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FAQs on SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

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In order to enhance the corporate governance norms applicable to the listed entities and as a result of detailed analysis done by SEBI at its Board meeting held on 28th March 2018¹, SEBI, pursuant to the recommendations made by the Uday Kotak Committee through its Committee Report², suggesting amendments proposed to be made in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), notified the first tranche of Amendments vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations")³ on May 9, 2018. The said amendment has been brought in the following areas:

Composition and role of BOD; IDs; Committees of Board
Disclosures and transparency
Investor participation in meetings of Listed entities
Governance aspects of PSEs
Leniency mechanism in case of a whistle blower
Accounting and Audit related issues
Sharing of information with Promoters/ controlling shareholders

Thereafter, SEBI has come up with another amendment vide SEBI (Listing Obligations and Disclosures Requirements) (Sixth Amendment) Regulations, 2018 on November 16, 2018⁴

¹https://www.sebi.gov.in/media/press-releases/mar-2018/sebi-board-meeting_38473.html

²https://www.sebi.gov.in/reports/reports/oct-2017/report-of-the-committee-on-corporate-governance_36177.html

³https://www.sebi.gov.in/legal/regulations/may-2018/sebi-listing-obligations-and-disclosure-requirement-amendment-regulations-2018_38898.html

⁴https://www.sebi.gov.in/legal/regulations/nov-2018/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-sixth-amendment-regulations-2018_41051.html

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pertaining to reclassification of promoter and promoter group in Regulation 31A of SEBI Listing Regulations.

Although the provisions of the Amendment Regulations bring into effect various changes required to be adhered to, the applicability of the Amendment Regulations are not immediate but shall be made on specific dates provided for specific regulations. The reason behind providing such different timelines for applicability shall be construed so as to provide a smooth transition period to the companies for the amendments to be complied with or appropriate mechanisms to be put in place before the same comes into force. In this regard, SEBI has provided a phased timeline from October 1, 2018 to April 1, 2020 for most of the amendments, accordingly, certain amendments shall become effective from April 1, 2019, therefore, its high time for listed entities to assess their preparedness and take steps to fulfill the compliances by the end of the Financial Year i.e., by March 31, 2019.

In this regard, below we discuss some important issues pertaining to the Amendment Regulations by way of FAQs:

Applicability

1. What is the effective date of the Amended Regulations?

Most of the amendments are effective from April 1, 2019 but few amendments have come into force from October 1, 2018. Also, there are few regulations, which are applicable particularly on top 500 or top 1000 listed entities respectively, based on the market capitalization.

The specified effective dates for various regulations has been provided in Annexure 1 of the FAQs.

2. The Amended Regulations shall be applicable on which entities?

The amendment has been brought under Chapter II (definition part) and Chapter IV of the Listing Regulations, therefore, the same shall effect the entities which have listed their 'Specified Securities', i.e., equity shares and convertible securities on the stock exchange(s).

Composition and role of Board of Directors

3. Is there any change in the minimum no. of directors to be on the Board of a company?

As per Regulation 17 (1) (a) of the Amended Regulations, the board of directors of the top 1000 listed entities (w.e.f April 1, 2019) and the top 2000 listed entities (w.e.f April 1, 2020) should comprise of not less than six directors.

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Accordingly, in case of any shortfall in the minimum number of director present on the Board, the Board should appoint additional directors, subject to shareholders' approval, whose appointment should be regularized at the ensuing AGM.

4. Whether the special resolution for the appointment or continuation of directorship of any person as a NED who has attained the age of 75 years in the ensuing AGM, should be passed prior to the effective date i.e., April 1, 2019 or the same may be availed during the FY after the effective date?

As per Regulation 17 (1A) of the Amendment Regulations, no listed entity should **appoint a person or continue the directorship** of any person as a NED who has attained the age of 75 years unless a special resolution is passed to that effect, also, the explanatory statement annexed to the notice for such motion should indicate the justification for appointing such a person.

Accordingly, companies are required to obtain the shareholders' approval prior to the enforcement of the amendment, as the regulation uses the term 'continue the directorship'). Where a company fails to obtain a prior approval, the director shall be disqualified on immediate basis.

