



## Gazette Notification on

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2024

Dated: 17th May 2024



Sr No.	Earlier Provision	New Provision
1.	<p><b>Regulation 3(2)</b> The provisions of these regulations which become applicable to listed entities on the basis of market capitalization criteria shall continue to apply to such entities even if they fall below such thresholds</p>	<p>(2) The applicability of the provisions of these regulations to a listed entity on the basis of market capitalisation shall be determined as follows</p> <p>(a) Every recognized stock exchange shall, at the end of the calendar year i.e., <b>31<sup>st</sup> December</b>, prepare a list of entities that have listed their specified securities ranking such entities on the basis of their average market capitalisation from <b>1st July to 31st December</b> of that calendar year.</p> <p>(b) The relevant provisions shall then become applicable to a listed entity that is required to comply with such requirements for the first time (or, if applicable, required to comply after any interim period) after a period of <b>three months from December 31 (i.e. April 1)</b> or from the beginning of the immediate next financial year, whichever is later:</p> <p>Provided that the listed entity, which is required to comply for the first time or after a period of cessation, shall put in place systems and processes for compliance with clause (f) of sub-regulation (2) of regulation 34 <b>within a period of three months from December 31(i.e. on or before April 1)</b> or from the beginning of the immediate next financial year, whichever is later, and further disclose the Business Responsibility and Sustainability Report and/or assurance as per the Business Responsibility and Sustainability Report Core in the Annual Report prepared for the financial year in which systems and processes were required to be put in place in accordance with this proviso.</p> <p>(c) The listed entity shall continue to comply with relevant provisions that were applicable to it based on the market capitalisation of previous year and continue(s) to remain applicable on the basis of its rank in the list prepared by recognized stock exchanges as per clause (a) of this sub-regulation</p>
2.	<p>No Regulations were added Before. <b>New Regulation 3(2A) &amp; (2B) inserted</b></p>	<p>(2A) The provisions of these regulations, which become applicable to a listed entity on the basis of criteria of market capitalisation, shall continue to apply to such an entity unless its ranking changes in the list prepared in accordance with sub-regulation (2) of this regulation and such change</p>

		<p>results in the listed entity remaining outside the applicable threshold for a period of <b>3 consecutive years</b>.</p> <p>(2B) For such listed entities which remain outside the applicable threshold for a period of <b>3 consecutive years</b> in terms of sub-regulation (2A) of this regulation, the provisions that apply on the basis of criteria of market capitalisation shall cease to apply at the end of the financial year following the <b>31st December of the third consecutive year</b></p> <p>Provided that for those listed entities that follow January to December as its financial year, the provisions shall cease to apply at the end of <b>3 months from 31st December</b> of the third consecutive year (<b>i.e. on 31st March</b>)</p>
<p>3.</p>	<p><b>Reg. 15 (1A)</b>  (1A) The provisions of this regulation and regulation 16 to regulation 27 of this chapter shall apply to a listed entity which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above:</p> <p>Provided that in case an entity that has listed its non-convertible debt securities triggers the specified threshold of Rupees Five Hundred Crore during the course of the year, it shall ensure compliance with these provisions within six months from the date of such trigger:</p> <p>Provided further that these provisions shall be applicable to a 'high value debt listed entity' on a 'comply or explain' basis until [March 31, 2024] and on a mandatory basis thereafter.</p> <p>Explanation (3) - 'Comply or explain' for the purpose of the second proviso to sub regulation (1A) of</p>	<p>in the second proviso, the words and symbols "<b>March 31, 2024</b>" shall be substituted by the words and symbols, "<b>March 31, 2025.</b>"</p> <p>in Explanation (3), the words and symbols "<b>March 31, 2024</b>" shall be substituted by the words and symbols, "<b>March 31, 2025</b>"</p>

