemes” has been inserted after Schedule B.</p> <p>In Schedule C which states “Minimum Standards for Code of Conduct for Intermediaries and Fiduciaries to Regulate, Monitor and Reports Trading by Designated Persons”, Clause 11A has been inserted namely: -</p> <p>“In case of dealing in the units of mutual funds, the code of conduct shall specify that in case it is observed by the intermediary or fiduciary required to formulate a code of conduct under sub-regulation (2) of regulation 5F, that there has been a violation of these regulations, such intermediary or fiduciary shall promptly inform the same to the stock exchange(s) in such form and such manner as may be specified by the Board from time to time”.</p>	
--	--	--	--

<p>5.</p>	<p>Lesson – 12 Mutual Funds</p>	<p>SEBI (Mutual Funds) (Third Amendment) Regulations, 2022 (Notification No. SEBI/LAD-NRO/GN/2022/106 dated November 15, 2022)</p> <p>SEBI has notified the SEBI (Mutual Funds) (Fourth Amendment) Regulations, 2022 to further amend the SEBI (Mutual Funds) Regulations, 1996. They shall come into force on the sixtieth day from the date of publication of these regulations in the Official Gazette.</p> <p>In the SEBI (Mutual Funds) Regulations, 1996, Regulation 53 pertaining to “Despatch of warrants and proceeds”, the following has been substituted, namely:</p> <p>Transfer of dividend and redemption proceeds</p> <p>Every mutual fund and asset management company shall,</p> <p>(a) transfer to the unitholders the dividend payments within such period as may be specified by the Board from time to time;</p> <p>(b) transfer to the unitholders the redemption or repurchase proceeds within such period as may be specified by the Board from time to time;</p> <p>(c) in the event of failure to transfer the redemption or repurchase proceeds or dividend payments within the period specified in clauses (a) and (b), the asset management company shall be liable to pay interest to the unitholders at such rate as may be specified by the Board for the period of such delay;</p> <p>(d) notwithstanding payment of such interest to the unit-holders under clause (c), the asset management company may be liable for action for failure to transfer the redemption or repurchase proceeds or dividend payments within the stipulated time:</p>	<p>https://www.sebi.gov.in/legal/regulations/nov-2022/securities-and-exchange-board-of-india-mutual-funds-third-amendment-regulations-2022_65163.html</p>
-----------	-------------------------------------	---	--

		<p>Provided that physical despatch of redemption or repurchase proceeds or dividend payments shall be carried out only in exceptional circumstances and asset management companies shall be required to maintain records along with reasons for all such physical despatches.</p>	
6.	<p>Lesson 14 Resolution of Complaints and Guidance</p>	<p>Master Circular on the redressal of investor grievances through the SEBI Complaints Redress System (SCORES) platform (Circular No. SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 07, 2022)</p> <p>SEBI launched a centralized web based complaints redress system 'SCORES' in June 2011. The purpose of SCORES is to provide an administrative platform for aggrieved investors, whose grievances, pertaining to the securities market, remain unresolved by the concerned listed company, registered intermediary or recognized market infrastructure institutions (MIIs). SEBI had been receiving inputs from listed companies, registered intermediaries and recognised MIIs that such investor grievances may be resolved faster if these grievances are taken up directly with the entity concerned at the first instance. Accordingly, it is now mandatory for investors to first take up their grievances for redressal with the entity concerned, through their designated persons/officials who handle issues relating to compliance and redressal of investor grievances. In case, the entity concerned fails to redress the complaint within the timeline provided herein, the investor may then file their complaint in SCORES.</p> <p>The investors may contact the Investor Associations (IAs) recognized by SEBI for any assistance in filing complaints on SCORES.</p>	<p>https://www.sebi.gov.in/legal/master-circulars/nov-2022/master-circular-on-the-redressal-of-investor-grievances-through-the-sebi-complaints-redress-system-scores-platform_64742.html</p>