5. As per Regulation 17 (6) (ca) of the Amended Regulations:

"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 payable to all non-executive directors, giving details of the remuneration thereof."

This requirement of approval by shareholders pursuant to regulation 17 (6) (ca) is applicable for remuneration payable after April 1, 2019 or remuneration payable for FY 2019-20?

Regulation 17 (6) (ca) clearly states that *"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"*, accordingly the requirement of approval shall be applicable for all the remuneration payable after April 1, 2019, in case the same exceed 50% of the total annual remuneration payable to all non-executive directors.

Therefore, where the company is certain that the remuneration payable to its NED shall exceeds the limit, there the company should obtain approval before April 1, 2019, i.e., before the commencement of the amendment. However, it is pertinent to note that the Regulation has not required the companies to obtain a prior approval from the shareholders and hence, companies may even seek shareholders' approval post such payment.

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6. Whether the Companies may obtain a blanket resolution for approving the remuneration payable to a single NED, where it exceeds 50% of the total annual remuneration payable to all NEDs of the Company?

Considering the provision quoted in the previous question, where the annual remuneration payable to a single NED exceeds 50% of the total annual remuneration payable to all NEDs, companies are required to obtain the shareholders' approval by way of special resolution. Further, it is to be noted that the regulation specifically requires to obtain fresh approval every year and hence, one time approval shall not suffice for such payment.

Further, it is pertinent to note that the validity of the shareholders' approval has been explicitly mentioned in the different provisions of the amended Regulation, for instance, the approval obtained in Regulation 17 (6)(e) which deals with payment of remuneration to the EDs who are promoters or members of the promoter group, is valid for the entire term of the appointment, similarly, in the above quoted sub-regulation, the provision explicitly require companies to obtain fresh approval every year (irrespective of his/her term for which the appointment has been made), also the details pertaining to each year's remuneration of such NED is also required to be provided to the shareholders.

Therefore, obtaining a blanket resolution for approving the remuneration payable to a single NED, where it exceeds 50% of the total annual remuneration payable to all NEDs of the Company, will lead to non-compliance of the aforesaid regulation and hence, the Company should obtain specific approval from the shareholders every year and the details of such remuneration should also be provided to the shareholders, according to the requirements of the above-quoted regulation.

7. Whether the above-mentioned approval is required to be obtained prior to payment of remuneration to NEDs?

It is pertinent to note that the Regulation does not provide specifically to obtain a prior approval from the shareholders, for providing such remuneration. So, where the companies seek the shareholders' approval, post the payment of such remuneration and the same gets turned down from the shareholders, then the NED shall be liable to refund the said amount to the company. Therefore, to avoid such situation, companies should obtain a prior approval for such payment.

8. Whether sitting fees will be included in the computation of remuneration payable to NEDs? If yes, whether all the committees (statutory and non-statutory) to be considered or just the committee mandatory under LODR?

The NED(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or any other meeting as required. Such sitting fee shall be paid to the

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NEDs for attending meetings of the Board or committees thereof and such sum as may be decided by the Board of directors. It is pertinent to note that there is no specific demarcation of mandatory or non-mandatory committees to be considered for the payment of fees.

Further, as per the definition of remuneration provided in Section 2(78) of the Companies Act, 2013:

“Remuneration means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961”.

Hence, any money given to the director any person for services rendered by him shall be considered as his remuneration. Therefore, the sitting fess received by the companies for any committees – whether mandatory or not, shall form part of his remuneration.

9. Whether the special resolution required as per regulation 17 (6)(e) of the Amendment Regulations, for the approval of the fees or compensation payable to executive directors who are promoters or members of the promoter group should be passed annually?

The amended provisions of Regulation 17 (6)(e) require companies to obtain approval of shareholders by through special resolution for the fees or compensation payable to executive directors who are promoters or members of promoter group in case in excess of below mentioned thresholds:

- In case listed entity has 1 executive director who is a promoter or member of promoter group: Rupees 5 crore or 2.5 per cent of the net profits of the listed entity;
- In case listed entity has more than 1 executive directors who are promoters or members of promoter group: 5 per cent of the net profits of the listed entity.

