



GENICON CS LEGAL MUSINGS

The Fortnightly Legal Updates !!!

#MUSINGS 2

December 2024

EDITORIAL:

Team Genicon CS

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MINISTRY OF CORPORATE AFFAIRS

GIST OF ROC ADJUDICATION ORDERS

1. Adjudication order for violation of Section 118(1), 118(2) of the companies Act, 2013 in the matter of Hind Woollen and Hosiery Private Limited.

ROC, Chandigarh issued adjudication order in the matter of Hind Woollen and Hosiery Mills Private Limited as the Chairman of the Board Meetings has not signed the minutes of the meetings and thus violating the provisions of section 118(1) and 118(2) of the Companies Act, 2013. The adjudicating Authority imposed penalty of 12,500 upon the company and ₹2,500 each upon five Directors in default.

2. Adjudication order for violation of Section 158 of the Companies Act, 2013 in the matter of Saint Philomenas Nidhi Limited.

ROC, Ernakulam issued an adjudication order in the matter of Saint Philomenas Nidhi Limited for not mentioning DIN over the financial statements attached with AOC-4 for the Financial Year end 31.03.2020 resulting the violation of Section 158 of the Companies Act, 2013. The Adjudicating Authority imposed penalty of ₹50,000 each upon the company and one Director in default.

3. Adjudication order for violation of Section 165 of the Companies Act, 2013 in the matter of Mr. Jasbir Singh.

ROC, Chandigarh issued adjudication order in the matter of Mr. Jasbir Singh as he was holding Directorship of more than 10 Public Companies , and thus violating the provisions of Section 165 of the Companies Act, 2013. The Adjudicating Authority imposed penalty of ₹2,00,000 on Mr. Jasbir Singh for the aforesaid default.



SECURITIES AND EXCHANGE BOARD OF INDIA

Amendment to SEBI (PIT) Regulations, 2015

SEBI vide its Notification dated December 04, 2024, has amended the SEBI (PIT) Regulations 2015 to strengthen its framework. Following are the key changes introduced in the existing regulations.

1. Redefining the term “Connected Person”

Redefining the term “connected person” to expand its scope, thereby bringing in more individuals and entities with access to unpublished price-sensitive information (UPSI). The following persons and entities shall also be considered and deemed to be Connected Person:

1. Any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access (Only language has been streamlined for readability).

2. A firm or its partner or its employee in which a connected person is also a partner (Earlier under clause (j) only the firms where director of the company or his relative holding 10% or more interest was covered).



GUIDELINES

SECURITIES AND EXCHANGE BOARD OF INDIA

3.A person sharing household or residence with a connected person (Broadens the definition to incorporate non-relatives (e.g., friends, tenants) who may reasonably be expected to access UPSI.

2. Definition of term Relative has been introduced

Newly defined term "relative," incorporating additional family members such as

1. Spouse of the person;
2. Parent of the person and parent of his /her spouse;
3. Sibling of the person and sibling of his / her spouse;
4. Child of the person and child of his / her spouse.

Also, the term immediate relative shall be omitted and relocated under new clause (i.e. relative). Further clarifying that the relatives of a "connected person" too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI."

Amendment to SEBI (Issue and Listing of Non-convertible securities) Regulations, 2021

SEBI vide Notification dated December 11, 2024, notified SEBI (Issue and Listing of Non-Convertible Securities) (Third Amendment) Regulations, 2024, and amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

A new definition of Environment, Social and Governance Debt Securities ("ESG Debt Securities) is inserted which means green debt securities, social bonds, sustainability bonds, sustainability-linked bonds, etc. and the Issuers intending to list ESG Debt Securities must comply with conditions specified by SEBI.

There is also amendments to Schedule I which include revised disclosure requirements for debenture trustees, replacing direct document inclusion with a web link or QR code in the issue document, etc.

Amendment to SEBI LODR Regulations, 2015

SEBI vide its Notification dated December 12, 2024, has amended LODR regulations 2015 through SEBI (Listing Obligations and Disclosure Requirements) Third Amendment Regulations, 2024. The following are the major changes/amendments in the regulations.

