

# Industry Standards on Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – February 25, 2025

SEBI vide its circular dated February 25, 2025 has mandated all listed entities to follow Industry Standards Note on Regulation 30 of SEBI LODR Regulations, 2015 to ensure compliance with the Continuous Disclosure Requirements.

## Purpose of this Industry Standard Note

- To facilitate uniform approach and assist listed entities in complying with their obligations in respect of disclosures under Regulation 30 read with Schedule III of SEBI LODR Regulations, 2015 and circulars issued thereunder.
- To set out standard operating procedures for compliance with the Continuous Disclosure Requirements.

## Industry Standards for Compliance

### 1. Applicability of numerical thresholds to certain companies for Para A(1) of Part A of Schedule III

#### Para A(1) of Part A of Schedule III - Mandatory Disclosures (Without Materiality Application):

Listed entities must disclose events such as acquisitions, mergers, demergers, restructuring, or sale of substantial assets, including subsidiaries or stakes in associate companies.

#### i. Acquisition:

- Gaining control (directly/indirectly).
- Acquiring shares/voting rights leading to:
  - a) Holding 20% or more in a company.
  - b) A change exceeding 5% from the last disclosure.
  - c) Acquisition cost exceeding the specified threshold.

#### ii. Sale/Disposal:

- If a company ceases to be a subsidiary/associate.
- If the sale value exceeds the threshold in Regulation 30(4)(i)(c).

#### iii. Undertaking:

- Defined as per Section 180 of the Companies Act, 2013.

## **Amendment for Insurance Companies & NBFCs:**

### **i. For Acquisitions of Listed (or to be listed) Equity, Convertible, or Debt Securities:**

- Disclosure is required only if acquisition cost exceeds **2% of net worth** (as per last audited consolidated financials).
- Other materiality thresholds under Regulation 30(4)(i)(c)(1) & (3) **do not apply**.

### **ii. For All Other Acquisitions:**

- Standard materiality thresholds under Regulation 30(4)(i)(c) remain applicable for disclosure.

## **2. Interpretation of “value or the expected impact in terms of value” under Regulation 30(4)(i)(c)**

### **• Analysis of Regulation 30(4)(i)(c) with amendment**

#### **i. Existing Materiality Thresholds (Regulation 30(4)(i)(c))**

The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- 2% of turnover, based on the last audited consolidated financial statements.
- 2% of net worth, based on the last audited consolidated financial statements (except when net worth is negative).
- 5% of the average absolute profit/loss after tax, from the last three audited consolidated financial statements.

#### **ii. Amendment on Interpretation of "Value or the Expected Impact in terms of Value"**

- When computing the "expected impact in terms of value," the four ensuing quarters must be considered, including the ongoing quarter if the event occurs within the first 60 days of that quarter.

#### **Illustrations:**

- **Event on May 29, 2023** (within the first 60 days of Q1): Assessment includes **April 1, 2023 – March 31, 2024**.
- **Event on June 1, 2023** (after the first 60 days of Q1): Assessment includes **July 1, 2023 – June 30, 2024**.

### iii. Measurement Consistency with Accounting Standards

- Disclosure decisions should align with applicable accounting standards (e.g., Ind AS 37's PPR test for provisions, contingent liabilities, and contingent assets).
- Events classified as:
  - **"Probable" or "Possible"** (above materiality threshold) → Require disclosure.
  - **"Remote"** → **No disclosure required** under Para B(8) of Part A of Schedule III.

### iv. Gross Amount & Mitigation Considerations

- If an event meets the materiality threshold, disclosure is required for the gross amount involved.
- However, entities may disclose indemnity/insurance claims that could mitigate the financial impact.

### v. Application of Relevant Materiality Parameters

- Not all three parameters (**profit, net worth, turnover**) may be relevant for all events.
- **Detailed Guidance on the above is provided under Annexure I which will help determine which parameter is most appropriate for a specific event under Para B of Part A of Schedule III.**

## 3. Interpretation of “last audited consolidated financial statements” under Regulation 30(4)(i)(c)

The reference to last audited consolidated financial statements in this Regulation shall mean the annual audited consolidated financial statements of the listed entity.

The term **“last audited consolidated financial statements”** will **explicitly refer to the annual audited consolidated financial statements** of the listed entity.

## 4. Interpretation of “significant market reaction” under Regulation 30(4)(i)(b)

Significant market reaction may differ from company to company. Significant market reaction may be assessed against scrip price, as per the parameters specified by the stock exchange(s).

### Existing Provision Under Regulation 30(4)(i)(b)

- An event or information must be disclosed if its omission is likely to result in a significant market reaction when it comes to light later.
- However, "significant market reaction" is currently not explicitly defined, leading to subjectivity in disclosure decisions.