		<p>Direct Complaint</p> <p>The complainant may use SCORES to submit the complaint or grievance directly to the listed companies / intermediaries / MIIs for resolution. Such a complaint is called a “Direct Complaint” and shall be redressed by the entity within 30 days without any intervention of SEBI, failing which the complaint shall be registered on SCORES. Thereafter, SEBI shall take it up with the entity concerned.</p> <p>Timeline for lodging complaint on SCORES</p> <p>In order to enhance ease, speed and accuracy in the redressal of grievance, the complaint shall be lodged on SCORES within 1 year from the date of cause of action, where</p> <ol style="list-style-type: none"> i. the complainant has approached the listed company or registered intermediary / MII, as the case may be, for redressal of the complaint and, ii. The concerned listed company or registered intermediary/ MII has rejected the complaint or, iii. The complainant has not received any communication from the concerned listed company or the registered intermediary / MII or, iv. The complainant is not satisfied with the reply received or the redressal action taken by the concerned listed company or an intermediary / MII. <p>SEBI reserves its right to reject a complaint lodged on SCORES, if the date of cause of action is more than one-year-old and/or the complainant has not taken up the complaint with the concerned entity prior to the said date.</p> <p>One-time ‘Review’ option</p> <p>To enhance investor satisfaction on</p>	
--	--	--	--

		<p>complaint redressal, a one-time 'Review' option is also available under SCORES wherein a complainant, if not satisfied with the extent of redressal of grievance by the concerned listed company/ intermediary/ MII, opts for review of the extent of the redressal, within 15 days from the date of closure of the complaint on SCORES. Thereafter, the complaint shall be escalated to the supervising official of the dealing officer of SEBI.</p> <p>Types of complaints shall not be dealt through SCORES</p> <p>The following types of complaints shall not be dealt through SCORES:</p> <ul style="list-style-type: none"> • Complaints against companies which are unlisted/delisted and companies on Dissemination Board of Stock Exchanges (except complaints on valuation of securities). • Complaints relating to cases pending in a court or subject matter of quasi-judicial proceedings, etc. • Complaints falling under the purview of other regulatory bodies such as Reserve Bank of India, (RBI), Insurance Regulatory and Development Authority of India (IRDAI), Pension Fund Regulatory and Development Authority of India (PFRDAI), Competition Commission of India (CCI), or complaints falling under the purview of other ministries. iv. Complaints against a company under resolution under the relevant provisions of the Insolvency and Bankruptcy Code, 2016 (IBC). • Complaints against the companies where the name of company is struck off from Register of Companies (RoC) or a vanishing company as published by MCA. • Liquidated Companies or companies under liquidation. 	
--	--	---	--

		<p>SCORES Authentication for intermediaries and MIIs</p> <p>The procedure for generation of SCORES user id and password is fully automated for all new SEBI registered intermediaries and MIIs who got registered/ recognised with / by SEBI after August 02, 2019. SCORES user id and password details shall be sent through auto-generated e-mails, upon completion of process of online grant of registration by SEBI. Stock Brokers and Depository Participants are not required to obtain SCORES authentication since complaints against these intermediaries shall continue to be routed through the platforms of the concerned Stock Exchange/ Depository.</p> <p>SCORES Authentication for companies intending to list their securities on SEBI recognized stock exchanges</p> <p>An online mechanism for obtaining SCORES credentials for all “companies intending to list their securities on SEBI recognized stock exchanges” was introduced on October 14, 2021. The online form can be accessed on the SCORES website www.scores.gov.in. This has been done as part of SEBI’s green initiative and to streamline the redressal of investor grievances against companies before listing. The SCORES credentials shall be sent to the e-mail id of the Compliance Officer/Dealing Officer as provided in the online form.</p> <p>Complaints against listed companies can be processed by companies in-house or through its Registrar to Issue and Share Transfer Agent (RTI/STA). In case the complaints are processed by the RTI/STA on behalf of the listed company, any failure on the part of the RTI/STA to redress the complaints or failure to update Action Taken Report (ATR) in SCORES, will be treated as failure of the listed company to furnish information to SEBI and non redressal of investor complaints by the listed company.</p>	
--	--	---	--