Further, such approval shall be valid till expiry of the term of directors. Accordingly, listed entities can obtain one- time approval for ongoing term of such executive directors in AGM 2018/ EGM prior to April 1, 2019, if there is adequate certainty about breach of thresholds, as the approval should be in place before payment of remuneration for FY 2018-19.

Independent Directors

10. Is there any change in the definition of Independent Director?

The Amendment Regulations have brought three changes in the definition of Independent Directors, by inserting additional points in the negative list i.e., the definition of IDs now excludes the following categories of person as well:

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- (a) those persons who are members of the promoter group of a listed entity;
- (b) person who neither himself nor whose relative is a CEO/ MD/ WTD / Manager (including CEO/manager, in case they are not part of the board), CS & CFO, of any non- profit organisation which receives 25% or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2 % or more of the total voting power of the listed entity;
- (c) persons who are non-independent directors of another company on the board of which any non-independent director of the listed entity is an independent director (this situation has been referred as 'board interlock' in the Committee Report').

It is pertinent to note that this regulation has already come into force, w.e.f October 1, 2018. Therefore, the Companies as well as the IDs are required to re-assess the criteria of independence met by the IDs.

11. Will the Companies already having a women director on the Board be required to appoint another independent woman director?

As a general industry practice, most of the women directors appointed by the companies, were either from the family of the promoters or the wife/daughter of the directors. Therefore, the amendment has been brought in order to increase gender diversity on the Board and also to mandate the companies to infuse **independent** women directors into the organization. Therefore, in case a company already had a women director who fulfills the criteria for independence, the said requirement shall suffice and the companies will not be required to appoint another women ID owing to the recent amendment.

However, where the women director is a non-independent director, companies will have to make fresh appointments in order to comply with the said amendment. For this purpose, those falling in the list of top 500 listed entities based on market capitalization as on March 31, 2019 (being end of immediate previous financial year) will be required to appoint woman ID w.e.f. April 1, 2019. Where there is absolute certainty of being in top 500 listed entities, listed entities can appoint in the current FY to be compliant of requirements as on April 1, 2019. Whereas, those falling in the list of top 1000 listed entities based on market capitalization as on March 31, 2020 (being end of immediate previous financial year) will be required to appoint woman ID w.e.f. April 1, 2020.

12. Whether the declaration of independence received from the Independent directors pursuant to regulation 16 is required to be noted in the Board Meeting?

The amendments in regulation 16 are nothing but the additional items to be included in the criteria for determining the independence of the directors, which has to be taken care of by the Board. The same can only be verified by the Board vide the declaration received

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from the Independent Directors and in order to apprise all the directors of the same. Accordingly, the declarations regarding the fulfillment of the revised criteria should be noted by the Board.

Board Committees

13. What all terms can be included under “various aspects of the company” to be looked into by the stakeholder relationship committee?

Instead of the “mechanism of redressal of grievances”, the regulations have been amended with “various aspects of interest of shareholders. The same has been provided to be interpreted widely to cover the interest of the shareholders at large, including and not being limited to redressal of grievances only. Hence, the same shall include being responsible for all/any of the matters affecting the interest of the shareholders such as:-

- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- Review of measures taken for effective exercise of voting rights by the shareholders
- Review of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent
- Review of the various measures and initiatives for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / Annual Reports / statutory notices by the shareholders of the company.

14. What are the measures to be taken by the Nomination and Remuneration Committee (“NRC”) owing to the amendment in the definition of Senior Managing Officials?

The role of the NRC of the board of a listed entity has been amended to include recommendations to be made to the board on all the payments made, in whatsoever form, to the senior management. Accordingly, the companies shall revisit the list of senior management, as per the amended definition, to assess the additions to the list who shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large.

Also, the NRC will be required to prepare a succession plan for the senior management.