### **Amendment to Define "Significant Market Reaction"**

- The amendment clarifies that significant market reaction may differ from company to company.
- It should be assessed based on stock price movement, using parameters specified by stock exchanges.

## **5. Materiality for disclosure under Para A(20) of Part A of Schedule III**

### **For disclosure of imposition of fine or penalty under Para A(20) of Part A of Schedule III:**

Currently, listed entities must **disclose any actions** or orders passed against them, their directors, key managerial personnel (KMPs), senior management, promoters, or subsidiaries by **regulatory, statutory, enforcement, or judicial authorities** in relation to:

- **Suspension, fines, penalties, settlements, debarments, disqualifications, operational closures, sanctions, warnings, or similar actions.**
- Details required include **name of the authority, nature of action, and date of order or communication.**

#### **Amended provisions:**

### **i. List provided for identifying sector regulator / enforcement authority**

- **Sector Regulators / Enforcement Authorities** – Disclosure is required **only if the action or order exceeds the threshold (Rs. 1 Lakh) specified by SEBI.**
- The listed entity may refer to list provided below for identifying its sector regulator / enforcement authority. Listed entities may also include other sector regulator/ enforcement authorities depending on their business, in their materiality policy.
- **Action taken or Other Passed by Regulators/Authorities other than mentioned in the list provided** – Disclosure is required **only if the quantifiable impact exceeds SEBI's threshold (Rs. 10 Lakh).**

### **ii. Quarterly Disclosure for Lower Penalties in Integrated Corporate Governance filing**

- Fines/penalties **below the quantifiable threshold** must still be reported, but only on a **quarterly basis.**

## **6. Disclosure relating to other persons under Para A(19) and (20) of Part A of Schedule III**

Listed entity while considering whether a matter involving directors, key managerial personnel, senior management, promoter or subsidiary requires disclosure can restrict themselves to disclosing such matters which are “in relation to the listed entity” and have an impact on operations, financial position or reputation of the listed entity.

### **Existing provisions under Para A(19) and A(20) of Part A of Schedule III**

Para A(19) Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, **in relation to the listed entity**

Para A(20) Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, **in relation to the listed entity**

### **Amendment - Under Para A(19) and A(20) of Part A of Schedule III:**

Listed entity while considering whether a matter involving directors, key managerial personnel, senior management, promoter or subsidiary requires disclosure can restrict themselves to disclosing such matters **which are “in relation to the listed entity”** and have an impact on operations, financial position or reputation of the listed entity.

#### **Impact:**

Due to comma provided before the statement earlier, **“in relation to the listed entity”**, there was confusion and ambiguity and no explicit limitation that whether the disclosure is required to matters concerning their directors, KMPs, senior management, promoters, or subsidiaries **only if the event is in relation to the listed entity or not under Para A(19) and A(20)**.

However, with this statement the clarification has been provided on the matter.

**7. Disclosure Interpretation of ‘cumulative basis’ (as referred in Master circular dated November 11, 2024 read with circular dated December 31, 2024 issued by SEBI) for disclosure of pending litigations or disputes under Regulation 30(4) read with Para B(8) of Part A of Schedule III**

## Summary of 'Cumulative Basis' Interpretation for Disclosure of Pending Litigations (SEBI Circulars: Nov 11, 2024 & Dec 31, 2024)

As per the **Master Circular dated November 11, 2024**, read with the **Circular dated December 31, 2024**, issued by SEBI, the interpretation of 'cumulative basis' under **Regulation 30(4) read with Para B(8) of Part A of Schedule III** for disclosure of pending litigations is as follows:

### i. Aggregation of Similar Litigations for Disclosure:

- If multiple litigations or disputes involve similar legal and factual issues, and there is a likelihood of similar outcomes, the listed entity must cumulate such matters.
- Disclosure is required if the cumulative/aggregate amount involved in all such cases exceeds the materiality threshold.

### ii. Exemptions from Cumulation:

- Cumulation is **not required solely due to:**

- (i) The same **opposite party** being involved in multiple cases.
- (ii) Litigations involving both the **listed entity and its subsidiaries**.

### iii. Likelihood of Similar Negative Outcome:

- Cumulation applies when a negative ruling **in one case** is likely to result in **similar negative ruling in others**.
- **Example (Tax Matters):**
- If tax authorities initiate multiple proceedings for different **financial years or states** based on the **same legal/factual grounds**, and an adverse ruling in one case can impact others, they must be aggregated for disclosure.

#### Example:

Penalty received from other regulatory body: Rs. 10 Lakh - Disclosure is required.

