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NEWSLETTER

REGULATORY

- RBI
- SEBI
- MCA



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RBI

1. Expanding the Scope of Trade Receivables Discounting System

RBI/2023-24/37 CO.DPSS.POLC.No.S-258/02-01-010/2023-24

Dated: 7th June, 2023

Reserve Bank of India (RBI) had issued Guidelines for the Trade Receivables Discounting System (TReDS) in order to alleviate difficulties faced by Micro, Small, and Medium Enterprises (MSMEs) in converting their trade receivables to liquid funds. The guidelines allow financing / discounting of MSME receivables on “without recourse” basis by permitted financiers.

Vide this circular, RBI has decided to make the following enhancements to the TReDS guidelines:

- i. Facilitate insurance for transactions:** Financiers place their bids on the TReDS platforms keeping in view the credit rating of buyers which are generally not inclined to bid for payables of low rated buyers. To overcome this, insurance facility is being permitted for TReDS transactions that can encourage more financiers to participate in the bidding process, irrespective of the credit rating of buyers.
- ii. Expand the pool of financiers:** All entities permitted to undertake factoring transactions under the Factoring Regulation Act, 2011 are now permitted to participate as financiers in TReDS. This would augment availability of financiers on TReDS platforms.
- iii. Enable secondary market for Factoring Units (FUs):** TReDS platform operators may, at their discretion, enable a secondary market for transfer of FUs within the same TReDS platform. Such transfers shall, however, be subject to the applicable provisions of RBI's 'Master Direction – Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021' dated September 24, 2021.
- iv. Settlement of FUs not discounted / financed:** TReDS platform operators shall now be permitted to undertake settlement of all FUs – financed / discounted or otherwise – using the NACH mechanism used for TReDS. Timeline for funds settlement shall be subject to the provisions of TReDS guidelines as well as other relevant statutes like the Micro, Small and Medium Enterprises Development Act, 2006.
- v. Display of bids:** To make the process more transparent, the platforms may display details of bids placed for an FU to other bidders; name of the bidder shall, however, not be revealed.

[Notification](#)

2. Remittances to International Financial Services Centres (IFSCs) under the Liberalised Remittance Scheme (LRS)

RBI/2023-24/45 A.P. (DIR Series) Circular No. 06

Dated: 14th June, 2023

Presently, remittances to IFSCs under LRS can be made only for making investments in securities in terms of A.P. (DIR Series) Circular No. 11 dated February 16, 2021.

In view of the gazette notification no. SO 2374(E) dated May 23, 2022 issued by the Central Government, RBI has directed that Authorised Persons may facilitate remittances by resident individuals under purpose ‘**studies abroad**’ as mentioned in Schedule III of Foreign Exchange Management (Current Account Transactions) Rules, 2000 for payment of fees to foreign universities or foreign institutions in IFSCs for pursuing courses mentioned in the gazette notification

[Notification](#)

