

Amita Desai & Co., Company Secretaries

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024

On **December 12, 2024** SEBI vide Notification has amended, the SEBI (LODR) Regulation, 2015 vide SEBI (LODR) (Third Amendment) Regulations, 2024.

All the amendments are effective from **December 12, 2024**, except for the amendments in Reg. 13 and Reg. 27 regarding Integrated filing which are effective from **December 31, 2024** and the amendments for Secretarial Auditor and Secretarial Compliance Report under Reg. 24A which will be effective from **April 01, 2025**. The amendments made in LODR are detailed below:

Regulation No.	Regulation Name	Original Regulation	Revised Regulation
2(1) (zc)(b)	Definition of Related Party Transaction	(b) the following corporate actions by the listed entity which are uniformly applicable/offered to all shareholders in proportion to their shareholding: i. payment of dividend; ii. subdivision or consolidation of securities; iii. issuance of securities by way of a rights issue or a bonus issue; and iv. buy-back of securities.	The words “ by the listed entity ” have been omitted.
Comment: Now the corporate actions by the listed entity which are uniformly applicable/offered to all shareholders will be excluded from Related Party transaction, whether undertaken by the Listed entity or otherwise.			
2(1) (zc)(d)	Definition of Related Party Transaction	-	Insertion of sub-clause (d) in first proviso of Reg. 2(1)(zc): d) acceptance of current account deposits and savings account deposits by banks in compliance with the directions issued by the Reserve Bank of India or any other central bank in the relevant jurisdiction from time to time.
Comment: Acceptance of current account deposits, savings account deposits by banks are now exempted from being classified as a related party transaction provided such deposits are in compliance with the directions issued by RBI. This amendment will reduce the compliances for banks and listed entities as the routine transactions, like bank deposits have now been excluded.			
2(1) (zc)(e)	Definition of Related Party Transaction	-	Insertion of sub-clause (e) in first proviso to Reg. 2(1)(zc): Retail purchases from any listed entity or its subsidiary by its directors or its employees, without establishing a

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			business relationship and at the terms which are uniformly applicable/offered to all employees and directors”
<p>Comment: Directors of a listed entity or employees of a listed entity or its subsidiary who are related party of such listed entity or its subsidiary can make retail purchases from the listed entity without a business relationship, as long as the terms are uniformly applicable to all Directors and employees of such listed entity or the subsidiary.</p>			
2(1)(zla)	SR Equity Shares	-	<p>Insertion of new clause (zla) in Reg. 2(1): “SR equity shares” means the equity shares of a listed entity having superior voting rights compared to all other equity shares issued by that listed entity;”</p>
<p>Comment: Definition for “SR Equity shares” has been introduced via insertion of new clause (zla).</p>			
5	General obligation of compliance	-	<p>after the existing regulation, the following new proviso has been inserted, namely-</p> <p>“Provided that the key managerial personnel, directors, promoter, promoter group or any other person dealing with the listed entity shall disclose to the listed entity all information that is relevant and necessary for the listed entity to ensure compliance with the applicable laws.”</p>
<p>Comment: The new proviso requires Key Managerial Personnel, Directors, Promoters, Promoter Group, and others dealing with the listed entity to disclose all relevant information with the listed entity, necessary for compliance with all the applicable laws.</p>			
6 (1)	Compliance Officer and his /her Obligations.	A listed entity shall appoint a qualified company secretary as the compliance officer.	<p>after the existing sub-regulation (1) the following new proviso has been inserted, namely, -</p> <p>Provided that the Compliance Officer shall be an officer, who is in whole time employment of the listed entity, not more than one level below the board of directors and shall be designated as a Key Managerial Personnel.</p>

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<p>Comment: The Compliance officers are now being designated as Key Managerial Personnel and shall be not more than one level below the Board of Directors. This will help in ensuring good governance of the Company.</p>			
6 (1B)	Compliance Officer and his /her Obligations.	-	<p>Clause (1B) has been inserted:</p> <p>Any vacancy in the office of the Compliance Officer of such listed entity in respect of which a resolution plan under section 31 of the Insolvency Code has been approved, shall be filled within a period of three months of such approval.</p> <p>Provided that, in the interim, such listed entity shall have not less than one full-time key managerial personnel managing its day-to-day affairs.</p>
<p>Comment: Now a listed entity under insolvency resolution must fill the vacancy in the office of the Compliance Officer within 3 months of the Resolution Plan Approval. Further, for the interim period, there shall be 1 full time KMP for managing day to day affairs.</p>			
7(3)	Share Transfer Agent.	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, wherever applicable, within thirty days from the end of the financial year, certifying compliance with the all activities in relation to share transfer facility are maintained either in house or by Registrar to an issue and share transfer agent registered with the Board.	Omitted
<p>Comment: To reduce the compliance burden, SEBI has eliminated the requirement to file a Compliance Certificate confirming compliance with share transfer facility activities.</p>			
10(1A)	Filing of information.	-	<p>New sub-regulation (1A) has been inserted;</p> <p>(1A) The Board may enable integrated filing of periodic reports, statements, documents and any other information required to be filed by a listed entity under the Act or the regulations made</p>

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			thereunder in the format and within the timelines as may be specified.
<p><u>Comment:</u> SEBI will enable integrated filings of periodic reports, statements, documents, and other required information to minimize filing efforts for listed entities.</p>			
13(3)	Grievance Redressal Mechanism.	The listed entity shall file with the recognized stock exchange(s) on a quarterly basis, within 21 days from the end of each quarter a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter.	The listed entity shall file with the recognized stock exchange(s) on a quarterly basis a statement detailing the redressal of investor grievances in such form and within the timelines as may be specified by the Board. <i>(Timeline given by SEBI vide circular dated December 31, 2024 - <u>Within 30 days of end of quarter</u>)</i>
<p><u>Comment:</u> SEBI has provided revised timeline for filing the statement detailing the redressal of investor grievances and now the same shall be filed Within 30 days of end of quarter.</p>			
16(1)(c)	Definition of Material Subsidiary	Material Subsidiary shall mean a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.	Material Subsidiary shall mean a subsidiary, whose <i>Turnover</i> or net worth exceeds 10% of the consolidated <i>Turnover</i> or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
<p><u>Comment:</u> The term income has been replaced with turnover and hence the criteria for determining material subsidiary is now linked to turnover instead of income of the material subsidiary and the listed entity and its subsidiaries respectively.</p>			
16(1)(c)	Definition of Senior Management	“Senior Management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or	“Senior Management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall

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		Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.	specifically include the functional heads, by whatever name called and <i>the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.</i>
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Comment:

All persons identified and designated as key managerial personnel have been included in the definition of Senior Management.

