

ALLIED LAWS

Giridhar's

THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) ACT, 1992

Management of the Board [Section 4]

Term of Office and condition of service of Chairman and Members of the Board [Section 5]

Removal of Members of the Board [Section 6]

Meetings of the Board [Section 7]

Member not to participate in meetings in certain cases [Section 7-A]

Vacancies, etc., not to invalidate proceedings of the Board [Section 8]

Powers & Functions of SEBI [Section 11]

Board to regulate or prohibit issue of prospectus, offer document or advertisement soliciting money for issue of securities [Section 11A]

Collective investment scheme [Section 11AA]

Power to issue directions [Section 11B]

Investigation [Section 11C]

Cease and desist proceedings [Section 11D]

Registration of stock-brokers, sub brokers, share transfer agents etc. [Section 12]

Prohibition of manipulative and deceptive devices, insider trading and substantial acquisition of securities or control [Section 12A]

Penalty for failure to furnish information, return, etc. (Section 15A)

Penalty for failure by any person to enter into agreement with clients (Section 15B)

Penalty for failure to redress investors' grievances (Section 15C)

Penalty for certain defaults in case of mutual funds (Section 15D)

Penalty for failure to observe rules and regulations by an asset management company (Section 15E)

Penalty for default in case of stock brokers (Section 15F)

Penalty for insider trading (Section 15G)

Penalty for non-disclosure of acquisition of shares and takeovers (Section 15H)

Penalty for fraudulent and unfair trade practices (Section 15HA)

Penalty for contravention where no separate penalty has been provided (Section 15HB)

Power to adjudicate (Section 15-I)

Crediting sums realised by way of penalties to Consolidated Fund of India (Section 15JA)

Settlement of administrative and civil proceedings (Section 15JB)

Establishment of Securities Appellate Tribunals (Section 15K)

Composition of Securities Appellate Tribunal (Section 15L)

Qualification for appointment as Presiding Officer or Member of Securities Appellate Tribunal (Section 15M)

Tenure of office of Presiding Officer and other Members of Securities Appellate Tribunal (Section 15N)

Orders constituting Appellate Tribunal to be final and not to invalidate its proceedings (Section 15R)

Appeal to the Securities Appellate Tribunal (Section 15T)

Appeal to Supreme Court (Section 15Z)

Offences (Section 24)

Cognizance of offences by Courts (Section 26)

Establishment of Special Courts (Section 26A)

Offences triable by Special Courts (Section 26B)

Appeal and revision (Section 26C)

Application of Code to proceedings before Special Court (Section 26D)

Transitional provisions (Section 26E)

Recovery of amounts (Section 28A)

Power to make regulations (Section 30)

Power to remove difficulties (Section 34)

Validation of certain acts (Section 34A)

SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

The SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2015-24.03.2015 (*No new regulation's added, only amendments*)

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2015 – 05.05.2015 (*Sub Regulation's Added*)

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2015 – 11.08.2015 (*Sub clauses + proviso added and amendments*)

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2015 – 14.08.2015 (*proviso added and chapter XC substituted but XC not there in our study material*)

The SEBI (Issue of Capital and Disclosure Requirements) (Sixth Amendment) Regulations, 2015 – 10.09.2015 (*only schedule amendment*)

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Seventh Amendment) Regulations, 2015 – 27.10.2015(*only amendments*)

CHAPTER I- PRELIMINARY

1. Short title and commencement.
2. Definitions
3. Applicability of the regulations

CHAPTER II- COMMON CONDITIONS FOR PUBLIC ISSUES AND RIGHTS ISSUES

4. General conditions
5. Appointment of merchant banker and other intermediaries.
6. Filing of offer document.
7. In-principle approval from recognised stock exchanges
8. Documents to be submitted before opening of the issue.
9. Draft offer document to be made public.
10. Fast Track Issue
11. Opening of an issue
12. Dispatch of issue material
13. Underwriting
14. Minimum subscription.
15. Oversubscription
16. Monitoring agency
17. Manner of calls
18. Allotment, refund and payment of interest
19. Restriction on further capital issues
20. Additional requirements for issue of convertible debt instruments.
21. Roll over of non-convertible portion of partly convertible debt instruments.
22. Conversion of optionally convertible debt instruments into equity share capital.
23. Issue of convertible debt instruments for financing.