SEBI	
1. Master Circular for Electronic Gold Receipts (EGRs)	
Circular No.: SEBI/HO/MRD/MRD-PoD-1/P/CIR/2023/82 Dated 1 st June, 2023	
<p>SEBI has issued various Circulars from time to time for specifying the framework of EGRs, its risk management, Standard Operating Guidelines for Vault Managers & Depositories, etc.</p> <p>In order to enable the stakeholders to have access to all the provisions mentioned in these circulars at one place, the provisions of the said circulars are incorporated in this Master Circular for EGRs at Annexure A. This Master Circular covered various circulars issued on EGR till March 31, 2023.</p> <p>The circular mentioned in Annexure-C of this Master Circular shall stand rescinded. Provisions in respect of actions taken under the rescinded circulars also form part of this Master Circular.</p> <p>Master Circular</p>	
2. Transactions in Corporate Bonds through Request for Quote (RFQ) platform by Stock Brokers (SBs)	
Circular No.: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/83 Dated 2 nd June, 2023	
<p>SEBI has taken steps to increase the liquidity on RFQ platform of stock exchanges to enhance the transparency and disclosure pertaining to trading in secondary market in corporate bonds, for the transactions on RFQ platform by Mutual Funds, Portfolio Management Services and Alternate Investment Funds.</p> <p>SEBI, vide this circular, has decided to take following steps to increase liquidity on RFQ platform vis-à-vis trading in Corporate Bonds (CBs) by SBs.</p> <ol style="list-style-type: none"> For all trades in proprietary capacity, SBs shall undertake at least 10% of their total secondary market trades by value in CBs in that month by placing/seeking quotes through one-to-one (OTO) or one-to-many (OTM) mode on the RFQ platform of stock exchanges. (<i>Effective from 1st July, 2023</i>) Further, for all trades in proprietary capacity, SBs shall undertake at least 25% of their total secondary market trades by value in CBs in that month by placing/seeking quotes through OTO or OTM mode on the RFQ platform of stock exchanges. (<i>Effective from 1st April, 2023</i>) SBs shall consider the trades executed by value through OTO or OTM mode of RFQ with respect to the total secondary market trades in CBs, during the current month and immediately preceding two months on a rolling basis. Only trades pertaining to proprietary capacity of SBs shall be considered for the purpose of such calculations. Further, in terms of SEBI circular dated October 19, 2022, quotes on RFQ platform can be placed to an identified counterparty (i.e. 'one-to-one' mode) or to all the participants (i.e. 'one-to-many' mode). SBs are encouraged to place bids (in proprietary capacity or for clients) on RFQ platform through OTM mode, as the same shall contribute towards achieving better price discovery. <p>Circular</p>	
3. Online processing of investor service requests and complaints by RTAs	
Circular No.: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 Dated 8 th June, 2023	
The Physical security certificate holders are required to submit various documents to the Registrar and Transfer Agents	

(RTAs) with respect to various service requests/ complaints.

SEBI, vide this circular, has proposed to digitize this process in two phases and provide a mechanism for the investor to lodge service requests and complaints online and thereafter track the status and obtain periodical updates which would, inter-alia, confer the following benefits:

- a. Create a database for service requests and complaints;
- b. Online acknowledgement and intimation to the investor;
- c. Online tracking of status of service requests and complaints by investors.

Phase I of the Online Portal:

1. All RTAs servicing listed companies shall have a functional website. Such website shall mandatorily display certain information, in addition to all such information, which have been mandated by SEBI from time to time.
2. All RTAs also to set up a user-friendly online mechanism or portal for service requests/ complaints with specified minimum features.
3. **Applicability:** The aforesaid online system along with functional website as referred to above shall be implemented by QRTAs from January 01, 2024 and by all other registered RTAs dealing with listed companies from June 01, 2024.
4. RTAs shall ensure that the online mechanism complies with the existing guidelines for Business Continuity Plan (BCP) and Disaster Recovery (DR) specified by SEBI.
5. RTAs shall provide a certificate of compliance from a practicing Company Secretary, within 30 days from the date of implementation of Phase I, certifying the changes carried out, systems put in place/ new operating procedures implemented etc. to comply with the provisions of this circular.

Phase II of the Online Portal:

1. From July 01, 2024, a common website shall be made and operated by QRTAs through which investors shall be redirected to individual web-based portal/website of the concerned RTA for further resolution by putting the name of the listed company.
2. This circular is applicable to the RTAs which deal in folios of listed companies.

(Detailed mechanism in this regard forms part of the Circular)

[Circular](#)

4. Participation of Mutual funds in repo transactions on Corporate Debt Securities

Circular No.: SEBI/HO/IMD/IMD PoD-2/P/CIR/2023/85
Dated 8th June, 2023

SEBI vide its circular dated November 11, 2011 and November 15, 2012 had allowed mutual funds to participate in repo transactions on corporate debt securities.

