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SECURITIES AND EXCHANGE BOARD OF INDIA

NOTIFICATION
Mumbai, September 11, 2018

SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES)
REGULATIONS, 2018

No. SEBI/LAD-NRO/GN/2018/32. - In exercise of the powers conferred by sub-sections (1) and (2) of section 11 and section 30 of the Securities and Exchange Board of India Act, 1992 (15 of 1992) read with clause (f) of sub-section (2) of section 68 of the Companies Act, 2013, the Board hereby makes the following regulations, namely:-

CHAPTER I
PRELIMINARY

Short title and commencement

1. (i) These regulations may be called the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.
- (ii) These regulations shall come into force on the date of their publication in the Official Gazette.

Definitions

2. (i) In these regulations, unless the context otherwise requires:—

- a) 'Act' means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- b) 'associate' includes a person,—
 - i) who directly or indirectly by himself or in combination with relatives, exercise control over the company or,
 - ii) whose employee, officer or director is also a director, officer or employee of company;
- c) "Board" means the Securities and Exchange Board of India established under section 3 of the Act;
- d) 'Buyback period' means the period between the date of board of directors resolution or date of declaration of results of the postal ballot for special resolution, as the case may be, to authorize buyback of shares of the company and the date on which the payment of consideration to shareholders who have accepted the buyback offer is made;
- e) 'control' has the same meaning as defined in clause (e) of sub-regulation (1) of regulation (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- f) 'company' means a company as defined under the Companies Act, whose shares or other specified securities are listed on a Stock Exchange and which buys or intends to buy such shares or other specified securities in accordance with these regulations;
- g) 'Companies Act' means the Companies Act, 2013.

- ¹[ga) ‘frequently traded shares’ shall have the same meaning as assigned to them under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;]
- h) ‘insider’ means an insider as defined in clause (g) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) ‘merchant banker’ means a merchant banker as defined in clause (cb) of regulation 2 of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 and registered under section 12 of the Act;
- j) ²[***]
- k) ‘promoter’ means promoter as defined in clause (s) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- l) ‘registrar’ means a registrar to an issue and includes a share transfer agent, registered under section 12 of the Act;
- ³[la) ‘secretarial auditor’ means an auditor as defined in the Secretarial Standards – I issued by the Institute of Company Secretaries of India;]
- m) ‘securities’ mean securities as defined in clause (h) of section 2

¹ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

² Omitted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its omission, the sub-clause read as under-

“(j) odd lots’ mean the lots of shares or other specified securities of a company, whose shares are listed on a recognised stock exchange, which are smaller than such marketable lots, as may be specified by the stock exchange;”

³ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

of the Securities Contracts (Regulation) Act, 1956 (42 of 1956);

- (n) 'small shareholder' means a shareholder of a company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognised stock exchange in which highest trading volume in respect of such securities, as on record date is not more than two lakh rupee;
 - n) 'specified securities' includes employees' stock option or other securities as may be notified by the Central Government from time to time;
 - o) 'statutory auditor' means an auditor appointed by a company under section 139 of the Companies Act;
 - p) 'stock exchange' means a stock exchange which has been granted recognition under section 4 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956);
 - q) 'tender offer' means an offer by a company to buy-back its own shares or other specified securities through a letter of offer from the holders of the shares or other specified securities of the company;
 - r) 'unpublished price sensitive information' has the same meaning as defined in clause (n) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - s) 'working day' means any working day of the Board.
- (ii) All other expressions unless defined herein shall have the same meaning as has been assigned to them under the Act or the Securities Contracts (Regulation) Act, 1956, or Companies Act or any statutory modification or

re-enactment thereof, as the case may be.

CHAPTER II CONDITIONS OF BUY-BACK

Applicability:

3. These regulations shall be applicable to buy-back of shares or other specified securities of a company in accordance with the applicable provisions of the Companies Act.

⁴[Explanation: For the purposes of these regulations, the term “shares” shall include equity shares having superior voting rights.]

Conditions and requirements for buy-back of shares and specified securities:

4. (i) The maximum limit of any buy-back shall be twenty-five per cent or less of the aggregate of paid-up capital and free reserves of the company ⁵[, based on the standalone or consolidated financial statements of the company, whichever sets out a lower amount]:

⁶**[Explanation:** In respect of the number of equity shares bought back in any financial year, the maximum limit shall be twenty-five per cent and be construed with respect to the total paid-up equity share capital of the company in that financial year.]

- ⁷[(ii) The ratio of the aggregate of secured and unsecured debts owed by the

⁴ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2019 w.e.f. 29.07.2019.

⁵ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words and symbol “, based on both standalone and consolidated financial statements of the company”.

⁶ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its substitution, the explanation read as under-

“‘Explanation: In respect of the buy-back of equity shares in any financial year, the reference to twenty-five per cent in this regulation shall be construed with respect to its total paid-up equity capital in that financial year;”

⁷ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Second Amendment) Regulations, 2019 w.e.f. 19.10.2019 read with corrigendum thereto dated 27.09.2019. Prior to its substitution, sub-regulation (ii) read as follows,-

“(ii) The ratio of the aggregate of secured and unsecured debts owed by the company after buy-back shall not be more than twice the paid-up capital and free reserves.