17 (1A)	Board of Directors.	No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy- five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.	<p>A new proviso to sub-regulation 1A has been inserted:</p> <p>Provided that the listed entity shall ensure compliance with this sub-regulation at the time of appointment or re-appointment or any time prior to the non-executive director attaining the age of seventy- five years.”</p>
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Comment:

SEBI has clarified that a Special Resolution for appointing a Non-Executive Director over 75 years old must be passed at the time of appointment/reappointment or before attaining of 75 years of age.

17 (1C)	Board of Directors.	<p>(1C). The listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier:</p> <p>Provided that a public sector company shall ensure that the approval of the</p>	<p>The sub-Reg. 1C has been substituted with the following:</p> <p>(1C). (a) The listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.</p> <p><i>Provided that if such appointment or re-appointment of a person to the board of directors or as a manager is subject to approval of regulatory,</i></p>
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		<p>shareholders for appointment or re-appointment of a person on the Board of Directors or as a Manager is taken at the next general meeting</p>	<p><i>government or statutory authorities, then the time taken to receive such approvals shall be excluded for the purposes of this clause.</i></p> <p>Provided further that a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the board of directors or as a Manager is taken at the next general meeting.</p> <p><i>Provided further that the requirements specified in this clause shall not be applicable to appointment or re-appointment of a person nominated by a financial sector regulator, Court or Tribunal to the board of the listed entity.</i></p>
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Comment:

SEBI has clarified that the time taken to receive approval of Regulatory/Government/Statutory Authority for appointment of a person on the Board or as a manager will be excluded from the timeline in Reg. 17(1C). Further, the approval of shareholders shall not be required for a person nominated by a financial sector regulator, Court, or Tribunal to the Board of Listed Entity.

17 (1E)	Board of Directors.	<p>(1E) Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date such vacancy</p> <p>Provided that if the listed entity becomes non-compliant with the requirement under sub-regulation (1) of this regulation, due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated</p>	<p>A new proviso to sub-regulation 17(1E) has been inserted with changes in the sub reg and existing provisos:</p> <p>(1E) Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy</p> <p><i>Provided that if the vacancy in the office of a director results in non-compliance with the provisions of sub-regulation (1) of regulation 18, sub-regulation (1) or (2) of regulation 19, sub-regulation (2) or (2A) of regulation 20 or sub-regulation (2) or (3) of regulation 21, the listed entity shall ensure compliance at the earliest and in any case not later than three months from the date of such vacancy.</i></p>
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		<p>Provided further that this sub-regulation shall not apply if the listed entity fulfils the requirement under sub-regulation (1) of this regulation without filling the vacancy.</p>	<p>Provided further that if the listed entity becomes non-compliant with the requirement under <i>sub-regulation (1) of this regulation, sub-regulation (1) of regulation 18, sub-regulation (1) or (2) of regulation 19, sub-regulation (2) or (2A) of regulation 20 or sub-regulation (2) or (3) of regulation 21</i>, due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated.</p> <p>Provided further that this sub-regulation shall not apply if the listed entity fulfils the requirement under <i>sub-regulation (1) of this regulation sub-regulation (1) of regulation 18, sub-regulation (1) and (2) of regulation 19, sub-regulation (2) and (2A) of regulation 20 and sub-regulation (2) and (3) of regulation 21</i> without filling the vacancy.</p>
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Comment:

Any vacancy in the Board and the consequent vacancy in any Committee affecting compliance under SEBI LODR must be filled not later than 3 months from the date of vacancy. Further, SEBI has clarified that if the expiry of the term of a director impacts the Board composition or Committee roles under Reg. 17 to 21, the vacancy must be filled by the date when such office is vacated. If it doesn't affect compliance under Reg. 17 to 21, the vacancy need not be filled.

17(2)	Board of Directors	The board of directors shall meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings.	The board of directors shall meet at least four times a <i>financial year</i> , with a maximum time gap of one hundred and twenty days between any two consecutive meetings.
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Comment:

SEBI has clarified that minimum number of Board Meetings shall be held in a Financial Year. (Earlier Year)

17(6) (ca)	Board of Directors	(ca) The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration	(ca) The approval of shareholders by special resolution shall be obtained <i>every financial year</i> , in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.
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		payable to all non-executive directors, giving details of the remuneration thereof.	
<p>Comment: SEBI has clarified that Special resolution as required in this case shall be obtained in every Financial Year. (Earlier Year).</p>			
17(11)	Board of Directors	(11). The statement to be annexed to the notice as referred to in sub-section (1) of section 102 of the Companies Act, 2013 for each item of special business to be transacted at a general meeting shall also set forth clearly the recommendation of the board to the shareholders on each of the specific items.	(11). The statement to be annexed to the notice as referred to in sub-section (1) of section 102 of the Companies Act, 2013 for each item of special business to be transacted at a general meeting shall also set forth clearly the recommendation of the board to the shareholders <i>along with the rationale</i> on each of the specific items.
<p>Comment: Now the rationale of each special business to be transacted at the General meetings shall be clearly stated in explanatory Statement.</p>			
18, 19, 20 & 21	Audit Committee, Nomination and remuneration committee, Stakeholders Relationship Committee, and Risk Management Committee.	Earlier the requirement of minimum number of meetings was specified for a year.	The Word Year has been substituted with the word <i>Financial Year</i> .
<p>Comment: SEBI has clarified that the Minimum number of Committee Meetings shall be held in a Financial year.</p>			
23(2) (e)	Related party transactions.	-	<p>New clause (e) inserted: -</p> <p>(e) remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation.</p>

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Comment:

The Approval of Audit Committee is not required for remuneration or sitting fees paid to Directors/KMPs/Senior Management (who are not part of the promoter/promoter group), provided the transactions are not material.