Vide this circular, SEBI has decided to partially modify the above circulars as follows:

1. The Mutual Funds can participate in repos on following corporate debt securities:
 - a. Listed AA and above rated corporate debt securities
 - b. Commercial Papers (CPs) and Certificate of Deposits (CDs)
2. For the purpose of consideration of credit rating of exposure on repo transactions for various purposes including for Potential Risk Class (PRC) matrix, liquidity ratios, Risk-o-meter etc., the same shall be as that of the underlying securities, i.e., on a look through basis.
3. For transactions where settlement is guaranteed by a Clearing Corporation, the exposure shall not be considered for the purpose of determination of investment limits for single issuer, group issuer and sector level limits.
4. All other conditions mentioned in the abovementioned circulars shall remain the same.

[Circular](#)

5. Upstreaming of clients' funds by Stock Brokers (SBs) / Clearing Members (CMs) to Clearing Corporations (CCs)	
Circular No.: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/084 Dated 8 th June, 2023	
<p>SEBI has from time to time given necessary directions/guidelines to stock brokers (SBs)/clearing members (CMs), to ensure orderly functioning of the securities market and to protect the interest of investors in securities market.</p> <p>SEBI vide this circular, has decided to require the up streaming of all client funds received by SBs/CMs to the Clearing Corporations (CCs) with a view to safeguard clients' funds placed with SBs/CMs.</p> <p>Further, no clients' funds shall be retained by SBs/ CMs on End of Day (EoD) basis. The clients' funds shall all be upstreamed by SB/ CMs to CCs only in the form of either cash, lien on FDR, or pledge of units of Mutual Fund Overnight Schemes (MFOS).</p> <p>Upstreaming of funds shall be done in the following manner:</p> <ol style="list-style-type: none"> 1. Upstreaming via FDRs created out of clients' funds 2. Upstreaming via pledge of units of Mutual Fund Overnight Schemes (MFOS) 3. Receipt/payment of funds by SBs and CMs from/to their constituents <p>Monitoring mechanisms: The stock exchanges and CCs shall create an SOP for monitoring the implementation of provisions of this Circular and put in place a uniform penalty structure for non-compliance.</p> <p>(Detailed guidelines in this regard form part of the Circular)</p> <p>Circular</p>	
6. Regulatory framework for Execution Only Platforms for facilitating transactions in direct plans of schemes of Mutual Funds	
Circular No.: SEBI/HO/IMD/IMD-PoD-1/P/CIR/2023/86 Dated 13th June, 2023	
<p><i>Effective Date: September 01, 2023</i></p> <p>It has been observed that various SEBI registered Investment Advisors/Stock Brokers provide execution services in direct plans of Mutual Fund schemes through their technology/digital platforms. Such platforms are often availed by investors who are not their clients in terms of SEBI (Investment Advisers) Regulations, 2013 or SEBI (Stock Brokers) Regulations, 1992.</p> <p>SEBI, vide this circular, has decided to prescribe a framework for Execution Only Platforms for transacting in direct plans of schemes of Mutual Funds. In this regard, the SEBI (Stock Brokers) Regulations, 1992 have been amended and notified on January 17, 2023. The comprehensive framework for Execution Only Platforms ('EOPs') is specified at Annexure A to this circular.</p> <p>Circular</p>	
7. Corrigendum to Circular on Participation of Mutual funds in repo transactions on Corporate Debt Securities dated June 8, 2023	
Circular No.: SEBI/HO/IMD/IMD PoD-2/P/CIR/2023/87 Dated 13th June, 2023	
<p>Reference is drawn to existing circular dated June 8, 2023 on "Participation of Mutual funds in repo transactions on Corporate Debt Securities".</p>	

Clause 1 of the abovementioned circular has been replaced as follows:

“Para 12.18 of SEBI Master Circular on Mutual Funds dated May 19, 2023 allows Mutual funds to participate in repos in corporate bond securities.”

