

SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018

DATED MAY 9, 2018

S. NO	REGULATION	PARTICULARS	APPLICABILITY	EFFECTIVE DATE	PROVISIONS
1	36(4)	Format of Disclosures	All Companies	May 09, 2018	a) All disclosures on website shall be in searchable format. b) All disclosure to stock exchange(s) shall be in searchable format and in XBRL format.
2	16(1)(b)(ii)	Independent Director	All Companies	October 01, 2018	Independent Director shall not be member of the promoter group of listed entity.
3	16(1)(b)(viii)	Independent Director	All Companies	October 01, 2018	Independent Director shall not be non-independent director of another Company on Board of which any non-independent director of listed entity is an independent director.
4	25(1)	Alternate to Independent Director	All Companies	October 01, 2018	No person shall be appointed or continue as an Alternate Director for an Independent Director.
5	25(10)	Directors and Officers Insurance	Top 500 Companies	October 01, 2018	The listed entities 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.
6	46(2)	Website Disclosures	All Companies	October 01, 2018	All Credit Ratings obtained by the entity for all its outstanding instruments, updated immediately as and when there is any revision.
7	24A	Secretarial Audit	All Companies	March 31, 2019	Material unlisted subsidiaries incorporated in India of every listed entity shall undertake secretarial audit w.e.f. the year ended March 31, 2019.

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8	36(1)(a)	Information to shareholders	All Companies	March 31, 2019	Soft copies of full Annual Report to all those shareholder(s) who have registered their email address either with the listed entity or with depository.
9	Schedule V, Part A	Transaction Statement	All Companies	March 31, 2019	Related Party Disclosures in the Annual Report shall include Transaction with any person or entity belonging to the Promoter / Promoter Group which hold(s) 10% or more shareholding, shall be disclosed in the format prescribed in relevant AS.
10	Schedule V, Part B	Key Financial Ratios	All Companies	March 31, 2019	Management and Discussion Analysis of the Annual Report shall include any: a) Change > 25% of Key Financial Ratios viz. Debtor, Inventory Turnover, Interest Coverage Ratio, Current Ratio, etc. b) Change in Return on Net Worth compared to immediately previous financial year along with detailed explanations thereof.
11	Schedule V, Part C	Directorship	All Companies	March 31, 2019	Corporate Governance Report of the Annual Report shall include separately the name of the listed entities where the person is a director and the category of directorship.
12	Schedule V, Part C	Matrix of Skills	All Companies	March 31, 2019	Corporate Governance Report of the Annual Report shall include Chart / matrix setting out the skills / Expertise / Competencies of the Board of directors specifying list of core of skills / expertise / competencies identified by Board as required in context of its Business / Sector. Name of Directors who have such skills / Expertise / Competencies w.e.f. March 31, 2020.
13	Schedule V, Part C	Independent Director	All Companies	March 31, 2019	Corporate Governance Report shall include confirmation that Independent Directors fulfil the conditions specified in these regulations and are independent of the management.

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14	Schedule V, Part C	Resignation of Independent Director	All Companies	March 31, 2019	Corporate Governance Report shall include: a) Detailed reason for Resignation of Independent Director who resigns before the expiry of his tenure; b) Confirmation by such Director that no other material reasons other than those provided
15	Schedule V, Part C	Credit Rating	All Companies	March 31, 2019	Corporate Governance Report shall include List of all credit ratings along with any revision during the relevant financial year for debt instruments, fixed deposits or other mobilization of Funds.
16	Schedule V, Part C	Disclosures	All Companies	March 31, 2019	Corporate Governance Report shall disclose : a) Utilization of Proceeds of Preferential Allotment / QIPs every year until such proceeds are utilized; b) Certificate from PCS that none of the Directors on the Board are disqualified / debarred by Board / MCA / other regulatory; c) If board had not accepted any recommendation of the Committee, which is mandatorily required, along with reasons; d) Consolidated (Holding and its Subsidiaries) Total Fees paid to Statutory Auditor.
17	23(9)	Related Party Transactions	All Companies	March 31, 2019	The listed entity shall submit disclosures of Related Party Transactions on a consolidated basis, in the format prescribed in the relevant Accounting Standards, within 30 days of publication of its Standalone/ Consolidated Financial Results for the half year, to the Stock Exchange(s) and publish the same on its website.
18	34(1)	Annual Report	All Companies	March 31, 2019	Submit to Stock Exchange and publish on its website: a) Copy of Annual Report sent to the shareholders before commencement of dispatch to its shareholders b) In the event of any changes, revised copy in < 48 hours after the AGM.