Penalty received from other regulatory body: Rs. 5 Lakh – Disclosure not required.

Penalty received from other regulatory body: Rs. 4 Lakh – Disclosure not required.

Penalty received from other regulatory body: Rs. 1 Lakh – Disclosure required for all three orders mentioned above which cumulatively are exceeding threshold of Rs. 10 Lakh.

#### iv. Instances Where Cumulation is Not Required:

##### Different Facts & Independent Outcomes:

- If litigations involve a **common opposite party** but **different facts and unrelated outcomes**, they **should not be aggregated**.
- Similarly, litigations involving both the **listed entity and its subsidiary** against a common opposite party, where facts and outcomes are independent, **should not be aggregated**.

#### 8. Disclosure of show cause notices under: (i) Para A(20) of Part A of the Schedule III and (ii) Para B(8) of Part A of Schedule III

Receipt of a show cause notice would not trigger a disclosure requirement under Para A(20) of Part A of the Schedule III. However, receipt of a show cause notice from any regulatory, statutory, enforcement authority would come under Para B(8) of Part A of the Schedule III, and require disclosure upon application of the guidelines for materiality, as specified in Regulation 30(4).

#### Analysis of Disclosure Requirements for Show Cause Notices under SEBI LODR

As per **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)**, the treatment of **show cause notices (SCNs)** for disclosure is as follows:

##### i. No Automatic Disclosure under Para A(20) of Part A of Schedule III

- Para A(20) of Part A of Schedule III pertains to events that require mandatory and immediate disclosure without applying the materiality threshold.
- A show cause notice (SCN) is a preliminary inquiry and does not automatically qualify as a material event requiring immediate disclosure under this clause.
- However, if the SCN leads to significant proceedings, such as enforcement actions, penalties, or litigation, those may require mandatory disclosure.

##### ii. Disclosure under Para B(8) of Part A of Schedule III (Subject to Materiality Threshold)

- Para B(8) of Part A of Schedule III requires disclosure of pending litigations or disputes based on the materiality criteria specified in Regulation 30(4).
- A show cause notice from a regulatory, statutory, or enforcement authority falls under this category and requires disclosure only if it meets the materiality threshold.

## 9. Disclosure of confidential litigation / dispute / order / action initiated or taken under (i) Para A(19) and (20) of Part A of the Schedule III, and (ii) Para B(8) of Part A of Schedule III

Listed entities while evaluating the expected impact (and subsequently, the disclosure requirement) of pending litigation / dispute / order / action initiated or taken may also **consider whether the same is confidential in nature under any applicable law** and/or requirement / direction of any regulatory, statutory, judicial or quasi-judicial authority, or any tribunal.

- (i) Para A(19) and (20) of Part A of Schedule III (Mandatory Disclosure)
- (ii) Para B(8) of Part A of Schedule III (Materiality-Based Disclosure)

## 10. Compliance of timelines for disclosure under Regulation 30(6)

### Analysis of Compliance with Timelines for Disclosure under Regulation 30(6) of SEBI LODR

**Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)** mandates that listed entities must **promptly disclose material** events to stock exchanges. The analysis of compliance with these timelines, based on the given provisions, is as follows:

#### i. Implementation of Internal Systems for Timely Disclosure

- **Listed entities must establish robust internal systems** to ensure prompt reporting and disclosure of material events.
- **Regular training sessions** should be conducted to create awareness among employees, management, and key decision-makers about disclosure obligations under Regulation 30.
- **Defined internal reporting mechanisms** should be in place to ensure that relevant officers escalate material events without undue delay.



## ii. When Do Disclosure Timelines Begin?

- The **timelines for disclosure start** when an **officer** of the listed entity **becomes aware of an event** through **credible and verifiable channels of communication**.
- **Definition of 'Officer'**:- The term '**officer**' is as per **Section 2(59) of the Companies Act, 2013**, includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act;
- Once an officer is aware of an event, the entity must ensure **timely disclosure as per SEBI LODR requirements**.

## iii. Justifiable Reasons for Delayed Disclosure

- While disclosures should be made promptly, the following situations may justify a reasonable delay:

### **(i) Force Majeure Events**

### **(ii) Time Required for Prima Facie Materiality Assessment**

- Some events require initial evaluation before disclosure, such as orders, fraud, winding-up petitions, action initiated, claims made against listed entity, etc.
- If a reasonable time is needed to assess materiality, an explanation for the delay should be provided when making the disclosure.

**(iii)** If the material event **pertains to a subsidiary, director, key managerial personnel, senior management or promoter (where listed entity is not directly involved)**, is not directly involved, etc. In such events, explanation for the delay should be provided along with the disclosure of the event / information.