23(2) (f)	Related party transactions.	-	<p>New clause (f) and Proviso inserted: -</p> <p>(f) The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:</p> <p>(i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;</p> <p>(ii) the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation;</p> <p>(iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;</p> <p>(iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of this regulation;</p> <p>(v) any other condition as specified by the audit committee:</p> <p>Provided that failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it."</p>
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Comment:

The Amendment allows ratification of Related Party Transaction if the conditions as specified are fulfilled. The said amendment is in line with Section 177 of Companies Act, 2013, which will bring uniformity. It shall be noted, the ratification amount is limited to Rs. 1 crore and is subject to certain other conditions such as transaction must be non-material, rationale to be provided for failure to seek approval earlier etc.

23(5)	Related party transactions.	Earlier there were three transactions which were exempted from Reg 23(2), (3) & (4) and one of them was transactions entered into between two government companies.	<p>Now, the scope of transactions entered into between two government companies has now been changed to transactions entered into between <i>two Public Sector companies</i> and following 2 new exemptions have been introduced:</p> <p>(d) transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.</p> <p>(e) transactions entered into between a public sector company on one hand and the Central Government or any State Government or any combination thereof on the other hand.</p>
24 (6)	Corporate governance requirements with respect to subsidiary of listed entity.	Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved	<p>after sub-regulation (6), the following non-obstante clause shall be inserted, namely, -</p> <p>Nothing contained in this sub-regulation shall be applicable if such sale, disposal or lease of assets is between two wholly-owned subsidiaries of the listed entity.</p>

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Comment:

Approval from shareholders for sale, disposal or lease of assets of material subsidiary shall not be required if such a transaction is between two WOS of the listed entity.

24A (1)	Secretarial Audit and Secretarial Compliance Report	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>The Regulation 24A (1) shall be substituted by the following sub-regulation:</p> <p>“(1) (a) Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.</p> <p>Explanation:</p> <p>(i) “Secretarial Auditor” means a Company Secretary in Practice or a firm of Company Secretary(ies) in practice appointed to conduct the Secretarial Audit.</p> <p>(ii) “Peer Reviewed Company Secretary” means a Company Secretary in practice, who is either practicing individually or as a sole proprietor or as a partner of a Peer Reviewed Practice Unit, holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.</p> <p>(b) On the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint:</p> <p>(i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or</p> <p>(ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years,</p> <p>with the approval of its shareholders in its Annual General Meeting:</p>
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			<p>Provided that-</p> <p>(i) an individual Secretarial Auditor who has completed his or her term under sub-clause (i) of this clause shall not be eligible for re-appointment as Secretarial Auditor in the same entity for five years from the completion of his or her term;</p> <p>(ii) a Secretarial Audit firm which has completed its term under sub-clause (ii) of this clause, shall not be eligible for re-appointment as Secretarial Auditor in the same entity for five years from the completion of such term:</p> <p>Provided further that as on the date of appointment no Secretarial Audit firm having a common partner or partners to the other Secretarial Audit firm, whose tenure has expired in the listed entity immediately preceding the financial year, shall be appointed as Secretarial Auditor of the same listed entity for a period of five years:</p> <p>Provided further that, nothing contained in these regulations shall prejudice the right of the entity to remove Secretarial Auditor with the approval of its shareholders in its Annual General Meeting or the right of the Secretarial Auditor to resign from such office of the listed entity.</p> <p>(c) The casual vacancy arising out of resignation, death or disqualification of a Secretarial Auditor shall be filled by the board of directors of the listed entity within a period of three months and the secretarial auditor so appointed shall hold office till the conclusion of the next annual general Meeting.</p>
<p>Comment: Only peer reviewed Company Secretary to be appointed as the Secretarial Auditor of the listed entity and its material unlisted subsidiaries.</p>			

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Further, in line with the provisions for the appointment of Statutory Auditors, the term of appointment of Individual Secretarial Auditor and a Secretarial Audit Firm has been specified along with cooling off period before re-appointment and the appointment shall be subject to shareholders approval. Further, time limit of 3 months for filling casual vacancy in office of Secretarial Auditor due to resignation, death or disqualification has been introduced.

24A (1A)	Secretarial Audit and Secretarial Compliance Report	-	<p>(1A) Eligibility, Qualifications and Disqualifications of Secretarial Auditor:</p> <p>(a) A person shall be eligible for appointment as a Secretarial Auditor of the listed entity only if such person is a Peer Reviewed Company Secretary and has not incurred any of the disqualifications as specified by the Board:</p> <p>Provided that a firm whereof majority of partners practising in India are qualified for appointment as aforesaid may be appointed by its firm name to be Secretarial Auditor of the listed entity.</p> <p>(b) Where a firm including a limited liability partnership is appointed as Secretarial Auditor of the listed entity, only the partners who are Peer Reviewed Company Secretaries shall be authorised to act and sign on behalf of the firm.</p> <p>(c) Where a person appointed as Secretarial Auditor of the listed entity incurs any of the disqualifications as specified by the Board, after appointment, such person shall vacate the office as Secretarial Auditor and such vacation shall be deemed to be a casual vacancy in the office of the Secretarial Auditor.</p>
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Comment:

The Regulations now provide for criteria to be fulfilled by a Company Secretary/Firm for being appointed as a Secretarial Auditor and now only peer reviewed Company Secretary can be appointed as the Secretarial Auditor of the listed entity and its material unlisted subsidiaries. Further, if the Secretarial Auditor incurs any disqualification, it shall vacate the office.