Professional Programme

GOVERNANCE, RISK MANAGEMENT, COMPLIANCES AND ETHICS

Module 1, Paper 1

S.No.	Reference to Chapter No.	Amendments to Regulations/ Rules/ Act/ Circulars/ Notification	Brief particulars/ Link of the amendment
1	Lesson 2 Legislative Framework of Corporate Governance in India	<p>Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022</p> <p>On 14th November 2022, the Securities and Exchange Board of India came out with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022 in a move towards amending the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Through this amendment, regulation 25(A) which deals with obligations with reference to independent directors has been notified as under:</p> <p>The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.</p> <p>“Provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under</p>	https://www.sebi.gov.in/legal/regulations/nov-2022/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-sixth-amendment-regulations-2022_65048.html

		<p>sub-regulation (2A):</p> <p>Provided further that an independent director appointed under the first proviso shall be removed only if the votes cast in favour of the resolution proposing the removal surpass the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution.”</p> <p>Further, through the mentioned amendment under regulation 52(4), it has been notified that the listed entity, while submitting quarterly and annual financial results, shall disclose the following line items along with the financial results:</p> <ul style="list-style-type: none"> • debt-equity ratio; • debt service coverage ratio; • interest service coverage ratio; • outstanding redeemable preference shares (quantity and value); • capital redemption reserve/ debenture redemption reserve; • net worth; • net profit after tax; • earnings per share: • current ratio; • long term debt to working capital; • bad debts to Account receivable ratio; • current liability ratio, etc. 	
2.	<p>Lesson 6</p> <p>Corporate Policies and Disclosures</p>	<p>Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2022</p> <p>On 24th November, 2022, the Securities and Exchange Board of India came out with the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2022 to</p>	<p>https://www.sebi.gov.in/legal/regulations/nov-2022/securities-and-exchange-board-of-india-prohibition-of-insider-trading-amendment-regulations-2022_65437.html</p>

		<p>further amend the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, namely :-</p> <p>I. in regulation 2,</p> <p>i. in sub-regulation (1),</p> <p>a. in clause (i), the words “except units of a mutual fund” shall be omitted.</p> <p>b. in clause (l), after the word and symbol “subscribing,” and before the word “buying” the words and symbol “redeeming, switching,” shall be inserted and after the word and symbol “subscribe,” and before the word “buy”, the words and symbol “redeem, switch,” shall be inserted.</p> <p>II. in regulation 7A, in clause (d),</p> <p>i. in sub-clause (iv), the word “and” shall be omitted.</p> <p>ii. After sub-clause (iv) and before sub-clause (v), the following sub-clause shall be inserted, namely,-</p> <p>“iv(a) regulations 5A to 5G of these regulations; and”</p> <p>III. after Chapter II and before Chapter III, the following Chapter shall be inserted, namely,-</p> <p>“Chapter-IIA : Restrictions on Communication in relation to trading by Insiders in the Units of Mutual Funds.</p>	
--	--	--	--