Provided that if a higher ratio of the debt to capital and free reserves for the company has been notified under the Companies Act, 2013, the same shall prevail.”

company to the paid-up capital and free reserves after buy-back shall,-

- a) be less than or equal to 2:1, based on ⁸[the standalone or consolidated financial statements of the company, whichever sets out a lower amount]:

Provided that if a higher ratio of the debt to capital and free reserves for the company has been notified under the Companies Act, 2013, the same shall prevail; or

- b) be less than or equal to 2:1, based on ⁹[the standalone or consolidated financial statements of the company, whichever sets out a lower amount], after excluding financial statements of all subsidiaries that are non-banking financial companies and housing finance companies regulated by Reserve Bank of India or National Housing Bank, as the case may be:

Provided that buy-back of securities shall be permitted only if all such excluded subsidiaries have their ratio of aggregate of secured and unsecured debts to the paid-up capital and free reserves of not more than 6:1 on standalone basis.]

- (iii) All shares or other specified securities for buy-back shall be fully paid-up.
- (iv) A company may buy-back its shares or other specified securities by any one of the following methods:
 - a) from the existing share holders or other specified securities holders on a proportionate basis through the tender offer;
 - b) from the open market through—
 - i) book-building process,
 - ii) stock exchange;

⁸ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “both standalone and consolidated financial statements of the company”.

⁹ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “both standalone and consolidated financial statements of the company”.

c) ¹⁰[***]

¹¹[**Provided** that the buy-back from the open market through stock exchanges, based on the standalone or consolidated financial statements of the company, whichever sets out a lower amount, shall be less than:—

(i) fifteen per cent of the paid up capital and free reserves of the company till March 31, 2023;

(ii) ten per cent of the paid up capital and free reserves of the company till March 31, 2024;

(iii) five per cent of the paid up capital and free reserves of the company till March 31, 2025:

Provided further that buy-back from the open market through the stock exchange shall not be allowed with effect from April 1, 2025.]

- (v) A company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange.
- (vi) A company shall not buy-back its shares or other specified securities from any person through negotiated deals, whether on or off the stock exchange or through spot transactions or through any private arrangement.
- (vii) A company shall not make any offer of buy-back within a period of one year reckoned from the date of expiry of buyback period of the preceding

¹⁰ Omitted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its omission, the sub-clause read as “c) from odd-lot holders.”.

¹¹ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its substitution, the proviso read as under-

“**Provided** that the buyback from open market shall be less than fifteen per cent of the paid up capital and free reserves of the company, based on both standalone and consolidated financial statements of the company.”.

offer of buy-back, if any.

- (viii) A company shall not allow buy-back of its shares unless the consequent reduction of its share capital is effected.
- (ix) A company may undertake a buy-back of its own shares or other specified securities out of—
 - (a) its free reserves;
 - (b) the securities premium account; or
 - (c) the proceeds of the issue of any shares or other specified securities:

Provided that no such buy-back shall be made out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

- (x) No company shall directly or indirectly purchase its own shares or other specified securities:
 - (a) through any subsidiary company including its own subsidiary companies;
 - (b) through any investment company or group of investment companies; or
 - (c) if a default is made by the company in the repayment of deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company:

Provided that the buy-back is not prohibited, if the default is remedied and a period of three years has lapsed after such default ceased to subsist.

General compliance and filing requirements for buy-back:

- 5. (i) The company shall not authorise any buy-back (whether by way of tender

offer or from open market ¹²[***]) unless:

- a) The buy-back is authorised by the company's articles;
- b) A special resolution has been passed at a general meeting of the company authorising the buy-back:

Provided that nothing contained in this clause shall apply to a case where the buy-back is, ten per cent or less of the total paid-up equity capital and free reserves of the company¹³[, based on the standalone or consolidated financial statements of the company, whichever sets out a lower amount]; and such buy-back has been authorised by the board of directors by means of a resolution passed at its meeting.

- ¹⁴[c) It has obtained the prior consent of its lenders in case of a breach of any covenant with such lender(s).

Explanation: The letter of offer to be prepared by the company in accordance with these regulations shall contain a specific disclosure of the consent obtained by the company from its lender(s).]

- (ii) Every buy-back shall be completed within a period of one year from the date of passing of the special resolution at general meeting, or the resolution passed by the board of directors of the company, as the case may be.
- (iii) The company shall, after expiry of the buy-back period, file with the Registrar of Companies and the Board, a return containing such particulars relating to the buy-back within thirty days of such expiry, in

¹² The words “or odd lot” omitted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

¹³ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words and symbol “, based on both standalone and consolidated financial statements of the company”.

¹⁴ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

the format as specified in the Companies (Share Capital and Debentures) Rules, 2014.

- (iv) Where a special resolution is required for authorizing a buy-back, the explanatory statement to be annexed with the notice for the general meeting pursuant to section 102 of the Companies Act shall contain mandatory disclosures mentioned therein and the following disclosures:
 - a) Disclosures under sub-section 3 of section 68 of the Companies Act—
 - i) a full and complete disclosure of all material facts;
 - ii) the necessity for the buy-back;
 - iii) the class of shares or securities intended to be purchased under the buy-back;
 - iv) the amount to be invested under the buy-back; and
 - v) the time-limit for completion of buy-back.
 - b) Additional disclosures under these regulations as provided in **Schedule I**,
 - c) Provided that where the buy-back is through tender offer from existing securities holders, the explanatory statement shall contain the following additional disclosures:
 - i) the maximum price at which the buy-back of shares or other specified securities shall be made and whether the board of directors of the company is being authorised at the general meeting to determine subsequently the specific price at which the buy-back may be made at the appropriate time;
 - ii) if the promoter intends to offer his shares or other specified securities, the quantum of shares or other specified securities proposed to be tendered and the details of their transactions and their holdings for the last six months prior

to the passing of the special resolution for buy-back including information of number of shares or other specified securities acquired, the price and the date of acquisition.

