



**THE INSTITUTE OF
Company Secretaries of India**

भारतीय कम्पनी सचिव संस्थान

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for

December, 2021 Examination

**Corporate Funding and Listings in
Stock Exchange**

MODULE -3, PAPER-7

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Students appearing in Examination shall note the following:

Students are also required to update themselves with all the relevant Notifications, Circulars, Clarifications, etc. issued by the SEBI, RBI & Central Government on or before six months prior to the date of the examination.

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Lesson 1: Indian Equity – Public Funding

(1) **Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2021 (January 08, 2021)**

SEBI vide its notification amends the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, which shall come into force on the date of their publication in the Official Gazette i.e. 08-01-2021.

The following amendments shall be made:

SEBI substituted the existing clause (b) of regulation 112 of the ICDR Regulations, wherein it removed the criterion of dividend paying capacity as a determining factor for Minimum Promoters' Contribution (MPC) and the subsequent lock-in requirements. It further inserted the additional compliance of SEBI (LODR) Regulations, 2015 and that the issuer should have redressed at least 95% of the complaints received from the investors.

However, if the issuer has not complied with the provisions of SEBI (LODR) Regulations, 2015, relating to composition of board of directors, for any quarter during the last three years immediately preceding the date of filing of draft offer document/offer document, but is compliant with such provisions at the time of filing of draft offer document/offer document, and adequate disclosures are made in the offer document about such non-compliances during the three years immediately preceding the date of filing the draft offer document/offer document, it shall be deemed as compliance with the condition.

The SEBI further laid the condition that where the promoters propose to subscribe to the specified securities offered to the extent greater than higher of the two options available in clause (a) of sub-regulation (1) of regulation 113, the subscription in excess of such percentage shall be made at a price determined in terms of the provisions of regulation 164 or the issue price, whichever is higher.

Omitted Proviso

The existing proviso after Regulation 115 (c) which specifies that the excess promoters' contribution as provided in the proviso to clause (b) of regulation 112 shall not be subject to lock-in, has been omitted.

Inserted Proviso

The SEBI notified the new proviso in the Regulation 167 (4), which specifies that lock-in period shall not be applicable to the specified securities to the extent to achieve 10% public shareholding.

For details: https://www.sebi.gov.in/legal/regulations/jan-2021/securities-and-exchange-board-of-india-issue-of-capital-and-disclosure-requirements-amendment-regulations-2021_48704.html

(2) **Streamlining the process of IPOs with UPI in ASBA and redressal of investor grievances (SEBI Circular No. SEBI/HO/CFD/ DIL2/CIR/P/2021/2480/1/M dated March 16, 2021)**

The SEBI proposed to streamline the Initial Public Offering (IPO) process with unified payment interface (UPI) in Application Supported by Blocked Amount (ASBA) and redressal of investor grievances.

The circular was issued addressing all the Registered Merchant Bankers, Recognized Stock Exchanges, Registered Registrars to an Issue, and Share Transfer Agents Self- Certified Syndicate Banks.

Streamlining the IPO Process

- Lead Managers shall ensure the adherence of timelines, processes, and compensation policy by intermediaries.
- In order to ensure timely response with regard to IPO process, SCSBs shall identify the nodal officer for IPO applications processed through UPI as a payment mechanism and submit the details to SEBI within 7 working days from the issuance of this circular.
- For ease of doing business, Sponsor Banks shall host a web portal for intermediaries (closed user group) from the date of IPO opening till the date of listing with details of statistics of mandate blocks/unblocks, performance of Apps and UPI Handles, downtime/network latency (if any) across intermediaries and any such processes having an impact/bearing on the IPO bidding process.

Reinitiations of UPI Bids

To avoid duplication, the facility of reinitiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the concerned Stock Exchange, after bid closure time.

Further, the circular has provided the provisions regarding:

- a. Unblocking of UPI Mandates
- b. Cancelled/Withdrawn/Deleted applications

The new rule would come into force for IPOs opening on or after May 01, 2021.

For details: https://www.sebi.gov.in/legal/circulars/mar-2021/streamlining-the-process-of-ipos-with-upi-in-asba-and-redressal-of-investors-grievances_49522.html

(3) Reduction in unblocking/refund of application money (SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021)

SEBI has reduced the timelines for refund of investors' money to 4 working days in case of non-receipt of minimum subscription and the issuer failing to obtain listing or trading permission from the stock exchanges. The timelines have been reduced after taking into consideration that Application Supported by Blocked Amount (ASBA) has been mandated for all applicants in public issues, the application money is not transferred but only blocked in the account of the investor and is debited only upon allotment and unblocked if there is no/part allotment. Further, post introduction of UPI mechanism in public issues, intermediaries are responsible to compensate the investors for any delay in unblocking of amounts in the ASBA Accounts exceeding four working days from the bid/issue closing date.