[Circular](#)

8. Amendment to Circular on issue of Certified copies of Orders and Circulars

Circular No.: SEBI/HO/LAD1/LAD1_DoP3/P/CIR/2023/88

Dated 13th June, 2023

Vide Circular no. CIR/LAD/1/2019 dated April 4, 2019, SEBI had issued a Circular on issue of certified copies of orders and circulars ('2019 Circular') in order to streamline the procedure for issuance of certified copies of orders and circulars based on requests.

Vide this circular, SEBI has decided to do away with the acceptance of demand draft for the fee charged for the certified copies of orders and circulars. Instead, the fees can now be paid through direct credit in the SEBI's bank account via NEFT/RTGS/IMPS or online payment using the SEBI payment gateway.

Further, the charges for the certified copies remain unchanged at ₹ 50/- per order or circular or ₹ 5/- per page, whichever is higher. Confirmation of the electronic payments made through these methods should be sent to the concerned department.

To effect the above changes paragraph 8 and 9 of the above 2019 circular has been modified accordingly and all other provisions shall continue to remain same.

[Circular](#)

9. Master Circular for Investment Advisers

Circular No.: SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89

Dated 15th June, 2023

In order to enable users to have access to the applicable circulars at one place, SEBI has issued this Master Circular in respect of Investment Advisers (IAs).

This Master Circular is a compilation of all the existing/ applicable circulars issued by SEBI pertaining to Investment Advisers (IAs).

The list of SEBI circulars compiled in this Master Circular is given in Appendix at the end of this Master Circular. From the date of issuance of this Master Circular, the circulars mentioned in Appendix shall stand rescinded to the extent applicable to IAs.

[Master Circular](#)

10. Master Circular for Research Analysts

Circular No.: SEBI/HO/MIRSD-PoD-2/P/CIR/2023/90

Dated 15th June, 2023

In order to enable users to have access to the applicable circulars at one place, SEBI has issued this Master Circular in respect of RAs is being issued. This Master Circular is a compilation of all the existing/ applicable circulars issued by SEBI pertaining to Research Analysts (RAs).

The list of SEBI circulars compiled in this Master Circular is given in Appendix at the end of this Master Circular. From the date of issuance of this Master Circular, the circulars mentioned in Appendix stand rescinded, to the extent applicable to Research Analysts.

11. Amendment to Guidelines on Anti-Money Laundering (AML) Standards and Combating the Financing of Terrorism (CFT) /Obligations of Securities Market Intermediaries under the Prevention of Money Laundering Act, 2002 and Rules framed there under

Circular No.: SEBI/HO/MIRSD/MIRSDSECFATF/P/CIR/2023/091

Dated 16th June, 2023

Reference to existing Circulars: Master Circular no. SEBI/HO/MIRSD/MIRSD-SEC-5/P/CIR/2023/022 dated February 03, 2023 on the captioned subject issued by the SEBI

Government of India vide gazette notification S.O. 1074(E) dated March 07, 2023 had amended the Prevention of Money Laundering (Maintenance of Records) Rules, 2005.

Vide this circular, SEBI has amended certain provisions of the aforesaid Master Circular in order to further enhance the effectiveness of AML/CFT framework.

The key modifications to the existing guidelines forming part of this circular include:

- definition of a “group” as per the amended rules,
- requirements for issuing policies and procedures for dealing with money laundering and terrorist financing,
- client verification procedures,
- Registration of non-profit organizations on the DARPAN Portal of NITI Aayog, and more.

It also emphasizes the importance of ML/TF risk assessments, compliance with sanctions requirements, and leveraging technological innovations for effective name screening.

(Detailed amendments in this regard form part of the Circular)

[Circular](#)

12. Adherence to provisions of regulation 51A of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 by Online Bond Platform Providers on product offerings on Online Bond Platforms

Circular No.: SEBI/HO/DDHS/POD1/P/CIR/2023/092

Dated 16th June, 2023

Regulation 51A of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (NCS Regulations) defines Online Bond Platform Providers as ‘any person operating or providing an online bond platform’ and “online bond platform” as ‘any electronic system, other than a recognised stock exchange or an electronic book provider platform, on which the debt securities which are listed or proposed to be listed, are offered and transacted’.