24A (1B) & (1C)	Secretarial Audit and Secretarial Compliance Report	-	<p>(1B) Secretarial Auditor not to render certain services:</p> <p>A Secretarial Auditor appointed under these regulations shall provide to the listed entity only such other services as are approved by the board of directors, but which shall not include any services as specified by the Board in this behalf.</p> <p>(1C) With effect from April 1, 2025, every listed entity shall ensure compliance with sub-regulation (1), (1A) and (1B) for appointment, re-appointment or continuation of the Secretarial Auditor of the listed entity:</p> <p>Provided that any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the tenure under clause (b) of sub-regulation (1).”</p>
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Comment:

In furtherance to this amendment, SEBI vide Circular date December 31, 2024 has stated that for the purpose of Regulation 24A(1B) of the LODR Regulations, a secretarial auditor shall not provide any of the following services (whether such services are rendered directly or indirectly) to the listed entity, or its holding entity or subsidiary entity, namely:

- i. internal audit;
- ii. design and implementation of any compliance management system, information system, policy framework, systems or processes for compliance;
- iii. investment advisory services;
- iv. investment banking services;
- v. rendering of outsourced compliance management, record keeping & maintenance services;
- vi. management services; and
- vii. any other kind of services as may be specified from time to time.

24A (2)	Secretarial Audit and Secretarial Compliance Report	-	<p>Following new proviso has been inserted:</p> <p>Provided that the listed entity shall ensure that with effect from April 1,</p>
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			2025, the Secretarial Compliance Report submitted to the stock exchange(s) on annual basis is signed only by the Secretarial Auditor or by a Peer Reviewed Company Secretary who satisfies the conditions mentioned in sub-regulations (1A) and (1B) of this regulation.”
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Comment:

Now Secretarial Compliance can only be signed by a Peer Reviewed Company Secretary who fulfils the eligibility criteria and other conditions under Reg 24A.

25(6)	Obligations with respect to independent directors.	(6) An independent director who resigns or is removed from the board of directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than three months from the date of such vacancy Provided that where the listed entity fulfils the requirement of independent directors in its board of directors without filling the vacancy created by such resignation or removal, the requirement of replacement by a new independent director shall not apply.	Omitted
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Comment:

The provision for filling the vacancy has been omitted as the same has been covered under the Reg.17(1E).

26 (6) first Proviso	Vacancies in respect of certain Key Managerial Personnel	Provided that such agreement, if any, whether subsisting or expired, entered during the preceding three years from the date of coming into force of this sub-regulation, shall be disclosed to the stock exchanges for public dissemination:	Proviso has been substituted with the following new proviso: Provided that all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.
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Comment:

The persons interested in the transaction covered under the agreement cannot vote to approve the transaction in the general meeting.

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26 (6) Second and third Proviso	Vacancies in respect of certain Key Managerial Personnel	<p>Provided further that subsisting agreement, if any, as on the date of coming into force of this sub-regulation shall be placed for approval before the Board of Directors in the forthcoming Board meeting.</p> <p>Provided further that if the Board of Directors approve such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the forthcoming general meeting:</p>	<p>The provisos have been revised as follows:</p> <p>Provided further that any such subsisting agreement that continues subsequent to the listing shall be placed for approval before the Board of Directors.</p> <p>Provided further that if the Board of Directors approve such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the first general meeting held after listing and all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.</p>
<p>Comment: The persons interested in the transaction covered under the subsisting agreement cannot vote to approve the transaction in the general meeting held after listing.</p>			
26A (3)	Vacancies in respect of certain Key Managerial Personnel	-	<p>3) Any vacancy in the office of Chief Executive Officer, Managing Director, Whole Time Director or Manager or Chief Financial Officer of such listed entity in respect of which a resolution plan under section 31 of the Insolvency Code has been approved, shall be filled within a period of three months of such approval</p> <p>Provided that, in the interim, such listed entity shall have not less than one full-time key managerial personnel managing its day-to-day affairs.</p>
<p>Comment: The Vacancies in the Listed entity for which Resolution plan has been approved, shall be filled within 3 months of the approval of such plan.</p>			
27(2)(a) & (b)	Other corporate governance requirements.	(2) (a) The listed entity shall submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within twenty-one days from the end of each quarter.	<p>Clause (a) substituted with the following new clause and clause (b) has been omitted:</p> <p>(a) The listed entity shall submit, to the recognised stock exchange(s), a quarterly compliance report on corporate governance in the format and within the timelines, as may be specified by the Board from time to</p>

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		(b) Details of all material transactions with related parties shall be disclosed along with the report mentioned in clause (a) of sub-regulation (2).	time. <i>(Timeline given by SEBI vide circular dated December 31, 2024 - <u>Within 30 days of end of quarter</u>)</i>
<p>Comment: SEBI has revised the timeline for filing quarterly compliance report on corporate governance and the same shall now be filed Within 30 days of end of quarter.</p>			
30(6)	Disclosure of events or information.	-	<p>Insertion of following new proviso after 30(6)(iii):</p> <p>Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity.</p>
<p>Comment: For litigation/disputes (except tax litigation/ disputes), if the data is maintained in SDD, the disclosure to SE shall be made within 72 Hours of receipt of notice by Company.</p>			
31A (2)	Conditions for re-classification of any person as promoter / public	<p>31A (2) Re-classification of the status of any person as a promoter or public shall be permitted by the stock exchanges only upon receipt of an application from the listed entity along with all relevant documents subject to compliance with conditions specified in these regulations;</p> <p>Provided that in case of entities listed on more than one stock exchange, the concerned stock exchanges</p>	Omitted