(v) A copy of the resolution passed at the general meeting under sub-section (2) of section 68 of the Companies Act shall be filed with the Board and the stock exchanges where the shares or other specified securities of the company are listed, within ¹⁵[seven working days] from the date of passing of the resolution.

(vi) Where the buy-back is from open market either through the stock exchange or through book building, the resolution of board of directors shall specify the maximum price at which the buy-back shall be made:

Provided that where there is a requirement for the Special Resolution as specified in clause (b) of sub-regulation 1 of regulation 5 of these Regulations, the special resolution shall also specify the maximum price at which the buy-back shall be made.

¹⁶[(via) In case of a buy-back through tender offer, the Board of Directors of the company may, till one working day prior to the record date, increase the maximum buy-back price and decrease the number of securities proposed to be bought back, such that there is no change in the aggregate size of the buy-back.]

(vii) A company, authorized by a resolution passed by the board of directors at its meeting to buy-back its shares or other specified securities under the proviso to clause (b) of sub-section (2) of section 68 of the Companies Act, shall file a copy of the resolution, with the Board and the stock exchanges, where the shares or other specified securities of the company are listed, within two working days of the date of the passing of the resolution.

¹⁵ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “seven days”.

¹⁶ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

(viii) No insider shall deal in shares or other specified securities of the company on the basis of unpublished price sensitive information relating to buy-back of shares or other specified securities of the company.

¹⁷[(ix) For the purpose of these regulations, all the filings to the Board shall be made only in electronic mode after being digitally signed by the company secretary or the person authorized by the board of the company.]

CHAPTER III

BUY-BACK THROUGH TENDER OFFER

6. A company may buy-back its shares or other specified securities from its existing securities holders on a proportionate basis in accordance with the provisions of this Chapter:

Provided that fifteen per cent of the number of securities which the company proposes to buy-back or number of securities entitled as per their shareholding, whichever is higher, shall be reserved for small shareholders.

Disclosures, filing requirements and timelines for public announcement:

7. (i) The company which has been authorised by a special resolution or a resolution passed by the board of directors, as the case may be, shall make a public announcement within two working days from the date of declaration of results of the postal ballot for special resolution/board of directors resolution in at least one English National Daily, one Hindi National Daily and one Regional language daily, all with wide circulation at the place where the Registered Office of the company is situated and the said public announcement shall contain all the material information as specified in **Schedule II**.

¹⁷ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

- (ii) ¹⁸[The company shall, simultaneously with the public announcement made in terms of clause (i), along with the fees specified in Schedule V, file a copy of the public announcement in electronic mode, with the Board and the stock exchanges on which its shares or other specified securities are listed.]
- ¹⁹[(iii) The stock exchanges shall forthwith disseminate the public announcement to the public.
- (iv) A copy of the public announcement shall be placed on the respective websites of the stock exchange(s), merchant banker and the company.]

Disclosures, filing requirements and timelines for ²⁰[*] letter of offer**

- 8. (i) The company shall within ²¹[two working days from the record date, file the following in electronic mode] with the Board:
 - a) ²²[a letter of offer, containing disclosures as specified in **Schedule III**, through a merchant banker who is not an associate of the company.]
 - ²³[aa) a certificate in the form specified by the Board, issued by the merchant banker, who is not an associate of the company, certifying that the buy-back offer is in compliance of these

¹⁸ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its substitution, the clause read as under-
“(ii) A copy of the public announcement along with the soft copy, shall also be submitted to the Board, simultaneously, through a merchant banker.”.

¹⁹ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

²⁰ The word “draft” omitted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

²¹ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “five working days of the public announcement file the following”.

²² Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its substitution, the sub-clause read as under-
“a draft letter of offer, along with a soft copy, containing disclosures as specified in Schedule III through a merchant banker who is not associated with the company.”

²³ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

regulations and that the letter of offer contains the information required under these regulations.

Explanation: The term “associate” shall have the meaning assigned to it in regulation 21A of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended from time to time.]

b) a declaration of solvency in specified form and in a manner provided in sub-section (6) of section 68 of the Companies Act.

c) ²⁴[***]

²⁵**Explanation:** In case of buy-back through tender offer, no draft letter of offer is required to be filed with the Board.]

(ii) ²⁶[***]

Offer procedure

9. (i) A company making a buy-back offer shall announce a record date in the public announcement for the purpose of determining the entitlement and the names of the security holders, who are eligible to participate in the proposed buy-back offer.

(ii) The letter of offer along with the tender form shall be dispatched to the

²⁴ Omitted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its omission, the sub-clause read as “fees specified in Schedule V..”

