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**Highlights:****Corporate Brief**

- MCA notified extension of timeline for holding of Annual General Meeting (AGM) through video-conferencing ("VC") or other audio-visual means ("OAVM") on or before 30.06.2022;
- MCA notified extension of timeline on the passing of Ordinary and Special Resolutions by companies under the 2013 Act up to 30.06.2022;
- MCA notified the Central Government has made rules and further amended the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016;
- MCA notified relaxation on levy of additional fees in filling of e-forms AOC-4, AOC-4(CFS), AOC-4 XBRL, AOC-4 Non-XBRL and MGT-7/MGT-7A for the Financial Year ended on 31.03.2021;
- SEBI released circular regarding extension of facility for conducting annual meetings and other meetings of unitholders of REITs and InvITs through VC or OAVM;
- SEBI released circular on provisions with relation to Non-compliance related to continuous disclosures;
- RBI releases notification granted permission to banks incorporated in India, to infuse capital in overseas branches and subsidiaries and to retain/transfer/repatriate profits without prior permission of RBI;
- RBI releases notification introducing Legal Entity Identifier for cross border transactions; and
- RBI releases notification extended the timeline for periodic updation of KYC.

**Real Estate Brief**

- Bihar RERA order regarding extension of period of validity for registration;
- Gurugram RERA order regarding extension for submission of audited financial accounts;
- Maharashtra RERA order regarding documents to be submitted for registration of Sale Component of redevelopment projects;
- Rajasthan RERA order registration of a project where the promoter is not the project land owner;
- Rajasthan RERA order regarding dispensing with hard copy submission of Form – H for registration of Real Estate Agents.

**Corporate Brief**

- **The MCA (Ministry of Corporate Affairs), vide General Circular No. 19/20 dated 08.12.2021 and General Circular No. 21/2021 dated 14.12.2021; clarified the holding of Annual General Meeting (AGM) through video-conferencing ("VC") or other audio-visual means ("OAVM")**

MCA (Ministry of Corporate Affairs) vide its circular dated 08.12.2021 have allowed the companies whose AGMs are due for the financial year ending 31.03.2021, to conduct their AGMs through VC OR OAVM, on or before 30.06.2022. The same shall be in compliance with the requirements laid down in para 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.

- **The MCA, vide General Circular No. 20/21 dated 08.12.2021 issued clarifications on the passing of Ordinary and Special Resolutions by companies under the 2013 Act, which are to be read along with the rules made on extension of timeline owing to Covid-19.**

MCA vide their circular dated 08.12.2021 have permitted the companies to conduct their EGMs through VC or OAVM or transact items through postal ballot, up to 30.06.2022 in accordance with the framework provided by general circulars dated 08.04.2020, 13.04.2020, 15.06.2020, 28.09.2020, 31.12.2020 and 23.06.2021 relating to the same.

- **MCA vide notification no. G.S.R. 888(E) dated 28th December, 2021 notified that the Central Government has made rules and further amended the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.**

The Central Government vide notification dated 28.12.2021 notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund), Third Amendment, Rules, 2021 of amending Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which relates to the manner of transfer of shares under sub-section (6) Of section 124 of Companies Act, 2013 to the IEPF Fund.

- **The MCA, vide General Circular No. 22/21 dated 29.12.2021 provided relaxation on levy of additional fees in filling of e-forms AOC-4, AOC-4(CFS), AOC-4 XBRL, AOC-4 Non-XBRL and MGT-7/MGT-7A for the Financial Year ended on 31.03.2021 under Companies Act, 2013- reg.:**

In continuance of General Circular No.17/2021 dated 29.10.2021, for annual financial statement/return filings required to be done for the financial year ended on 31.03.2021, MCA vide its circular dated 29.12.2021 informed that no additional fees shall be levied up to 15.02.2022 for the filing of e-forms AOC-4, AOC-4 (CFS), AOC-4 XBRL, AOC-4 Non-XBRL and up to 28.02.2022 for filing of e-forms MGT-7 / MGT-7 A in respect of the financial year ended

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on 31.03.2021 respectively. Thus, only normal fees shall be payable for the filing of the aforementioned e-forms.

⇒ **SEBI issued circular no. SEBI/HO/DDHS/DDHS\_Div2/P/CIR/2021/697 dated 22.12.2021 regarding extension of facility for conducting annual meetings and other meetings of unitholders of REITs and InvITs through VC or OAVM.**

SEBI (Securities Exchange Board of India) vide its circular extended the facility to conduct annual meetings of unitholders under Regulation 22(3) of SEBI (REIT) Regulations, 2014 and Regulation 22(3)(a) of SEBI (InvIT) Regulations, 2014 as well as meetings other than annual meetings, through VC or OAVM, till 30.06.2022.

REITs/ InvITs must comply with the procedure prescribed in Annexure-I of SEBI circular no. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 dated 22.06.2020.

