

THE GAZETTE OF INDIA
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PART – III – SECTION 4
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SECURITIES AND EXCHANGE BOARD OF INDIA
NOTIFICATION
Mumbai, the 26th August, 2013
SECURITIES AND EXCHANGE BOARD OF INDIA
(ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS)
(SECOND AMENDMENT) REGULATIONS, 2013

No. LAD-NRO/GN/2013-14/19/6422.— In exercise of the powers conferred by section 30 of the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Board hereby makes the following Regulations to further amend the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, namely:-

1. These regulations may be called the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2013.
2. They shall come into force on the date of their publication in the Official Gazette.
3. In the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, –

(i) In regulation 73,-

- (a) in clause (e) of sub-regulation (1), after the words "the identity of" and before the words "the proposed allottees", the following words shall be inserted, namely,-

"the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control" ;

- (b) in clause (e) of sub-regulation (1), for the semicolon, the symbol ":" shall be substituted;

(c) after clause (e) of sub-regulation (1), the following proviso shall be inserted, namely,-

"Provided that if there is any listed company, mutual fund, bank or insurance company in the chain of ownership of the proposed allottee, no further disclosure will be necessary."

(ii) After sub-regulation (3) of regulation 74, the following sub-regulation and Explanation shall be inserted, namely,-

"(4) Allotment shall only be made in dematerialised form.

Explanation.-The requirement of allotment in dematerialised form shall also be applicable for the equity shares to be allotted pursuant to exercise of option attached to warrant or conversion of convertible securities."

(iii) After sub-regulation (4) of regulation 77, the following sub-regulations shall be inserted, namely,-

"(5) The issuer shall ensure that the consideration of specified securities, if paid in cash, shall be received from respective allottee's bank account.

(6) The issuer shall submit a certificate of the statutory auditor to the stock exchange where the equity shares of the issuer are listed stating that the issuer is in compliance of sub-regulation (5) and the relevant documents thereof are maintained by the issuer as on the date of certification."

(iv) In regulation 78, -

(a) in sub-regulation (1),

(i) for the words "date of allotment of the", the words "date of trading approval granted for" shall be substituted;

(ii) in the first proviso, for the word "allotment", the words "trading approval" shall be substituted;

(iii) in the second proviso, for the words "their allotment", the words "trading approval" shall be substituted.

(b) in sub-regulation (2), for the words "their allotment", the words "trading approval" shall be substituted.

(c) in sub-regulation (4),

(i) for the word "allotment", the words "trading approval" shall be substituted;

(ii) in the proviso, for the word "allotment", the words "trading approval" shall be substituted;

(d) in sub-regulation (6),

(i) for the words "preferential allotment", the words "trading approval" shall be substituted;

(ii) the existing Explanation shall be numbered as Explanation 1 and after Explanation 1 as so numbered, the following Explanation shall be inserted, namely:-

"Explanation 2. - For the purposes of this regulation, the date of trading approval shall mean the latest date when trading approval has been granted by all the recognised stock exchanges where the equity shares of the issuer are listed, for specified securities allotted as per the provisions of this Chapter."

(v) In regulation 79, -

- (a) the existing regulation shall be numbered as sub-regulation (1).
(b) after sub-regulation (1), the following sub-regulation shall be inserted, namely,-

"(2) The specified securities allotted on preferential basis shall not be transferred by the allottee till trading approval is granted for such securities by all the recognised stock exchanges where the equity shares of the issuer are listed."

U.K. SINHA
CHAIRMAN
SECURITIES AND EXCHANGE BOARD OF INDIA

Footnote:

1. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 were published in the Gazette of India on 26th August, 2009 vide No. LAD-NRO/GN/2009-10/15/174471.

2. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 were subsequently amended on:-

(a) 11th December, 2009 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2009 vide No. LAD-NRO/GN/2009-10/23/186926.

(b) 1st January, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2010 vide No. LAD-NRO/GN/2009-2010/25/189240.

(c) 8th January, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2010 vide No. LAD-NRO/GN/2009-10/26/190146.

- (d) 13th April, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2010 vide No. LAD-NRO/GN/2010-11/03/1104.
- (e) 12th November, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2010 vide No. LAD-NRO/GN/2010-11/19/26456.
- (f) 29th April, 2011 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2011 vide F. No. LAD-NRO/GN/2011-12/05/13907.
- (g) 23rd September, 2011 by Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 vide No. LAD-NRO/GN/2011-12/24/30181.
- (h) 23rd September, 2011 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2011 vide F. No. LAD-NRO/GN/2011-12/25/30309.
- (i) 30th January, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2012 vide No. LAD-NRO/GN/2011-12/34/2499.
- (j) 7th February, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2012 vide No. LAD-NRO/GN/2011-12/35/3186.
- (k) 21st May, 2012 by Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 vide No. LAD-NRO/GN/2012-13/04/11262.
- (l) 24th August, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2012 vide No. LAD-NRO/GN/2012-13/12/18951.
- (m) 12th October, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2012 vide No. LAD-NRO/GN/2012-13/18/5391.
- (n) 27th February, 2013 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2013 vide No. LAD-NRO/GN/2012-13/32/4947.