	<p>regulation 15 shall mean that the entity shall endeavour to comply with the provisions and achieve full compliance by [March 31, 2024]. In case the entity is not able to achieve full compliance with the provisions, till such time, it shall explain the reasons for such non-compliance/partial compliance and the steps initiated to achieve full compliance in the quarterly compliance report filed under clause (a), sub regulation (2) of regulation 27 of these regulations.</p>	
<p>4.</p>	<p><b>Reg. 17 (1)(a) Proviso</b>  The composition of board of directors of the listed entity shall be as follows: (a) board of directors shall have an optimum combination of executive and nonexecutive directors with at least one-woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors</p> <p>Provided that the Board of directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019, and the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020</p>	<p>Provided that the BODs of the <del>top 500 listed entities shall have at least 1 independent woman director by April 1, 2019, and the BODs of the Top 1000 listed entities shall have at least 1 independent woman director by April 1, 2020.</del></p> <p><b>Explanation is also omitted.</b></p>
<p>5.</p>	<p><b>Reg. 17(1)(c)</b>  The BODs of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.</p>	<p>The BODs of the <del>top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020)</del> shall comprise of not less than six directors.</p> <p><b>Explanation is also omitted</b></p>
<p>6.</p>	<p><b>Reg. 17(2A)</b>  (2A) The quorum for every meeting of the board of directors of the top 1000 listed entities with effect from</p>	<p>The quorum for every meeting of the board of directors of the <del>top 1000 listed entities with effect from April 1, 2019 and of the top 2000 listed entities with effect from April 1, 2020</del> shall be one-third of its total strength or three</p>

	April 1, 2019, and of the top 2000 listed entities with effect from April 1, 2020 shall be one-third of its total strength or three directors, whichever is higher, including at least one independent director.	directors, whichever is higher, including at least one independent director  <b>Explanation II omitted.</b>
7.	<b>Reg 21 (3C)</b> (3C) The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.  [(5) The provisions of this regulation shall be applicable to I. the top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediate preceding financial year; and, ii. a 'high value debt listed entity'.]	The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis <b>not more than 210 days</b> shall elapse between <b>any two consecutive meetings</b> .  The provisions of this regulation shall be applicable to: i. the top 1000 listed entities, <del>determined on the basis of market capitalization as at the end of the immediate preceding financial year;</del> and,  ii. a 'high value debt listed entity'
8.	<b>Reg. 25 (10):</b> With effect from {January 1, 2022}, the top listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of directors.]	The words, symbols and numerals " <b>With effect from January 1, 2022</b> , the", shall be substituted by the word "The  The words, symbols and numerals " <b>calculated as on March 31</b> of the preceding financial year," shall be omitted
9.	<b>Reg. 26A</b> , new proviso added after <b>Sub regulation 1 &amp; 2</b>	"Provided that where the listed entity is required to obtain approval of regulatory, government or statutory authorities to fill up such vacancies, then the vacancies shall be filled up by the listed entity at the earliest and in any case not later <b>than 6 months</b> from the date of vacancy;"
10.	<b>Reg. 29 (1)</b> The listed entity shall give prior intimation to stock exchange about the meeting of the board of directors	The listed entity shall give prior intimation <b>of at least 2 working days in advance, excluding the date of the intimation and date of the meeting</b> to stock exchange about the meeting of the board of directors in which any of the following proposals is due to be considered.

	in which any of the following proposals is due to be considered:	<b>Note</b> - Prior intimation has been reduced to 2 working days (earlier 5 days) excluding the date of the initiation and date of the meeting.
11.	<b>Reg. 29(1)(d)</b> fund raising by way of further public offer, rights issue, American Depository Receipts/Global Depository Receipts/Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method and for determination of issue price	Fund raising by way of <b>issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through</b> further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method and for determination of issue price.  <b>New proviso inserted.</b> Provided further that intimation for determination of issue price in a qualified institutions placement is not required if such placement is done in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
12.	<b>Reg. 29(2)</b> The intimation required under sub-regulation (1), shall be given at least two working days in advance, excluding the date of the intimation and date of the meeting: Provided that intimation regarding item specified in clause (a) of sub-regulation (1), to be discussed at the meeting of board of directors shall be given at least five days in advance (excluding the date of the intimation and date of the meeting), and such intimation shall include the date of such meeting of board of directors	The intimation required under sub-regulation (1) shall mention the date of such meeting of board of directors
13.	<b>Reg. 29(3)(a) &amp;(b) omitted and inserted as clause (g) &amp; (h) of Reg.29(1):</b> The listed entity shall give intimation to the stock exchange at least 11 working days before any of the following proposals is placed before the BODs-(a)any alteration in the form or nature of any of its securities that are listed	<b>Reg. 29(3)(a) &amp;(b) omitted and inserted as clause (g) &amp; (h) of Reg. 29(1)</b>  <b>Note</b> - Reg. 29(3) omitted and prior intimation of board meeting aligned to 2 working days in all cases.