⇒ **SEBI vide circular no. SEBI/HO/DDHS\_Div2/P/CIR/2021/699 dated December 29, 2021 issued provisions with relation to Non-compliance related to continuous disclosures:**

Pursuant to the recent amendments to SEBI (LODR) Regulations, 2015, SEBI vide its circular dated 29.12.2021 decided to issue the present circular in supersession of SEBI/HO/DDHS/DDHS/CIR/P/2020/231 dated November 13, 2020.

The Stock Exchanges shall levy fine and take action in case of non-compliances with continuous disclosure requirements by the issuers of listed Non-Convertible Securities and/ or Commercial Paper as specified in Annexure I and Annexure II of this circular respectively. The Stock Exchanges have the power to deviate from the above, if found necessary, only after recording reasons in writing.

In case a non-compliant entity is listed on more than one recognized stock exchange, the concerned recognized stock exchange(s) shall take uniform action under this circular in consultation with each other. The recognized stock exchanges

shall take necessary steps to implement this circular and shall disclose on their website the action(s) taken against the entities for non-compliance(s); including the details of the respective requirement, amount of fine levied/ action taken etc. The amount of fine realized shall be credited to the "Investor Protection Fund" of the concerned recognized stock exchange and shall continue to accrue till the time of rectification of the non-compliance and to the satisfaction of the concerned recognized stock exchange.

⇒ **RBI (Reserve Bank of India), vide notification RBI/2021-22/136 dated 08.12.2021 granted permission to banks incorporated in India, to infuse capital in overseas branches and subsidiaries and to retain/transfer/repatriate profits without prior permission of RBI.**

RBI in order to provide operational flexibility, vide its notification dated 08.12.2021, waived off the requirement of prior approval of the RBI by banks in the case of (i) infusion of capital in their overseas branches and subsidiaries and (ii) retention of profits in, and transfer or repatriation of profits from these overseas centres, if the Banks satisfy the regulatory capital requirements (including capital buffers) and instead, the approval shall be required by the Board of these banks. The Banks that do not meet the minimum regulatory capital requirements shall be required to seek prior approval of the RBI as before.

Within 30 days of infusion of such capital and/or retention/transfer/repatriation of profits, Banks shall report all instances of such action to Chief General Manager-in-Charge, Department of Regulation, Central Office, Mumbai; and submit a copy to the Chief General Manager-in-Charge, Department of Supervision, Central Office, Mumbai.

⇒ **RBI, vide notification RBI/2021-22/137 dated 10.12.2021, introduced Legal Entity Identifier for cross border transactions**

RBI vide its notification dated 10.12.2021 introduced Legal Entity Identifier (LEI) which is a 20-digit number used to uniquely identify parties to financial transactions worldwide to improve the quality and accuracy of financial data systems. The Reserve

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Bank has introduced LEI in a phased manner for participants in the over the counter (OTC) derivative, non-derivative markets, large corporate borrowers and large value transactions in centralized payment systems.

With effect from October 1, 2022, AD Category I banks shall obtain the LEI number from the resident entities (non-individuals) undertaking capital or current account transactions of ₹50 crore and above (per transaction) under FEMA, 1999. For non-resident counterparts/ overseas entities, in case of non-availability of LEI information, AD Category I banks may process the transactions to avoid any disruptions. Also, AD Category I banks may encourage concerned entities to voluntarily furnish LEI while undertaking transactions even before October 1, 2022. Once an entity has obtained an LEI number, it must be reported in all transactions of that entity, irrespective of transaction size.

#### ⇒ **RBI/2021-22/144, December 30, 2021, Periodic Updation of KYC – Restrictions on Account Operations for Non-compliance:**

In view of the prevalent uncertainty due to new variant of Covid-19, the relaxation provided in the Circular DOR.AML.REC 13/14.01.001/2021-22 dated May 5, 2021 has been extended till March 31, 2022.

### ***RERA Brief***

#### **BIHAR**

#### ⇒ **Vide Order No. 108/2021, Memo No. 52/2021/480 dated 13.12.2021, Real Estate Regulatory Authority, Bihar (“Authority”)**

It was decided by the Authority that:

The projects whose ‘completion date’, ‘revised completion date’ or ‘extended completion date’ falls on March 15, 2020 or after the said date, the period of validity for registration for such projects would be extended by 9 (nine) months.

The above order was issued by the Authority in light of the order issued by the Urban Development and Housing Department, Government of Bihar vide letter dated 17.11.2021

wherein it was stated that in accordance with the advisory issued by Ministry of Housing and Urban Affairs, Government of India, 9 (nine) months of extension shall be granted for the projects whose validity of approved maps, commencement of project, completion of projects, payment schedule of development charges and no-objection certificate from various agencies was ending on March 25, 2020 or after the said date.