## **11. Disclosure of events or information which emanate from a decision taken in a meeting of board of directors under Regulation 30(6) read with Master circular dated November 11, 2024 read with circular dated December 31, 2024 issued by SEBI**

The timelines specified for disclosure of events or information which emanate from a decision taken in a meeting of board of directors, shall be applicable for making the disclosure in portable document format (.pdf). The listed entities may make the disclosure in eXtensible Business Reporting Language (XBRL) format within 24 hours from the conclusion of the meeting of the board of directors.

### Timelines for Disclosure of Board Meeting Decisions

For events or information that arise from a **decision taken at a board meeting**, the following disclosure timelines apply:

#### (i) PDF Disclosure (Immediate Requirement)

- The disclosure must be made in **Portable Document Format (.pdf)** within the **timelines prescribed under Regulation 30(6)**.
- The standard timeline under **Regulation 30(6) is within 30 minutes of the conclusion of the board meeting**, if the event is categorized as **material**.

#### (ii) XBRL Disclosure (Within 24 Hours)

- The listed entity **may** also disclose the information in **eXtensible Business Reporting Language (XBRL)** format within **24 hours** from the conclusion of the board meeting.
- While **XBRL format is optional within the first 24 hours**, the PDF disclosure is **mandatory** and must be filed within the stipulated timeline.

## 12. Disclosure of communication from regulatory, statutory, enforcement or judicial authority under Regulation 30(13)

The listed entities, while disclosing material information which is disclosable under Regulation 30 with respect to such communication, shall not be required to disclose confidential and sensitive information, including proprietary information. A summary of key elements of such communication (furnished in the prescribed format as set out in Annexure B shall constitute sufficient compliance under Regulation 30(13).

To the extent the listed entities make disclosures of all relevant information as per the prescribed format under this requirement, they shall not be required to provide a copy of the communication from regulatory, statutory, enforcement or judicial authority.

### Key changes Under Regulation 30(13)

#### (i) Summary Disclosure Instead of Full Communication

- **Listed entities are not required to disclose the full text** of the communication received from regulatory authorities.
- Instead, a **summary of key elements** of the communication, provided in the **prescribed format (Annexure B)**, will be considered sufficient compliance under this regulation.
- This approach ensures that only **material aspects** are disclosed while maintaining confidentiality.

**(ii) Protection of Confidential & Sensitive Information**

While making disclosures under **Regulation 30**, listed entities are not required to disclose **confidential or proprietary information** that could be commercially sensitive.

**(iii) No Requirement to Provide Full Copy of Communication**

If listed entities provide **all relevant material details** in the prescribed **summary format (Annexure B)**, they **are not required to submit a copy** of the actual communication received from the authority.

This minimizes the risk of **unnecessary disclosure of privileged or confidential regulatory communications** while ensuring compliance.

**13. Disclosure of fraud or default under Regulation 30 read with Para A(6) of Part A of Schedule III**

Analysis of Disclosure of Communication from Regulatory, Statutory, Enforcement, or Judicial Authority under Regulation 30(13) of SEBI LODR

In instances where the fraud relates to the listed company, the timelines stipulated in this Regulation for making disclosures to the stock exchanges would begin: (i) once a prima facie assessment of fraud having occurred is completed, or (ii) upon the expiry of 4 weeks from the time when the listed company becomes aware of the alleged fraud, whichever is earlier. Further, the listed entities will be required to make final disclosure once the investigation is fully concluded.

In instances where the allegation of fraud does not involve the listed company or is not in relation to the affairs of such listed entity, but pertains to its promoter, director, key managerial personnel, senior management or subsidiary, the obligation of the listed company to make a disclosure shall trigger once an officer of that listed company has become aware of the occurrence of fraud, through credible and verifiable channels of communication in relation to the relevant parties.

**Regulatory Framework**

- Regulation 30 of SEBI (LODR) Regulations, 2015, along with Para A(6) of Part A of Schedule III, mandates disclosures related to fraud or default involving listed entities.

## **Timeline for Disclosure of Fraud Related to the Listed Company**

- once a prima facie assessment of fraud having occurred is completed, or
- upon the expiry of 4 weeks from the time when the listed company becomes aware of the alleged fraud, whichever is earlier.
- Further, the listed entities will be required to make final disclosure once the investigation is fully concluded.

## **Disclosure of Fraud Related to Promoter, Director, KMP, Senior Management, or Subsidiary**

- The obligation to disclose arises once an officer of the listed company becomes aware of the fraud through credible and verifiable channels of communication.

