

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 19th February, 2021

G.S.R. 123(E).—In exercise of the powers conferred by the proviso to clause (52) of section 2 read with sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Specification of definitions details) Rules, 2014, namely: -

1. Short title and commencement.—(1) These rules may be called the **Companies (Specification of definitions details) Second Amendment Rules, 2021.**

(2) They shall come into force with effect from the 1st day of April, 2021.

2. In the Companies (Specification of definitions details) Rules, 2014, after rule 2, the following rule shall be inserted, namely:-

“2A. Companies not to be considered as listed companies.- For the purposes of the proviso to clause (52) of section 2 of the Act, the following classes of companies shall not be considered as listed companies, namely:-

- (a) Public companies which have not listed their equity shares on a recognized stock exchange but have listed their –
 - (i) non-convertible debt securities issued on private placement basis in terms of SEBI (Issue and Listing of Debt Securities) Regulations, 2008; or
 - (ii) non-convertible redeemable preference shares issued on private placement basis in terms of SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; or
 - (iii) both categories of (i) and (ii) above.
- (b) Private companies which have listed their non-convertible debt securities on private placement basis on a recognized stock exchange in terms of SEBI (Issue and Listing of Debt Securities) Regulations, 2008;

- (c) Public companies which have not listed their equity shares on a recognized stock exchange but whose equity shares are listed on a stock exchange in a jurisdiction as specified in sub-section (3) of section 23 of the Act.”

[F. No. 1/13/2013-CL-V, Part I]

K.V.R. MURTY, Jt. Secy.

Note : The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i), *vide* number G.S.R. 238(E), dated the 31st March, 2014 and lastly amended *vide* number G.S.R. 92(E), dated the 1st February, 2021.