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LKS | CORPORATE PRACTICE

# QUARTERLY UPDATE

# 2022

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## Foreword

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We are pleased to present the latest edition of our quarterly newsletter, where we have covered those significant amendments which may have wide implications on the ease of doing business especially in light of the challenges faced due to the pandemic.

On the foreign exchange front, the government amended the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, to align the same with the modified FDI policy. These amendments specify activities that are not considered as "real estate business". Further, start-ups have been allowed to issue convertible notes for a maximum period of 10 years, which was earlier subject to maximum limit of 5 years. Additionally, the body corporates incorporated by the government under Central and State Acts have been included within the definition of "Indian Company".

The amendments in the corporate laws have been a mixed bag. While the amendments seek to promote shareholders' privacy and facilitate ease of doing business in India by granting relaxations in the mode of conducting Annual and Extraordinary General Meetings, some restrictions have been imposed on prospective investors, directors and on allotment of shares under private placement to individuals and companies from specified bordering countries, in order to bring uniformity with the 2020 amendments made to the FDI Policy. Further, the punishment prescribed for non-compliance with National Financial Reporting Authority Rules has been reduced and the time limit for clearing the self-assessment eligibility test for independent directors has been extended.

To bring accountability and efficiency on the part of SCSBs and UPI apps eligible for public issues, SEBI has mandated that the investor should be kept updated about the status of his ASBA application amount and be duly compensated for any delays in unblocking of the amount. The provisions for obtaining omnibus approval for related party transactions under the SEBI (LODR) Regulations has been simplified. Encouraging the use of electronic means to fulfil statutory obligations, SEBI has allowed Foreign Portfolio Investors, Depository Participants and Eligible Foreign Investors to remit SEBI fee electronically and relaxed certain requirements under the LODR Regulations, including dispensing the mandate of sending hard copies of annual report to shareholders during the pandemic.

Our team has curated this publication to provide an overview of the key amendments that have a bearing on Indian businesses, investors and other stakeholders. Do reach out to us with your feedback and/or suggestions.

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## Key amendments in Foreign Exchange Management Act, 1999

### SALIENT FEATURES

1. NOTIFICATION NO. S.O. 1802(E) DATED APRIL 01, 2022

#### **Foreign Exchange Management (Non-Debt Instruments) (Amendment) Rules, 2022**

- These amendment rules which entered into force on April 12, 2022, specify activities that are not considered "real estate business".
- An amendment has been made to Rule 2(e) whereby the period of conversion of convertible notes has been extended. The new rules allow a start-up to issue convertible notes which can be converted into equity shares of the company within a period of 10 years on occurrence of specified events as agreed.

Under the new rules, definition of "Indian Company" has been revised to include body corporates established under Central or State Acts within its scope. It is clarified further that a society, trust or any entity, which is excluded as an eligible investee entity under the Foreign Direct Investment Policy ("**FDI Policy**") is not included within the meaning of the term "Indian Company".

- New definitions for "Share-Based Employee Benefits" ("**SBEBs**") and "Subsidiary" have been introduced under Rule 2. SBEBs have been defined as any issue of equity instruments to an Indian Company's employees or directors or to employees or directors of holding company or joint venture or wholly owned overseas subsidiary or subsidiaries who are resident outside India, pursuant to the SBEB scheme formulated by such an Indian Company and subject to certain specified terms and conditions. The term "subsidiary" has been assigned the same meaning as in the Companies Act, 2013.

### COMMENTS

- Educational institutions, recreational facilities, city and regional infrastructure, townships, real estate broking services are not to be considered "real estate businesses". Earlier, these activities had not been expressly excluded from the term "real estate business".
- Under the existing rules, a start-up can issue a convertible note that can be converted into equity shares of the company within a period of 5 years which has now been extended to 10 years on occurrence of specified events as agreed and this may impart greater flexibility for funding start-ups.
- Following the amendment, body corporates set up by or under any Central or State Acts will also fall within the meaning of "Indian Company". The provision essentially brings body corporates incorporated by the government within metes and bounds of the definition of an "Indian Company" for the purposes of FEM (NDI) Rules 2019.
- Additionally, the amendment has kept societies, trusts or any other entities not considered as eligible investee entities as per the FDI Policy, outside the purview of "Indian Company" for the purposes of FEM (NDI) Rules 2019.
- An Indian Company can now issue SBEBs under the FEM (NDI) Rules, 2019 to various specified categories of employees or directors and the same is not restricted to employees or directors of Indian company.