Related Party Transactions

Article**15. What all compliances pertaining to the Related Party Transactions are required to be taken care of prior to the amendment becoming effective?**

The Kotak Committee's observations w.r.t related parties were that certain promoters / promoter group entities were not getting categorized as related parties under the Listing Regulations, as these did not strictly fall under the definition of "related parties" under the applicable Accounting Standards. Therefore, in order to broaden the ambit of the definition of related parties, the definition of "related party" has been amended to include any person or entity belonging to the promoter or promoter group of the listed entity and holding 20% or more shareholding in the listed entity.

Therefore, the listed entities are required to evaluate if any person belonging to promoter or promoter group holds 20% or more of the equity or preference share capital as the transaction with such identified related parties will require prior approval of Audit Committee before April 1, 2019 and other compliances in relation to approval and disclosure of transactions with related parties from the ensuing Financial Year.

16. Pursuant to Regulation 23 of SEBI (LODR) (Amendment) Regulations, 2018 companies have to disclose related party transactions on a consolidated basis from 31.03.2019. However, the amended definition of related party shall be effective from 01.04.2019. Accordingly, whether they should take into account the amended definition for the current half yearly reporting requirements?

The provisions of Regulation 23 of SEBI (LODR) (Amendment) Regulations, 2018 ("Amendment Regulations") requires the listed entities to disclose its related party transactions on consolidated basis. However, as the amendment introduced in the definition of related party as per Amendment Regulations shall come into force from 01.04.2019, there shall be no impact of such amendment in the current half year reporting requirement.

Accordingly, for the half year ended 31.03.2019 companies shall not be required to consider the amended definition related party.

17. Whether for the purpose of disclosure under sub - regulation (9), the companies have to consider 30 days from the date of Board Meeting which shall be held for approval of Standalone & Consolidated Financial Results when the same will be submitted to the Stock Exchange or 30 days from the end of financial year i.e. 30.04.2019?

The provision of Regulation 23 of the Amendment Regulations provides:

"(9) The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year disclosures of related party transactions

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on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.”

On reading the aforesaid provisions, it is understood that the provisions require that the disclosure of related party transactions on a consolidated basis should be provided to the stock exchange and should also be published in the website of the Company within a period of 30 days from the date of publication of its standalone and consolidated financial results as per the provisions of Regulation 33 and 47 of SEBI (LODR) Regulations, 2015.

Enhanced monitoring of group entities

18. Is there any change in the criteria determining material subsidiary?

The Amendment Regulation has widened the ambit of material subsidiary to mean a subsidiary whose income or net worth exceeds 10% (erstwhile the same was 20%) of the consolidated income or networth, respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

However, it is to be noted that for the purpose of appointment of an independent director of a listed entity as a director on the board of an unlisted material subsidiary, whether incorporated in India or not, material subsidiary shall still be considered on the 20% threshold.

19. Whether the term “material subsidiary” shall include foreign subsidiary as well?

Prior to the Amendment Regulations being effective, regulation 24 of Listing Regulations provided the material subsidiaries to include only those subsidiary companies which were incorporated in India. However, the amendment specifically provides that the unlisted material subsidiaries referred to under sub-regulation 1 of regulation 24 includes the companies ***“whether incorporated in India or not”***.

Also, “*subsidiary*” as defined in the Listing regulations means “*means a subsidiary as defined under sub-section(87) of section 2 of the Companies Act,2013*”, which includes body corporates which *inter alia* include a company incorporated outside India. Accordingly, foreign subsidiary companies shall also be included within the ambit of material subsidiaries.

Disclosure and Transparency

20. Which policies are the listed companies mandatorily required to updated by virtue of the amendment regulations?

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Owing to various amendments in the definitions stated in the regulations and the composition of the board. The companies shall *inter alia* be required to amend the following with effect from April 1, 2019:

- Policy on board diversity
- Policy on material related party transactions
- Policy for determining material subsidiaries
- Policy on determination of materiality
- Policy on Corporate Governance/ Code, if any

Apart from the above, the companies shall also be required to amend the Terms of Reference of the committees of the board, in case they are not in lines with the amendments in the Listing Regulations.