At present, in case of non-receipt of minimum subscription, the issuer is mandated to refund all the application money within 15 days from the closure of the issue. If the issuer fails to obtain listing or trading permission from the stock exchanges where the securities were to be

listed, it shall refund the entire money received within 7 days of receipt of intimation from the exchanges rejecting the application. These timelines have now been reduced to four days.

For details: https://www.sebi.gov.in/legal/circulars/mar-2021/reduction-in-unblocking-refund-of-application-money_49722.html

(4) SEBI (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2021 (May 5, 2021)

SEBI vide its Gazette notification dated May 5, 2021, amended the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, which shall come into force on the date of their publication in the Official Gazette.

The brief of the SEBI (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2021 is given hereunder as: -

I. General

- ‘Institutional Trading Platform’ rechristened as ‘Innovators Growth platform(IGP)
- ‘Accredited Investors’ rechristened as ‘Innovators Growth Platform Investors’

II. Listing of Securities on IGP [Reg. 282 (4)]

- Issuer issued SR equity shares to its promoters/founders are allowed to make an IPO of only ordinary shares for listing on the IGP
- Subject to compliance with Chapter X and provisions for SR equity shares in accordance with Reg. 6 (3) of ICDR regulations

III. Allocation of the issue size [Reg. 287(4)]

- Issuers can allocate 60% of the issue size on a discretionary basis, to eligible investors under Reg. 283(1) prior to the issue opening.
- At price not lower than offer price to other applicants
- Minimum application value of Rs.50 lakhs

IV. Lock in for SR equity shares [reg.288(5)]

- SR equity shares shall be locked- in:
 - Till conversion into equity shares with voting rights similar to that of ordinary shares, or
 - For a period of 6 months from the date of allotment, whichever is later

V. Exit from Innovators Growth Platform (reg. 290A)

- Issuer whose specified securities are traded on the IGP pursuant to an IPO may exit from IGP subject to the following conditions if-
 - Approved by the BODs and shareholders (SR passed through postal ballot or e- voting by the majority of public shareholders)
 - Delisting price-based on a floor price determined in terms of reg. 8 of SAST regulations and additional delisting premium justified by acquirer/promoter,
 - The post offer acquirer/promoter together with the shares tendered reaches 75% of the total issued shares of that class
 - At least 50% shares of the public shareholders are tendered and accepted;
 - Stock Exchanges where shares are listed approves of such an exit
- Exit shall be pursuant to the SEBI (Delisting of Equity shares) Regulation, 2009.
- Following provisions of the SEBI (Delisting of Equity Shares) Regulation, 2009 shall not apply:
 - Reg 8(1)(a) & (b) relating to conditions and procedure for delisting

- where exit opportunity is required;
- Reg 15 relating to offer price, and
 - Reg 17 relating to minimum number of equity shares to be acquired.

VI. Migration to main board [292(3)]

- An entity applying to migrate to the main board and
- Not satisfying the condition laid down in reg.292(2)
- Must have 50% of its capital held by Qualified Institutional Buyers (Earlier requirement- 75%)
- As on date of application for migration under the regular category

For details: https://www.sebi.gov.in/legal/regulations/may-2021/securities-and-exchange-board-of-india-issue-of-capital-and-disclosure-requirements-second-amendment-regulations-2021_50078.html

Lesson 4

Indian Equity – Private Funding

(1) **Securities and Exchange Board of India (Alternative Investment Funds) (Amendment) Regulations, 2021 (January 08, 2021)**

SEBI vide its notification amends the provisions of SEBI (Alternative Investment Funds) Regulations, 2012, which shall come into force on the date of their publication in the Official Gazette i.e. 08-01-2021.

SEBI has amended regulation 20 (6) which states the general obligations where the Manager shall be responsible for investment decisions of the Alternative Investment Fund.

The amendment has provided the exemption from applicability of clause (i) and (ii) of the first proviso to Regulation 20(6) which specify that clauses (i) and (ii) shall not apply to an Alternative Investment Fund in which each investor other than the Manager, Sponsor, employees or directors of the Alternative Investment Fund or employees or directors of the Manager, has committed to invest not less than seventy crore rupees (or an equivalent amount in currency other than Indian rupee) and has furnished a waiver to the Alternative Investment Fund in respect of compliance with the said clauses, in the manner specified by the Board.

