

THE GAZETTE OF INDIA

EXTRAORDINARY

PART – III – SECTION 4

PUBLISHED BY AUTHORITY

NEW DELHI, May 25, 2016

SECURITIES AND EXCHANGE BOARD OF INDIA

NOTIFICATION

Mumbai, the 25th May, 2016

**SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-
CONVERTIBLE REDEEMABLE PREFERENCE SHARES) (AMENDMENT)
REGULATIONS, 2016**

No. SEBI/ LAD-NRO/GN/2016-17/005.—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 and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, namely:-

1. These regulations may be called the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) (Amendment) Regulations, 2016.
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 and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013:-

(I) In regulation 2, in sub-regulation (1),-

(1) in clause (s), for the symbol “.”, the symbol “;” shall be substituted.

(2) after clause (s), the following clause shall be inserted namely, -

“(t) "wilful defaulter" means an issuer who is categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes an issuer whose director or promoter is categorized as such.”

(II) In regulation 4, for sub-regulation (1), the following sub-regulation shall be substituted, namely,-

“(1) No issuer shall make any public issue of non-convertible redeemable preference shares if as on the date of filing of draft offer document or final offer document as provided in these regulations:

- (a) the issuer or the person in control of the issuer or its promoter or its director is restrained or prohibited or debarred by the Board from accessing the securities market or dealing in securities; or
- (b) the issuer or any of its promoters or directors is a wilful defaulter or it is in default of payment of interest or repayment of principal amount in respect of non-convertible redeemable preference shares issued by it to the public, if any, for a period of more than six months.”

(III) In Schedule I, after paragraph III, the following paragraph shall be inserted namely,-

“IV. Disclosures pertaining to wilful default

- (1) In case of listing of non-convertible redeemable preference shares made on private placement, the following disclosures shall be made:
 - (a) Name of the bank declaring the entity as a wilful defaulter;
 - (b) The year in which the entity is declared as a wilful defaulter;
 - (c) Outstanding amount when the entity is declared as a wilful defaulter;
 - (d) Name of the entity declared as a wilful defaulter;
 - (e) Steps taken, if any, for removal the from the list of wilful defaulter;
 - (f) Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions;
 - (g) Any other disclosure as specified by the Board.
- (2) The fact that the issuer or any of its promoters or directors is a wilful defaulter shall be disclosed prominently on the cover page with suitable cross-referencing to the pages.
- (3) Disclosures specified herein shall be made as a separate chapter or section distinctly identifiable in the Index / Table of Contents.”

U.K. SINHA
CHAIRMAN
SECURITIES AND EXCHANGE BOARD OF INDIA

Footnote:

1. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 was published in the Gazette of India on 12th June, 2013 vide No. LAD-NRO/GN/2013- 14/11/6063.

2. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 was subsequently amended on:-

- (a) May 23rd, 2014 by Securities and Exchange Board of India (Payment of Fees) (Amendment) Regulations, 2014 vide No. LAD-NRO/GN/2014-15/03/1089.
- (b) September 2nd, 2015 by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide No. SEBI/LAD-NRO/GN/2015-16/013.