## Key amendments in Companies Act, 2013

### SALIENT FEATURES

1. **Companies (Management and Administration) Amendment Rules, 2022**  
  
With effect from April 06, 2022, personal details such as Aadhar Card, PAN number, email ID and registered address of shareholders are to be kept outside the purview of inspection of mandatory registers and returns by any debenture-holder, security holder or beneficial owner as per the said amendment rules.
  
2. **Companies (Prospectus and Allotment of Securities) Amendment Rules, 2022**
  - The Ministry of Corporate Affairs ("MCA") vide notification dated May 05, 2022, introduced these amendment rules. No offer of securities can be made to nationals of, or companies incorporated in countries sharing land border with India, namely, China, Bangladesh, Pakistan, Afghanistan, Myanmar, Nepal, and Bhutan ("Bordering Country") unless they have obtained government approval under FEM (NDI) Rules 2019.
  - For allotment of shares or securities under private placement to a body corporate incorporated in, or by a national of a Bordering Country, the said body corporate or national must obtain prior government approval under the FEM (NDI) Rules, 2019 and attach the same with the private placement offer cum application letter.
  
3. **Companies (Incorporation) Second Amendment Rules, 2022**
  - With effect from June 01, 2022, a new format for Form No. INC-9 has been introduced under these amendment rules.
  - The said Form is to be attached along with Form No. INC 32 (SPICe+) which is the application

### COMMENTS

This amendment seeks to acknowledge the need to honour the privacy of shareholders of a company. Following the amendment, their personal information will not be made available to individuals carrying out an inspection on request.

- The FDI policy had been amended in April 2020 whereby restrictions were imposed on FDI in Indian companies from investors belonging to a Bordering Country. Following the amendment, any FDI from investors from any of these countries requires prior governmental approval irrespective of the sector in which the FDI is made. The same is also reflected in Rule 6 of FEM (NDI) Rules, 2019.
- In continuation of the above-mentioned legislative developments, similar amendments to rules framed under Companies Act have been introduced to strengthen the corporate regulatory framework.
- One such instance is the amendment made to Companies (Prospectus and Allotment of Securities) Rules 2014 as discussed here.
- A declaration has to be made in Form No. INC-9, by subscribers and the first directors with respect to the fact that they have not been convicted of any offence in relation to promotion, establishment and management of a company. Additionally, it needs to be declared that they have not been found responsible for any fraud, mis-management or breach of duty in the last 5 years.

## SALIENT FEATURES

form for registration or incorporation of a company in India under Section 7(1) (c) of the Companies Act 2013 ("The Act") read with Rule 15 of the Companies (Incorporation) Rules 2014.

- Under the new format of Form No. INC-9, the subscribers and first shareholders have to declare whether or not they are required to obtain government approval under FEM (NDI) Rules 2019 following imposition of restrictions on FDI from investors from a Bordering Country and government approval being made mandatory for FDI from entities belonging to such countries.

### 4. **Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2022**

- With effect from May 30, 2022, a declaration in Form No. CAA-16 has been mandated in case of a compromise or an arrangement or merger-demergence between an Indian company and a company incorporated in a Bordering Country when filing an application for the same under section 230 of the Act.

### 5. **Companies (Appointment and Qualification of Directors) Second Amendment, Rules, 2022**

- With effect from June 10, 2022, individuals whose names have been removed from the databank for independent directors because of failing to appear in the online proficiency self-assessment test under Sub-Rule 4 of Rule 6 are

## COMMENTS

- The MCA through this amendment attempts to align the regulatory framework relating to incorporation under the Act with restrictions and amendments in FEM (NDI) Rules 2019 with respect to FDI from nationals of a Bordering Country.

