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**24<sup>th</sup> April 2020 – Issue 277**

***The Ministry of Corporate Affairs vide general circular no. 18/2020 dated April 21, 2020 has issued clarification on holding of Annual General Meetings by Companies whose financial year has ended on 31st December, 2019***

- MCA had issued the **Circular No. 18/ 2020 dated 21<sup>st</sup> April, 2020** which has provided the clarifications on holding of Annual general Meetings by Companies whose financial year has ended on 31st December, 2019.
- After Several representations have been received from stakeholders with regard to difficulty in holding annual general meetings (AGMs) for companies whose financial year ended on 31st December, 2019 due to COVID-19 related social distancing norms and consequential restrictions linked thereto. These representations have been examined and it is noted that the Companies Act, 2013 (Act) allows a company to hold its AGM within a period of six months (nine months in case of first AGM) from the closure of the financial year and not later than a period of 15 months from the date of last AGM .
- On account of the difficulties highlighted above, it is hereby clarified that if the companies whose financial year (other than first financial year) has ended on 31st December, 2019, hold their AGM for such financial year within a period of nine months from the closure of the financial year (i.e. by 30th September, 2020), the same shall not be viewed as a violation. The references to due date of AGM or the date by which the AGM should have been held under the Act or the rules made thereunder shall be construed accordingly.
- This issues with the approval of the competent authority.

[http://www.mca.gov.in/Ministry/pdf/Circular18\\_21042020.pdf](http://www.mca.gov.in/Ministry/pdf/Circular18_21042020.pdf)



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***The Ministry of Corporate Affairs dated April 22, 2020 has issued new timelines for Period/Days of extension for Names Reserved and resubmission of Forms***

- MCA dated April 22, 2020 has issued new timelines for Period/Days of extension for Names Reserved and resubmission of Forms.

[http://www.mca.gov.in/Ministry/pdf/Extension\\_22042020.pdf](http://www.mca.gov.in/Ministry/pdf/Extension_22042020.pdf)

***The Securities Exchange Board of India vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/71 dated April 23, 2020 has issued additional relaxations / clarifications in relation to Regulation 44(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') on holding of Annual General Meeting (AGM) by top 100 listed entities by market capitalization, due to the COVID -19 pandemic***

- SEBI, vide Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/71 dated April 23, 2020 has issued additional relaxations / clarifications in relation to Regulation 44(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') on holding of Annual General Meeting (AGM) by top 100 listed entities by market capitalization, due to the COVID -19.
- Regulation 44(5) of the LODR requires top 100 listed entities by market capitalization to hold their Annual General Meeting (AGM) within a period of five months from the date of closing of the financial year. SEBI vide Circular dated March 26, 2020 (SEBI/HO/CFD/CMD1/CIR/P/2020/48) had relaxed this requirement by one month for listed entities whose financial year ends on March 31, 2020.



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<https://www.sebi.gov.in/legal/circulars/apr-2020/relaxation-in-relation-to-regulation-44-5-of-the-sebi-listing-obligations-and-disclosure-requirements-regulations-2015-lodr-on-holding-of-annual-general-meeting-agm-by-top-100-listed-entitie-46552.html>

*The Securities Exchange Board of India vide circular no. SEBI/HO/CFD/DCR2/CIR/P/2020/69 dated April 23, 2020 has issued relaxation in Regulation 24(i)(f) of the SEBI (Buy-back of Securities) Regulations, 2018 due to the COVID 19 pandemic*

- SEBI vide circular no. SEBI/HO/CFD/DCR2/CIR/P/2020/69 dated April 23, 2020 has issued relaxation in Regulation 24(i)(f) of the SEBI (Buy-back of Securities) Regulations, 2018 due to the COVID 19 pandemic.
- Considering the developments relating to the COVID 19 pandemic, SEBI has received a number of suggestions for relaxation of conditions with respect to raising of funds from the securities market.
- Currently, regulation 24(i)(f) of SEBI (Buy-back of Securities) Regulations, 2018 (“Buyback Regulations”) provides a restriction that the companies shall not raise further capital for a period of one year from the expiry of buyback period, except in discharge of their subsisting obligations. It has been represented that the said period of one year may be reduced to six months, which would be in line with section 68(8) of the Companies Act, 2013.

<https://www.sebi.gov.in/legal/circulars/apr-2020/relaxation-in-regulation-24-i-f-of-the-sebi-buy-back-of-securities-regulations-2018-due-to-the-covid-19-pandemic-46547.html>



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