## **14. Disclosure for resignation of key managerial personnel, senior management, etc. under Para A(7C) of Part A of Schedule III**

In cases of key managerial personnel, senior management, compliance officer and non independent directors of a listed entity, the phrase “resignation comes into effect” as used in Para A(7C) shall mean the last date of the concerned person in the listed entity, and the timelines for disclosure as per ParaA(7C) shall be calculated accordingly. For instance, *if Ms. X is a key managerial personnel in a listed entity, who submits her resignation letter on January 1, 2024, the management of the listed entity accepts the resignation on January 31, 2024 and her last date in the listed entity is February 28, 2024, the listed entity will be required to make the disclosure of her resignation on or prior to February 29, 2024 (i.e. within 24 hours of such resignation coming into effect) as per Para A(7C). The listed entity would also be required to provide the copy of her resignation letter dated January 1, 2024 on or prior to March 6, 2024 (i.e. within seven days from the date that such resignation comes into effect), along with detailed reasons for the resignation.*

When disclosing a copy of the resignation letter of the key managerial personnel, senior management, compliance officer or director, other than an independent director, to stock exchanges, the listed entity may redact portions from such resignation letter, other than the detailed reasons for resignation.

## **Amendment - Disclosure for Resignation of Key Managerial Personnel, Senior Management, etc. under Para A(7C) of Part A of Schedule III of SEBI LODR, 2015**

- Regulation 30 of SEBI (LODR) Regulations, 2015, along with Para A(7C) of Part A of Schedule III, prescribes disclosure requirements when a Key Managerial Personnel (KMP), senior management, compliance officer, or non-independent director resigns.
- The term **“resignation comes into effect”** refers to the **last working day** of the concerned person in the listed entity.
- Disclosure timelines **begin from this date** rather than the date of submission or acceptance of resignation.

<b>Event</b>	<b>Date</b>	<b>Disclosure Requirement</b>
Ms. X submits resignation letter	Jan 1, 2024	No disclosure required yet
Management accepts resignation	Jan 31, 2024	No disclosure required yet
Ms. X’s last working day	Feb 28, 2024	Triggers disclosure timeline
Disclosure due within 24 hours	Feb 29, 2024	Disclosure of resignation required
Submission of resignation letter due within 7 days	March 6, 2024	Copy of resignation letter to be submitted

**15. Disclosure of winding up petition under Regulation 30 read with Para A(11) of Part A of Schedule III**

Listed entities while considering whether a winding up petition requires disclosure can restrict themselves to disclosing those winding up petitions validly filed by eligible parties under Sections 271 and 272 of the Companies Act, 2013 (once such matter is admitted by NCLT).

## Regulatory Framework

Regulation 30 of SEBI (LODR) Regulations, 2015, along with Para A(11) of Part A of Schedule III, mandates disclosure of winding-up petitions filed against a listed entity.

### When is a Winding-Up Petition Required to be Disclosed?

Disclosure is **only required when a winding-up petition is admitted by the NCLT under Sections 271 and 272 of the Companies Act, 2013.**

A winding-up petition filed but not yet admitted by NCLT does not require disclosure.

### Disclosure upon Admission by NCLT

- Once NCLT admits the winding-up petition, the listed entity must disclose this within 24 hours as per Regulation 30(6).
- Since winding-up is a critical event, it qualifies as material information and must be disclosed without any threshold of materiality.
- Subsequent developments (e.g., court orders, settlement agreements, withdrawal of petition) must also be disclosed under SEBI LODR.

## 16. Disclosure of frauds or defaults by employees of the listed entity under Regulation 30(4) read with Para B(9) of Part A of Schedule III

The listed entities may consider the definition of 'fraud' and 'default' as provided Para A (6) of Part A of Schedule III for the purposes of this provision.

For the purposes of timing and stage of disclosure, please refer to paragraph 13 above.

'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

## Analysis of Disclosure of Frauds or Defaults by Employees under Regulation 30(4) read with Para B(9) of Part A of Schedule III of SEBI LODR

- **Regulation 30(4) of SEBI (LODR) Regulations, 2015**, along with **Para B(9) of Part A of Schedule III**, governs disclosures related to **frauds or defaults committed by employees** of a listed entity.
- Listed entities should **refer to Para A(6) of Part A of Schedule III** to determine whether an event qualifies as **fraud or default**.
- The disclosure timeline for **fraud involving the listed company as Para A(6)**:

- once a prima facie assessment of fraud having occurred is completed, or
- upon the expiry of 4 weeks from the time when the listed company becomes aware of the alleged fraud, whichever is earlier.
- Further, the listed entities will be required to make final disclosure once the investigation is fully concluded.

