

29th April 2022

NOTICE

Sub: Clarification on applicability of Regulation 23(4) read with Regulation 23(3)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to Related Party Transactions

To all Listed Companies

Attention of such aforesaid listed companies are drawn to SEBI Circular Ref. No. [SEBI/HO/CFD/CMD1/CIR/P/2022/47](#) dated **April 8, 2022** (copy available at CSE web-site at www.cse-india.com and SEBI web-site at www.sebi.com) wherein

“Regulation 23(3)(e) of the SEBI LODR Regulations specifies that omnibus approval granted by the audit committee shall be valid for a period not exceeding one year and shall require fresh approvals after expiry of one year. Regulation 23(4) of the SEBI LODR Regulations requires shareholder approval for material related party transactions (RPTs). Section 96(1) of the Companies Act, 2013 specifies that the time gap between two Annual General Meetings (AGMs) cannot be more than fifteen months.”

“In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders’ approval for material RPTs, it has been decided to specify that the shareholders’ approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. In case of omnibus approvals for material RPTs, obtained from shareholders in general meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year.”

The Stock Exchanges are advised to bring the provisions of this circular to the notice of all listed entities that have issued specified securities and also disseminate on their websites.

The details are available in the said SEBI circular.

This is for information and necessary action.

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The Calcutta Stock Exchange Ltd.