SEBI vide its circular dated November 14, 2022 has provided for the registration and regulatory framework for Online Bond Platform Providers (OBPP).

SEBI has observed that following practices are not as per the mandate provided in the NCS Regulations and the OBP circular:

1. Certain Online Bond Platform Providers continue to offer products other than listed debt securities and debt securities proposed to be listed through a public offering on their Online Bond platform.
2. Certain Online Bond Platform Providers are offering unlisted bonds/other products on a separate platform/website and have not divested of such offerings in terms of OBP circular; and
3. Certain Online Bond Platform Providers have a link on the online bond platform/website to another platform/website for transacting in unlisted bonds/ other products

Vide this circular, now SEBI has made certain consequential changes to the OBP circular and accordingly, advised the following to Online Bond Platform Providers:

- a. To comply with the restrictions on offering products or services other than listed debt securities and debt securities proposed to be listed through a public offering.
- b. It emphasizes the prohibition of utilizing names resembling that of the Online Bond Platform Provider for unregulated activities and the display of disclaimers for regulated products.
- c. An Online Bond Platform Provider shall not have on its Online Bond Platform or any other platform/website that are not regulated by a financial sector regulator.

Further, SEBI has decided to permit Online Bond Platform Providers to offer the following:

- a. Listed debt securities, listed municipal debt securities and listed securitised debt instruments;
- b. Debt securities, municipal debt securities and securitised debt instruments proposed to be listed through a public offering;
- c. Listed Government Securities, State Development Loans and Treasury Bills; and
- d. Listed Sovereign Gold Bonds.

Additionally, it aligns the investor grievance redressal mechanism for online bond platforms with the Master Circular for Stock Brokers dated May 17, 2023.

[Circular](#)

13. Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957

Circular No.: SEBI/HO/CFD/POD-2/P/CIR/2023/93
Dated 20th June, 2023

This Master Circular is a compilation of the circulars/directions which lay down the detailed requirements to be complied by listed entities while undertaking schemes of arrangements. In order to enable the users to have access to the applicable circulars at one place, this Master Circular in respect of schemes of arrangement is being issued.

With the issuance of this Master Circular, directions/instructions contained in the circulars listed out in Schedule I to this Master Circular shall stand rescinded.

[Master Circular](#)

14. Master Circular for Issue of Capital and Disclosure Requirements

Circular No.: SEBI/HO/CFD/PoD-2/P/CIR/2023/00094
Dated 21st June, 2023

This Master Circular is a compilation of the various circulars/directions issued under the relevant provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations 2018).

In order to enable the users to have access to the applicable circulars at one place, this Master Circular under the ICDR Regulations 2018 is being issued.

With the issuance of this Master Circular, directions/instructions contained in the circulars listed out in the Appendix to this Master Circular shall stand rescinded.

[Master Circular](#)

15. Modalities for launching Liquidation Scheme and for distributing the investments of Alternative Investment Funds (AIFs) in-specie

Circular No.: SEBI/HO/AFD/PoD-I/P/CIR/2023/098
Dated 21st June, 2023

This circular comes in response to amendments made to the AIF Regulations, which provide AIFs with greater flexibility to deal with their scheme's investments that remain unsold due to lack of liquidity during the winding up process.

Vide this circular, SEBI presents two primary paths for AIFs: Liquidation Scheme and In-specie Distribution.

The Liquidation Scheme allows AIFs to launch a new scheme, specifically for liquidating the unliquidated investments of an original scheme that's winding up.

The In-specie distribution enables AIFs to distribute unsold investments to investors directly.

Further, both processes require a majority investor consent (75% by value of their investment in the original scheme), which ensures the investors' interests remain protected.

The circular also provides the option of mandatory in-specie distribution of unliquidated investments, if the AIF fails to obtain requisite investor consent. It is important for AIF managers to understand these guidelines to ensure they remain compliant and can effectively navigate these new processes.