- It is essentially aimed at preventing individuals of a Bordering Country from incorporating a company in India without prior government approval.

- The FDI policy had been amended in April 2020 whereby restrictions were imposed on FDI in Indian companies from investors belonging to a Bordering Country. Following the amendment, any FDI from investors from a Bordering Country requires prior governmental approval irrespective of the sector in which the FDI is made. The same is also reflected in Rule 6 of FEM (NDI) Rules, 2019.

- In continuation of the above-mentioned legislative developments, similar amendments to rules framed under Companies Act have been introduced to strengthen the corporate regulatory framework.

- One such instance is the amendment made to Companies (Compromises, Arrangements and Amalgamations) Rules 2014 as discussed here.

Following this amendment, an individual, Indian or foreign, who desires to become an independent director of an Indian company but was unable to pass the self-assessment within the specified 2-year time frame will primarily be benefited from the extended deadline.

## SALIENT FEATURES

allowed to get their name restored separately in the databank by paying a fee of INR 1000 for 1 year. Within that 1 year, they have to re-appear for the said test failing which their name will be removed.

### 6. **Companies (Appointment and Qualification of Directors) Amendment Rules, 2022**

- With effect from June 1, 2022, obtaining security clearance from the Ministry of Home Affairs ("MHA") has been made mandatory when appointing nationals of a Bordering Country to the position of director in an Indian company.
- Any national from a Bordering Country when applying for a Director Identification Number ("DIN") is required to attach the security clearance along with the application. Additionally, individuals from such countries seeking to be a part of the Board of Directors of an Indian company are required to make a self-declaration to the effect that they have obtained necessary security clearance from the MHA.

### 7. **National Financial Reporting Authority ("NFRA") Amendment Rules, 2022**

- With effect from June 17, 2022, punishment for non-compliance of the NFRA rules has been

## COMMENTS

- The FDI policy had been amended in April 2020 whereby restrictions were imposed on FDI in Indian companies from investors belonging to a Bordering Country. Following the amendment, any FDI from investors from any of the Bordering Countries requires prior governmental approval irrespective the sector in which the FDI is made. The same is also reflected in Rule 6 of FEM (NDI) Rules, 2019.
- It is pertinent to note that the amendment rules have prospective effect in the way that only subsequent appointments of individuals from a Bordering Country to the post of director of Indian companies will come within the purview of the amendment rules.
- The said amendment rules have no mention of individuals from a Bordering Country who are already appointed as directors of Indian entities or hold DIN.
- It is expected that re-appointment of current directors following the expiry of their existing terms would be subject to these amendment rules.
- This may have wider implications and accordingly, while nominating directors (including in subsidiaries and joint ventures), the requirements prescribed under these amendment rules will need to be adhered to.

Earlier, the punishment for the non-compliance of the NFRA rules was provided under Section 450 of the Act which was approximately twice that of the penalty now prescribed.

## SALIENT FEATURES

introduced as a fine not exceeding INR 5 thousand and INR 500 every day in case of continuous contravention under these amendment rules.

- NFRA is an independent regulatory body constituted under Section 132 of the Act entrusted with monitoring and enforcing compliance of companies with auditing and accounting standards. It also suggests auditing and accounting policies that should be adopted by companies.

8. [CIRCULAR NO. 03/2022 DATED MAY 05, 2022](#)

**Clarification on passing ordinary and special resolution by companies on account of Covid-19**

- Conducting EGMs through video conference ("VC") or other audio-visual means ("OAVM") has been permitted by the MCA till December 31, 2022.

9. [CIRCULAR NO. 02/2022 DATED MAY 05, 2022](#)

**Clarification on conducting AGM through VC or OAVM**

It has been clarified by the MCA that the companies whose AGMs are yet to be conducted for the year 2022 can conduct their AGMs through VC or OAVM till December 31, 2022.

## COMMENTS

This is a welcome move as foreign investors can easily be privy to EGMs of Indian companies as it is not always possible to conduct physical meetings considering the ongoing pandemic. This extension in relaxation for conducting EGMs will help facilitate ease of business thereby promoting business in India.