For details: https://www.sebi.gov.in/legal/circulars/jan-2021/circular-on-amendment-to-regulation-20-6-of-sebi-aif-regulations-2012_48710.html

(2) **Regulatory reporting by AIFs**

(SEBI Circular No. SEBI/HO/IMD/IMD- I/DOF6/CIR/2021/549 dated April 07, 2021)

In terms of AIF Regulations and Circular No. CIR/IMD/DF/10/2013 dated July 29, 2013, AIFs are required to submit periodical reports to SEBI relating to their activity. AIFs are funds established or incorporated in India for the purpose of pooling in capital from Indian and foreign investors.

To provide ease of compliance, SEBI has decided to review and rationalize the existing regulatory reporting requirements. Accordingly, based on consultation with various stakeholders and recommendation of the Alternative Investment Policy Advisory Committee, the SEBI has decided that-

- for quarter ending December 31, 2021 onwards, all AIFs shall submit reports on their activity as an AIF to SEBI on a quarterly basis within 10 calendar days from the end of each quarter in the revised formats as specified in circular annexed to it. Further, Category III shall also submit reports on leverage undertaken, on quarterly basis in the revised formats as specified in circular annexed to it.
- Further, any changes in terms of private placement memorandum and in the documents of the fund/ scheme should be intimated to investors and SEBI on a consolidated basis, within 1 month from the end of a financial year. Such intimation shall specifically mention the changes carried-out in the private placement memorandum and the documents of the fund/ scheme, along with the relevant pages of revised sections/ clauses. The provisions would be effective immediately.

For details: https://www.sebi.gov.in/legal/circulars/apr-2021/circular-on-regulatory-reporting-by-aifs_49788.html

(3) **SEBI (Alternative Investment Funds) (Second Amendment) Regulations, 2021 (May 5, 2021)**

SEBI vide its Gazette notification dated May 5, 2021, amended the provisions of SEBI (Alternative Investment Funds) Regulations, 2012, which shall come into force on the date of their publication in the Official Gazette.

The following amendments have been made:

- The following new definitions introduced-

“**Startup**” means a private limited company or a limited liability partnership which fulfills the criteria for startup as specified by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, vide notification no. G.S.R. 127(E) dated February 19, 2019 or such other policy of the Central Government issued in this regard from time to time.

“**Venture Capital Undertaking**” means a domestic company which is not listed on a recognised stock exchange at the time of making investments.

- **Regulation 15 (1) (c), which specifies the investments done by Category I and II of AIF, has been substituted, namely:**

“Category I and II of Alternative Investment Funds shall invest not more than twenty five per cent of the investable funds in an Investee Company directly or through investment in the units of other Alternative Investment Funds.”

- **Regulation 15 (1) (d), which specifies the investments done by the Category III of AIF, has been substituted, namely:**

“Category III of Alternative Investment Funds shall invest not more than ten per cent of the investable funds in an Investee Company directly or through investment in units of other Alternative Investment Funds.”

- **Regulation 15 (1) (da), which specifies the investment in other units of AIF, has been inserted, namely:**

“Alternative Investment Funds which are authorised under the fund documents to invest in units of Alternative Investment Funds shall not offer their units for subscription to other Alternative Investment Funds.”

- **Regulation 15 (1) (e), which specifies the approval of authorities for investment, has been substituted, namely:**

“Alternative Investment Fund shall not invest except with the approval of seventy five percent of investors by value of their investment in the Alternative Investment Fund in –

(a) associates; or

(b) units of Alternative Investment Funds managed or sponsored by its Manager, Sponsor or associates of its Manager or Sponsor”

- **Regulation 16 (1) (a), which specifies the investment scope of the category I, has been substituted, namely:**

“Category I Alternative Investment Fund shall invest in investee companies, venture capital undertakings, specialpurpose vehicles, limited liability partnerships or in units of other Category I Alternative Investment Funds of the same sub category”

- **Regulation 17(a), which specifies the investment conditions for category II, has been substituted, namely:**

“Category II Alternative Investment Funds shall invest in investee companies or in the units of Category I or other Category II Alternative Investment Funds as may be disclosed in the placement memorandum.

Explanation. – Category II Alternative Investment Fund shall invest primarily in unlisted companies directly or through investment in units of other Alternative Investment Funds.