24. Alteration of rights of holders of specified securities

CHAPTER III - PROVISIONS AS TO PUBLIC ISSUE

PART I-ELIGIBILITY REQUIREMENTS

25. Reference date

26. Conditions for initial public offer

27. Conditions for further public offer

PART II - PRICING IN PUBLIC ISSUE

28. Pricing

29. Differential pricing

30. Price and price band

31. Face value of equity shares

PART III - PROMOTERS' CONTRIBUTION

32. Minimum promoters' contribution

33. Securities ineligible for minimum promoters' contribution

34. Requirement of minimum promoters' contribution not applicable in certain cases

PART IV - RESTRICTION ON TRANSFERABILITY (LOCK-IN) OF PROMOTERS' CONTRIBUTION, ETC.

35. Date of commencement of lock in and inscription of non-transferability

36. Lock-in of specified securities held by promoters.

37. Lock-in of specified securities held by persons other than promoters.

38. Lock-in of specified securities lent to stabilising agent under green shoe option

39. Pledge of locked-in specified securities

40. Transferability of locked-in specified securities

PART V - MINIMUM OFFER TO PUBLIC, RESERVATIONS, ETC.

41. Minimum offer to public

42. Reservation on competitive basis

43. Allocation in net offer to public

44. Safety-net arrangement.

45. Price stabilisation through green shoe option

- 46. Period of subscription
- 47. Pre-issue advertisement for public issue
- 48. Issue opening and issue closing advertisement for public issue
- 49. Minimum application value.
- 50. Allotment procedure and basis of allotment.
- 51. Utilisation of subscription money
- 51A. Annual Updation of Offer Document

CHAPTER IV- RIGHTS ISSUE

- 52. Record Date
- 53. Restriction on rights issue.
- 54. Letter of offer, abridged letter of offer, pricing and period of subscription.
- 55. Pre-Issue Advertisement for rights issue
- 55A. Reservation for employee's along with rights issue.
- 56. Utilisation of funds raised in rights issue.

CHAPTER V-

MANNER OF DISCLOSURES IN THE OFFER DOCUMENTS

- 57. Manner of disclosures in the offer document.
- 58. Abridged prospectus, abridged letter of offer and ASBA.

CHAPTER VI -

GENERAL OBLIGATIONS OF ISSUER AND INTERMEDIARIES WITH RESPECT TO PUBLIC ISSUE AND RIGHTS ISSUE

- 59. Prohibition on payment of incentives
- 60. Public communications, publicity materials, advertisements and research reports
- 61. Copies of offer documents to be available to public.
- 62. Redressal of investor grievances.
- 63. Appointment of Compliance Officer.
- 64. Due diligence
- 65. Post-issue reports.
- 66. Post-issue Advertisements

- 67. Co-ordination with Intermediaries
- 68. Audited financial statements in the offer document
- 69. Other responsibilities

CHAPTER VII - PREFERENTIAL ISSUE

- 70. Chapter VII not to apply in certain cases
- 71. Relevant date
 - 71A. frequently traded shares.
- 72. Conditions for preferential issue
- 73. Disclosures
- 74. Allotment pursuant to special resolution.
- 75. Tenure of convertible securities
- 76. Pricing of equity shares - Frequently traded shares
 - 76A. Pricing of equity shares – Infrequently traded shares.
 - 76B. Adjustments in pricing - Frequently or infrequently traded shares
- 77. Payment of consideration
- 78. Lock-in of specified securities
- 79. Transferability of locked-in specified securities and warrants issued on preferential basis.