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		shall jointly decide on the application.	
<p>Comment: Now instead of approval of Stock Exchange, the Listed entity must obtain No objection letter from Stock Exchange for reclassification as per the revised process for reclassification provided in Reg 31A (3)(a).</p>			
31A(3)(a)	Conditions for re-classification of any person as promoter / public	<p>31A (3): Reclassification of status of a promoter to public shall be permitted by the stock exchanges only upon satisfaction of the following conditions:</p> <p>(a) an application for reclassification has been made by the listed entity to the stock exchanges within thirty days from the date of approval by shareholders in general meeting after ensuring that the following procedural requirements have been fulfilled:</p> <p>(i) the promoter(s) seeking reclassification has made a request for reclassification to the listed entity along with a rationale for the same and a description as to how the conditions specified in clause (b) of sub-regulation (3) of this regulation are satisfied;</p> <p>(ii) the board of directors of the listed entity has analysed such request in the immediately next board meeting or within three months from the date of receipt of the request from its promoter(s), whichever is earlier and has placed the same before the shareholders in a general meeting for approval along with the views of the board of directors on the request:</p> <p>Provided that there shall be a time gap of at least one month but not exceeding three months</p>	<p>Clause (a) is substituted with the following new clause (a): 31A (3): Re-classification of status of a Promoter, including promoter group, shall be subject to the following conditions:</p> <p>(a) Fulfilment of the following requirements:</p> <p>(i) the promoter(s) seeking reclassification shall make a request for reclassification to the listed entity along with a rationale for the request and a description as to how the conditions specified in clause (b) of this sub-regulation (3) are satisfied;</p> <p>(ii) the board of directors of the listed entity shall analyze such request which is compliant with the conditions specified in clause (b) of sub-regulation (3) and provide their views in the immediate next board meeting or within two months from the date of receipt of the request from its promoter(s), whichever is earlier;</p> <p>(iii) the listed entity shall submit an application seeking no-objection of the recognized stock exchange for such reclassification request along with the views of the board of directors within five days of consideration of the request by the board of directors;</p> <p>(iv) the recognized stock exchange shall decide on such application(s) within a period of</p>

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		<p>between the dates of the board meeting and the shareholders' meeting considering the request of the promoter(s) seeking reclassification.</p> <p>(iii) the request of the promoter(s) seeking reclassification has been approved in the general meeting by an ordinary resolution in which the promoter(s) seeking reclassification and the persons related to him/her/it have not voted to approve such reclassification request:</p> <p>Provided that the provisions of this sub-clause shall not apply in cases:</p> <p>a where the promoter(s) seeking reclassification and persons related to the promoter(s) seeking reclassification, together, do not hold more than one percent of the total voting rights in the listed entity;</p> <p>b where reclassification is pursuant to a divorce.</p>	<p>thirty days, excluding the time taken, if any, by the listed entity to respond to queries of stock exchanges, from the date of receipt of the application.</p> <p>Provided further that in case of entities that are listed on more than one recognized stock exchange, the concerned stock exchanges shall jointly decide on the application.</p> <p>(v) the listed entity shall place the reclassification request before the shareholders in a general meeting for approval, within sixty days of receipt of no-objection letter from the recognized stock exchange, along with the views of the board of directors on the request and the no-objection letter received from the recognized stock exchanges;</p> <p>vi) the request of the promoter(s) seeking reclassification shall be approved in the general meeting by an ordinary resolution in which the promoter(s) seeking reclassification and the persons related to him/her/it shall not vote to approve such reclassification request:</p> <p>Provided further that the provisions of this sub-clause shall not apply in cases:</p> <p>(a) where the promoter(s) seeking reclassification and persons related to the promoter(s) seeking reclassification, together, do not hold more than one percent of the total voting rights in the listed entity;</p> <p>(b) where reclassification is pursuant to a divorce.</p>
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			<p>vii) the listed entity shall notify the stock exchanges within five days of obtaining shareholder approval and effect the reclassification.</p> <p>Provided that the listed entity shall seek approval of the recognized stock exchange for effecting reclassification if there are changes in the facts and circumstances of the case after receipt of no-objection from the recognized stock exchanges.”</p>
<p>Comment: The Process for reclassification has been revised and now the Listed entity must make an application to the stock exchange for obtaining the No objection letter for reclassification within 5 days of consideration of the request by the board of directors; and it shall place the reclassification request before the shareholders in a general meeting for approval, within 60 days of receipt of no-objection letter from the recognized stock exchange.</p>			
31A (5)	Conditions for re-classification of any person as promoter / public	(5) If any public shareholder seeks to re-classify itself as promoter, it shall be required to make an open offer in accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	(5) If any public shareholder seeks to re-classify itself as promoter, it shall to make an open offer in accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the intention to get reclassified as a promoter shall be disclosed in the letter of offer.
<p>Comment: Intention of reclassification to be disclosed in Letter of offer.</p>			
31A (8)	Conditions for re-classification of any person as promoter / public	Earlier the Minutes of the Board Meeting considering the request for reclassification were to be disclosed to the stock exchange.	Now Instead of Minutes, the Outcome of such Board Meeting to be disclosed. Further, the approval of shareholders on the request of the promoters seeking reclassification as public shall also be disclosed within the timelines specified in sub regulation (3) of regulation 44.
33(3)(a)	Financial results	-	Following two new provisos have been added in the Regulation:

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			<p><i>Provided that such listed entity in respect of which a resolution plan under section 31 of the Insolvency Code has been approved, shall disclose its financial results within ninety days from the end of the quarter in which such resolution plan was approved, except in case such resolution plan has been approved in the last quarter of a financial year.</i></p> <p><i>Provided that a listed entity in respect of which a resolution plan under section 31 of the Insolvency Code has been approved during the last quarter of a financial year, shall disclose its annual audited financial results within 120 days from the end of such financial year</i></p>
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Comment:

Timeline for Disclosure of Quarterly and Year to date Financial results & Annual Audited Financial results by a Company under resolution has now been prescribed.

36(1)(b)	Documents & Information to shareholders.	<p>(1) The listed entity shall send the annual report in the following manner to the shareholders:</p> <p>(b) Hard copy of statement containing the salient features of all the documents, as prescribed in Section 136 of Companies Act, 2013 or rules made thereunder to those shareholder(s) who have not so registered;</p>	<p>(2) The listed entity shall send the annual report in the following manner to the shareholders:</p> <p>(b) A letter providing the web-link, including the exact path, where complete details of the Annual Report are available to those shareholder(s) who have not so registered;</p>
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Comment:

From now onwards, A letter providing weblink of Annual report shall be given to Shareholders (whose email not registered with Co) instead of the Hard Copies of Statement containing salient features of all documents.