(Detailed scheme in this regard form part of the Circular)

[Circular](#)

16. Trading Supported by Blocked Amount in Secondary Market

Circular No.: SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/99
Dated 23rd June, 2023

Vide this circular, SEBI had introduced a supplementary process for trading in secondary market based on blocked funds in investor's bank account, instead of transferring them upfront to the trading member. This framework aims to enhance cash collateral protection and streamline the trading and settlement process.

The said facility shall be provided by integrating Reserve Bank of India (RBI) approved Unified Payments Interface (UPI) mandate service of single-block-and-multiple-debits with the secondary market trading and settlement process and hereinafter referred as 'UPI block facility'.

Under the proposed framework, funds will remain in the investor's account but will be blocked in favor of the clearing corporation (CC) until the block is released or until the obligations arising from the trading activity are debited from the block. The CC will handle the settlement of funds and securities without the need for member involvement, providing increased protection for cash collateral.

The circular, also specifies the eligibility criteria, operational guidelines, and various scenarios for handling shortages and obligations.

Eligibility of investors: All investors who are permitted to use RBI's UPI facility, and meeting the criteria defined by CCs, shall be eligible.

Further, the UPI block facility, integrated with the RBI-approved Unified Payments Interface (UPI) mandate service, offers investors flexibility in choosing trading accounts with different brokers. Cash collaterals are provided through the UPI block, while securities collateral is managed through the pledge/re-pledge system. The framework ensures settlement on a daily basis, eliminates the need for running account settlements, and sets a single block limit of Rs. 5 lakhs.

Applicability: The concerned entities are expected to make requisite changes and test the systems and processes for robustness thereafter to make the facility live by **January 01, 2024**.

(Detailed framework in this regard form part of the Circular)

[Circular](#)

17. Format for Annual Secretarial Compliance Report for InvITs

Circular No.: SEBI/HO/DDHS-PoD-2/P/CIR/2023/102

Dated 26th June, 2023*Effective from the financial year 2023-24 onwards*

As per Regulation 26J of SEBI (Infrastructure Investment Trusts) Regulations, 2014, the investment manager shall require to submit a secretarial compliance report given by a practicing company secretary (PCS) to the stock exchanges, in a specified format, within sixty days from end of each financial year and this report shall be annexed with the annual report of the InvIT.

Vide this circular, SEBI has directed to comply the following with regard to annual secretarial compliance report:

- a. The investment manager of the InvIT, on an annual basis, shall appoint a PCS to examine the compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, consequent to which, the PCS shall submit a report to the investment manager of the InvIT.
- b. The format for the annual secretarial compliance report is placed at Annex-A to the circular.
- c. The investment manager of the InvIT shall provide all such documents/information as maybe sought by the practicing company secretary for the purpose of providing secretarial compliance report.

Reporting and Monitoring:

1. The investment manager of the InvIT shall submit the annual secretarial compliance report in the desired format to the stock exchanges within sixty days from the end of each financial year.
2. The stock exchanges shall monitor the compliance of the above requirement and take appropriate action as specified by the Board from time to time.

[Circular](#)**18. Format for Annual Secretarial Compliance Report for REITs**

Circular No.: SEBI/HO/DDHS-PoD-2/P/CIR/2023/103

Dated 26th June, 2023*Effective from the financial year 2023-24 onwards*

As per Regulation 26D of SEBI (Real Estate Investment Trusts) Regulations, 2014, the REIT Manager shall require to submit a secretarial compliance report given by a practicing company secretary (PCS) to the stock exchanges, in a specified format, within sixty days from end of each financial year and this report shall be annexed with the annual report of the REIT.