- **Regulation 18(a), which specifies the investment conditions for category III, has been substituted, namely:**

“Category III Alternative Investment Funds may invest in securities of listed or unlisted investee companies, derivatives, units of other Alternative Investment Funds or complex or structured products.”

- **Regulation 18 (aa), which specifies the investment conditions for category III, has been inserted, namely:**

“Category III Alternative Investment Funds may deal in goods received in delivery against physical settlement of commodity derivatives.”

Substituted with ‘General Obligations given under Chapter IV of SEBI (Alternative Investment Funds) Regulations, 2012’

- **Fourth schedule has been inserted, which specifies the code of conduct for AIF.**

For details: <https://www.sebi.gov.in/legal/regulations/may-2021/securities-and-exchange-board-of-india-alternative-investment-funds-second-amendment-regulations-2021-50089.html>

(4) Enhancement of overall limit for overseas investment by Alternative Investment Funds (AIFs)/Venture Capital Funds (VCFs)

(Circular No. SEBI/HO/IMD/DF6/CIR/P/2021/565 dated May 21, 2021)

In consultation with the Reserve Bank of India, the SEBI has revised the overseas investment limit for Alternative Investment Funds (AIFs) and Venture Capital Funds (VCFs) from USD 750 million to USD 1,500 million. Further, all other regulations governing such overseas investment by eligible AIFs/VCFs shall remain unchanged.

For details: <https://www.sebi.gov.in/legal/circulars/may-2021/enhancement-of-overall-limit-for-overseas-investment-by-alternative-investment-funds-aifs-venture-capital-funds-vcfs-50219.html>

(5) Review of norms regarding investment in debt instruments with special features, and the valuation of perpetual bonds.

(SEBI Circular No. SEBI/HO/IMD/DF4/CIR/P/2021/032 dated March 10, 2021)

SEBI norms:

- Reviews investment norms of instruments with special features such as AT1 bonds and

Tier 2 bonds.

- Maturity of all perpetual bonds shall be treated as 100 yrs from the issuance date for the purpose of valuation.
- Close-ended debt schemes shall not invest in perpetual bonds.
- MF under all schemes to own up to 10% of such instruments issued by a single issuer.
- An MF scheme can invest up to 10% of its NAV of debt portfolio of the scheme in such instruments and MF can invest up to 5% of its NAV of the debt portfolio of the scheme by a single issuer.
- The above investment limit for an MF scheme shall be within the overall limit for debt instruments issued by a single issuer.
- Investments in excess of the limits may be grandfathered. Such an MF scheme may not make any fresh investments until investments come within specified limits.
- This circular shall come into effect from April 01, 2021.

For details: https://www.sebi.gov.in/legal/circulars/mar-2021/review-of-norms-regarding-investment-in-debt-instruments-with-special-features-and-the-valuation-of-perpetual-bonds_49463.html

(6) Clarification on the valuation of bonds issued under Basel III framework.

(SEBI Circular No. SEBI/HO/IMD/DF4/ CIR/P/2021/034 dated March 22, 2021)

SEBI, vide its circular no. SEBI/HO/IMD/DF4/CIR/P/2021/032 dated March 10, 2021, had inter alia stated that the maturity of all perpetual bonds shall be treated as 100 years from the date of issuance of the bond for the purpose of valuation.

Based on the representation of the Mutual Fund Industry to consider a glide path for implementation of the policy and request of other stakeholders, SEBI has decided that the deemed residual maturity for the purpose of valuation of existing as well as new bonds issued under Basel III framework shall be as below:

Time Period	Deemed Residual Maturity of Basel III AT-1 (Years)	Deemed Residual Maturity of Basel III Tier 2 Bonds (Years)
Till March 31, 2022	10	10 years or Contractual Maturity whichever is earlier
April 01, 2022 – September 30, 2022	20	Contractual Maturity
October 01, 2022 – March 31, 2023	30	Contractual Maturity
April 01, 2023 Onwards	100	Contractual Maturity

For details: https://www.sebi.gov.in/legal/circulars/mar-2021/clarification-on-the-valuation-of-bonds-issued-under-basel-iii-framework_49604.html

Lesson 13

Listing-Indian Stock Exchanges

(1) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2021 (January 08, 2021)

SEBI vide its notification amends the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which shall come into force on the date of their publication in the Official Gazette i.e. 08-01-2021.

In Schedule III, under Part A, in clause 16, the amendment has added to the events, upon the occurrence of which a listed entity shall make the disclosure to the stock exchange in relation to the Corporate Insolvency Resolution Process (CIRP) of a listed Corporate Debtor under the Insolvency Code.