21. Whether the changes brought under Part B of Schedule V of the Listing regulations, dealing with 'Management Discussion and Analysis', shall be applicable for the Annual Reports of FY 2017-18 or 2018-19?

The last line of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 states the following:

"Save as specified otherwise, the amendments to Schedule V shall be applicable in respect of Annual reports filed for the year ended March 31, 2019 and thereafter."

Therefore, the aforesaid changes brought under Part B, dealing with 'Management Discussion and Analysis' of Schedule V of the Listing Regulations, shall be applicable for the Annual Reports of FY 2018-19 and hence, the Company is required to provide such disclosures in the Annual Report of the FY 2018-19 and thereafter.

22. Owing to the amendment in Regulation 31 brought in by SEBI through SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, will the companies be required to disclose all the entities falling under promoter and 'promoter group' in the existing shareholding pattern?

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, which is effective from 16th November, 2018, the promoter and promoter group, irrespective of any shareholding, are required to be disclosed separately in the shareholding pattern appearing on the website of all the stock exchanges where the specified securities of the Company are listed, in accordance with the formats specified by the Board.

Having said that, it is pertinent to note the intent discussed in the Committee Report was to only revise the provisions relating to reclassification of shareholders. Regulation 31 deals primarily with **holding of specified securities and shareholding pattern**,

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therefore, an interpretation can be taken that the requirement is to disclose holding of entities falling under promoter and promoter group separately in the shareholding pattern, which is anyways being followed by listed entities. If the intent was to furnish list of entities falling under promoter and promoter group, firstly, the rationale would have been explained in the Committee reports/ agenda of BM of SEBI; secondly, insertion would not have been made in Regulation 31, which mainly deals with 'Holding of specified securities and shareholding pattern'.

So, where the disclosure is pertaining to the shareholding pattern, the Companies are now required to go beyond shareholding pattern and disclose the list of the entire promoter and promoter group, irrespective of their shareholding. Therefore, a clarification with respect to the said ambiguity is awaited from SEBI, which should be provided before January 21, 2018, as the same shall be the first reporting quarter post the amendment.

Annexure 1

Table showing effective dates of Amended Regulations

S. No.	Regulations	Applicable Provisions	Effective Dates
1	Reg 2(1)(ia)	Insertion of the definition of fugitive economic offend or	November 16, 2018
2	Reg. 2 (1) (zb)	Amendment made to the definition of " related party "	April 1, 2019
3	Reg. 16 (1) (b) (ii) and (viii)	Amendment made to the definition of " independent directors "	October 1, 2019
4	Reg. 16 (1) (b)	Amendment made to the definition of " material subsidiary "	April 1, 2019
5	Reg. 16 (1) (d)	Amendment made to definition of " senior management "	April 1, 2019
6	Reg. 17 (1) (a)	Requirement to appoint woman ID	April 1, 2019 for top 500 listed entities and April 1, 2020 for top 1000 listed entities
7	Reg. 17 (1) (c)	Requirement to have minimum 6 directors on the Board	April 1, 2019 for top 500 listed entities and April 1, 2020 for top 1000 listed entities
8	Reg. 17 (1A)	Requirement of special resolution for appointing/ continuing the directorship of any person as a non-executive director who has attained the age of 75 years	April 1, 2019