## 17. Disclosure of guarantees and indemnity under Regulation 30(4) read with Para B(11) of Part A of Schedule III

Listed entities may exclude indemnity/guarantee/surety, by whatever name called, provided for their wholly-owned subsidiaries which are consolidated in their financials from the scope of third-party indemnity/ guarantee/ surety. However, listed entities would be required to disclose such indemnity/ guarantee/ surety pertaining to their wholly-owned subsidiary, if the concerned entity ceases to be a wholly owned subsidiary of the listed entity.

The disclosure requirement shall not extend to contractual performance guarantees given by listed entities, involved in business activities where such performance guarantees are required to be furnished in the normal course of business. However, disclosure should be made upon invocation of such performance guarantees.

Additionally, guarantees, indemnity or surety bonds given by listed banking companies and surety insurance provided insurance companies in the normal course of their business, will not trigger a disclosure requirement. However, disclosure would be required upon invocation of such guarantees, indemnity or surety bonds.

Further, all material indemnity/ guarantee/ surety pertaining to their wholly-owned subsidiary would be required to be disclosed by the listed entity in cases where such indemnity/ guarantee/surety is invoked.

## 18. Disclosure of announcement/ communication through social media intermediaries or mainstream media under Regulation 30(4) read with Para A(18) of Part A of Schedule III

In case of any premature announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, while making the requisite disclosure under this provision, **the listed entity shall be required to issue necessary clarification in respect to such announcement / communication.**

- Any premature announcement or communication made by key individuals (directors, promoters, KMPs, or senior management).
- This could happen via social media platforms (such as Twitter, LinkedIn, Facebook, Instagram) or mainstream media (TV channels, newspapers, press releases, online news portals).
- The listed entity must issue a necessary clarification to rectify, confirm, or deny the information.

## 19. Disclosure of schedule of analysts or institutional investors meet at least two working days in advance under Para A(15(a)) of Part A of Schedule III

For analysts or institutional investors meet which are scheduled by the listed entities at short notice for urgent matters, the requirement of providing at least two working days' notice in advance may be dispensed with. In such a case, the schedule of meetings should simultaneously be submitted to the stock exchanges along with the explanation for the short notice. Further, the meeting shall not be preceded or succeeded by any one-to-one meetings.

### General Requirement

Listed entities must announce the schedule of analyst or institutional investor meetings at least two working days in advance through stock exchanges.

### Exception for Short-Notice Meetings

- If an urgent meeting is scheduled at short notice (i.e., less than two working days), the company may skip the advance notice requirement.
- However, in such cases, the company must submit the meeting schedule immediately to stock exchanges.
- Additionally, the company must provide a clear explanation justifying why the meeting was scheduled on short notice.



### **Restriction on One-to-One Meetings**

- To prevent selective disclosure, the regulation explicitly states that the meeting:
- Must not be preceded or followed by any one-on-one meetings with investors or analysts.
- This ensures that all investors receive the same information simultaneously, reducing the risk of insider advantage.

## **20. Disclosure of proceedings of AGMs and EGMs of the listed entity under Para A(13) of Part A of Schedule III**

A listed entity shall disclose voting results of annual and extraordinary general meetings as per the timelines provided in Regulation 44(3) of the LODR Regulations. However, certain specific details, such as, date of meeting and brief details of items deliberated, should be disclosed within 12 hours as per Regulation 30(6)(ii) of the LODR Regulations.

The **SEBI (LODR) Regulations, 2015**, under **Para A(13) of Part A of Schedule III**, mandate listed entities to disclose proceedings of **Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs)**.

The regulation imposes two distinct disclosure timelines:

**Within 12 hours** → Basic details of the meeting (Regulation 30(6)(ii)).

**Within 2 working days** → Complete voting results (Regulation 44(3)).

## **21. Intimation of forfeiture/restriction on transferability under Para A(2) of Part A of Schedule III**

The listed entity shall not be required to make disclosures in such situations where the restriction on transferability was a result of operation of any of the statutes or regulations applicable to the listed entity. For instance, the RBI imposes restrictions on change in shareholding of NBFCs beyond 26% without approval of the RBI. Similarly, the Insurance and Regulatory Development Authority of India (IRDAI) has prescribed approval requirements if the holding crosses a certain limit. In such cases, the listed entity would not be required to make disclosures on the restriction on transferability.

Under Para A(2) of Part A of Schedule III of the SEBI (LODR) Regulations, 2015, listed entities are generally required to disclose any forfeiture or restriction on the transferability of securities. However, an exception is provided when such restrictions arise due to statutory or regulatory mandates, ensuring that companies are not burdened with redundant disclosures.