²⁵ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

²⁶ Omitted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its omission, the clause read as under-

“The Board may provide its comments on the draft letter of offer not later than seven working days of the receipt of the draft letter of offer:

Provided that in the event the Board has sought clarifications or additional information from the merchant banker to the buy-back offer, the period of issuance of comments shall be extended to the seventh working day from the date of receipt of satisfactory reply to the clarification or additional information sought:

Provided further that in the event the Board specifies any changes, the merchant banker to the buy-back offer and the company shall carryout such changes in the letter of offer before it is dispatched to the shareholders.”

securities holders who are eligible to participate in the buy-back offer ²⁷[***].

²⁸**[Explanation:** The public announcement shall disclose that the dispatch of the letter of offer, shall be through electronic mode in accordance with the provisions of the Companies Act, within two working days from the record date and that in the case of receipt of a request from any shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.]

(iii) Even if an eligible public shareholder does not receive the tender offer/offer form, he may participate in the buy-back offer and tender shares in the manner as provided by the Board.

(iv) An unregistered shareholder may also tender his shares for buy-back by submitting the duly executed transfer deed for transfer of shares in his name, along with the offer form and other relevant documents as required for transfer, if any.

(v) The date of the opening of the offer shall be not later than ²⁹[four working days from the record date].

(vi) The offer for buy-back shall remain open for a period of ³⁰[five] working days.

(vii) The company shall facilitate tendering of shares by the shareholders

²⁷ The words and symbols “as per sub regulation (i), not later than five working days from the receipt of communication of comments from the Board” omitted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

²⁸ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its substitution, the explanation read as under-

“Explanation: (a) Letter of Offer may also be dispatched through electronic mode in accordance with the provisions of the Companies Act.

(b) On receipt of a request from any shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.

(c) The aforesaid shall be disclosed in the letter of offer.”

²⁹ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “five working days from the date of dispatch of the letter of offer”.

³⁰ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “ten”.

and settlement of the same, through the stock exchange mechanism in the manner as provided by the Board.

(viii) The company shall accept shares or other specified securities from the securities holders on the basis of their entitlement as on record date.

(ix) The shares proposed to be bought back shall be divided into two categories; (a) reserved category for small shareholders and (b) the general category for other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly.

‘Explanation: Holdings of multiple demat accounts would be clubbed together for identification of small shareholder if sequence of Permanent Account Number for all holders is matching. Similarly, in case of physical shareholders, if the sequence of names of joint holders is matching, holding under such folios should be clubbed together for identification of small shareholder.’

(x) After accepting the shares or other specified securities tendered on the basis of entitlement, shares or other specified securities left to be bought back, if any in one category shall first be accepted, in proportion to the shares or other specified securities tendered over and above their entitlement in the offer by securities holders in that category and thereafter from securities holders who have tendered over and above their entitlement in other category.

(xi) Escrow account

(a) The company shall, ³¹[within two working days of the public announcement,] as and by way of security for performance of its obligations under the regulations, ³²[***] deposit in an escrow

³¹ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

³² The words and symbols “on or before the opening of the offer,” omitted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

account such sum as specified in clause (b);

- (b) The escrow amount shall be payable in the following manner:
- (i) if the consideration payable does not exceed Rupees 100 crores; 25 per cent of the consideration payable;
 - (ii) if the consideration payable exceeds Rupees 100 crores; 25 per cent upto Rupees 100 crores and 10 per cent thereafter.
- (c) The escrow account referred to in this regulation shall ³³[, subject to appropriate margin as specified by the Board,] consist of,
- (i) ³⁴[cash including bank deposits deposited with any scheduled commercial bank], or
 - (ii) bank guarantee ³⁵[issued in favour of the merchant banker by any scheduled commercial bank], or
 - (iii) deposit of ³⁶[frequently traded and freely transferable equity shares or other freely transferable securities], or
 - ³⁷[(iiia) government securities, or
 - (iiib) units of mutual funds invested in gilt funds and overnight schemes, or]
 - (iv) a combination of ³⁸[above].

³³ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

³⁴ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “cash deposited with a scheduled commercial bank”.

³⁵ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “in favour of the merchant banker”.

³⁶ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words and symbol “acceptable securities with appropriate margin, with the merchant banker”.

³⁷ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

Explanation: The cash component of the escrow account may be maintained in an interest bearing account, provided that the merchant banker ensures that the funds are available at the time of making payment to shareholders.

(d) Where the escrow account consists of deposit with a scheduled commercial bank, the company shall, while opening the account, empower the merchant banker to instruct the bank to make payment the amount lying to the credit of the escrow account, as provided in the regulations.

(e) Where the escrow account consists of a bank guarantee, such bank guarantee shall be in favour of the merchant banker and shall be valid until ³⁹[thirty working days after the expiry of buy-back period or until the completion of all obligations under these regulations, whichever is later].

⁴⁰[**Explanation:** The bank guarantee shall not be returned by the merchant banker until the completion of all obligations under these regulations.]

(f) The company shall, in case the escrow account consists of securities, empower the merchant banker to realise the value of such escrow account by sale or otherwise and if there is any deficit on realisation of the value of the securities, the merchant banker shall be liable to make good any such deficit.

(g) In case the escrow account consists of ⁴¹[***] approved

³⁸ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “(i), (ii) and (iii)”.

³⁹ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “thirty days after the expiry of buyback period”.

