

THE GAZETTE OF INDIA

EXTRAORDINARY

PART – III – SECTION 4

PUBLISHED BY AUTHORITY

NEW DELHI, May 25, 2016

SECURITIES AND EXCHANGE BOARD OF INDIA

NOTIFICATION

Mumbai, the 25th May, 2016

SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) (THIRD AMENDMENT) REGULATIONS, 2016

No.SEBI/ LAD-NRO/GN/2016-17/003.—In exercise of the powers conferred under 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) (Third Amendment) Regulations, 2016.
2. They shall come into force on the date of their publication in the Official Gazette.
3. They shall be applicable to issuers filing offer documents with the Registrar of Companies on or after the date of commencement of these regulations.
4. In the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:-

(I) In regulation 2, in sub-regulation (1),-

(1) in clause (zm), for the symbol “.”, the symbol “;” shall be substituted;

(2) after clause (zm), the following shall be inserted namely, -

"(zn) "wilful defaulter" means an issuer who is categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the

guidelines on wilful defaulters issued by the Reserve Bank of India and includes an issuer whose director or promoter is categorized as such."

(II) In regulation 4,-

(1) in sub-regulation (2), clause (c) shall be omitted;

(2) after sub-regulation (4), the following shall be inserted, namely, -

"(5) No issuer shall make,

(a) a public issue of equity securities, if the issuer or any of its promoters or directors is a wilful defaulter; or

(b) a public issue of convertible debt instruments if,

(i) the issuer or any of its promoters or directors is a wilful defaulter, or

(ii) it is in default of payment of interest or repayment of principal amount in respect of debt instruments issued by it to the public, if any, for a period of more than six months.

(6) An issuer making a rights issue of specified securities, shall make disclosures as specified in Part G of Schedule VIII, in the offer document and abridged letter of offer, if the issuer or any of its promoters or directors is a wilful defaulter.

(7) In case of a rights issue of specified securities referred to in sub-regulation (6) above, the promoters or promoter group of the issuer, shall not renounce their rights except to the extent of renunciation within the promoter group."

(III) In regulation 73, in sub-regulation (1), after clause (g) the following shall be inserted, namely, -

"(h) disclosures, similar to disclosures specified in Part G of Schedule VIII, if the issuer or any of its promoters or directors is a wilful defaulter."

(IV) In regulation 84, in sub-regulation (1), after the words and numbers "Schedule XVIII", the words, symbols and numbers "and disclosures similar to disclosures specified in Part G of Schedule VIII shall be made, if applicable" shall be inserted;

(V) In Schedule VIII,-

(1) in Part A, in para (2), in item (XI), in sub-item (E) the words "by Reserve Bank of India or other authorities" shall be omitted;

(2) in Part E, in para (5), in item (XV), in sub-item (D) the words "by Reserve Bank of India or such other authorities" shall be omitted;

(3) after Part F, the following shall be inserted, namely,-

"Part G
[See regulation 4(6)]

DISCLOSURES PERTAINING TO WILLFUL DEFAULTERS

(1) If the issuer or any of its promoters or directors is a wilful defaulter, it shall make the following disclosures:

- (a) Name of the bank declaring the entity as a wilful defaulter;
- (b) The year in which the entity is declared as a wilful defaulter;
- (c) Outstanding amount when the entity is declared as a wilful defaulter;
- (d) Name of the party declared as a wilful defaulter;
- (e) Steps taken, if any, for the removal from the list of wilful defaulters;
- (f) Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions;
- (g) Any other disclosure as specified by the Board.

(2) The fact that the issuer or any of its promoters or directors is a wilful defaulter shall be disclosed prominently on the cover page with suitable cross-referencing to the pages.

(3) Disclosures specified herein shall be made in a separate chapter or section distinctly identifiable in the Index / Table of Contents"

(VI) In Schedule XXI, in Part A, in Para (XIV), in item (C), the words "by Reserve Bank of India or such other authorities" shall be substituted with the words "in India or".

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:-

- (1) 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.
- (2) 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.
- (3) 8th January, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2010 vide No. LADNRO/GN/2009- 10/26/190146.
- (4) 13th April, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2010 vide No. LADNRO/GN/2010-11/03/1104.
- (5) 12th November, 2010 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2010 vide No. LADNRO/GN/2010-11/19/26456.
- (6) 29th April, 2011 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2011 vide F. No. LADNRO/GN/2011-12/05/13907.
- (7) 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.
- (8) 23rd September, 2011 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2011 vide F. No. LADNRO/GN/2011- 12/25/30309.
- (9) 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.
- (10) 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.
- (11) 21st May, 2012 by Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 vide No. LAD-NRO/GN/2012-13/04/11262.
- (12) 24th August, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2012 vide No. LADNRO/GN/2012-13/12/18951.
- (13) 12th October, 2012 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2012 vide No. LADNRO/GN/2012-13/18/5391.
- (14) 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.

- (15) 26th August, 2013 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Second Amendment) Regulations, 2013 vide No. LAD-NRO/GN/2013-14/19/6422.
- (16) 8th October, 2013 by Securities and Exchange Board of India (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013 vide No. LAD-NRO/GN/2013-14/28/6720.
- (17) 7th January, 2014 by Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 vide No. LAD-NRO/GN/2013-14/36/12.
- (18) 4th February, 2014 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2014 vide No. LAD-NRO/GN/2013-14/44/226.
- (19) 23rd May, 2014 by Securities and Exchange Board of India (Payment of Fees) (Amendment) Regulations, 2014 vide No. LAD-NRO/GN/2014-15/03/1089.
- (20) 25th August, 2014 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2014 vide No. LAD-NRO/GN/2014-15/06/1372.
- (21) 24th March 2015 by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2015 vide No. LAD-NRO/GN/2014-15/24/538.
- (22) 5th of May, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2015 vide No. SEBI-NRO/OIAE/GN/2015-16/003.
- (23) 11th of August, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2015 vide No. SEBI/LAD-NRO/GN/2015-16/007.
- (24) 14th of August, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2015 vide No. SEBI/LAD-NRO/GN/2015-16/008.
- (25) 14th of August, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015 vide No. SEBI/LAD-NRO/GN/2015-16/012.
- (26) 02nd of September, 2015 by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide No. SEBI/LAD-NRO/GN/2015- 16/013.
- (27) 10th of September, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Sixth Amendment) Regulations, 2015 vide No. SEBI/LAD-NRO/GN/2015-16/18.
- (28) 27th of October, 2015 by SEBI (Issue of Capital and Disclosure Requirements) (Seventh Amendment) Regulations, 2015 vide No. SEBI/ LAD-NRO/GN/2015-16/025.
- (29) 21st of January, 2016 by SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2016 vide No. SEBI/ LAD-NRO/GN/2015-16/031.
- (30) 17th of February, 2016 by SEBI (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2016 vide No. SEBI/ LAD-NRO/GN/2015-16/036.