This is a welcome move as foreign investors can easily be privy to AGMs of Indian companies as it has become increasingly difficult to conduct physical meetings in light of the Covid-19 pandemic. This extension in relaxation for conducting AGMs will help facilitate ease of business thereby promoting business in India.

## Key amendments in Securities Law

### SALIENT FEATURES

- CIRCULAR NO. SEBI/HO/CFD/DIL2/CIR/P/2022/51 DATED APRIL 20, 2022

**The process of Public Issues and redressal of Investor grievance simplified**

  - SEBI vide circular dated March 16, 2021, had suggested a uniform policy to streamline processing of Applications Supported by Blocked Account ("ASBA") applications through UPI process among intermediaries/Self Certified Syndicate Banks ("SCSBs").
  - The March 2021 Circular included measures such as sending SMS alerts to investors with respect to blocking and unblocking of application amounts.
  - In furtherance to the said circular, SEBI vide the present circular has mandated SCSBs/UPI Apps eligible for Public Issues to send updates to investors via SMS regarding blocking and unblocking of application amounts and additionally provide the invoice in the inbox of investors to verify UPI details.

The March 2021 circular provided for mechanisms for compensation to investors for any delays in unblocking of application amounts by SCSBs and had laid down compliance and reporting standards for the SCSBs. The current circular just states that investors should continue to be duly compensated by SCSBs as per the March 2021 Circular.
- CIRCULAR NO. SEBI/HO/CFD/SSEP/CIR/P/2022/48 DATED APRIL 08, 2022

**Stock Exchanges notified to set up SOP for dispute resolution under Stock Exchange Arbitration Mechanism for disputes in relation to investor services.**

### COMMENTS

- As a procedure, ASBA is used in banking applications to prevent debiting of the investor's funds prior to the distribution of shares.
- These provisions are a welcome step as they require accountability and efficiency on part of SCSBs. Following these provisions investors will be fairly compensated for delays in unblocking the application amounts and will be provided with timely updates regarding blocking/unblocking of ASBA application amounts.
- The circular has been issued by SEBI in light of Regulation 40 of SEBI (LODR) Regulations 2015 which provides for dispute resolution under stock exchange arbitration mechanism for disputes arising between a listed company and its shareholders/investors.

## SALIENT FEATURES

- SEBI vide this circular advised stock exchanges to set up a Standard Operating Procedure ("SOP") by June 1, 2022 for resolution of disputes under stock exchange arbitration mechanism arising out of investor services such as transfer of shares, issue of duplicate shares, transposition of holders and investor entitlements like corporate benefits, dividend, bonus shares amongst others.
- The said circular clarifies that in the instance that Registrar and Share Transfer Agents ("RTAs") are offering the above-mentioned services to shareholders/investors on behalf of listed companies, the RTAs will have to follow the arbitration mechanism for resolution of disputes.
- Stock Exchanges are required to inform the listed companies of the SOP set up as per this circular.

3. [CIRCULAR NO. SEBI/HO/MIRSD/MIRSD\\_RTAMB/P/CIR/2022/76 DATED MAY 30, 2022](#)

**SEBI issues SOP for dispute resolution under Stock Exchange Arbitration Mechanism for disputes arising between a Listed Company or RTAs and its shareholders/investors**

- SEBI rolled out the SOP for dispute resolution under the stock exchange arbitration mechanism for disputes arising between a listed entity or Registrars to an Issue and Share Transfer Agents and its shareholders pursuant to circular dated April 8, 2022, as discussed hereinabove.
- The said SOP which will enter into force on June 1, 2022, is applicable to listed companies or RTAs offering investor services on behalf of listed companies, such as transfer of shares, issue of duplicate shares, transposition of holders and investor entitlements like corporate benefits,

## COMMENTS

- The purpose of the circular is to safeguard the interests of investors in securities, foster market development, and regulate the securities market.
- The circular has been issued by SEBI in light of Regulation 40 of SEBI (LODR) Regulations 2015 which provides for dispute resolution under stock exchange arbitration mechanism for disputes arising between a listed company and its shareholders/investors.
- The SOP is comprehensive including aspects such as applicability, panel of arbitrators, manner of arbitration, place of arbitration, passing of arbitral award and appeal against the award amongst others.
- The said circular has been issued with the objective of safeguarding the interests of investors in securities, foster market development, and regulate the securities market.

