

**SECURITIES AND EXCHANGE BOARD OF INDIA  
NOTIFICATION**

Mumbai, the 3rd August, 2021

**SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND  
DISCLOSURE REQUIREMENTS) (THIRD AMENDMENT) REGULATIONS, 2021**

**No. SEBI/LAD-NRO/GN/2021/35.**—In exercise of the powers conferred by section 11, sub-section (2) of section 11A and section 30 of the Securities and Exchange Board of India Act, 1992 (15 of 1992) read with section 31 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Board hereby makes the following regulations to further amend the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, namely:-

1. These regulations may be called the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021.
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 (Listing Obligations and Disclosure Requirements) Regulations, 2015,—
  - I. In regulation 16, in sub-regulation (1), in clause (b),—

- a. in sub-clause (iv), after the words “during the” and before the word “immediately”, the word “two” shall be substituted by the word “three”.
- b. in sub-clause (v) the words and symbols “has or had pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year” shall be substituted with the following namely:—

“—(A) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;

(B) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;

(C) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or

(D) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income:

Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.”

- c. In sub-clause (vi),—
  - i. the symbol and word “/herself” shall be inserted after the word “himself” and before the symbol and word “, nor”.
  - ii. in point (A), after the words “associate company” and before the words “in any”, the words and symbols “or any company belonging to the promoter group of the listed entity,” shall be inserted.
  - iii. under the point (A), a new proviso shall be inserted namely:—
 

“Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.”

- II. In regulation 17, after sub-regulation (1B), a new sub-regulation (1C) shall be inserted namely:—

- “(1C). The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.”
- III. In regulation 18, in sub-regulation (1), at the beginning of clause (b), the words “At least” shall be inserted before the words “two-thirds”.
- IV. In regulation 19, in sub-regulation (1), in clause (c),—
- a. the words “fifty percent” shall be substituted by the words “two-thirds”.
  - b. the symbols and words “[and in case of a listed entity having outstanding SR equity shares, two thirds of the nomination and remuneration committee shall comprise of independent directors]” shall be omitted.
- V. In regulation 23, under sub-regulation (2), a new proviso shall be inserted namely:—
- “Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.”
- VI. In regulation 25,—
- a. after sub-regulation (2), a new sub-regulation (2A) shall be inserted namely:—

“(2A). The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.”
  - b. in sub-regulation (6),—
    - i. the words “the immediate next meeting of the board of directors or” appearing after the words “later than the” and before the words “three months” shall be omitted.
    - ii. the symbol and words “, whichever is later” appearing after the words “such vacancy” and before the proviso shall be omitted.
  - c. in sub-regulation (10), the word, numbers and symbol “October 1, 2018” shall be substituted with the word, numbers and symbol “January 1, 2022” and the number “500” shall be substituted with the number “1000”.
  - d. after sub-regulation (10), a new sub-regulation (11) shall be inserted namely:—

“(11). No independent director, who resigns from a listed entity, shall be appointed as an executive / whole time director on the board of the listed entity, its holding, subsidiary or associate company or on the board of a company belonging to its promoter group, unless a period of one year has elapsed from the date of resignation as an independent director.”
- VII. In regulation 36, in sub-regulation (3),—
- a. in clause (d), after the words “the board”, the words “along with listed entities from which the person has resigned in the past three years” shall be inserted.
  - b. after clause (e), a new clause (f) shall be inserted namely:—

“(f). In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.”
- VIII. In Schedule II, in Part D, in Para A, after clause (1), a new sub-clause (1A) shall be inserted namely:—

“(1A). For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates.”

IX. In Schedule III, in Part A, in Para A, in clause (7B),—

a. in sub-clause (i),—

- i. the words “The letter of resignation along with” shall be inserted before the words “detailed reasons”.
- ii. the words “of independent directors” appearing after the word “resignation” and before the words “as given” shall be omitted.
- iii. the words “shall be disclosed by the listed entities to the stock exchanges” appearing after the word “director” shall be omitted.

b. after sub-clause (i), a new sub-clause (ia) shall be inserted namely:—

“(ia). Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.”

c. in sub-clause (iii),—

- i. the words “detailed reasons” appearing after the words “along with the” shall be substituted by the word “disclosures”.
- ii. after the words and symbols “sub-clause (i)” and before the word “above”, the word and symbols “and (ii)” shall be inserted.

AJAY TYAGI, Chairman

[ADVT.-III/4/Exty./180/2021-22]

**Footnotes:**

1. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were published in the Gazette of India on 2<sup>nd</sup> September 2015 vide No. SEBI/LAD-NRO/GN/2015-16/013.
2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, were subsequently amended on:
  - a) December 22, 2015 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015 vide notification no. SEBI/LAD-NRO/GN/2015-16/27.

- b) May 25, 2016 by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 vide notification no. SEBI/LAD-NRO/GN/2016-17/001.
- c) July 8, 2016 by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016 vide notification no. SEBI/ LAD-NRO/GN/2016-17/008.
- d) January 4, 2017 by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2016 vide notification no. SEBI/ LAD-NRO/GN/2016-17/025.
- e) February 15, 2017 by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017 vide notification no. SEBI/LAD/NRO/GN/2016-17/029.
- f) March 6, 2017 by the Securities and Exchange Board of India (Payment of Fees and Mode of Payment) (Amendment) Regulations, 2017 vide Notification No. LAD-NRO/GN/2016- 17/037 read with March 29, 2017 by Securities and Exchange Board of India (Payment of Fees and Mode of Payment) (Amendment) Regulations, 2017 vide notification no. SEBI/LAD/NRO/GN/2016-17/38.
- g) May 9, 2018 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 vide notification no. SEBI/LAD-NRO/GN/2018/10.
- h) May 30, 2018 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2018 vide notification no. SEBI/LAD-NRO/GN/2018/13.
- i) June 1, 2018 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018 vide notification no. SEBI/LAD-NRO/GN/2018/21.
- j) June 8, 2018 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 vide notification no. SEBI/LAD-NRO/GN/2018/24.
- k) September 6, 2018 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2018 vide notification no. SEBI/LAD-NRO/GN/2018/30.
- l) November 16, 2018 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018 vide notification no. SEBI/LAD-NRO/GN/2018/47.
- m) March 29, 2019 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2019 vide notification no. SEBI/LAD-NRO/GN/2019/07.
- n) May 7, 2019 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2019, vide notification no. SEBI/ LAD-NRO/GN/2019/12.
- o) June 27, 2019 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2019, vide notification no. SEBI/ LAD-NRO/GN/2019/22.

- p) July 29, 2019 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2019, vide notification no. SEBI/LAD-NRO/GN/2019/28.
- q) December 26, 2019 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2019, vide notification no. SEBI/LAD-NRO/GN/2019/45.
- r) January 10, 2020 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2020, vide notification no. SEBI/LAD-NRO/GN/2020/02.
- s) April 17, 2020 by SEBI (Regulatory Sandbox) (Amendment) Regulations, 2020 vide no. SEBI/LAD-NRO/GN/2020/10.
- t) August 05, 2020 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2020, vide notification no. SEBI/LAD-NRO/GN/2020/25.
- u) October 08, 2020 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2020, vide notification no. SEBI/LAD-NRO/GN/2020/33.
- v) January 08, 2021 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2021, vide notification no. SEBI/LAD-NRO/GN/2021/02.
- w) May 5, 2021 by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 vide notification no. SEBI/LAD-NRO/GN/2021/22.