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19	16(1)(d)	Senior Management	All Companies	April 01, 2019	"Senior Management" = officers/ personnel who are members of core management team - Board of directors + all members of management one level below the chief executive officer/ managing director/ whole time director/ manager (including chief executive officer/ manager, (in case chief executive officer /manager not part of the Board) + Company Secretary + Chief Financial Officer - Administrative Staff.
20	17(1)(a)	Woman Director	Top 500 Companies	April 01, 2019	Board shall comprise of atleast one woman as an independent director.
21	17(1)(c)	Minimum Directors	Top 1000 Companies	April 01, 2019	Board shall comprise of atleast six directors.
22	17(1A)	Maximum Age	All Companies	April 01, 2019	Special Resolution for appointment/continuation of the relevant term of Non Executive Director on attaining the age of 75 years and explanatory statement shall indicate the justification of the same.
23	17(2A)	Quorum	Top 1000 Companies	April 01, 2019	The quorum for Board meeting shall be one-third of its total strength or three directors, whichever is higher, including 1 Independent Director
24	17(10)	Evaluation of Independent Director	All Companies	April 01, 2019	The evaluation of Independent Directors shall be done by the entire Board, which shall include performance of the Directors and fulfilment of Independence Criteria as specified in the regulations and their Independence from Management.
25	17(6)(ca)	Remuneration to Non-Executive Director	All Companies	April 01, 2019	Special Resolution shall be obtained every year, if annual remuneration payable to single Non - Executive Director > 50% of the total remuneration payable to all Non - Executive Directors of the Company.

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26	17(6)(e)	Remuneration to Executive Director	All Companies	April 01, 2019	Special resolution is to be passed for fees or compensation payable to Executive Directors who are part of promoters / promoter group, if: i. Company having 1 Executive Director – Annual Remuneration > Rs. 5 Crore / 2.5% of the Net Profit, whichever is higher; ii. Company having > 1 Executive Director – Aggregate Annual Remuneration > 5% of Net Profit.
27	17A	Directorship	All Companies	April 01, 2019	A person shall be Director (including Alternate) in maximum 8 listed entities.
28	17A	Independent Directorship	All Companies	April 01, 2019	A person can serve as an Independent Director upto 7 listed entities.
29	17A	Independent Directorship	All Companies	April 01, 2019	A person serving as Whole Time Director or Managing Director in any equity listed entity can serve as an independent director upto 3 equity listed entities.
30	25(8) & (9)	Declaration of Independence	All Companies	April 01, 2019	Independent Director to submit the declaration of independence and Board to verify the same, in its first meeting in which he participates, first meeting of every financial year and whenever there is any change.
31	19(2A)	Quorum of Nomination and Remuneration Committee	All Companies	April 01, 2019	Quorum for Nomination and Remuneration Committee meeting shall be two members or one – third of the members, whichever is higher, including at least one Independent Director.
32	19(3A)	Meeting of Nomination and Remuneration Committee	All Companies	April 01, 2019	Nomination and Remuneration Committee shall meet atleast once in a year.

