

SNR & COMPANY
CHARTERED
ACCOUNTANTS



Corporate Law Bulletin

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A. MINISTRY OF CORPORATE AFFAIRS

Launch of refund form on V3 portal of MCA

The Ministry of Corporate Affairs has introduced a Refund Form on the V3 portal effective 04th August 2023. Refund Forms on the V2 portal can still be utilized for availing refund for forms filed in V2. Further, the Beta Version of the "View Public Documents" [VPD] service in V3 was launched on 16th August 2023 for V3 documents (only for Testing purposes between 7:00 pm to 10:00 pm daily). Existing V2 VPD Service shall remain available for the stakeholders.

For details: <https://www.mca.gov.in/content/mca/global/en/home.html>

LLP Amnesty Scheme introduced by MCA in the filing of Form 3, Form 4, and Form 11

As per the General Circular No 08/2023 dated 23rd August 2023 issued by the Ministry of Corporate Affairs (MCA), MCA has introduced a one-time relaxation in additional fees (LLP Amnesty Scheme) to those LLPs who could not file Form-3, Form-4, and Form-11 within in due date and provide an opportunity to update their filings and details in Master Data.

Silent features of this Scheme:

- Form-3 (Change in LLP Agreement) and 4 (appointment and resignation of Designated partner (s)/ Partner (s)) would be processed by MCA under Straight Through Process (STP) mode for all purposes except for change in business activities.
- It is advisable to file these forms in a sequential manner i.e. the filing for old events dates may be filed first and so on.
- At the time of filing these forms, the pre-filled data as per existing master data of the LLP shall be provided in each of the above forms with the facility to edit the same.
- In case of misrepresentation/incorrect information provided, the designated partner and professional certifying the said forms shall be liable for a penalty as per the provisions of law.
- The filing of said forms without additional fee shall be applicable from 1st January 2021 and onwards.
- Prior to 1st January 2021, these forms can be filed with additional fees:
 - a. Small LLPs - 2 times of normal fee
 - b. Other than small LLPs - 4 times forms of normal fee

- The Form 11 (Annual Return) for the Financial Year 2021-22 shall also be filed without an additional fee in this scheme. Prior to the Financial Year 2021-22, these forms can be filed with additional fees:
 - a. Small LLPs - 02 times of normal fee
 - b. Other than small LLPs - 4 times forms of normal fee
- The said forms i.e. Form 3, Form 4, and Form 11 will be available for filing from 01.09.2023 to 30.11.2023.
- The LLPs availing of this amnesty scheme shall not be liable for any penal action for delay filing of Form 3, Form 4 and Form 11.

For more details: <https://www.mca.gov.in/bin/dms/getdocument?mcs=Zt6foWsl%252BABAbU7Pid9NGg%253D%253D&type=open>

B. COMPETITION LAW

CCI approves merger of Tata Cleantech Capital Limited (TCCL) and Tata Capital Financial Services Limited (TCFSL) into Tata Capital Limited (TCL)

The proposed combination is a merger of TCFSL and TCCL into TCL. TCL is registered with the Reserve Bank of India (RBI) as a Systematically Important Non Deposit Accepting Core Investment Company (CIC) and primarily holds investments in its subsidiaries, which are engaged in lending and offering a wide array of services and products in the financial services sector, including advising and/or management of private equity funds, as are permitted under the directions and guidelines issued by the RBI for CICs from time to time. TCFSL is a wholly owned subsidiary of TCL and is registered with the RBI as a Systemically Important Non- Deposit Accepting Non-Banking Financial Company and is mainly engaged in lending services and offering services and products in the financial services sector. TCCL is a subsidiary of TCL and is registered with the RBI as a Systemically Important Non-Deposit Accepting Non- Banking Financial Company. TCCL engages in the business of providing cash-flow-based finance and advisory services for projects in renewable energy, energy efficiency, waste management, water management, and other infrastructure projects.

For details: <https://www.cci.gov.in/media-gallery/press-release/details/308/0>

C. BANKING

RBI launches उद्गम - UDGAM - Centralised web portal for searching unclaimed deposits

The Governor, of the Reserve Bank of India launched a Centralised Web Portal उद्गम UDGAM (Unclaimed Deposits – Gateway to Access information). This portal has been developed by RBI for use by members of the public to facilitate and make it easier for them to search their unclaimed deposits across multiple banks in one place. The Reserve Bank of India announced the development of a centralized web portal for searching unclaimed deposits as part of the Statement on Developmental and Regulatory Policies dated April 06, 2023. The launch of the web portal will aid users in identifying their unclaimed deposits/ accounts and enable them to either claim the deposit amount or make their deposit accounts operative at their respective banks. Reserve Bank Information Technology Pvt. Ltd. (ReBIT), Indian Financial Technology & Allied Services (IFTAS) and participating banks have collaborated on developing the portal.

For more details: https://www.rbi.org.in/Scripts/BS_PressReleaseDisplay.aspx?prid=56216

Mastercard launches CVC-less payments.

Payment network Mastercard on August 03, 2023, launched CVC (Credit Verification Code)-fewer online transactions for its debit and credit cardholders who have tokenized their cards on merchant platforms. CVC is the three-digit number printed on the back of debit and credit cards. According to the Reserve Bank of India (RBI)'s guidelines, merchants will collect CVC only once while tokenizing the card. From the second transaction onwards, cardholders will be required to select their tokenized card from the checkout page, confirm the one-time password and complete the transaction without entering the CVC.