⁴⁰ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

⁴¹ The words “bank guarantee or” omitted by the Securities and Exchange Board of India (Buy-Back of

securities, these shall not be returned by the merchant banker till completion of all obligations under the regulations.

- (h) ⁴²[Where part of the escrow account is in a form other than cash, the company shall deposit with a scheduled commercial bank, in cash, a sum of not less than two and half per cent of the total amount earmarked for buyback as specified in the resolution of the Board of Directors or the special resolution, as the case may be, as security for the fulfilment of its obligations under the regulations.]
- (i) On payment of consideration to all the securities holders who have accepted the offer and after completion of all formalities of buy-back, the amount, guarantee and securities in the escrow, if any, shall be released to the company.
- (j) The Board in the interest of the securities holders may in case of nonfulfillment of obligations under the regulations by the company forfeit the escrow account either in full or in part.
- (xii) The amount forfeited under clause (j) may be distributed pro rata amongst the securities holders who accepted the offer and balance, if any, shall be utilised for investor protection.

Closure and payment to securities holders:

10. (i) The company shall immediately after the date of closure of the offer, open a special account with a banker to an issue, registered with the Board and deposit therein, such sum as would, together with ninety per cent of the amount lying in the escrow account, make-up the entire sum due and payable as consideration for buy-back in terms of these regulations and

Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

⁴² Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its substitution, the sub-clause read as under-

“Where the escrow account consists of bank guarantee or deposit of approved securities, the company shall also deposit with the bank in cash a sum of at least one per cent of the total consideration payable, as and by way of security for fulfillment of the obligations under the regulations by the company.”

for this purpose, may transfer the funds from the escrow account.

(ii) The company shall complete the verification of offers received and make payment of consideration to those holders of securities whose offer has been accepted and return the remaining shares or other specified securities to the securities holders within ⁴³[five] working days of the closure of the offer.

Extinguishment of certificate and other closure compliances:

11. (i) The company shall extinguish and physically destroy the securities certificates so bought back in the presence of a ⁴⁴[registrar to an issue] or the Merchant Banker and the ⁴⁵[secretarial auditor] within fifteen days of the date of acceptance of the shares or other specified securities.

Provided that the company shall ensure that all the securities bought-back are extinguished within ⁴⁶[seven working days] of expiry of buy-back period.

Explanation: The aforesaid period of ⁴⁷[fifteen working days] shall in no case extend beyond ⁴⁸[seven working days] of expiry of buy-back period.

(ii) The shares or other specified securities offered for buy-back if already dematerialised shall be extinguished and destroyed in the manner specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, and the bye-laws, the circulars and guidelines framed thereunder.

⁴³ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “seven”.

⁴⁴ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “registrar to issue”.

⁴⁵ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “Statutory Auditor”.

⁴⁶ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “seven days”.

⁴⁷ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “fifteen days”.

⁴⁸ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “seven days”.

(iii) The company shall, furnish a certificate to the Board certifying compliance as specified in sub-regulation (i) above, and duly certified and verified by:

- a) the registrar and whenever there is no registrar, by the merchant banker;
- b) two directors of the company, one of whom shall be a managing director, where there is one; and
- c) the ⁴⁹[secretarial auditor] of the company,

⁵⁰[**Explanation:** This certificate shall be furnished to the Board within seven working days of the extinguishment and destruction of the certificates.]

(iv) The company shall furnish the particulars of the securities certificates extinguished and destroyed under sub-regulation (i), to the stock exchanges where the shares of the company are listed within seven days of extinguishment and destruction of the certificates.

(v) Where a company buys back its shares or other specified securities under these regulations, it shall maintain a register of the shares or securities so bought, the consideration paid for the shares or securities bought back, the date of cancellation of shares or securities, the date of extinguishing and physically destroying the shares or securities and such other particulars as may be prescribed in sub-section (9) of section 68 of the Companies Act.

12. ⁵¹[***]

⁴⁹ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “Statutory Auditor”.

⁵⁰ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words and symbol “This certificate shall be furnished to the Board within seven days of extinguishment and destruction of the certificates.”

⁵¹ Omitted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its omission, the Regulation read as under-

“Odd-lot buy-back

12. The provisions pertaining to buy-back through tender offer as specified in this Chapter shall be applicable mutatis mutandis to odd-lot shares or other specified securities.”

CHAPTER IV
BUY-BACK FROM THE OPEN MARKET

- 13.** A company intending to buy-back its shares or other specified securities from the open market shall do so in accordance with the provisions of this Chapter.
- 14.** The buy-back of shares or other specified securities from the open market may be in any one of the following methods:
- (a) through stock exchange,
 - (b) book-building process.
- 15.** ⁵²[(i)] The company shall ensure that at least ⁵³[seventy-five percent] of the amount earmarked for buy-back, as specified in the resolution of the board of directors or the special resolution, as the case may be, is utilized for buying-back shares or other specified securities.
- ⁵⁴[(ii)] The company shall ensure that at a minimum of forty per cent of the amount earmarked for the buy-back, as specified in the resolution of the Board of Directors or the special resolution, as the case may be, is utilized within the initial half of the specified duration.]

Buy-back through stock exchange

- 16.** (i) The buy-back shall be made only on stock exchanges having nationwide trading terminals;

⁵⁵[**Explanation:** For the purpose of buy-back through stock exchange, a

⁵² Existing provision rearranged as clause (i) by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

⁵³ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “fifty per cent”.