CHAPTER VIII - QUALIFIED INSTITUTIONS PLACEMENT

- 80. Applicability
- 81. Definitions
- 82. Conditions for qualified institutions placement.
- 83. Appointment of merchant banker
- 84. Placement Document:
- 85. Pricing
- 86. Restrictions on allotment.
- 87. Minimum number of allottees.
- 88. Validity of the special resolution.
- 89. Restrictions on amount raised
- 90. Tenure

91. Transferability of eligible securities

CHAPTER VIII-A INSTITUTIONAL PLACEMENT PROGRAMME

91A. Applicability.

91B. Definitions.

91C. Conditions for institutional placement programme.

91D. Appointment of merchant banker.

91E. Offer Document.

91F. Pricing and allocation/allotment.

91G. Restrictions.

91H. Minimum number of allottees.

91-I. Restrictions on size of the offer.

91J. Period of Subscription and display of demand.

91K. Withdrawal of offer.

91L. Transferability of eligible securities.

CHAPTER IX- BONUS ISSUE

92. Conditions for bonus issue.

93. Restriction on bonus issue

94. Bonus shares only against reserves, etc. if capitalised in cash.

95. Completion of bonus issue

CHAPTER X- ISSUE OF INDIAN DEPOSITORY RECEIPTS

96. Applicability

97. Eligibility

98. Conditions for issue of IDR.

99. Minimum subscription

100. Fungibility

101. Filing of draft prospectus, due diligence certificates, payment of fees and issue advertisement for IDR.

102. Display of bid data

103. Disclosures in prospectus and abridged prospectus

104. Post-issue report

105. Undersubscribed issue

106. Finalisation of basis of allotment.

CHAPTER – XA RIGHTS ISSUE OF INDIAN DEPOSITORY RECEIPTS

106A. Applicability.

106B. Eligibility.

106C. Renunciation by an IDR holder.

106D. Depository.

106E. Record Date.

106F. Disclosures in the offer document and the addendum for the rights offering.

106G. Filing of draft offer document and the addendum for rights offering.

106H. Fast track issue.

106-I. Dispatch of abridged letter of offer and application form.

106J. Period of subscription.

106K. Pre-Issue Advertisement for rights issue.

106L. Utilisation of funds raised in rights issue.

CHAPTER XB-

ISSUE OF SPECIFIED SECURITIES BY SMALL AND MEDIUM ENTERPRISES

106M. Applicability

106N. Definitions

106O. Filing of offer document and due diligence certificate

106P. Underwriting by merchant bankers and underwriters.

106Q. Minimum Application Value.

106R. Minimum Number of Allottees.

106S. Listing of specified securities.

106T. Migration to SME exchange.

106U. Migration to Main Board.

106V. Market Making

CHAPTER XI MISCELLANEOUS

107. Directions by the Board

108. Power to remove difficulty

109. Power to relax strict enforcement of the regulations.

110. Amendments to other regulations

111. Repeal and Savings.

SECURITIES CONTRACTS (REGULATION) ACT, 1956 (Amended by the Finance Act, 2015)

PRELIMINARY

Short title, extent and commencement (Section 1)

Definitions (Section 2)

RECOGNISED STOCK EXCHANGES

Application for recognition (Section 3)

Granting of Recognition (Section 4)

Corporatisation and demutualisation of stock exchanges (Section 4A)

Procedure for corporatisation and demutualisation. (Section 4B)

Withdrawal of Recognition (Section 5)

Power of Central Government to call for periodical returns or direct inquiries to be made

Annual Report (Section 7)

Power of recognised stock exchange to make rules restricting voting rights, etc. (Section 7A)

Power of Central Government to direct rules to be made or to make rules (Section 8)

Clearing corporation (Section 8A)

Power of recognised stock exchanges to make bye-laws (Section 9)

Power of SEBI to make or amend bye-laws of recognised stock exchanges (Section 10)

Power of Central Government to supersede governing body of a recognised stock exchange (Section 11)

Power to suspend business of Recognised Stock Exchange (Section 12)

Power to issue directions (Section 12A)

Contracts in notified areas illegal in certain circumstances (Section 13)

Additional Trading floor (Section 13A)

Members not to act as Principals (Section 15)

Power to prohibit contracts in certain cases (Section 16)

Licensing of dealers in securities in certain areas (Section 17)