BANKING - LAW & PRACTICE

Elective Paper - Module 3, Paper 9.1

S. No.	Reference to Chapter No.	Amendments to Regulations/ Rules/ Act/ Circulars/ Notification	Brief particulars/ Link of the Amendment
1	Lesson 6 IT in Banking	<p>Eligibility Criteria for offering Internet Banking Facility by Regional Rural Banks, 2022 (Notification no. RBI/2022-23/135 DoR.AUT.REC.81/24.01.001 /2022-23 dated November 01, 2022)</p> <p>Keeping in view the need to promote the spread of digital banking for customers in rural areas, the eligibility criteria applicable to Regional Rural Banks (RRBs) for offering Internet Banking with transactional facility to their customers have been revised. For extending internet banking services with transactional facility, RRBs fulfilling the specified criteria and other conditions prescribed. The circular comes into force from November 01, 2022.</p>	https://www.rbi.org.in/Scripts/NotificationUser.aspx?Id=12407&Mode=0#AN
2	Lesson 4 Regulation of Banking Business	<p>Inclusion of Goods and Service Tax Network (GSTN) as a Financial Information Provider under Account Aggregator Framework (Notification no. RBI/2022-23/140 Do R.FIN. REC. 82 / 03.10.123 / 2022-23 dated November 23, 2022)</p> <p>With a view to facilitate cash flow-based lending to MSMEs, it has been decided to include Goods and Services Tax Network (GSTN) as a Financial Information Provider (FIP) under the Account Aggregator (AA) framework. Department of Revenue shall be the regulator of GSTN for this specific purpose and Goods and Services Tax (GST) Returns, viz. Form GSTR-1 and Form GSTR-3B, shall be the Financial Information. Accordingly, the select instructions contained in the Master Direction - Non-Banking Financial</p>	https://www.rbi.org.in/Scripts/NotificationUser.aspx?Id=12412&Mode=0

		Company - Account Aggregator (Reserve Bank) Directions, 2016 referred to above have been amended.	
3	Lesson 20 Risk Management in Banks and Basel Accords	<p>Basel III Framework on Liquidity Standards - Standing Deposit Facility (Notification no. RBI/2022-23/141 DOR.LRG.REC.83/03.10.001/2022-23 dated November 23, 2022)</p> <p>The Reserve Bank of India has received queries from banks seeking clarification on the treatment of SDF under Liquidity Risk Management Framework. Accordingly, it is advised that the overnight balances held by banks with RBI under Standing Deposit Facility (SDF) shall be eligible as 'Level 1 High Quality Liquid Assets (HQLA)' for computation of LCR.</p>	https://www.rbi.org.in/Scripts/NotificationUser.aspx?Id=12413&Mode=0
4	Lesson 6 IT in Banking	<p>Operationalisation of Central Bank Digital Currency - Retail (e₹-R) Pilot (Press Release : 2022-2023/1275 dated November 29, 2022)</p> <p>The Reserve Bank announces the launch of the first pilot for retail digital Rupee (e₹-R) on December 01, 2022. The e₹-R would be in the form of a digital token that represents legal tender. It would be issued in the same denominations that paper currency and coins are currently issued. The e₹-R would offer features of physical cash like trust, safety and settlement finality. Eight banks have been identified for phase-wise participation in this pilot. The first phase will begin with four banks, viz., State Bank of India, ICICI Bank, Yes Bank and IDFC First Bank in four cities across the country. Four more banks, viz., Bank of Baroda, Union Bank of India, HDFC Bank and Kotak Mahindra Bank will join this pilot subsequently. The pilot would initially cover four cities, viz., Mumbai, New Delhi, Bengaluru and Bhubaneswar and later extend to Ahmedabad, Gangtok, Guwahati, Hyderabad, Indore, Kochi, Lucknow, Patna and Shimla.</p>	https://www.rbi.org.in/Scripts/BS_PressReleaseDisplay.aspx?prid=54773

Motto

सत्यं वद। धर्मं चर।

इष्टार्थे त्थे त्थुते. श्रुतेषु त्थे त्थुते।

Vision

"To be a global leader in promoting good corporate governance"

Mission

"To develop high calibre professionals facilitating good corporate governance"



**THE INSTITUTE OF
Company Secretaries of India**

भारतीय कम्पनी सचिव संस्थान

IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament
(Under the jurisdiction of Ministry of Corporate Affairs)

Headquarters

ICSI House, 22, Institutional Area, Lodi Road, New Delhi 110 003
tel 011- 4534 1000 fax +91-11-2462 6727 email info@icsi.edu