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33	20(1)	Role of Stakeholders Relationship Committee	All Companies	April 01, 2019	The listed entity shall constitute a Stakeholders Relationship Committee to specifically look into various aspects of interest of shareholders, debenture holders and other security holders.
34	20(2A)	Composition of Stakeholders Relationship Committee	All Companies	April 01, 2019	Stakeholders Relationship Committee shall have at least three Directors, with at least one Independent Director as member.
35	20(3)	Chairperson Stakeholders Relationship Committee at the Annual General Meeting	All Companies	April 01, 2019	The Chairperson of Stakeholders Relationship Committee shall be present at Annual General Meeting to answer queries of the Security Holders.
36	20(3A)	Meeting of Stakeholders Relationship Committee	All Companies	April 01, 2019	Stakeholders Relationship Committee shall meet atleast once in a year.
37	21(3A)	Meeting of Risk Management Committee	Top 500 Companies	April 01, 2019	Risk Management Committee shall meet atleast once in a year.
38	21(4)	Functions of Risk Management Committee	Top 500 Companies	April 01, 2019	The terms of references of Risk Management Committee shall specifically cover Cyber Security.

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39	Schedule II, Part C, Clause A	Role of Audit Committee	All Companies	April 01, 2019	To review the utilization of loans/ advances/ investment by the holding company in the subsidiary exceeding Rs. 100 Crore or 10% of the asset size of the subsidiary, whichever is lower.
40	Schedule II, Part D, Clause A	Role of Nomination and Remuneration Committee	All Companies	April 01, 2019	To recommend to the board for remuneration payable to Senior Management.
41	Schedule II, Part D, Clause B	Role of Stakeholders Relationship Committee	All Companies	April 01, 2019	a) To resolving grievance of the security holders; b) To review measures for effective exercise of voting rights by shareholders; c) To adhere to the service standards in respect of various services being rendered by RTA; and d) To review the measures and initiatives for reducing quantum of unclaimed dividend.
42	17(11)	Recommendation of Board to Shareholders	All Companies	April 01, 2019	The Explanatory Statement u/s 102 to be annexed to the Notice of General Meeting for each item of Special Business shall also set forth the recommendation of the Board to the shareholders on each of the specific item.
43	44(5)	Annual General Meeting	Top 100 Companies	April 01, 2019	The listed entity shall hold their Annual General Meeting within a period of 5 months from the date of closing of the financial year.
44	44(6)	Webcast	Top 100 Companies	April 01, 2019	The listed entity shall provide one way live webcast of the proceedings of all shareholders meetings.

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45	36(5)	Appointment of Auditor	All Companies	April 01, 2019	The notice of Annual General Meeting, where the Statutory Auditor(s) is or are proposed to be appointed or re-appointed shall include the following disclosures as a part of the explanatory statement to the notice: a) Proposed fees payable to the Statutory auditor(s) along with terms of appointment; b) In case of new Auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with rationale for such change; c) Basis of recommendation for appointment including the details in relation to and credentials of Statutory Auditor(s) proposed to be appointed.
46	2(1)(zb)	Related Party	All Companies	April 01, 2019	Any person or entity belonging to the promoter or promoter group of the listed entity and holding 20% or more of shareholding in the listed entity shall be deemed to be a related party.
47	23(1)	Materiality Policy	All Companies	April 01, 2019	Clear threshold limits as approved by the Board of Directors, shall be disclosed in materiality policy and such policy shall be reviewed by Board atleast one in every 3 years.
48	23(1A)	Royalty Payment	All Companies	April 01, 2019	Payments made with respect to brand usage or royalty shall be considered material, if transaction(s) to be entered during a financial year is > 2% of annual consolidated turnover.
49	23(4) & 24(7)	Voting	All Companies	April 01, 2019	No related party shall vote to approve resolution for all material Related Party Transactions, whether the entity is a related party to the transaction or not.
50	16(1)(c)	Material Subsidiary	All Companies	April 01, 2019	“Material Subsidiary” shall mean a subsidiary whose Income or Net Worth > 10% of the consolidated Income or consolidated Net Worth of the Listed Entity and its Subsidiaries.