Regulation	Prior amendment	Post amendment/Impact
2(k) Definition of Half Year	"Half year" defined	Half year definition deleted.
2(ZC) - Related party transaction	In related party transaction definition, some of the transactions should not be considered for related party transactions.	Now two more sub clauses have been included for not considering related party transaction. <ul style="list-style-type: none"> acceptance of current account deposits including payment of interest and saving 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: retail purchases from any listed entity or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors:"
2(ZF) - Securities Laws	Securities laws" means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, and the provisions of the Companies Act, 1956 and Companies Act, 2013, and the rules, regulations, circulars or guidelines made thereunder.	The language of the definition modified to include previous Companies Act also – not just 1956 Act.
2(ZLA) - SR Equity Shares	Not defined earlier	Definition for SR Equity Shares has been inserted. "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.
Regulation 6 Compliance Officer and his Obligations.	A listed entity shall appoint a qualified company secretary as <u>the compliance officer</u>	A clarification for compliance officer has given for better compliance. 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

		<p>Key Managerial Personnel.”</p> <p><u>New sub regulation also has been inserted in line with compliance officer</u></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>The effect of this amendment is that a Compliance Officer need not be Company Secretary alone, any other KMP can also be designated as a Compliance Officer.</p>
Regulation 7 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.	<p>Now this clause has been removed.</p> <p>The listed entity shall not require to submit compliance certificate to the stock exchange with respect to share transfer.</p>
Regulation 10 Filing of information	The listed entity shall file the reports, statements, documents, filings and any other information with the recognised stock exchange(s) on the electronic platform as specified by the Board or the recognised stock exchange(s).	<p><u>Further clarity has been given for filing of information with stock exchange</u></p> <p>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 thereunder in the format and within the timelines as may be specified.”</p>
Regulation 13 Grievance Redressal Mechanism.	The listed entity shall file with the recognised stock exchange(s) <u>on a quarterly basis, within twenty- one days from the end of each quarter</u> , 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.	<p><u>Timeline for filing grievance redressal mechanism has been removed as of now.</u></p> <p>Now, the listed entity shall file with the recognised stock exchange(s) <u>on a quarterly basis</u> a statement detailing the redressal of investor grievances in such form and within the timelines as may be specified by the Board.</p>
Regulation	“Material subsidiary” shall mean a	Now the word income has been changed to

<p>16(1)(c)</p> <p>Material subsidiary</p>	<p>subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.</p>	<p>turnover.</p> <p>Hereafter material subsidiary shall be calculated on the basis of turnover or net worth of the listed entity.</p>
<p>Regulation 17(1A)</p> <p>Board of Directors</p>	<p>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>	<p>New proviso has been inserted after the sub regulation</p> <p>Also, the listed entity shall ensure compliance with this sub-regulation at the time of <u>appointment or re-appointment or any time prior to the non-executive director</u> attaining the age of seventy-five years.”</p>
<p>Regulation 17(1C)</p> <p>Board of Directors</p>	<p>Provided 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>Provided further that the appointment or a re-appointment of a person, including as a managing director or a whole-time director or a manager, who was earlier rejected by the shareholders at a general meeting, shall be done only with the prior approval of the shareholders:</p> <p>Provided further that the statement referred to under sub-section (1) of section 102 of the Companies Act, 2013, annexed to the notice to the shareholders, for considering the appointment or re-appointment of such a person earlier rejected by the shareholders shall contain a detailed explanation and justification by the Nomination and Remuneration Committee and the Board of directors for recommending such a person for appointment or re- appointment.</p>	<p><u>Amended Regulation:</u></p> <p>(a) 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 if such appointment or re-appointment of a person to the board of directors or as a manager is subject to approval of regulatory, government or statutory authorities, then the time taken to receive such approvals shall be excluded for the purposes of this clause:</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>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.</p> <p>(b) The appointment or a re-appointment of a person, including as a managing director or a whole-time director or a manager, who was</p>

		<p>earlier rejected by the shareholders at a general meeting, shall be done only with the prior approval of the shareholders:</p> <p>Provided that the statement referred to under sub-section (1) of section 102 of the Companies Act, 2013, annexed to the notice to the shareholders, for considering the appointment or re-appointment of such a person earlier rejected by the shareholders shall contain a detailed explanation and justification by the Nomination and Remuneration Committee and the board of directors for recommending such a person for appointment or re-appointment.”</p>
Regulation 23(2) (Related Party Transaction)	Approval of Audit committee	<p>New sub clauses have been inserted for approval of audit committee</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.</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> <ol style="list-style-type: none"> 1. the value of the ratified transaction(s) with a related party, whether entered into individual or taken together, during a financial year shall not exceed rupees one crore. 2. the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation. 3. rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification. 4. the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of