Vide this circular, SEBI has directed to comply the following with regard to annual secretarial compliance report:

- a. The Manager of the REIT, on an annual basis, shall appoint a PCS to examine the compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, consequent to which, the PCS shall submit a report to the Manager of the REIT.
- b. The format for the annual secretarial compliance report is placed at Annex-A to the circular.
- c. The investment manager of the REIT shall provide all such documents/information as maybe sought by the practicing company secretary for the purpose of providing secretarial compliance report.

Reporting and Monitoring:

1. The Manager of the REIT shall submit the annual secretarial compliance report in the desired format to the stock exchanges within sixty days from the end of each financial year.
2. The stock exchanges shall monitor the compliance of the above requirement and take appropriate action as specified by the Board from time to time

[Circular](#)

19. Format of Compliance Report on Governance for REITs

Circular No.: SEBI/HO/DDHS-PoD-2/P/CIR/2023/101

Dated 26th June, 2023

As per Regulation 26E of SEBI (Real Estate Investment Trusts) Regulations, 2014, the REIT Manager shall require to submit a quarterly compliance report on governance in the format as may be specified by the Board, to the recognized stock exchange(s) within twenty-one days from the end of each quarter and this report shall be signed either by the Compliance officer or the Chief executive officer of the REIT Manager.

Vide this circular, SEBI has specified the formats and timelines of Compliance Report on Governance as under:

Format	Description	Time line
Annex-I	Format of report on Governance to be submitted by the REIT Manager on quarterly basis	within twenty one days from the end of each quarter
Annex-II	Format to be submitted by the REIT Manager for the financial year	within twenty one days from the end of financial year on an annual basis
Annex-III	Format to be submitted by the REIT Manager within three months from the end of financial year	within three months from the end of financial year on an annual basis

Reporting and Monitoring: The circular highlights the importance of timely submission of the compliance report and its inclusion in the annual report of the REIT. Stock exchanges are responsible for monitoring compliance and taking appropriate action as directed by the SEBI.

Applicability: The first reporting shall be made for the quarter ended **June 30, 2023**.

[Circular](#)

20. Format for Annual Secretarial Compliance Report for InvITs

Circular No.: SEBI/HO/DDHS-PoD-2/P/CIR/2023/100

Dated 26th June, 2023

As per Regulation 26J of SEBI (Infrastructure Investment Trusts) Regulations, 2014, the investment manager shall require to submit a quarterly compliance report on governance in the format as may be specified by the Board, to the recognized stock exchange(s) within twenty-one days from the end of each quarter and this report shall be signed either by the Compliance officer or the Chief executive officer of the investment Manager.

Vide this circular, SEBI has specified the formats and timelines of Compliance Report on Governance as under:

Format	Description	Time line
Annex-I	Format of report on Governance to be submitted by the Investment Manager on quarterly basis	within twenty one days from the end of each quarter
Annex-II	Format to be submitted by the Investment Manager for the financial year	within twenty one days from the end of financial year on an annual basis
Annex-III	Format to be submitted by the Investment Manager within three months from the end of financial year	within three months from the end of financial year on an annual basis

Reporting and Monitoring: The circular highlights the importance of timely submission of the compliance report and its inclusion in the annual report of the InvIT. Stock exchanges are responsible for monitoring compliance and taking appropriate action as directed by the SEBI.

Applicability: The first reporting shall be made for the quarter ended **June 30, 2023**.

[Circular](#)

21. Investor Service Centers of Stock Exchanges

Circular No.: SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/104

Dated 26th June, 2023

SEBI vide Circular No. SMD/POLICY/CIR-32/97 dated December 03, 1997 had advised all stock exchanges to open or maintain atleast one Investor Service Centre (ISC) for the benefit of the investors. Such centers are required to provide counseling service and provide certain basic minimum facilities to the investors.

Vide this circular, SEBI has reviewed the provisions of the aforesaid circular and decided the following:

1. The ISCs can be set up either by one stock exchange or jointly by two or more stock exchanges as per their mutual agreement.
2. ISCs shall at least provide the specified basic minimum facilities.
3. Stock exchanges shall provide adequate training on various areas of securities market for up-gradation of knowledge of officials at ISCs.