⁵⁴ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

⁵⁵ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

separate window shall be created by the concerned stock exchange and such window shall remain open for the period specified in these regulations.]

(ii) The buy-back of the shares or other specified securities through the stock exchange shall not be made from the promoters or persons in control of the company;

(iii) The buy-back of shares or other specified securities shall be made only through the order matching mechanism except 'all or none' order matching system;

(iv) Disclosures, filing requirements and timelines of public announcement:

a) The company shall appoint a merchant banker and make a public announcement as referred to in regulation 7 pertaining to tender offer;

b) The public announcement shall be made within two working days from the date of passing the board of directors resolution or date of declaration of results of the postal ballot for special resolution, as relevant and shall contain disclosures as specified in **Schedule IV**;

c) ⁵⁶[The company shall, simultaneously with the public announcement made in terms of sub-clause (a), along with the fees specified in Schedule V, file a copy of the public announcement in electronic mode with the Board and the stock exchanges on which its shares or other specified securities are listed;]

⁵⁶ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its substitution, the sub-clause read as under-
“Simultaneously with the issue of such public announcement, the company shall file a copy of the public announcement with the Board along with the fees specified in Schedule V;.”

⁵⁷[(ca) The stock exchanges shall forthwith disseminate the public announcement to the public;

(cb) A copy of the public announcement shall be placed on the respective websites of the stock exchange(s), merchant banker and the company;]

d) The public announcement shall also contain disclosures regarding details of the brokers and stock exchanges through which the buy-back of shares or other specified securities would be made;

Explanation: In case of the buy-back from open market, no draft letter of offer/ letter of offer is required to be filed with the Board.

⁵⁸[(v) The buy-back through stock exchanges shall be undertaken only in respect of frequently traded shares;

(vi) The buy-back through stock exchanges shall be subject to the restrictions on placement of bids, price and volume as specified by the Board.]

Opening of the offer on stock exchange:

17. (i) The identity of the company as a purchaser shall appear on the electronic screen when the order is placed;

⁵⁹[(ii) The buy-back offer shall open not later than four working days from the record date and shall close:-

⁵⁷ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

⁵⁸ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

⁵⁹ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its substitution, the clause read as under-

“(ii) The buy-back offer shall open not later than seven working days from the date of public announcement and shall close within six months from the date of opening of the offer.”

- a) within six months, if the buy-back offer is opened on or before March 31, 2023;
- b) within 66 working days, if the buy-back offer is opened on or after April 1, 2023 and till March 31, 2024; and
- c) within 22 working days, if the buy-back offer is opened on or after April 1, 2024 and till March 31, 2025:

Provided that with effect from April 1, 2025, the option of open market buy-back through the stock exchange shall not be available to any company except in cases where the buyback offer has opened on or before March 31, 2025.]

Subsequent compliances for open market buy-back through stock exchange:

18. (i) The company shall submit the information regarding the shares or other specified securities bought-back, to the stock exchange on a daily basis in such form as may be specified by the Board and the stock exchange shall upload the same on its official website immediately;

(ii) The company shall upload the information regarding the shares or other specified securities bought-back on its website on a daily basis.

19. A company may buy-back its shares or other specified securities in physical form in the open market through stock exchange by following the procedure as provided hereunder:

(i) A separate window shall be created by the stock exchange, which shall remain open during the period of buy-back, for buy-back of shares or other specified securities in physical form.

(ii) The company shall buy-back shares or other specified securities from eligible shareholders holding physical shares through the separate window specified in sub-regulation (i), only after verification of the identity proof and address proof by the broker.

(iii) The price at which the shares or other specified securities are bought

back shall be the volume weighted average price of the shares or other specified securities bought-back, other than in the physical form, during the calendar week in which such shares or other specified securities were received by the broker:

Provided that the price of shares or other specified securities tendered during the first calendar week of the buy-back shall be the volume weighted average market price of the shares or other specified securities of the company during the preceding calendar week.

Explanation: In case no shares or other specified securities were bought back in the normal market during calendar week, the preceding week when the company has last bought back the shares or other specified securities may be considered.

Escrow account for open market buy-back through stock exchange:

20. (i) The company shall, ⁶⁰[within two working days of the public announcement], create an escrow account towards security for performance of its obligations under these regulations, and deposit in escrow account 25 per cent of the amount earmarked for the buy-back as specified in the resolution of the board of directors or the special resolution, as the case may be.

(ii) The escrow account referred to in sub-regulation (i) may be ⁶¹[subject to appropriate margin as specified by the Board,] in the form of,—

- a) cash deposited with any scheduled commercial bank; or
- b) bank guarantee issued in favour of the merchant banker by any scheduled commercial bank.
- ⁶²[c) deposit of frequently traded and freely transferable equity shares or other freely transferable securities with appropriate margin

⁶⁰ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “before opening of the offer”.

⁶¹ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

⁶² Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

with the merchant banker; or

(d) government securities; or

(e) units of mutual funds invested in gilt funds and overnight schemes; or

(f) a combination of the above.]

Explanation: The cash component of the escrow account may be maintained in terms of Explanation to clause (c) of sub-regulation (xi) of regulation 9.