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51	24(1)	Independent Director	All Companies	April 01, 2019	At least 1 Independent Director on the Board of Listed Entity shall be director of an unlisted material subsidiary, whether incorporated in India or not. Note: For the purpose of this clause, Material Subsidiary shall mean a subsidiary whose Income or Net Worth is > 20% of the consolidated Income or Net Worth of the Listed Entity and its Subsidiaries.
52	24(4)	Statement of Transaction	All Companies	April 01, 2019	A statement of all transactions that is > 10% of the total Revenues/ Expenses/ Assets /Liabilities of the unlisted subsidiary shall be brought into notice of the Board of the listed entity.
53	32(7A)	Disclosure in Annual Report	All Companies	April 01, 2019	Where an entity has raised funds through preferential allotment or qualified institutions placement, the listed entity shall disclose every year, the utilization of such funds during that year in its Annual Report until such funds are fully utilized.
54	33(3)(b)(e)(g)(h) & (i)	Financial Results	All Companies	April 01, 2019	a) Listed entity shall submit quarterly/year-to-date consolidated financial results. b) Listed entity shall submit, by way of note, Cash Flow Statement for the half-year. c) For the purpose of quarterly consolidated financial results, at least 80% of consolidated Revenue, Assets and Profits, shall have been subject to Audit or in case of unaudited results, subjected to limited review. d) Disclose in the results for the last quarter effect of material adjustments made in the results pertaining to earlier periods.
55	33(8)	Limited Review	All Companies	April 01, 2019	The Statutory Auditor shall undertake limited review of the audit of all the entities whose accounts are to be consolidated with the listed entity.
56	Schedule III, Part A, Clause A	Disclosure of Events	All Companies	April 01, 2019	In case of resignation of auditor before the expiry of the term, detailed reason within 24 hours;

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57	Schedule III, Part A, Clause A	Disclosure of Events	All Companies	April 01, 2019	In case of resignation of Independent Director, following disclosures shall be made within 7 days: a) Detailed reason given by said Director; b) Confirmation from said Director that there is no other material reason.
58	Schedule IV, Part A, Clause BB	Audit Qualification	All Companies	April 01, 2019	Mandatory Quantification of Audit Qualification in the Audit Report with the exception being only for matters like going concern or sub-judice matters. In such an instance, the Board shall provide reasons, which will be reviewed by Auditor and reported accordingly.
59	46(2)	Website Disclosures	All Companies	April 01, 2019	All disclosures made under this regulation to be made under a separate section on its website.
60	46(2)	Website Disclosures	All Companies	April 01, 2019	Separate Audited Financial Statements of each Subsidiary, in respect of a relevant financial year, shall be uploaded at least 21 days prior to the date of Annual General Meeting.
61	Schedule V, Part C	Matrix of Skills	All Companies	March 31, 2020	Corporate Governance Report of the Annual Report shall include Chart / matrix setting out the skills / Expertise / Competencies of the Board of directors specifying the name of directors who have such skills / expertise / competencies.
62	17(1)(a)	Woman Director	Top 1000 Companies	April 01, 2020	Board shall comprise of at least one woman as an independent director.
63	17(1)(c)	Minimum Directors	Top 2000 Companies	April 01, 2020	Board shall comprise of at least six directors.

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64	17(1B)	Chairperson	Top 500 Companies	April 01, 2020	The Chairperson of the board of such listed entity shall be a non-executive director and not be related to the Managing Director or the Chief Executive Officer as per the definition of the term "relative" defined under the Companies Act, 2013. This sub-regulation shall not be applicable to the listed entities which do not have any identifiable promoters as per the shareholding pattern filed with stock exchanges.
65	17(2A)	Quorum	Top 2000 Companies	April 01, 2020	The quorum (Physical / Video / Audio-visual) for Board meeting shall be one-third of its total strength or three directors, whichever is higher, including 1 Independent Director
66	17A	Directorship	All Companies	April 01, 2020	A person shall be Director (including Alternate) in maximum 7 listed entities.

DISCLAIMER: The information given in this document has been made on the basis of the provisions stated in the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. It is based on the analysis and interpretation of the stated laws as on date. The information in this document is for general informational purposes only and is not a legal advice or a legal opinion. You should seek the advice of legal counsel of your choice before acting upon any of the information in this document. Under no circumstances whatsoever, we are not responsible for any loss, claim, liability, damage(s) resulting from the use, omission or inability to use the information provided in the document.

Suggestions may be send to rupesh@cacsindia.com

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