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36(2)	Documents & Information to shareholders.	(2) The listed entity shall send annual report referred to in sub-regulation (1), to the holders of securities, not less than twenty-one days before the annual general meeting.	Omitted
<p><u>Comment:</u> The requirement to send the Annual report at least 21 days before the AGM has been omitted.</p>			
36(5)	Documents & Information to shareholders.	<p>(5) The notice being sent to shareholders for an annual general meeting, where the statutory auditor(s) is/are proposed to be appointed/re-appointed shall include the following disclosures as a part of the explanatory statement to the notice:</p> <p>a. Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;</p> <p>b. Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.</p>	<p>(5) The notice being sent to shareholders for an annual general meeting, where the statutory auditor(s) <i>or Secretarial Auditor</i> is/are proposed to be appointed/re-appointed shall include the following disclosures as a part of the explanatory statement to the notice:</p> <p>a. Proposed fees payable to the statutory auditor(s) <i>or Secretarial Auditor</i> along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;</p> <p>b. Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) <i>or Secretarial Auditor</i> proposed to be appointed.</p>
<p><u>Comment:</u> Explanatory statement shall also provide details of fees, terms and basis for appointment of Secretarial Auditor.</p>			
37(6)	Draft Scheme of Arrangement & Scheme of Arrangement	(6) Nothing contained in this regulation shall apply to draft schemes which solely provide for merger of a wholly owned subsidiary with its holding company:	<p>Sub reg (6) substituted with following:</p> <p>(6) Nothing contained in this regulation shall apply to draft schemes which</p> <p>a) solely provide for merger of a wholly owned subsidiary</p>

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		Provided that such draft schemes shall be filed with the stock exchanges for the purpose of disclosures.	with its holding company; or b) solely provide for writing off the accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on a pro rata basis or against the reserves of the listed entity: Provided that such draft schemes shall be filed with recognized stock exchanges for the purpose of disclosures.
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Comment:

Now the draft scheme of arrangement, which solely provide for writing off the accumulated losses against the share capital of the listed entity (applied uniformly across all shareholders on a pro rata basis or against the reserves of the listed entity) has been exempted from obtaining the No-objection letter from the stock exchange.

39(2)	Issuance of Certificate/receipts /Letters/Advices for securities & dealing with unclaimed securities.	(2) The listed entity shall affect issuance of certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn-out certificates or receipts or advices, as applicable, in dematerialised form within a period of thirty days from the date of such lodgement.	(2) The listed entity shall effect issuance of <i>letter of confirmation</i> or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or <i>letter of confirmation</i> or receipts or advices, as applicable, in cases of loss or old decrepit or worn-out certificates or receipts or advices, as applicable, in dematerialised form within a period of thirty days from the date of such lodgement.
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Comment:

Certificate replaced with Letter of confirmation.

39(3)	Issuance of Certificate/receipts /Letters/Advices for securities & dealing with	(3) The listed entity shall submit information regarding loss of share certificates and issue of the duplicate certificates, to the	Omitted
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	unclaimed securities.		stock exchange within two days of it getting information.	
<p>Comment: Now, Disclosure of information regarding loss of share certificate and issue of duplicate certificates is not required.</p>				
40(2)	Transfer or transmission or transposition of securities	or or of	<p>(2) The board of directors of a listed entity may delegate the power of transfer of securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s):</p> <p>Provided that the board of directors and/or the delegated authority shall attend to the formalities pertaining to transfer of securities at least once in a fortnight</p> <p>Provided further that the delegated authority shall report on transfer of securities to the board of directors in each meeting.</p>	Omitted
<p>Comment: Since the transfer of shares in physical mode has now been prohibited, all the provisions pertaining to physical transfer of shares are omitted.</p>				
40(6)	Transfer or transmission or transposition of securities	or or of	(6) The listed entity shall not decline to, register or acknowledge any transfer of shares, on the ground of the transferor(s) being either alone or jointly with any other person or persons indebted to the listed entity on any account whatsoever.	Omitted
40(8)	Transfer or transmission or transposition of securities	or or of	(8) In case the listed entity has not effected transfer of securities within fifteen days or where the listed entity has failed to communicate to the transferee(s) any valid objection to the transfer, within the stipulated time	Omitted

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		<p>period of fifteen days, the listed entity shall compensate the aggrieved party for the opportunity losses caused during the period of the delay:</p> <p>Provided that during the intervening period on account of delay in transfer above, the listed entity shall provide all benefits, which have accrued, to the holder of securities in terms of provisions of Section 126 of Companies Act, 2013, and Section 27 of the Securities Contracts (Regulation) Act, 1956.</p>	
40(9) & (10)	Transfer or transmission or transposition of securities	<p>(9) The listed entity shall ensure that the share transfer agent and/or the in-house share transfer facility, as the case may be, produces a certificate from a practicing company secretary within thirty days from the 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.</p> <p>(10) The listed entity shall ensure that certificate mentioned at sub-regulation (9), shall be filed with the stock exchange(s) simultaneously.</p>	Omitted

Comment:

Since the transfer of shares in physical mode has now been prohibited, all the provisions pertaining to physical transfer of shares are omitted. The requirement of submission of certificate under Regulation 40 (10) has also been done away with.