Vide order dated 25.05.2020, the Authority had previously extended the period of validity for registration and completion of such projects by 6 (six) months, whose ‘completion date’, ‘revised completion date or extended completion date was between 15<sup>th</sup> March, 2020 and 31<sup>st</sup> December, 2020.

#### **GURUGRAM**

#### ⇒ **Vide Public Notice No. ACCTTSS/2021-22/168 dated 06.12.2021, Haryana Real Estate Regulatory Authority, Gurugram (“Authority”)**

It was decided by the Authority that:

3 (three) months extension i.e., up to 31.12.2021 shall be granted to promoters for submission of audited financial statement of accounts, certified and signed by a practicing chartered accountant to undertake the compliance of Section 4(2)(l)(D) (*Application for Registration of Real Estate Project*) of the Real Estate (Regulation and Development), Act 2016 (“**RERA Act**”). The order to provide such extension to promoters for filing of audited financial statement of accounts was issued by the Authority in the light of COVID-19 outbreak that took place in the entire country in financial year 2020-21.

As per Section 4(2)(l)(D) (*Application for Registration of Real Estate Project*) of RERA Act, a promoter is required to get the project account audited within 6 (six) months after the end of every financial year by a practicing chartered accountant and produce a statement of accounts duly certified and signed by such practicing chartered accountant. The provision has been enacted under the RERA Act by the legislature with the intent that such practicing chartered accountant during the audit of project account of a promoter verifies that the amount collected for a

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project from the allottee(s) has been utilized for the project by the promoter and withdrawal of such amount shall be in proportion to the percentage of completion of the project.

### MAHARASHTRA

- ⇒ **Vide Order No. 28/2021, File No. 27/268/2021 dated 07.12.2021, Maharashtra Real Estate Regulatory Authority (“Authority”)**

In the light of several redevelopment projects being undertaken in the State of Maharashtra and so as to cover such projects under the purview of RERA Act, the Authority had decided to provide clarity on the details of the documents to be submitted along with registration application for registration of Sale Component of redevelopment projects as required under Section 3 (*Prior registration of real estate project with Real Estate Regulatory Authority*) of RERA Act. The following documents are required to be submitted of Sale Component in redevelopment projects:

- (i) Resolution/NoC from Society/Association of residents of the rehabilitation component confirming the Promoter's rights to undertake the redevelopment project.
- (ii) Lol/NoC/Equivalent Document from the Planning Authority.
- (iii) Valid Commencement Certificate of Sale Component from concerned Planning Authority.
- (iv) All the above documents should be in name of the Promoter entity. Where the Promoter's name is not on Commencement Certificate, a copy of the collaboration agreement, development agreement, joint development agreement or any other form of agreement, as the case may be, confirming the right of Promoter entity to execute the agreement for sale or such other document, in respect of the saleable component.
- (v) All the document provided above should be clearly legible.
- (vi) The data provided in the document should be current, up-to-date and true on the date of submission of application.

### RAJASTHAN

- ⇒ **Vide Order No. F.1(31)RJ/RERA/2019/2882 dated 15.12.2021, Rajasthan Real Estate Regulatory Authority (“Authority”)**

It was decided that:

Concerning the registration of a project where the promoter is not the owner of the project land, the Authority has clarified that it will accept the copy of collaboration agreement, development agreement, joint development agreement or any such other agreement for the registration of such projects, if such agreements had been priorly executed and stamp duty was paid at the prevailing rates prior to the date of Authority's order dated 12.02.2020 and such agreement was certified by Inspector General/ Deputy Inspector General (Registration & Stamps) or Collector (Stamps) and has been duly stamped.

Earlier for registration of projects where the promoter is not the owner of the project land, the Authority only accepted the copy of collaboration agreement, development agreement, joint development agreement or any such other agreement, if the same was registered under the Registration Act, 1908.

- ⇒ **Vide Order No. F.1(5)RJ/RERA/2018/D-2895 dated 17.12.2021, Rajasthan Real Estate Regulatory Authority (“Authority”)**

It was decided by the Authority that:

Form – H (*Application for registration of Real Estate Agent*) required for registration of real estate agent shall now be accepted only through online mode. The Authority will accept only those applications for registration of the real estate agents which have been made online and received by the Authority on their web portal. The earlier procedure of hard copy submission of application of real estate agent has been rescinded by the Authority.

Under the aforesaid order, it has been clarified by the Authority that applications received before 12.11.2021 and pending for approval for want of hard copy of application and supporting

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documents will be processed without submission of hard copy and payment of delay processing charges. However, the delay processing charges already paid will not be refunded and approved cases shall not be re-opened.

The above relief was introduced by the Authority, in the light of the Urban Development and Housing Department, Government of Rajasthan Notification No. F.10(32)UDH/3/2009party dated 11.11.2021 (published in Rajasthan gazette on 12.11.2021) which substituted "in Form – H to the Authority" with "electronically in Form – H to the Authority through the official website of the Authority".

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