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dividend, bonus shares amongst others.

- The SOP clarifies that the stock exchange arbitration mechanism is resorted to only after exhaustion of all other actions for resolution of complaints.

4. [CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2022/47 DATED: APRIL 08, 2022](#)

**Clarification regarding period of validity of omnibus approval required for material Related Party Transactions ("RPTs") under SEBI (LODR) Regulations, 2015**

- SEBI, vide this circular has clarified that, omnibus shareholders' approval for RPTs received in an AGM shall be valid up to the date of the next AGM for a period not exceeding 15 months.
- Further, in case of omnibus approvals for material RPTs, obtained from shareholders in general meetings other than AGMs, validity of such omnibus approvals shall not exceed 1 year.

5. [CIRCULAR NO. SEBI/HO/IMD/FPI&C/CIR/P/2022/84 DATED JUNE 21, 2022](#)

**Amendment in Operational Regulations for Foreign Portfolio Investors ("FPIs"), Depository Participants & Eligible Foreign Investors**

- Operational Regulations for FPIs, Depository Participant & Eligible Foreign Investors had been issued by SEBI vide circular dated November 05, 2019, for better implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019. Part E of the Operational Guidelines enumerates guidelines and eligibility criteria for operation of Foreign Investors in International Financial Services Centre ("IFSC").

## COMMENTS

- The clarification relates to Regulations 23(3)(e) and 23(4) of the SEBI (LODR) Regulations 2015. Regulation 23(3)(e) states that omnibus approval granted by the audit committee shall be valid for a period not exceeding one year and shall require fresh approvals after expiry of one year. Regulation 23(4) states that material RPTs require prior shareholder's approval through resolutions passed in that regard.

- The said clarification seeks to make it easier for listed entities to co-ordinate the process of conducting AGMs and obtaining omnibus shareholders' approval for material RPTs.

- The said change in the Operational Guidelines is a welcome step as it will facilitate faster confirmation of remittances by intermediaries.

- The FPIs, Depository Participants and Foreign Investors who are eligible to operate in IFSC as per Part E of the Operational Guidelines should note the updated bank account details to make electronic payments of SEBI fees in US Dollars.

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- SEBI vide the present circular modified Annexure D of the said Operational Guidelines wherein it has provided updated bank account details to which remittance of SEBI fees in US Dollars can now be made electronically.
- The said circular entered into force on June 24, 2022.

CIRCULAR NO. SEBI/HO/CFD/CMD2/CIR/P/2022/62 DATED MAY 13, 2022

6.

### **Relaxation from compliance with certain provisions of SEBI (LODR) Regulations 2015.**

- SEBI has granted relaxation from compliance with Regulation 36(1)(b) of the SEBI (LODR) Regulations 2015 which requires sending hard copies of annual report to shareholders who have not registered their email addresses up to December 31, 2022.
- However, listed companies are required to provide a link to the complete annual report in the notice for AGM that is advertised as per Regulation 47 of SEBI (LODR) Regulations 2015.
- The requirement of sending proxy forms to shareholders for voting on resolutions has been dispensed with up to December 31, 2022, only in case of general meetings held through electronic mode.

## COMMENTS

- The decision of granting relaxation came after multiple listed companies requested dispensation from the requirement of sending hard copies of annual report to shareholders during the pandemic.
- This relaxation is a welcome step and will provide companies relief from complying with strict procedural requirements in such volatile times owing to the pandemic. The decision also promotes efficiency as using electronic means to fulfil statutory obligations is being encouraged by SEBI.
- However, a physical copy of the annual report would still be required to be sent to those shareholders who explicitly request a copy.

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