Public issue and listing of securities referred to in sub-clause (ie) of clause (h) of section 2 (New Section 17A)

Contracts in 'derivative' (Section 18A)

Stock exchanges other than recognised stock exchanges prohibited (Section 19)

Conditions for listing (Section 21)

Delisting of securities (Section 21A)

Right of appeal against refusal of stock exchanges to list securities of public companies (Section 22)

Right of appeal to Securities Appellate Tribunal against refusal of stock exchange to list securities of public companies (Section 22A)

Procedure and Powers of SAT (Section 22B)

Legal Representation (Section 22C)

Limitation (Section 22D)

Appeal to Supreme Court (Section 22F)

PENALTIES AND PROCEDURE

Penalties (Section 23)

Penalty for failure to furnish information, return, etc (Section 23A)

Penalty for failure by any person to enter into an agreement with clients (Section 23B)

Penalty for failure to redress Investors' grievances (Section 23C)

Penalty for failure to segregate securities or moneys of client or clients (Section 23D)

Penalty for failure to comply with provision of listing conditions or delisting conditions or grounds (Section 23E)

Penalty for excess dematerialisation or delivery of unlisted securities (Section 23F)

Penalty for failure to furnish periodical returns, etc (Section 23G)

Penalty for contravention where no separate penalty has been provided (Section 23H)

Power to adjudicate (Section 23- I)

Factors to be taken into account by the adjudicating officer (Section 23 J)

Settlement of administrative and civil proceedings (Section 23JA)

Recovery of amounts (Section 23JB)

Crediting sum realised by way of penalties to Consolidated Fund of India (Section 23K)

Appeal to Securities Appellate Tribunal (Section 23L)

Offences (Section 23M)

Composition of certain offences (Section 23N)

Power to grant immunity (Section 23 O)

Offences by Companies (Section 24)

Certain offences to be cognizable (Section 25)

Cognizance of offences by courts (Section 26)

Establishment of Special Courts (Section 26A)

Offences triable by Special Courts. (Section 26B)

Appeal and Revision (Section 26C)

Application of Code to proceedings before Special Court (Section 26D)

Transitional provisions (Section 26E)

MISCELLANEOUS

Title to Dividends (Section 27)

Right to Receive Income from Collective Investment Scheme (Section 27A)

Right to receive income from mutual fund (Section 27B)

Act not to apply in Certain Cases (Section 28)

Power to Make Rules (Section 30)

Power of SEBI to make Regulations (Section 31)

Validation of certain acts (Section 32)

THE FOREIGN EXCHANGE MANAGEMENT ACT, 1999

Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) (Amendment) Regulations, 2015 – 04.02.2015

Foreign Exchange Management (Permissible Capital Account Transactions) (Second Amendment) Regulations, 2015 – 03.02.2015

Foreign Exchange Management (Permissible Capital Account Transactions) (Third Amendment) Regulations, 2015 – 26.05.2015

Foreign Exchange Management (Export of Goods & Services) (Amendment) Regulations, 2015 – 23.04.2015

Foreign Exchange Management (Export of Goods & Services) (Second Amendment) Regulations, 2015 – 24.07.2015

Extent and Application [Sections 1]

Definitions (Section 2)

Dealing in foreign exchange, etc. (Section 3)

Holding of foreign exchange (Section 4)

Current account transactions (Section 5)

Capital account transactions (Section 6)

Export of goods and services (Section 7)

Realisation and repatriation of foreign exchange (Section 8)

Exemption from realisation and repatriation in certain cases (Section 9)

Authorised Person (Section 10)

Reserve Bank's powers to issue directions to authorised person (Section 11)

Power of Reserve Bank to inspect authorised person (Section 12)

Penalties (Section 13)

Enforcement of the orders of Adjudicating Authority (Section 14)

Compounding of Contravention under section 13 (Section 15)

Appointment of Adjudicating Authority (Section 16)

Appeal to Special Director (Appeals) (Section 17)

Establishment of Appellate Tribunal (Section 18)

Appeal to Appellate Tribunal (Section 19)