		<p>sub-regulation (9) of this regulation.</p> <p>5.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>
<p>Reg 23(5) Exceptions</p>	<p>Related party transaction shall not be applicable if the transactions entered between two government companies.</p>	<p>The word Government” shall be substituted with the word “public sector”;</p> <p>Also, two transactions have been included for exceptions for approval of Audit committee and shareholders.</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>
<p>Reg 23(9) RPT – Stock exchange disclosure</p>	<p>The listed entity <u>shall submit to the stock exchanges disclosures of related party transactions</u> in the format as specified by the Board from time to time, and publish the same on its website</p>	<p><u>Exception given for disclosure of RPT</u></p> <p>The 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 disclosure under this sub-regulation.</p>

<p>Regulation 24</p> <p>Corporate governance requirements with respect to subsidiary of listed entity.</p>	<p>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 <u>shall require prior approval of shareholders by way of special resolution</u>, 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>	<p><u>Exception given</u></p> <p>If such sale, disposal or lease of assets is between two wholly-owned subsidiaries of the listed entity shall not required prior approval of shareholders by way of special resolution.</p>
<p>Regulation 24A</p> <p>Secretarial Audit and Secretarial compliance report</p>	<p>Not Defined earlier</p>	<p><u>New provisions for Secretarial Auditor</u></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> <ol style="list-style-type: none"> 1. "Secretarial Auditor" means a Company Secretary in Practice or a firm of Company Secretary(ies) in practice appointed to conduct the Secretarial Audit. 2. 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>(b) On the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint:</p> <ol style="list-style-type: none"> 1. an individual as Secretarial Auditor for not more than one term of five consecutive years; or

2. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting;

Provided that-

1. 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;
2. 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:

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:

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.

(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.”

(1A) Eligibility, Qualifications and Disqualifications of Secretarial Auditor:

(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>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> <p><u>(1B) Secretarial Auditor not to render certain services:</u></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</p> <p>clause (b) of sub-regulation (1)."</p> <p>"Provided that the listed entity shall ensure that with effect from April 1, 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."</p>
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<p>Regulation 25</p> <p>Obligations with respect to independent directors.</p>	<p>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.</p> <p>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.</p>	<p>Now this requirement has been omitted.</p>
<p>Regulation 26A</p> <p>Vacancies in respect of certain Key Managerial Personnel</p>	<p>Not defined earlier</p>	<p><u>New Regulation</u></p> <p>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>Regulation 27</p> <p>Other corporate governance requirements</p>	<p>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) <u>within twenty-one days from the end of each quarter.</u></p>	<p><u>Timeline for filing compliance report has been removed for now.</u></p> <p>The listed entity shall submit, to the recognised stock exchange(s), a <u>quarterly compliance report</u> on corporate governance in the format and within the timelines, as may be specified by the Board from time to time.”</p>
<p>Regulation 30</p> <p>Disclosure of events or information.</p>	<p>Not defined earlier</p>	<p>The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;</p>

		<p>In case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:</p> <p>Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.”</p>
Regulation 31A - Holding of specified securities and shareholding pattern.	<p>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 shall jointly decide on the application.</p>	This sub regulation has been removed.
Regulation 31A (3)	<p>Reclassification of status of a promoter to public shall be permitted by the stock exchanges only upon satisfaction of the conditions</p>	<p>Now the conditions have been modified for reclassification of status of a promoter to public</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</p>