For details: https://www.sebi.gov.in/legal/regulations/jan-2021/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-amendment-regulations-2021_48709.html

(2) Code of Conduct & Institutional mechanism for prevention of Fraud or Market Abuse (SEBI Circular No. SEBI/HO/MRD/DCAP/CIR/P/2021/23 dated March 03, 2021)

Pursuant to the report of the Committee on Fair Market Conduct ('Committee'), set up inter-alia to recommend appropriate Institutional Mechanism to ensure accountability of the management / designated persons in case of negligence / failure, necessary changes have been carried out in SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations').

Based on the above, SEBI vide this circular provided that the Code of Conduct and Institutional Mechanism for prevention of fraud or market abuse shall be applicable to Stock Exchanges, Clearing Corporations and Depositories ('MIIs') also, on the lines of Regulation 9(1) to 9(4) of PIT Regulations.

For details: https://www.sebi.gov.in/legal/circulars/mar-2021/code-of-conduct-and-institutional-mechanism-for-prevention-of-fraud-or-market-abuse_49374.html

(3) SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 (May 5, 2021)

SEBI vide its Gazette notification dated May 5, 2021, amended the provisions of SEBI (LODR) Regulations, 2015, which shall come into force on the date of their publication in the Official Gazette.

The brief of the SEBI (LODR) (Second Amendment) Regulations, 2021 is given hereunder as:-

Regulation No.	New Provision
7(3) - Compliance Certificate	With effect from the recent amendment, the listed entity shall submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorised representative of the share transfer

	agent, <i>within thirty days from the end of the financial year</i> , earlier the same was to be submitted within one month of end of each half of the financial year.
21 – Risk Management Committee	<p>Applicability: The provisions of this regulation shall be applicable to top 1000 listed entities earlier the same was to be applicable to top 500 listed entities.</p> <p>Composition: The Risk Management Committee shall have minimum three members with majority of them being members of the board of directors, including at least one independent director and in case of a listed entity having outstanding SR equity shares, at least two thirds of the Risk Management Committee shall comprise independent directors.</p> <p>Number of meetings: At least twice in a year, and not more than one hundred and eighty days shall elapse between any two consecutive meetings.</p> <p>Quorum: Two members or one third of the members of the committee, whichever is higher, including at least one member of the board of directors in attendance.</p> <p>Roles and responsibilities: the role and responsibilities of the Risk Management Committee shall mandatorily include the performance of functions specified in Part D of Schedule II.</p>
24 - Corporate governance requirements with respect to subsidiary of listed entity	A listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than <i>or equal to</i> fifty percent without passing a special resolution in its General Meeting
24A – Secretarial Audit and Secretarial Compliance Report	<p>Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report given by a company secretary in practice, in such form as specified, with the annual report of the listed entity.</p> <p>Every listed entity shall submit a secretarial compliance report in such form as specified, to stock exchanges, within 60 days from end of each financial year.</p>
27 (2) - Corporate Governance	The corporate governance report to be filed within 21 days from the end of each quarter, earlier it was filed within 15 days, in order of

	uniformity with the submission of shareholding pattern (Regulation 31) and investor grievance report (Regulation 13).
32 - Statement of deviation(s) or variation(s).	Where the listed entity has appointed a monitoring agency to monitor utilisation of proceeds of a public or rights issue, the listed entity shall submit to the stock exchange(s) any comments or report received from the monitoring agency within forty-five days from the end of each quarter.
34 - Annual Report	The requirement of submitting a business responsibility report shall be discontinued after the financial year 2021–22 and thereafter, with effect from the financial year 2022–23, the top one thousand listed entities based on market capitalization shall submit a <i>business responsibility and sustainability report</i> describing quantitative and standardized disclosures on ESG parameters to enable comparability across companies, sectors and time, shall form part of the Annual Report.
40(9) – Transfer or transmission or transposition of securities	Certificate from a practicing company secretary within thirty days of end of the financial year, certifying that all certificates have been issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies certificate from a practising company secretary, earlier the same was required to be submitted within one month of the end of each half of the financial year
43A - Dividend Distribution Policy	The top 1000 listed entities based on market capitalization (calculated as on March 31 of every financial year) shall formulate a dividend distribution policy which shall be disclosed on the website of the listed entity and a web-link shall also be provided in their annual reports. The listed entities other than those specified above may disclose their dividend distribution policies on a voluntary basis on their websites and provide a web-link in their annual reports.
44(3) - Voting Results	The listed entity shall submit to the stock exchange, within <i>two working days</i> of conclusion of its General Meeting, details regarding the voting results, earlier it was required to be submitted within forty eight hours of conclusion of its General Meeting
46 - Website Compliance	In addition to the existing website compliance, following new disclosures have been prescribed:

	<p>1. Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:</p> <p>(i) the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;</p> <p>(ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls.</p> <p>The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021 and mandatory with effect from April 01, 2022.</p> <p>2. Secretarial compliance report</p> <p>3. Disclosure of the policy for determination of materiality of events or information</p> <p>4. Disclosure of contact details of key managerial personnel who are authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s)</p> <p>5. Disclosures under sub-regulation (8) of regulation 30 of these regulations</p> <p>6. statements of deviation(s) or variation(s)</p> <p>7. Dividend distribution policy</p> <p>8. Annual return as provided under section 92 of the Companies Act, 2013</p>
<p>47 - Advertisements in Newspapers</p>	<p>Now the listed entity will not be required to publish the following:</p> <p>1. Notice of meeting of the board of directors where financial results shall be discussed</p> <p>2. statements of deviation(s) or variation(s) as specified in regulation 32 (1)</p>
<p>Schedule III, Part A, Paragraph A, Clause 4</p>	<p>The financial results shall be disclosed to the Exchange(s) within 30 minutes of end of the meeting for the day on which it has been considered by the board, in case if the meeting held for more than one day.</p>

Schedule III, Part A, Paragraph A, Clause 15	<p>The listed entity shall submit Audio/video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, to the stock exchange(s) within twenty-four hours from the conclusion of such call.</p> <p>The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021 and mandatory with effect from April 01, 2022</p>
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For details: https://www.sebi.gov.in/legal/regulations/may-2021/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-second-amendment-regulations-2021_50100.html

(4) Business responsibility and sustainability reporting by listed entities

(Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated May 10, 2021)

SEBI came out with disclosure requirements under Business Responsibility and Sustainability Report (BRSR) covering ESG (Environmental, Social and Governance) parameters.

In terms of amendment to regulation 34 (2) (f) of LODR Regulations vide Gazette notification no. SEBI/LAD- NRO/GN/2021/22 dated May 05, 2021, SEBI has introduced new reporting requirements on ESG parameters called the Business Responsibility and Sustainability Report (BRSR). The BRSR is accompanied with a guidance note to enable the companies to interpret the scope of disclosures. The format of the BRSR and the guidance note are detailed in Annexure I and Annexure II respectively to this circular.

The BRSR seeks disclosures from listed entities on their performance against the nine principles of the ‘National Guidelines on Responsible Business Conduct’ (NGBRCs) and reporting under each principle is divided into essential and leadership indicators. The essential indicators are required to be reported on a mandatory basis while the reporting of leadership indicators is on a voluntary basis. Listed entities should endeavour to report the leadership indicators also.

The BRSR is intended towards having quantitative and standardized disclosures on ESG parameters to enable comparability across companies, sectors and time. Such disclosures will be helpful for investors to make better investment decisions. The BRSR shall also enable companies to engage more meaningfully with their stakeholders, by encouraging them to look beyond financials and towards social and environmental impacts.

The filing of BRSR shall be mandatory for the top 1000 listed companies (by market capitalization) with effect from the financial year 2022-2023 and shall replace the existing Business Responsibility Report (BRR). Filing of BRSR is voluntary for the financial year 2021-22.

For details: https://www.sebi.gov.in/legal/circulars/may-2021/business-responsibility-and-sustainability-reporting-by-listed-entities_50096.html

(5) Format of compliance report on Corporate Governance by Listed Entities

(Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021)

As per SEBI (LODR) Regulations, 2015, a listed entity is required to submit a quarterly compliance report on corporate governance in the specified format by SEBI from time to time to recognised Stock Exchange(s).

In order to bring about transparency and to strengthen the disclosures around loans/guarantees/comfort letters/ security provided by the listed entity, directly or indirectly to promoter/ promoter group entities or any other entity controlled by them, the SEBI has decided to mandate such disclosures on a half yearly basis, in the Compliance Report on Corporate Governance as per the format of disclosure annexed to this circular and shall be effective from financial year 2021-22.

For details: https://www.sebi.gov.in/legal/circulars/may-2021/format-of-compliance-report-on-corporate-governance-by-listed-entities_50338.html