Applicability:

1. The provisions of this circular, except provisions at point no. 3 above, shall come into effect from the 90th day of issuance of this circular.
2. The requirements at point no. 3 above shall be complied with in a phased manner i.e. at least one official at ISCs shall comply with the requirements within 6 months and all officials at ISCs shall comply within 12 months, from the date of issuance of this circular.

[Circular](#)

22. Disclosure of Information on Issuers Not Cooperating (INC) with CRAs

Circular No.: SEBI/HO/DDHS/DDHS-POD2/P/CIR/2023/ 105

Dated 27th June, 2023

Reference to Existing Regulation: SEBI (Credit Rating Agencies) Regulations, 1999 (“CRA Regulations”) deals with the obligations of CRAs to carry out periodic reviews of all published ratings during the lifetime of the securities, unless the rating is withdrawn, In case a client does not cooperate with the CRA, the CRA is required to carry out the review on the basis of best available information or in the manner specified by SEBI and make appropriate disclosures in this regard.

Vide this circular, SEBI has prescribed the following to provide enhanced transparency and information regarding non-cooperative issuers to various stakeholders, market participants and investors:

- A. CRA shall disclose two lists of issuers who are non-cooperative with the CRA, separately for:
 - i. Securities that are listed, or proposed to be listed, on a recognized stock exchange, and
 - ii. Other ratings.
- B. The disclosure format includes the name of the issuer, date of categorization as non-cooperative, and a link to the issuer’s press releases.
- C. CRAs must update these lists **on a daily basis** to ensure the information remains current.

Applicability: The circular shall be applicable with effect from 15th July, 2023 and the CRAs shall report on their compliance to SEBI within one quarter from the date of applicability of this circular.

Monitoring: Monitoring of this circular shall be done in terms of the half-yearly internal audit for CRAs, mandated under Regulation 22 of the CRA Regulations and circulars issued thereunder.

[Circular](#)

MCA
1. Companies (Accounts) Second Amendment Rules, 2023.
G.S.R. 408(E) Dated 2 nd June, 2023
<p>Vide this notification, MCA has amended the Companies (Accounts) Rules, 2014.</p> <p>In rule 12(1B) pertaining to Filing of Financial Statements and Fees to be Paid Thereon, after the second proviso, the following proviso has been inserted, namely:-</p> <p><i>"Provided also that for the financial year 2022-2023, Form CSR-2 shall be filed separately on or before 31st March, 2024 after filing Form No. AOC-4 or Form No. AOC-4-NBFC (Ind AS), as specified in these rules or Form No. AOC-4 XBRL as specified in the Companies (Filing of Documents and Forms in Extensible Business Reporting Language) Rules, 2015 as the case may be."</i></p> <p>Notification</p>
2. Limited Liability Partnership (Amendment) Rules, 2023
G.S.R. 411(E) Dated 2 nd June, 2023
<p>Vide this notification, MCA has amended the Limited Liability Partnership Rules, 2009 to substitute the format of the existing LLP Form-3 with the new Form-3 for filing the information with regard to Limited Liability Partnership Agreement and changes, if any, made therein with the ROC.</p> <p>Notification</p>
3. Relaxation in paying additional fees in case of delay in filing DPT-3 for Financial Year ended on 31st March 2023 up to 31st July 2023
General Circular No. 06/2023 Dated 21 st June, 2023
<p>The due date for filing the form DPT-3 (Return of Deposits) is 30th June, 2023 for the financial year ended on 31st March, 2023.</p> <p>Keeping in view the transition of MCA portal from V2 to V3, MCA, vide this circular, has extended the due date and allowed companies to file the form DPT-3 up to 31st July, 2023 without paying additional fee for the financial year ended on 31st March, 2023.</p> <p>Circular</p>

Disclaimer:

This is not a complete listing of all circulars/notifications issued during the month.
Instead it is only a listing of some of the circulars/notifications that we considered important.



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