		<p>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 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> <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>
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Regulation 33(c) Financial results	<p>The standalone financial results and consolidated financial results shall be prepared as per Generally Accepted Accounting Principles in India:</p> <p>Provided that in addition to the above, the listed entity may also submit the financial results, as per the International Financial Reporting Standards notified by the International Accounting Standards Board.</p>	<p>Second proviso has been inserted.</p> <p>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.</p>
Regulation 33(d)	<p>The listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) on a quarterly or annual basis are to be given only by an auditor who has subjected himself/herself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.</p>	<p>New Proviso has been inserted</p> <p>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:</p>
Regulation 36	<p>Documents & Information to shareholders relating to timeline to send to annual report to shareholders.</p>	<p>This clause has been omitted</p>
Regulation 37 Draft Scheme of Arrangement	<p>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> <p>Provided that such draft schemes shall be filed with the stock exchanges for the purpose of disclosures</p>	<p><u>Amended Regulation</u></p> <p>Nothing contained in this regulation shall apply to draft schemes which</p> <p>a) solely provide for merger of a wholly owned subsidiary with its holding company; or</p> <p>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:</p> <p>Provided that such draft schemes shall be filed with recognized stock exchanges for the purpose of disclosures.”</p>
Regulation 39	<p>Issuance of Certificates or Receipts/Letters/Advices for securities and dealing with</p>	<p>This sub regulation has been omitted</p>

	unclaimed securities.	
Regulation 40(2)	Transfer or transmission or transposition of securities.	This sub regulation has been omitted
Regulation 40(3)	Relating to time line to process the transfer and transmission of securities.	This sub regulation has been omitted
Regulation 40(6)	Relating to declining to register the transfer of shares.	This sub regulation has been omitted
Regulation 40(8)	Relating to remedy available to aggrieved party for not effecting transfer of shares	This sub regulation has been omitted
Regulation 40(9)	Relating to Certification by PCS regarding transfer of shares	This sub regulation has been omitted
Regulation 40(10)	Relating to filing of above Certificate with the SE	This sub regulation has been omitted
Regulation 42 Record Date or Date of closure of transfer books.	<p>The listed entity shall give notice in advance of at-least <u>seven</u> 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 <u>three</u> working days (excluding the date of intimation and the record date).</p>	<p>Amended regulation:</p> <p>The listed entity shall give notice in advance of at-least <u>three</u> 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 he listed entity shall give notice in advance of at-least <u>Seven</u> working days (excluding the date of intimation and the record date).</p>
Regulation 42(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.	This sub-regulation has been omitted
Regulation 42(4)	The listed entity shall ensure the time gap of at-least thirty days	Thirty days now substituted with five working days

	between two record dates.	
Regulation 42(5)	Relating to announcing closure of transfer books.	This sub-regulation has been omitted
Regulation 46 Website Disclosure	The listed entity shall disclose the information in the website as per regulation 46	Two more information has been inserted for website compliance <ol style="list-style-type: none"> 1. Memorandum of Association and Articles of Association. 2. Brief profile of board of directors including directorship and full-time positions in body corporates;"
Regulation 46 (oa)	Audio or video recordings and transcripts compliance	<p>Amended Regulation:</p> <p>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> <ol style="list-style-type: none"> 1. 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; 2. the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls; 3. 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>Provided that—</p> <ol style="list-style-type: none"> 1. 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. 2. 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."
Regulation 46(za)	Not defined earlier	<p>Additional website compliance</p> <p>Employee Benefit Scheme Documents, excluding commercial secrets and such other information that would affect competitive</p>

		<p>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> <p>“Provided that for the purpose of compliance with this sub-regulation, the listed entity may provide the exact link to the webpage of each of the recognized stock exchanges where such information has already been made available by the listed entity.”</p>
<p>Regulation 47</p> <p>Advertisement in newspaper</p>	<p>The listed entity shall publish the following information in the newspaper:</p> <p>(a) 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 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>(d) notices given to shareholders by advertisement.</p>	<p>Amended regulation:</p> <p>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 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>Regulation 47</p> <p>Advertisements in Newspaper</p>	<p>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>The listed entity shall publish the</p>	<p>Newspaper compliance has been omitted</p>

	<p>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>	
Regulation 50 Intimation to Stock exchange	Not defined earlier	The disclosures to the stock exchanges shall be made by a listed entity in XBRL format in accordance with the guidelines specified by the stock exchanges from time to time.
Regulation 52(2) Financial Results	The quarterly results shall <u>be taken on record by the</u> board of directors and signed by the managing director / executive director	<p>Now the quarterly financial results submitted shall be approved <u>by the board of directors.</u>"</p> <p>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."</p>
Regulation 60 - Record date	<p>(1) The listed entity shall fix a record date for purposes of payment of interest, dividend and payment of redemption or repayment amount or for such other purposes as specified by the stock exchange.</p> <p>(2) The listed entity shall give notice in advance of at least <u>seven</u> 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.</p>	<p>Amended regulation:</p> <p>The listed entity shall fix a record date as per sub-regulation (7) of regulation 23 of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021."</p> <p>The listed entity shall give notice in advance of at least <u>three</u> 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.</p>

Note: The above amendments are covered only major changes in the regulations.