**Annexure A**

**Guidance on appropriate parameter (profit / net-worth / turnover) to be considered for determination of materiality for different types of events under Para B of Part A of Schedule III of LODR Regulations**

As per regulation 30(4)(i)(c) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('LODR Regulations'),

(i) The listed entity shall consider the following criteria for determination of materiality of events/ information:

(c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- (1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
- (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
- (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity.

Thus, it is understood that any event/ information shall be considered as material for the Company if the value of such transaction or the expected impact of such event/ information in terms of value is lower of the turnover or net worth or profits after tax as calculated under the above stated provisions.

However, in certain instances, all of the three parameters specified under Regulation 30(4)(i)(c) (viz. profit / net worth / turnover) may not be relevant to an event. Applying the principle of *Reddendo Singula Singulis* to the materiality provisions of LODR Regulations, it can be said that since there are separate thresholds of 2% of turnover, 2% of net worth and 5% of average PAT, each of such values can be applied individually and a particular threshold would be relevant and applicable depending on the nature of the event/ information being assessed. For instance, any event which has an impact on the turnover or profits of the Company can be considered material by comparing the value of such event/ information with 2% of the consolidated turnover or 5% of the average PAT respectively.

Similarly, if there is any event/ information which has a capital cost involved, then the materiality of such event/ information can be identified by comparing the value of such event/ information with 2% of the consolidated net worth of the Company and if the value of event exceeds such threshold, then the event would be considered as material.

Based on the above, an analysis as to which of the three parameters should be applied for events or information stated in Schedule III, Part A, Para B is suggested below for uniform approach by the listed entities:

S. No.	Para B Events	Comparable with individual threshold limit (Numerator to Denominator)
1	Commencement or any postponement in the date of commencement of commercial	Lower of the below:

S. No.	Para B Events	Comparable with individual threshold limit (Numerator to Denominator)
	production or commercial operations of any unit/division.	a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
2	Any of the following events pertaining to the listed entity:	
	(a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or	Lower of the below: a. Capital invested or to be invested for such tie-up to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT
	(b) adoption of new line(s) of business; or	Lower of the below: a. Capital invested or to be invested for new line of business to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT
	(c) closure of operations of any unit, division or subsidiary (in entirety or in piecemeal)	Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
3	Capacity addition or product launch.	<p><b>Capacity addition:</b></p> Lower of the below: a. Capital invested or to be invested to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT  <p><b>Product launch:</b></p> Lower of the below: a. Capital invested or to be invested for product launch to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT

S. No.	Para B Events	Comparable with individual threshold limit (Numerator to Denominator)
4	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business	Lower of the below: a. Expected capital expenditure to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT
5	Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof	Lower of the below, as may be applicable: a. Expected impact on balance sheet (increase in liability in terms of amount of loan) to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT
6	Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts, etc.	Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
7	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
8	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity	Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
9	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity	Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
10	Options to purchase securities including any ESOP/ESPS Scheme	Lower of the below: a. Expected increase in capital to 2% of consolidated net worth; or b. Expected impact on profit/ loss to 5% of average PAT

S. No.	Para B Events	Comparable with individual threshold limit (Numerator to Denominator)
11	Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party	Lower of the below: a. Expected impact on balance sheet (increase in liability in terms of amount of guarantee, indemnity, surety, etc.) to 2% of consolidated net worth; or b. Expected impact on profit/ loss in case the guarantee / indemnity / surety is invoked to 5% of average PAT
12	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
13	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority	Threshold to be linked with Para A(20) - imposition of penalty.

**Notes:**

1. The above comparison of numerator to denominator for each event shall be applied basis on the assessment available with the Company, whether internal or external including any press release, transaction documents, insurance, board presentation, management review, etc., for determining such expected impact on turnover, capital expenditure, profits, etc. Refer Para 2.1 of the Note for explanation on computing “expected impact in terms of value”.
2. Consolidated turnover, net worth and profit/loss shall be as per the last audited consolidated financial statements of the listed entity and the average PAT shall be average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity.

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## Annexure B

*[On the letterhead of the listed entity]*

Date: [●]

To  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
Maharashtra, India

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai 400 051  
Maharashtra

Dear Sir / Madam,

Re: [●]

In respect of the captioned matter, I/ (we) the undersigned, state and declare that the information and details provided in **Form A**, in compliance with Regulation 30(13) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is true, correct and complete to the best of my/ (our) knowledge and belief.