For more details: <https://www.financialexpress.com/industry/banking-finance/mastercardlaunches-cvc-less-payments-for-tokenised-credit-debit-cards/3198916/>

Banks are likely to raise deposit rates to meet credit demand.

With the excess liquidity in the banking system getting absorbed due to the Reserve Bank of India's (RBI) Incremental Cash Reserve Ratio (I-CRR) measure, banks are likely to raise deposit rates on select tenors to meet higher credit demand ahead of the upcoming festive season. Last week, the RBI asked banks to maintain an Incremental Cash Reserve Ratio (I-CRR) of 10 percent on the increase in their Net Demand and Time Liabilities (NDTL) between May 19, 2023, and July 28, 2023. Lenders have to maintain I-CRR from the fortnight starting on August 12.

For more details: <https://indianexpress.com/article/business/banking-and-finance/banks-likely-to-raise-deposit-rates-to-meet-credit-demand-8895874/#:~:text=The%20hike%20in%20deposit%20rates,in%20the%20coming%20few%20months.>

D. SECURITIES LAWS AND CAPITAL MARKET

SEBI reduces the timeline for listing of shares in public issues from existing T+6 days to T+3 days ('T' being issue closing date).

The T+3 listing timeline must be disclosed in Offer Documents for public issues. The circular shall be applicable on a voluntary basis for public issues opening on or after 01.09.2023, and it will become mandatory for public issues opening on or after 01.12.2023.

For more details: <https://economictimes.indiatimes.com/markets/ipos/fpos/sebi-changes-ipo-rules-listing-timeline-reduced-to-t3-days/articleshow/102575645.cms?from=mdr>

Online resolution of disputes in the Indian securities market

Disputes between Investors/Clients and listed companies or any of the specified intermediaries/regulated entities in the securities market arising out of the latter's activities in the securities market will be resolved in accordance with this circular and by harnessing online conciliation and/or online arbitration as specified in this circular. It is provided that an investor/client shall first take up his/her/their grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor/client may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor/client is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

For more details: https://www.sebi.gov.in/legal/master-circulars/aug-2023/online-resolution-of-disputes-in-the-indian-securities-market_75220.html

SEBI simplifies intermediaries 'KYC' process when onboarding clients.

The market regulator has simplified the Know Your Customer (KYC) process for intermediaries when onboarding clients, by allowing clients to open an account immediately after submitting the KYC documents. SEBI has said that the verification of the documents can be done by the KYC Registration Agencies (KRAs) within two days from submission.

For more details: <https://www.moneycontrol.com/news/business/markets/sebi-simplifies-intermediaries-kycprocess-when-onboarding-clients-11163371.html>

Audit of firm-level performance data of portfolio managers

SEBI had prescribed that Portfolio Managers are required to audit firm-level performance data on an annual basis as per its Master Circular dated March 20, 2023. In order to have uniformity, it has been decided that the Association of Portfolio Managers in India ('APMI'), in consultation with SEBI, shall specify standardized Terms of Reference ('ToR') for the aforesaid audit of firm-level performance data. The standard ToR specified by APMI shall be applicable with effect from October 01, 2023, and shall be mandatorily followed by all Portfolio Managers for the purpose of annual audit of firm-level performance data. Further, provided that the Portfolio Managers shall submit the confirmation of compliance with the requirement of the annual audit of firm-level performance data in line with the standard ToR specified by APMI, to SEBI within 60 days from the end of each financial year.

For more details: <https://www.financialexpress.com/market/sebi-brings-in-uniformity-in-audit-of-firm-level-performance-data-of-portfolio-managers-3197256/>

SEBI initiates a third tranche of distribution of disgorged/recovered amounts to investors in the matter of IPO irregularities.

SEBI has initiated the third tranche for distribution of Rs. 14.87 crore to 2.58 lakh investors from the disgorged/recovered amount in the matter of IPO irregularities on August 17, 2023. SEBI had investigated certain irregularities in the shares issued through 21 Initial Public Offerings (IPOs) during the period 2003-2005 before their listing on the stock exchanges. Under the Chairmanship of Justice D.P. Wadhwa, former Judge of the Supreme Court of India, a committee was set up namely 'Wadhwa Committee' which recommended the procedure of identification of persons who have been deprived in the said IPOs and the manner in which reallocation of shares to such persons should take place. As per the recommendations of the Wadhwa Committee, 13.57 lakh persons had been identified as eligible investors for distribution.

For more details: <https://economictimes.indiatimes.com/markets/stocks/news/ipo-irregularities-sebi-begins-3rd-tranche-of-disgorged-payout-to-2-58-lakh-investors/articleshow/103031643.cms?from=mdr>

Compliance Calendar For the F.Y. 2023-24

Form	Particulars	Due Date
AOC-4 (OPC)	Form for filing of Financial Statement	27.09.2023
DIR-3 KYC	KYC of director/designated partner	30.09.2023
MGT-14	To be filed by the Public Company after passing Resolution of Approval of Financials Statement and Board Report in Board Meeting	within 30 days of passing of board resolution
ADT-1	Notice to Registrar for appointment of Auditor	within 15 Days of AGM
AOC-4/AOC-4XBRL	Form for filing of Financial Statement	within 30 Days of AGM
MGT-7/MGT-7A	Annual Return	within 60 Days of AGM
LLP-8	Statement of Account & Solvency	30.10.2023
MGT-7OPC	Annual Return	28.11.2023

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