Composition of Appellate Tribunal (Section 20)

Qualifications for appointment of Chairperson, Member and Special Director (Appeals) (Section 21)

Term of Office (Section 22)

Terms and conditions of service (Section 23)

Vacancies (Section 24)

Resignation and removal (Section 25)

Member to act as Chairperson in certain circumstances (Section 26)

Staff of Appellate Tribunal and Special Director (Appeals) (Section 27)

Procedure and powers of Appellate Tribunal and Special Director (Appeals) (Section 28)

Distribution of business amongst Benches (Section 29)

Power of Chairperson to transfer cases (Section 30)

Decision to be by majority (Section 31)

Right of appellant to take assistance of legal practitioner or chartered accountant and of Government, to appoint presenting officers (Section 32)

Member, etc. to be public servants (Section 33)

Civil court not to have jurisdiction (Section 34)

Appeal to High Court (Section 35)

Directorate of Enforcement (Section 36)

Power of search, seizure, etc. (Section 37)

Empowering other officers (Section 38)

Presentation as to documents in certain cases (Section 39)

Suspension of operation of this Act (Section 40)

Power of Central Government to give directions (Section 41)

Contravention by companies (Section 42)

Death or insolvency in certain cases (Section 43)

Bar Legal proceedings (Section 44)

Removal of difficulties (Section 45)

Power to make rules (Section 46)

Power to make regulations (Section 47)

Rules and regulations to be laid before Parliament (Section 48)

Repeal and saving (Section 49)

THE COMPETITION ACT 2002

Definitions (section 2)

Anti-competitive agreements (Section 3)

Abuse of dominant position (Section 4)

Combination (Section 5)

Regulation of combinations (Section 6)

Establishment of Commission (Section 7)

Composition of Commission (Section 8)

Selection Committee for Chairperson and other Members of the commission (Section 9)

Term of office of Chairperson and other Members (Section 10)

Resignation, removal and suspension of Chairperson and other members (Section 11)

Restriction on employment of Chairperson and other Members in certain cases (Section 12)

Administrative powers of Chairperson (Section 13)

Salary and allowances and other terms and conditions of service of Chairperson and other Members (Section 14)

Vacancy, etc. not to invalidate proceedings of Commission (Section 15)

Appointment of Director General, etc. (Section 16)

Secretary and officers and other employees of Commission (Section 17)

Duties of Commission (Section 18)

Inquiry into certain agreements and dominant position of enterprise (Section 19)

Inquiry into combination by Commission (Section 20)

Reference by statutory authority (Section 21)

Reference by Commission (Section 21 A)

Meetings of Commission (Section 22)

Procedure for inquiry under Section 19 (Section 26)

Orders by Commission after inquiry into agreements or abuse of dominant position (Section 27)

Division of enterprise enjoying dominant position (Section 28)

Procedure for investigation of combination (Section 29)

Procedure in case of notice under sub-section 2 of section 6 (Section 30)

Orders of Commission on certain combinations (Section 31)

Acts taking place outside India but having an effect on competition in India (Section 32)

Power to grant interim relief (Section 33)

Appearance before Commission (Section 35)

Power of Commission to regulate its own procedure (Section 36)

Rectification of orders (Section 38)

Execution of orders of Commission imposing monetary penalty (Section 39)

Director General to investigate contravention (Section 41)

Contravention of orders of Commission (Section 42)

Compensation in case of contravention of orders of Commission (Section 42A)

Penalty for failure to comply with directions of Commission and Director General (Section 43)

Power to impose penalty for non-furnishing of information or combinations (Section 43A)

Penalty for making false statement or omission to furnish material information (Section 44)

Penalty for offences in relation to furnishing of information (Section 45)

Power to impose lesser penalty (Section 46)

Crediting sums realised by way of penalties to Consolidated Fund of India (Section 47)

Contravention by companies (Section 48)

Competition advocacy (Section 49)

Grants by Central Government (Section 50)

Constitution of Fund (Section 51)

Accounts and Audit (Section 52)

Furnishing of returns, etc., to Central Government (Section 53)