	on the stock exchange or in the rights or privileges of the holders thereof.	
14.	<p><b>Reg 30 (11)</b> The listed entity may on its own initiative also, confirm or deny any reported event or information to stock exchange(s) [Provided that the top 100 listed entities [***]and thereafter the top 250 listed entities [,with effect from the date as may be specified by the Board,] shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event or information in terms of the provisions of this regulation are circulating amongst the investing public, as soon as reasonably possible and not later than twenty four hours from the reporting of the event or information</p>	<p>The listed entity may on its <del>own</del> initiative also, confirm or deny any reported event or information to stock exchange(s)</p> <p>Provided that the top 100 listed entities and thereafter the top 250 listed entities, with effect from the date <del>as may be</del> specified by the Board, shall confirm, deny or clarify <b>upon the material price movement as may be specified by the stock exchanges</b> any reported event or information in the mainstream media which is not general in nature and which indicates that <b>rumour</b> of an impending specific <del>material</del> event or information <del>in terms of the provisions of this regulation are</del> <b>is</b> circulating amongst the investing public, as soon as reasonably possible and <b>but in any case</b> not later than twenty four hours from the reporting of the event or information <b>trigger of material price movement.</b></p> <p><b>New proviso inserted:</b> “Provided further that when the listed entity confirms within 24 hours from the trigger of material price movement, any reported event or information on which pricing norms provided under Chapter V or Chapter VI of the Securities and Exchange Board of India (ICDR) Regulations, 2018 or pricing norms provided under Regulation 8 or Regulation 9 of the Securities and Exchange Board of India (SAST) Regulations, 2011 or pricing norms provided under Regulation 19 or Regulation 22B of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 or any other pricing norms specified by the Board or the stock exchanges are applicable, then the effect on the price of the equity shares of the listed entity due to the material price movement and confirmation of the reported event or information may be excluded for calculation of the price for that transaction as per the framework as may be specified by the Board.”</p>
15.	<b>Reg 30 (11)</b>	<p><b>In regulation 30, after sub-regulation (11), the following new sub-regulation shall be inserted, namely.</b> “(11A) The promoter, director, key managerial personnel or senior management of a listed entity shall provide adequate, accurate and timely response to queries raised or explanation sought by the listed entity in order to ensure</p>

		compliance with the requirements under sub-regulation 11 of this regulation and the listed entity shall disseminate the response received from such individual(s) promptly to the stock exchanges
16.	<b>Reg. 34 (2) (f) Explanation 1(i)</b> market capitalization shall be calculated as on the 31st day of March of every financial year	<b>Explanation-1, clause (i) shall be omitted;</b>
17.	<b>Reg. 43A (1)</b> 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 top 1000 listed entities based on market capitalization ( <del>calculated as on March 31 of every financial year</del> ) 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.
18.	<b>Reg. 44(5)</b> The top 100 listed entities by market capitalization, determined. as on March 31st of every financial year, shall hold their annual general meetings within a period of five months from the date of closing of the financial year.	The top 100 listed entities by market capitalization, <del>determined as on March 31st of every financial year</del> , shall hold their annual general meetings within a period of five months from the date of closing of the financial year.  <b>Explanation to sub regulation 6 also omitted.</b>





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