Thanking you,

Yours faithfully,

**Name and Signature:**

**Date and Place:**

**Designation:**

**Email ID:**

**Form A**

**Disclosure by [Name of listed company] regarding receipt of communication from regulatory, statutory, enforcement or judicial authority under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

*[Regulation 30(13) – Disclosure of communication from regulatory, statutory, enforcement or judicial authority]*

Sr. No.	Particulars	Details
1.	Name of the listed company	
2.	Type of communication received	
3.	Date of receipt of communication	
4.	Authority from whom communication received	
5.	Brief summary of the material contents of the communication received, including reasons for receipt of the communication	
6.	Period for which communication would be applicable, if stated	
7.	Expected financial implications on the listed company, if any	
8.	Details of any aberrations/non-compliances identified by the authority in the communication	
9.	Details of any penalty or restriction or sanction imposed pursuant to the communication	
10.	Action(s) taken by listed company with respect to the communication	
11.	Any other relevant information	

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**Part I - List of sector regulators in India**

S. No.	Industry/Sector	Regulator(s)
1.	Chemicals and petrochemicals	Ministry of Chemicals and Fertilizers
2.	Fertilizers and agrochemicals	Ministry of Chemicals and Fertilizers
3.	Cement and cement products	-
4.	Other construction materials	-
5.	Ferrous metals	-
6.	Non-ferrous metals	-
7.	Diversified metals	-
8.	Minerals and mining	Directorate General Of Mines Safety
9.	Metals and minerals trading	-
10.	Paper, forest and jute products	-
11.	Automobiles	-
12.	Auto components	-
13.	Consumer durables	-
14.	Textiles and apparels	-
15.	Media	Ministry of Information and Broadcasting
16.	Entertainment	Telecom Regulatory Authority of India, Department of Telecommunications
17.	Printing and publication	Ministry of Information and Broadcasting
18.	Realty	Real Estate Regulatory Authority
19.	Leisure services	-
20.	Other consumer services	-
21.	Retailing	-
22.	Gas	Petroleum and Natural Gas Regulatory Board
23.	Oil	Petroleum and Natural Gas Regulatory Board
24.	Petroleum products	Petroleum and Natural Gas Regulatory Board
25.	Consumable fuels	Petroleum and Natural Gas Regulatory Board
26.	Agricultural food and other products	-
27.	Beverages	-
28.	Cigarettes and tobacco products	-
29.	Personal products	-
30.	Household products	-
31.	Diversified FMCG	Food Safety and Standards Authority of India (FSSAI), Food and Drug Administration (FDA)
32.	Banks/ NBFCs	Reserve Bank of India, Banking Ombudsman, Securities and Exchange Board of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Insurance Regulatory and Development Authority of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Pension Fund



S. No.	Industry/Sector	Regulator(s)
		Regulatory and Development Authority (to the extent it acts as a licensing authority vis-à-vis the listed entity)
33.	Capital markets	Securities and Exchange Board of India, Stock Exchanges, Reserve Bank of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Insurance Regulatory and Development Authority of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Pension Fund Regulatory and Development Authority (to the extent it acts as a licensing authority vis-à-vis the listed entity).
34.	Insurance	Insurance Regulatory and Development Authority of India, Pension Fund Regulatory and Development Authority (to the extent it acts as a licensing authority vis-à-vis the listed entity)
35.	Financial technology (fintech)	Reserve Bank of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Securities and Exchange Board of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Insurance Regulatory and Development Authority of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Pension Fund Regulatory and Development Authority (to the extent it acts as a licensing authority vis-à-vis the listed entity)
36.	Pharmaceuticals and biotechnology	National Pharmaceutical Pricing Authority (NPPA)
37.	Healthcare equipment and supplies	Central Drugs Standard Control Organisation
38.	Healthcare services	National Medical Commission
39.	Construction	-
40.	Aerospace and defense	Directorate General of Civil Aviation (DGCA)
41.	Agricultural, commercial and construction vehicles	-
42.	Electrical equipment	-
43.	Industrial manufacturing	-
44.	Industrial products	-
45.	IT – software/ services/ hardware	-
46.	Engineering services	-
47.	Transport services	-
48.	Transport infrastructure	-
49.	Commercial services & supplies	-
50.	Public services	-
51.	Telecom – services	Telecom Regulatory Authority of India, Department of Telecommunications
52.	Telecom – equipment & accessories	Telecom Regulatory Authority of India , Department of Telecommunications
53.	Power	Central/State Electricity Regulatory Commissions

S. No.	Industry/Sector	Regulator(s)
54.	Other utilities • Water supply & management • Waste management • Emergency services • Multi utilities • Other utilities	-
55.	Diversified	-

**Part II – List of Enforcement Authorities**

- Enforcement Directorate and Central Bureau of Investigation.