INSOLVENCY AND BANKRUPTCY CODE

1.The Insolvency and Bankruptcy Board of India (IBBI) is seeking Expression of Interest (EOI) from registered Insolvency Professionals (IPs) who may be interested in being empanelled for appointment as an Interim Resolution Professionals, Liquidators, Resolution Professionals and Bankruptcy Trustees, for a period from January 1, 2025, to June 30, 2025 (6 months).

Mode for submission of EOI: Online mode by log in to IP account.

Start Date for submission of EOI: December 02, 2024.

Last Date for submission of EOI: December 22, 2024.

2.Insolvency and Bankruptcy Board of India (IBBI) has extended the last date of submission of the liquidation and voluntary liquidation forms till 31.12.2024 vide Circular dated December 02, 2024.



COMPLIANCE CALENDAR

Event Date	As per Act	Applicable Forms
20/Dec/2024	Goods and Services Tax Act, 2017	GSTR-5A, GSTR-1A, GSTR-3B
25/Dec/2024	Goods and Services Tax Act, 2017	PMT-06
28/Dec/2024	Goods and Services Tax Act, 2017	GSTR-11
30/Dec/2024	Income Tax Act, 1961	Form 26QB, Form 26QC, Form 26QD, Form 26QE
31/Dec/2024	Income Tax Act, 1961 Taxpayers who missed the initial deadline have time until December 31, 2024, to file their income tax return (ITR) for FY 2023-24 (AY 2024-25).	Belated ITR 1 to 7 This date applies to those filing a belated ITR, subject to a penalty of up to Rs 5,000.
31/Dec/2024	Goods and Services Tax Act, 2017	GSTR-9, GSTR-9 C
31/Dec/2024	Foreign Exchange Management Act, 1999.	APR Part II
31/Dec/2024	Companies Act, 2013	AOC 4 (CSR 2) DNBS (XBRL) -10 (NBFC)



WISDOM CORNER

Wit and Wisdom by Osho- “Talking brought me here”!

I have heard: Once it happened that Mulla Nasruddin was passing through a forest. He came upon a skull. Just curious, as he always was, he asked the skull, “What brought you here, sir?” And he was amazed because the skull said, “Talking brought me here, sir.” He couldn’t believe it, but he had heard it, so he ran to the court of the king. He told there that “I have seen a miracle! A skull, a talking skull, lying just near our village in the forest.”

The king also couldn’t believe, but he was also curious. The whole court followed. They went into the forest. Nasruddin went near the skull and asked again the same question, “What brought you here, sir.” But the skull remained silent. He asked again and again and again, but the skull was dead silent.

The king said, “I knew it before, Nasruddin, that you are a liar. But now this is too much. You have played such a joke that you will have to suffer for it.” He ordered his guard to cut his head and throw the head near the skull for the ants to eat.

When everybody went — the king, his court — the skull started talking again. And he asked, “What brought you here, sir?” Nasruddin answered, “Talking brought me here, sir.”

And talking has brought man here — the situation that is today. A constant chattering mind does not allow any happiness, any possibility of happiness, because only a silent mind can look within, only a silent mind can hear the silence, the happiness, that is always bubbling there. But it is so subtle that with the noise of the mind you cannot hear it.



LEGAL MAXIM

‘Pari Materia’

Meaning: Dealing with the same subject matter.

The doctrine of Pari Materia is a useful tool for the interpretation of statutes that work towards the same objective. It is an ordinary rule of interpretation of statutes that the words of a statute when there is uncertainty about their meaning are to be perceived in the sense in which they best harmonize with the subject of the enactment and the object which the legislature has perceived. The doctrine helps in harmonizing the aim and subject of the legislation. It is a doctrine in statutory construction that statutes that are in Pari Materia must be construed together.

Example of how Pari Materia is applied:

When a judge is interpreting a new law that deals with the same subject as an older law, the judge can use the older law to help understand the meaning of the new law.





Team Genicon CS wishes you a



M E R R Y

Christmas

**A N D H A P P Y N E W Y E A R
2 0 2 5**



*Thank
you*

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Limited**

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