

PROCESSING OF WAIVER APPLICATIONS BY THE EXCHANGES IN CASE OF COMMONLY LISTED

I. BACKGROUND:

National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (“Collectively referred as Exchanges”) vide their circular dated August 26, 2025 put in place a framework for “**Processing of waiver applications by the Exchanges in case of commonly listed entities**” in reference to the provision of Securities and Exchange Board of India (“SEBI”) Master circular dated November 11, 2024, wherein the SEBI directed to Exchanges to put in place a framework to monitor submissions made by listed entities and to initiate actions such as levy of penalties, moving of security to ‘Z’ category, freezing of promoter holdings and suspension of trading in securities of non-compliant listed entities.

Further, SEBI in its abovesaid Circular directed the Exchanges that they may deviate from the actions prescribed in SOP Circulars, if found necessary, only after recording reasons in writing.

In view of the above, the Exchanges constituted Internal Committees for reviewing the requests received for waiver of SOP fines based on the prescribed norms.

In order to achieve the objectives of streamlining the process of disposal of waiver requests, expediting the disposals and maintaining uniformity of actions/ decisions involving commonly Listed Companies, the Exchanges in consultation with SEBI have agreed that waiver applications received from commonly listed entities shall be segregated so that only one of the Exchanges will process the application and the decision shall be binding on all other Exchanges which have levied penalties on the Companies for the same non-compliance.

It is to be noted that the aforesaid mechanism for processing will be applicable only to the Companies that are listed on more than one Exchange. In case of Exclusively listed Companies, i.e., Companies listed on only one Exchange, the waiver shall be processed by the Exchange where the Company is listed. However, the process followed for such waiver shall be as according to the aforesaid mechanism.

II. EFFECTIVE DATE:

The circular shall be effective from **September 01, 2025**.

III. APPLICABILITY:

All Commonly listed Companies are directed to take note of the same and ensure compliance.

IV. KEY DEFINITIONS:

1. Designated Stock Exchange - It is to be determined by the Company's name in the following manner.

- (a) Companies name starting with A-K and number 0-4 – NSE
- (b) Companies name starting with L-Z and number 5-9- BSE

(Note: The same methodology will be adopted to determine the designated Stock Exchange for the newly Listed Companies)

2. Commonly Listed Companies means Companies which are listed and non-compliant at both Exchanges but does not include-

- (a) Which are non-complaint at only one Exchange.
- (b) In the case a Company listed on both the Exchanges and the Company's compliance period or deadline for the designated exchange happens earlier, and the same Company's compliance obligations at a different exchange occur or are fulfilled later in time. E.g., if ABC Limited is listed on both the Exchanges, falls under the group which is to be handled by BSE but has delayed compliance at both the Exchanges, but delay is greater at NSE or non-compliance continues at NSE, the same shall be disposed of by NSE only and the decision of the waiver will be noted by BSE.
- (c) In the case of Companies under the insolvency and Bankruptcy (IBC), the designated Exchange will process the waiver application.

V. PROCEDURE TO MAKE SUBMISSION FOR WAIVER:

- (a) The application for waiver is to be submitted at all the Exchanges who have penalised the commonly listed Company.
- (b) The Exchanges shall segregate the commonly listed Companies amongst themselves. Whereas a Company is non-compliant with both the Exchange but only one of the exchanges has imposed the fine on the Company then the application shall be filed with the exchange who has imposed the fine on the Company. However, processing fees are to be submitted only to the designated Exchange
- (c) The Companies are supposed to make detailed submission seeking waiver of SOP Fines considering the prescribed Policy for Exemption of Fines and shall also indicate whether it intends to seek personal hearing before the concerned Committee. (In case Personal hearing, sought by the companies, will be conducted only by the Exchange which is handling (disposing) the waiver requests for that Company/Group)
- (d) The Companies are advised by the Exchanges that they should submit all the supporting documents along with the application and shall desist from filing response or supporting documents/information on a piece meal basis.

(Note: It is to be noted that where the fine has been imposed by exchange due to non-filing of any required submission with the exchange then application for waiver of fines may be filed by the Company only on achieving the Compliance with provisions of the SEBI (Listing Obligation and Disclosure Requirements, 2015) (herein referred to as 'SEBI LODR Regulations, 2015').

VI. TIMELINES FOR APPLYING FOR WAIVER TO EXCHANGE:

Waiver application may be filed by the Company within 3 months from the date of compliance by the Company. However, if any Company wishes to apply for waiver beyond this timeline, the same shall only be admitted by the Exchange if it can demonstrate circumstances to the satisfaction of the Exchange.

VII. PROCESSING FEES:

1. A non-refundable waiver processing fee shall be Rs. 10,000 plus 18% GST per application. Companies may submit a single application for multiple requests for waiver pertaining to different regulations/ period. However, no processing fees shall be charged if the fine amount for which waiver is requested is less than or equals to Rs. 5,000.
2. The Companies are advised to pay waiver processing fees in the same account where they pay SOP Fine. Please refer Unique Account Code used for paying SOP Fine to the Exchange.

VIII. REJECTION OF WAIVER APPLICATION

Annexure-2 of aforesaid BSE and NSE circular provided an illustrative list of scenarios those are likely to result in the rejection of waiver requests made by the commonly listed Company. Accordingly, the Company are supposed to refer those scenarios before making a waiver application to the Stock Exchange to minimise the possibility of the rejection of waiver application filed.

IX. REVIEW OF DECISION OF DESIGNATED STOCK EXCHANGE

In case the Company is not satisfied with the decision of the Exchange and intends to apply for review, non-refundable fees of Rs. 20,000 plus 18% GST per application will be applicable for such review.

Review application may be filed by the Company within 3 months from the date of compliance by the Company.

REFERENCES- 1. <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20250826-47>

2. https://nsearchives.nseindia.com/web/circular/2025-08/Circular_20250826181853.pdf

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