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42(2)	Record Date or Date of closure of transfer books	<p>(2) The listed entity shall give notice in advance of at least seven working days (excluding the date of intimation and the record date) to stock exchange(s) of record date specifying the purpose of the record date:</p> <p>Provided that in the case of rights issues, the listed entity shall give notice in advance of at least three working days (excluding the date of intimation and the record date).</p>	<p>The listed entity shall give notice in advance of at least 3 working days (excluding the date of intimation and the record date) to stock exchange(s) of record date specifying the purpose of the record date:</p> <p>Provided that in the case of corporate actions through schemes of arrangement covered under regulation 37, the listed entity shall give notice in advance of at least 7 working days (excluding the date of intimation and the record date).</p>
<p>Comment: Record date intimation to be given minimum 3 workings in advance. For Corporate action u/r 37 – Minimum 7 working days in advance.</p>			
42(3)	Record Date or Date of closure of transfer books	(3) The listed entity shall recommend or declare all dividend and/or cash bonuses at least five working days (excluding the date of intimation and the record date) before the record date fixed for the purpose.	Omitted
42(4)	Record Date or Date of closure of transfer books	(4) The listed entity shall ensure the time gap of at least thirty days between two record dates.	(4) The listed entity shall ensure the time gap of at least 5 working days between two record dates
<p>Comment: Gap between 2 Record dates reduced to 5 working days.</p>			
42(5)	Record Date or Date of closure of transfer books	<p>(5) For securities held in physical form, the listed entity may, announce dates of closure of its transfer books in place of record date for complying with requirements as specified in sub-regulations (1) to (4):</p> <p>Provided that the listed entity shall ensure that there is a time gap of at least thirty days</p>	Omitted

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		between two dates of closure of its transfer books.	
<p>Comment: The provisions for Book Closure in case of securities held in physical form have been omitted.</p>			
44(4)	Meetings of shareholders and voting	(4) The listed entity shall send proxy forms to holders of securities in all cases mentioning that a holder may vote either for or against each resolution.	<p>After the sub regulation (4) following New proviso inserted:</p> <p>Provided that the requirement to send proxy, forms shall not be applicable to general meetings held only through electronic mode.</p>
46(2)	Website	(2) The listed entity shall disseminate the following information under a separate section on its website: (a) details of its business;	(2) The listed entity shall disseminate the following information under a separate section on its website: (a) details of its business; <i>(aa) Memorandum of Association and Articles of Association;</i> <i>(ab) Brief profile of board of directors including directorship and full-time positions in body corporates;"</i>
<p>Comment: Additional information to be given on website.</p>			
46(2)(o)	Website	(o) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations made by the listed entity to analysts or institutional investors.	<p>New point has been added:</p> <p>(o) (i) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet);</p> <p><i>(ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.</i></p>
<p>Comment: Additional information to be given on website.</p>			
46(2) (oa)	Website	(oa) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called,	Substituted with the new clause 46(2) (oa):

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		<p>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>Provided that— The information under sub-clause (i) shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.</p> <p>b. The information under sub-clause (ii) shall be hosted on the website of the listed entity and preserved in accordance with clause (a) of regulation 9.</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>(oa) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:</p> <p>i. The audio 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 video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;</p> <p>iii. the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls</p> <p>Provided that: (a) The information under sub-clause (i) and (ii) of this clause shall be hosted on the website of the listed entity for a minimum period of two years and thereafter as per the preservation policy of the listed entity in terms of clause (b) of regulation 9.</p> <p>(b) The information under sub-clause (iii) of this clause shall be hosted on the website of the listed entity for a minimum period of five years and preserved in accordance with clause (b) of regulation 9.</p>
<p>Comment: The audio or video recordings and transcripts of post earnings/quarterly calls, conducted physically or digitally, shall be hosted on the website of the entity as per the following revised timelines:</p>			

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- a) **Audio recordings** - the next trading day or within 24 hours from the conclusion of the calls (Whichever is earlier).
- b) **Video recordings** - Within 48 hours from the conclusion of the calls.
- c) **Transcripts** - Within 5 working days from the conclusion of the calls, along with simultaneous submission to recognized stock exchange.

Audio and Video recording to be hosted for Min 2 Years and Transcripts to be hosted for Min 5 Years.

46(2) (za)	Website	–	<p>Insert new clause (za):</p> <p>(za) Employee Benefit Scheme Documents, excluding commercial secrets and such other information that would affect competitive position of the listed entity, framed in terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:</p> <p>Provided that redaction of information under clause (za) above from the Employee Benefit Scheme document shall be approved by the board of directors of the listed entity and shall be in compliance with guidelines as may be specified by the Board</p>
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Comment:

Additional information to be given on website

47(1)	Advertisements in Newspapers.	<p>The listed entity shall publish the following information in the newspaper:</p> <p>(a) Omitted</p> <p>(b) financial results, as specified in regulation 33, along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor:</p> <p>Provided that if the listed entity has submitted both standalone and consolidated</p>	<p>Substituted with new sub regulation 47(1):</p> <p>(1) The listed entity shall publish an advertisement in the newspaper, within forty-eight hours of conclusion of the meeting of board of directors at which the financial results were approved, containing a Quick Response code and the details of the webpage where complete financial results of the listed entity, as specified in regulation 33, along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor, is accessible to the</p>
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		<p>financial results, the listed entity shall publish consolidated financial results along-with (1) Turnover, (2) Profit before tax and (3) Profit after tax, on a stand-alone basis, as a foot note; and a reference to the places, such as the website of listed entity and stock exchange(s), where the standalone results of the listed entity are available</p> <p>(c) Omitted</p> <p>(d) notices given to shareholders by advertisement.</p>	<p>Investors.</p> <p>Nothing provided under this regulation shall preclude a listed entity from publishing, if it so chooses, the financial results in terms of regulation 33 along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor in the newspaper as per the format specified within 48 hours of conclusion of the meeting of the board of directors at which the financial results were approved.</p>
<p>Comment: The requirement of publishing the financial results has now been substituted with publishing of the QR Code and details of webpage where the Financial results are accessible to the Investors.</p>			
47(2) & (3)	Advertisements in Newspapers.	<p>(2) The listed entity shall give a reference in the newspaper publication, in sub-regulation (1), to link of the website of listed entity and stock exchange(s), where further details are available.</p> <p>(3) The listed entity shall publish the information specified in sub-regulation (1) in the newspaper simultaneously with the submission of the same to the stock exchange(s).</p> <p>Provided that financial results at clause (b) of sub-regulation (1), shall be published within 48 hours of conclusion of the meeting of board of directors at which the financial results were approved.</p>	Omitted
52(2)(b)	Intimation to stock exchange(s).	(b) The quarterly results shall be taken on record by the board of directors and signed	Clause (b) substituted with the following new clause:

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		by the managing director / executive director.	(b) The quarterly financial results submitted shall be approved by the board of directors.
52(2)	Intimation to stock exchange(s).		Inserted new clause (ba): (ba) The financial results submitted to the stock exchange shall be signed by the chairperson or managing director, or a whole-time director or in the absence of all of them, it shall be signed by any other director of the listed entity who is duly authorized by the board of directors to sign the financial results.”
Comment: The Financial results to be signed before they are submitted to the stock exchange by the Listed entities who have listed their Non-Convertible Securities.			
60(2)	Record Date	(2) The listed entity shall give notice in advance of at least seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.	(2) The listed entity shall give notice in advance of at least 3 working days (excluding the date of intimation and the record date) to the recognized stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.
Comment: The number of days for intimating record date is now reduced to 3 days.			
Schedule II - Corporate Governance	Part E: Discretionary Requirements	Para A: The Board A non-executive chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his /her duties.	New sub para (ii) inserted: Para A: The Board (i) A non-executive chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his /her duties. (ii) <i>The listed entities ranked from 1001 to 2000 as per the list prepared by recognized stock exchanges in terms of sub-regulation (2) of regulation 3</i>

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			shall endeavor to have at least one-woman independent director on its board of directors.
<p>Comment: The listed entities ranked from 1001 to 2000 as per the list prepared by recognized stock exchanges shall now have at least 1 Woman Independent Director on its Board of Directors.</p>			
Schedule II Corporate Governance	Part F & G	-	<p>Inserted New Part F: Independent Director</p> <p>The Independent Directors of top 2000 listed entities as per market capitalization shall endeavor to hold at least two meetings in a financial year, without the presence of non-independent directors and members of the management and all the independent directors shall endeavor to be present at such meetings.</p> <p>Inserted New Part G: Risk Management</p> <p>Listed entities ranked from 1001 to 2000 in the list prepared by recognized stock exchanges in terms of sub-regulation (2) of regulation 3 may constitute a risk management committee with the composition, roles and responsibilities specified in regulation 21."</p>
<p>Comment: The Independent Directors of top 2000 listed entities as per market capitalization shall hold at least 2 meetings in a financial year without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meetings.</p>			
Schedule III	PART A: Disclosures of Events or Information: Specified Securities	<p>Para A Explanation (1): Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean-</p> <p>(i) acquiring control, whether directly or indirectly; or</p> <p>(ii) acquiring or agreement to acquire shares or voting rights</p>	<p>The % of shareholding has been revised and a new proviso has been inserted after sub clause (c):</p> <p>Para A Explanation (1): Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean-</p>

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		<p>in a company, whether existing or to be incorporated, whether directly or indirectly, such that –</p> <p>(a) the listed entity holds shares or voting rights aggregating to 5% or more of the shares or voting rights in the said company; or</p> <p>(b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-paragraph and such change exceeds 2 % of the total shareholding or voting rights in the said company; or</p> <p>(c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.</p>	<p>(i) acquiring control, whether directly or indirectly; or</p> <p>(ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that –</p> <p>(a) the listed entity holds shares or voting rights aggregating to 20 % or more of the shares or voting rights in the said company; or</p> <p>(b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-paragraph and such change exceeds 5 % of the total shareholding or voting rights in the said company; or</p> <p>(c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.</p> <p><i>Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.</i></p>
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Comment:

The % of the shareholding/ Voting rights in the definition of acquisition has been revised and further, the acquisition of shares or voting rights aggregating to 5% or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding 2% of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis.

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Schedule III	PART A: Disclosures Of Events or Information: Specified Securities	Sub Para 6 - No such explanation	Addition of New Explanation 3: Explanation 3 – Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the listed entity.
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Comment:

The requirement to disclose fraud by senior management (excluding promoters, directors, or key managerial personnel) is applicable only if it relates to the listed entity.

Schedule III	PART A: Disclosures Of Events or Information: Specified Securities	Sub Para 15 (a) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations made by the listed entity to analysts or institutional investors. Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.	The sub clause (ii) has been inserted along with the Explanation II: Sub Para 15 (a) (i) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet); (ii) <i>Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.</i> Explanation I: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means. <i>Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the listed entity.</i>
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Comment:

Now, the Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls are required to be disclosed to the recognized stock exchanges prior to beginning of such events.

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Schedule III	PART A: Disclosures Of Events or Information: Specified Securities	-	<p>New explanation has been added:</p> <p>Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:</p> <p>(i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty-four hours.</p> <p>(ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.</p>
<p><u>Comment:</u> The manner of disclosing fine or penalty imposed on the listed entity has been provided.</p>			
Schedule III	PART B: Disclosure of Information having bearing on Performance/Operation of Listed Entity and/or Price Sensitive Information: Non-Convertible Securities	Clause A, Para 17: (17) fraud/defaults by promoter or key managerial personnel or director or employees of listed entity or by listed entity or arrest of key managerial personnel or promoter	Substituted with new Para: (17) Fraud or defaults, in terms of paragraph 6 of clause A of Part-A of Schedule III, by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity,

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			whether occurred within India or abroad;
Comment: The scope of disclosing Frauds and defaults has been increased and now covers the Senior management and the subsidiary of the Listed entity.			
Schedule V	Annual Report: Para C: Corporate Governance Report:	(9) General shareholder information: (e) stock code; (f) market price data- high, low during each month in last financial year; (g) performance in comparison to broad-based indices such as BSE sensex, CRISIL Index etc.;	Clauses (e), (f) and (g) omitted:
Comment: Now, the disclosures regarding stock code, Market price and Comparative performance are not required.			

Disclaimer-This Note is only for academic purposes and is neither intended to solicit business nor to be considered professional advice or opinion

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