(iii) For such part of the escrow account as is in the form of a cash deposit with a scheduled commercial bank, the company shall while opening the account, empower the merchant banker to instruct the bank to make payment of the amounts lying to the credit of the escrow account, to meet the obligations arising out of the buy-back.

(iv) For such part of the escrow account as is in the form of a bank guarantee:

a) the same shall be in favour of the merchant banker and shall be kept valid for a period of ⁶³[thirty working days] after the expiry of buyback period of the offer or till the completion of all obligations under these regulations, whichever is later.

b) the same shall not be returned by the merchant banker till completion of all obligations under the regulations.

(v) Where part of the escrow account is in the form ⁶⁴[other than cash], the company shall deposit with a scheduled commercial bank, in cash, a sum of at least 2.5 per cent of the total amount earmarked for buy-back

⁶³ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “thirty days”.

⁶⁴ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “of a bank guarantee”.

as specified in the resolution of the board of directors or the special resolution, as the case may be, as and by way of security for fulfillment of the obligations under the regulations by the company.

(vi) The escrow amount may be released for making payment to the shareholders subject to at least 2.5 per cent of the amount earmarked for buy-back as specified in the resolution of the board of directors or the special resolution, as the case may be, remaining in the escrow account at all points of time.

(vii) On fulfilling the obligation specified in regulation 15, the amount and the guarantee remaining in the escrow account, if any, shall be released to the company.

(viii) In the event of non-compliance with regulation 15, the Board may direct the merchant banker to forfeit the escrow account, subject to a maximum of 2.5 per cent of the amount earmarked for buy-back as specified in the resolution of the board of directors or the special resolution, as the case may be, except in cases where,-

- a) volume weighted average market price (VWAMP) of the shares or other specified securities of the company during the buy-back period was higher than the buy-back price as certified by the Merchant banker based on the inputs provided by the Stock Exchanges.
- b) sell orders were inadequate despite the buy orders placed by the company as certified by the Merchant banker based on the inputs provided by the Stock Exchanges.
- c) such circumstances existed which were beyond the control of the company and in the opinion of the Board merit consideration.

(ix) In the event of forfeiture for non-fulfillment of obligations specified in sub-regulation (viii) of this regulation, the amount forfeited shall be deposited

in the Investor Protection and Education Fund of Securities and Exchange Board of India.

Extinguishment of certificates for open market buy-back through stock exchange:

21. (i) Subject to the provisions of sub-regulation (ii) and (iii), the provisions of regulation 11 pertaining to the extinguishment of certificates for tender offers shall apply for extinguishment of certificates under this Chapter.

(ii) The company shall complete the verification of acceptances within ⁶⁵[fifteen working days] of the payout.

(iii) The company shall extinguish and physically destroy the securities certificates so bought back during the month in the presence of a Merchant Banker and the ⁶⁶[secretarial auditor], on or before the fifteenth day of the succeeding month:

Provided that the company shall ensure that all the securities bought-back are extinguished within ⁶⁷[seven working days] of expiry of buy-back period.

Buy-back through book building

22. ⁶⁸[A company may buy-back its shares or other specified securities from

⁶⁵ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “fifteen days”.

⁶⁶ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “Statutory Auditor”.

⁶⁷ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “seven days”.

⁶⁸ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its substitution, the clause read as under-

22. “A company may buy-back its shares or other specified securities through the book-building process as provided hereunder:

(i) The Special resolution or the board of directors resolution, as the case may be, shall be passed in accordance with regulation 5.

(ii) Disclosures, filing requirements and timelines for public announcement:

(a) The company shall appoint a merchant banker and make a public announcement as referred to in regulation 7.

(b) The disclosures in the public announcement shall also be in accordance with **Schedule II**.

(c) The public announcement shall be made at least seven days prior to the commencement of buy-back.

its existing securities holders through the book building process.]

⁶⁹**[Disclosures, filing requirements and timelines for public announcement:**

- 22A.** (i) The company, which has been authorised by a special resolution or a resolution passed by its Board of Directors, as the case may be, shall appoint a merchant banker and make a public announcement within two working days from the date of the approval of Board of Directors or of the shareholders, as the case may be.
- (ii) The disclosures in the public announcement shall be made in accordance with **Schedule II**.
- (iii) The book building process shall commence within seven working days from the date of the public announcement.
- (iv) The public announcement shall contain the detailed methodology pertaining to intimation required to be made prior to the opening of the buy-back offer as specified in **Schedule- VI**.

Offer procedure:

-
- (iii) Subject to the provisions of clause (a) and clause (b) of this sub-regulation, the provisions of sub-regulation (xi) of regulation 9 shall apply:
- (a) The deposit in the escrow account shall be made before the date of the public announcement.
- (b) The amount to be deposited in the escrow account shall be determined with reference to the maximum price as specified in the public announcement.
Explanation: The cash component of the escrow account may be maintained in terms of the Explanation to clause (c) of sub-regulation (xi) of regulation 9.
- (iv) A copy of the public announcement shall be filed with the Board within two days of such announcement along with the fees as specified in **Schedule V**.
- (v) The public announcement shall also contain the detailed methodology of the book-building process, the manner of acceptance, the format of acceptance to be sent by the securities holders pursuant to the public announcement and the details of bidding centres.
- (vi) The book-building process shall be made through an electronically linked transparent facility.
- (vii) The number of bidding centers shall not be less than thirty and there shall be at least one electronically linked computer terminal at all the bidding centers.
- (viii) The offer for buy-back shall remain open to the securities holders for a period not less than fifteen days and not exceeding thirty days.
- (ix) The merchant banker and the company shall determine the buy-back price based on the acceptances received.
- (x) The final buy-back price, which shall be the highest price accepted shall be paid to all holders whose shares or other specified securities have been accepted for buy-back.
- (xi) The provisions of sub-regulation (ii) of regulation 10 pertaining to verification of acceptances and the provisions of regulation 10 pertaining to opening of special account and payment of consideration shall be applicable mutatis mutandis.”

