

THE GAZETTE OF INDIA
EXTRAORDINARY
PART – III – SECTION 4
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SECURITIES AND EXCHANGE BOARD OF INDIA
NOTIFICATION
Mumbai, the 15th February, 2017

**SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND
DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2017**

No. SEBI/LAD/NRO/GN/2016-17/030. — 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) (Amendment) Regulations, 2017.
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 70,-
 - (a) in sub-regulation (1),-
 - (i) in clause (a), after the numerics “1956”, the words and symbols “or sub-section (3) and (4) of section 62 of the Companies Act, 2013, whichever applicable” shall be inserted;

(ii) in clause (b),-

(a) for the symbol “;” the words and symbols “or a Tribunal under sections 230 to 234 of the Companies Act, 2013, whichever applicable” shall be substituted;

(b) after clause (b), the following proviso shall be inserted,-

“Provided that the pricing provisions of this Chapter shall apply to the issuance of shares under schemes mentioned in clause (b) in case of allotment of shares only to a select group of shareholders or shareholders of unlisted companies pursuant to such schemes;”

(iii) in clause (c), after the numerics “1985”, the words and symbols “or the Tribunal under the Insolvency and Bankruptcy Code, 2016, whichever applicable” shall be inserted;

(b) in sub-regulation (3), after the numerics “1997”, the words and symbols “or regulation 11 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, whichever applicable,” shall be inserted;

(II) after regulation 111, the following regulations shall be inserted, namely,-

“Liability for contravention of the Act, rules or the regulations.

111A. (1) The listed entity or any other person thereof who contravenes any of the provisions of these regulations, shall, in addition to the liability for action in terms of the securities laws, be liable for the following actions by the respective stock exchange(s), in the manner specified in the circulars or guidelines issued by the Board:

- (a) imposition of fines;
- (b) suspension of trading;

- (c) freezing of promoter/promoter group holding of designated securities, as may be applicable, in coordination with depositories;
- (d) any other action as may be specified by the Board from time to time.

(2) The manner of revocation of actions specified in clauses (b) and (c) of sub-regulation (1), shall be as specified in the circulars or guidelines issued by the Board.

Failure to pay fine.

111B. If the listed entity fails to pay any fine imposed upon it by the recognised stock exchange(s), within the period as specified from time to time, the stock exchange may initiate such other action in accordance with law, after giving a notice in writing.”

Sd/-

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. LADNRO/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. LADNRO/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. LADNRO/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.
- (31) 25th of May, 2016 by SEBI (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2016 vide No. SEBI/ LAD-NRO/GN/2016-17/003.
- (32) 30th of November, 2016 by SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2017 vide No. SEBI/ LAD-NRO/GN/2016-17/017.