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9	Reg. 17 (1B)	Requirement of having a non-executive Chairman who shall not be related to the MD/ CEO of the listed entity	April 1, 2020 for top 500 listed entities
10	Reg. 17 (2A)	Revised quorum requirement for every meeting of Board being one-third of its total strength or three directors, whichever is higher, including at least one independent director.	April 1, 2019 for top 1000 listed entities and April 1, 2020 for top 2000 listed entities
11	Reg. 17 (6) (ca)	Requirement to obtain approval of shareholders by special resolution every year, 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	April 1, 2019
12	Reg. 17 (6) (e)	Requirement to obtain approval of shareholders by special resolution for the fees or compensation payable to executive directors who are promoters or members of promoter group in case in excess of thresholds	April 1, 2019
13	Reg. 17 (10)	Performance evaluation of independent directors by entire Board	April 1, 2019
14	Reg. 17 (11)	Recommendation by the Board to the shareholders for each item of special business.	April 1, 2019
15	Reg. 17A:	Maximum number of directorships held at any point of time in equity listed entities.	April 1, 2019 for limit of 8 listed entities and April 1, 2020 for limit of 7 listed entities.
16	Reg. 19 (2A)	Revised quorum requirement for every meeting of NRC being one-third of its total strength or two members, whichever is greater, including at least one independent director in attendance	April 1, 2019
17	Reg. 19 (3A)	NRC to meet atleast once a year	April 1, 2019
18	Reg. 20 (1)	Stakeholders Relationship Committee (SRC) to specifically look into the various aspects of interest of shareholders, debenture holders and other security holders	April 1, 2019
19	Reg. 20 (2A)	SRC's composition to comprise of at least three directors, with at least one being an independent director	April 1, 2019
20	Reg. 20 (3)	Chairman of SRC to be present at AGM to answer queries of the security holders	April 1, 2019
21	Reg 20 (3A)	SRC to meet once in a year	April 1, 2019
22	Reg 21 (3A)	Risk Management Committee (RMC) to meet once in a year	April 1, 2019
23	Reg 21 (4)	Role and responsibility of RMC to cover cyber security function	April 1, 2019

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24	Reg 21 (5)	RMC to be formed by top 500 listed entities	April 1, 2019
25	Reg 23 (1)	The listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions including clear threshold limits duly approved by the board of directors and such policy shall be reviewed by the board of directors at least once every three years and updated accordingly	April 1, 2019
26	Reg 23 (1A)	Material RPT threshold in case of a transaction involving payments made to a related party with respect to brand usage or royalty revised. Transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeding two percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity shall be considered material	April 1, 2019
27	Reg 23 (4)	In case of voting for Material RPTs, related parties can cast vote against/ not in favor of the transaction	April 1, 2019
28	Reg 23 (9)	Disclosures of related party transactions on a consolidated basis to be submitted on half-yearly basis within 30 days from the date of publication of its standalone and consolidated financial results for the half year. The same shall also be published on the website	April 1, 2019
29	Reg. 24 (1)	At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not	April 1, 2019
30	Reg. 24A	Requirement of annexing secretarial audit report with the annual report prepared for FY 2018-19 by all listed entity and its material unlisted subsidiaries incorporated in India	April 1, 2019
31	Reg. 25 (1)	An alternate director cannot be appointed for an independent director .If any alternate director already appointed, he shall not continue with such appointment	October 1, 2018.
32	Reg. 25 (8) and (9)	Declaration by ID at the first meeting as director/ first meeting of FY and whenever there is a change that he meets criteria of independence and taking on record of the same by Board after undertaking due assessment of the veracity	April 1, 2019
33	Reg. 25 (10)	Obtaining 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	October 1, 2018 by top 500 listed entities
34	Reg. 29 (1) (f)	Exemption from giving of prior intimation to the stock exchange(s) in case of the declaration of bonus by the listed entity not being on the agenda of the meeting of board of directors stands withdrawn	October 1, 2018