Establishment of Appellate Tribunal (Section 53A)

Appeal to Appellate Tribunal (Section 53B)

Composition of Appellate Tribunal (Section 53C)

Qualifications for appointment of Chairperson and Members of Appellate Tribunal (Section 53D)

Selection Committee (Section 53E)

Terms and conditions of service of chairperson and Members of Appellate Tribunal (Section 53G)

Vacancies (Section 53H)

Resignation of Chairperson and Members of Appellate Tribunal (Section 53I)

Member of Appellate Tribunal to act as its Chairperson in certain cases (Section 53J)

Removal and suspension of Chairperson and Members of Appellate Tribunal (Section 53K)

Restriction on employment of Chairperson and other Members of Appellate Tribunal in certain cases (Section 53L)

Staff of Appellate Tribunal (Section 53M)

Awarding compensation (Section 53N)

Procedures and powers of Appellate Tribunal (Section 53O)

Execution of orders of Appellate Tribunal (Section 53P)

Contravention of orders of Appellate Tribunal (Section 53Q)

Vacancy in Appellate Tribunal not to invalidate acts or proceedings (Section 53R)

Right to legal representation (Section 53S)

Appeal to Supreme Court (Section 53T)

Power to Punish for contempt (Section 53U)

Power to exempt (Section 54)

Power of Central Government to issue directions (Section 55)

Power of Central Government to supersede Commission (Section 56)

Restriction on disclosure of information (Section 57)

Chairperson, Members, Director General, Registrar, officers and other employees, etc. of Commission to be public servants (Section 58)

Protection of action taken in good faith (Section 59)

Act to have overriding effect (Section 60)

Exclusion of jurisdiction of civil courts (Section 61)

Application of other laws not barred (Section 62)

Power to make rules (Section 63)

Power to make regulations (Section 64)

Power to remove difficulties (Section 65)

Repeal and saving (Section 66)

THE BANKING REGULATION ACT, 1949

THE INSURANCE ACT, 1938

THE INSURANCE REGULATORY AND DEVELOPMENT AUTHORITY ACT,
1999 (IRDA 1999)

THE SECURITISATION AND RECONSTRUCTION OF FINANCIAL ASSETS
AND ENFORCEMENT OF SECURITY INTEREST ACT, 2002 (SARFAESI
2002)

Registration of securitisation companies or reconstruction companies. (Section 3)

Cancellation of certificate of registration (Section 4)

Acquisition of rights or interest in financial assets (Section 5)

Transfer of pending applications to any one of Debts Recovery Tribunals in certain cases (Section 5A)

Measures for assets reconstruction (Section 9) Other functions of securitisation company or reconstruction company (Section 10)

Resolution of disputes (Section 11)

Enforcement of security interest (Section 13)

Manner and effect of takeover of management (Section 15)

No compensation to directors for loss of office (Section 16)

Right to appeal (Section 17)

Making of application to Court of District Judge in certain cases (Section 17A)

Appeal to Appellate Tribunal (Section 18)

Validation of fees levied (Section 18A)

Appeal to High Court in certain cases (Section 18B)

Right to lodge a caveat (Section 18C)

Right of borrower to receive compensation and costs in certain cases (Section 19)

Central Registry (Section 20)

Central Registrar (Section 21)

Register of securitisation, reconstruction and security Interest transactions. (Section 22)

Filing of transactions of securitisation, reconstruction and creation of security interest (Section 23)

Penalties (Section 27)

Penalties for non-compliance of directions issued by RBI (Section 28)

Offences (Section 29)

Cognizance of Offence (Section 30)

Provisions of the Act not to apply in some cases (Section 31)

Provisions of the Act not to apply in some cases (Section 31A)

Protection of action taken in good faith (Section 32)

Offence by companies (Section 33)

Civil Court not to have jurisdiction (Section 34)

Overriding Provisions (Section 35)

Limitation (Section 36)

Application of other laws (Section 37)

Power of the Central Government to make rules (Section 38)

PREVENTION OF MONEY LAUNDERING ACT, 2002 (POMLA 2002)