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35	Reg 31	Entities falling under promoter and promoter group shall be disclosed separately in the shareholding pattern appearing on the website of all stock exchanges where the specified securities of the entity are listed	November 16, 2018
36	Reg 31 A	Insertion of definition of Promoter seeking classification and Person related to the promoter seeking classification and amendment to the sub-regulations in the same	November 16, 2018
37	Reg. 32 (7A)	Disclosure of utilization of funds in the Annual Report till the funds raised through preferential allotment or QIPs have been utilised	April 1, 2019
38	Reg. 33 (3) (b) and (e)	Mandatory requirement to submit consolidated financial results. The listed entity shall also submit the audited or limited reviewed financial results in respect of the last quarter along-with the results for the entire financial year	April 1, 2019
39	Reg. 33 (3) (g)	Mandatory requirement to submit cashflow statement as part of its standalone and consolidated financial results for the half year	April 1, 2019
40	Reg. 33 (3) (g)	Limited review of at least eighty percent of each of the consolidated revenue, assets and profits, respectively shall have been subject to audit/ limited review for the purpose of quarterly consolidated financial results.	April 1, 2019
41	Reg. 33 (3) (i)	Disclosure in the results for the last quarter in the financial year, by way of a note, the aggregate effect of material adjustments made in the results of that quarter which pertain to earlier periods.	April 1, 2019
42	Reg. 34 (1)	Submission of annual report and notice of AGM sent to shareholders to the stock exchange on or before commencement of dispatch to shareholders. In case of changes, revised copy along with explanation to be sent within 48 hours of AGM	Annual report submitted for FY ending March 31, 2019
43	Reg. 36 (1)	Listed entities shall send Soft copies of full annual report to all those shareholder(s) who have registered their email address(es) either with the listed entity or with any depository	Annual report to be sent for FY ending March 31, 2019
44	Reg. 36 (4)	The disclosures made by the listed entity with immediate effect from date of notification of Amendment Regulations shall be XBRL format. Shall in submitted to stock exchange and on its website in a readable / searchable format.	May 9, 2018
45	Reg. 36 (5)	Notice sent to shareholders for appointment/ re-appointment of statutory auditors shall include disclosure in the explanatory	April 1, 2019

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		statement in relation to proposed fees and credentials of the auditors	
46	Reg. 44 (5) and (6)	he top 100 listed entities by market capitalization shall hold their annual general meetings within a period of five months from the date of closing of the financial year and shall provide one-way live webcast of the proceedings of the AGM.	April 1, 2019
47	Reg 46 (2)	The details required under the sub regulation will now have to be disclosed under separate sections in the website of the company. Further, the details of all credit ratings obtained by the entity for all its outstanding instruments, should be updated immediately as and when there is any revision in any of the ratings	October 1, 2018
48	Reg 46 (2)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year is required to be uploaded at least 21 days prior to the date of the annual general meeting	April 1, 2019
49	Schedule II, Part C, Clause A	The role of Audit Committee has been enhanced it should also review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.	April 1, 2019
50	Schedule II, Part D, Clause A	The role of Nomination and Remuneration Committee has been enhanced, as it is now required to recommend to the board, all remuneration, in whatever form, payable to senior management	April 1, 2019
51	Schedule II, Part D, Clause B	The role of Stakeholders Relationship Committee has been completely substituted and a broader role has been prescribed	April 1, 2019
52	Schedule III, Part A, Clause A	In case of resignation of the auditor, detailed reasons for resignation as given by the auditor, is now required to be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor	April 1, 2019
53	Schedule III, Part A, Clause A	In case of resignation of the Independent Director, the detailed reason for such resignation is required to be disclosed to the SEs, within seven days of the resignation, including a confirmation from the ID that there is no other material reasons other than those provided.	April 1, 2019
54	Schedule IV, Part A, Clause BB	Where the impact of the audit qualification is not quantifiable, the management is mandatorily required to make an estimate which the auditor shall review and report accordingly. For this purpose, the management may be permitted to not provide estimate on matters like going concerns or sub-judice matters;	April 1, 2019

Article

		in which case, the management shall provide the reasons and the auditor shall review the same and report accordingly	
55	Schedule V, Part A	Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results is required to be made	April 1, 2019
56	Schedule V, Part B	The MDA should now include the details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including various ratios	April 1, 2019
57	Schedule V, Part C	Changes on certain points in the CG Report	Some of the amendments are effective for the year ended 31st March 2019 and others from April 1, 2019
58	Schedule V, Part C	Insertion of the disclosure requirement with respect to complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 in the corporate governance report as part of Annual reports of listed entities	November 16, 2018
59	Schedule VII, in clause C, in sub-clause (2), point (b)	For value of securities having threshold limit of upto rupees two lakh only succession certificate in the name of legal heir, probate of will or will or letter of administration, or court decree may be provided. Other documents are specified in the absence of the same	November 16, 2018