⁶⁹ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

- 22B.** (i) The company making the buy-back offer shall disclose the maximum buy-back price, being the upper end of the price range, as approved by the Board of Directors of the company or its shareholders, as the case may be and the book value of the shares or other specified securities of the company.
- (ii) The company shall publish the offer opening announcement on the date of commencement of the buy-back.
- (iii) In case of frequently traded securities, the lower end of the price range shall not be less than the higher of:
- a) the closing price of the securities of the company on the date of the Notice as specified in **Schedule- VI**; and
 - b) the volume weighted average market price of the shares or other specified securities of the company in the fifteen trading days prior to the date of the intimation of the meeting of the Board of Directors approving the buy-back.
- (iv) In case of infrequently traded securities, the lower end of the price range shall not be less than the price of the securities of the company determined on the basis of the report of a registered valuer.
- (v) The buy-back price shall depend upon the price discovered through the bids received from the shareholders within the price range.

Payment to holders of shares or other specified securities:

- 22C.** (i) The payment of consideration to holders of shares or other specified securities shall be completed within a period of five working days from the date of closure of the buy-back offer.

Retail and Promoter participation:

- 22D.** (i) Retail investors shall have the option to bid at the buy-back price.

Explanation: For the purpose of this Chapter, 'retail investors' means securities holders who hold shares or other specified securities of the company up to two lakh rupees in value calculated on the basis of the closing price as on the identified date as specified in **Schedule- VI**.

(ii) Promoters along with their associates shall not be permitted to participate in buy-back through book building.

Methodology of acceptance of bids:

- 22E.** (i) The buy-back offer shall be kept open for a minimum of two trading days.
- (ii) Securities holders can submit bids for any number of shares or other specified securities of the company, not exceeding the total number of securities in the relevant category, at a price within the price range.
- (iii) In the event that, the bids are more than the buy-back size:
- a) The price at which hundred per cent of the buy-back size is reached shall be the buy-back price; and
 - b) shares or other specified securities tendered at or below the buy-back price shall be accepted at the buy-back price and in proportion to the size of the bids received.
- (iv) In the event that the bids are less than the buy-back size; all the shares or other specified securities tendered shall be accepted at the highest bid price.
- (v) Once the public announcement is made, the buy-back shall not be withdrawn or terminated and bids once placed shall not be withdrawn.]

Extinguishment of certificates

- 23.** The provisions pertaining to extinguishment of certificates for tender offer shall be applicable mutatis mutandis to the buy-back through book building.

CHAPTER V GENERAL OBLIGATIONS

Obligations of the company for all buy-back procedure:

- 24.** (i) The company shall ensure that,—
- a) the letter of offer, the public announcement of the offer or any other advertisement, circular, brochure, publicity material shall

contain true, factual and material information and shall not contain any misleading information and must state that the directors of the company accept the responsibility for the information contained in such documents;

- b) the company shall not issue any shares or other specified securities including by way of bonus till the date of expiry of buyback period for the offer made under these regulations;
- c) the company shall pay the consideration only by way of cash;
- d) the company shall not withdraw the offer to buy-back after the draft letter of offer is filed with the Board or public announcement of the offer to buy-back is made;
- e) the promoter(s) or his/their associates shall not deal in the shares or other specified securities of the company in the stock exchange or off-market, including inter- se transfer of shares among the promoters during the period from the date of passing the resolution of the board of directors or the special resolution, as the case may be, till the closing of the offer.
- f) the company shall not raise further capital for a period of one year from the expiry of buyback period, except in discharge of its subsisting obligations.

(ii) No public announcement of buy-back shall be made during the pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act.

(iii) The company shall nominate a compliance officer and investors service centre for compliance with the buy-back regulations and to redress the grievances of the investors.

(iv) The particulars of the security certificates extinguished and destroyed

shall be furnished by the company to the stock exchanges where the shares or other specified securities of the company are listed within ⁷⁰[seven working days] of extinguishment and destruction of the certificates.

(v) The company shall not buy-back the locked-in shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.

(vi) The company shall within ⁷¹[two working days] of expiry of buy-back period issue a public advertisement in a national daily, inter alia, disclosing:

- a) number of shares or other specified securities bought;
- b) price at which the shares or other specified securities bought;
- c) total amount invested in the buy-back;
- d) details of the securities holders from whom shares or other specified securities exceeding one per cent of total shares or other specified securities were bought back; and
- e) the consequent changes in the capital structure and the shareholding pattern after and before the buy-back.

(vii) The company in addition to these regulations shall comply with the provisions of buy-back as contained in the Companies Act and other applicable laws.

Obligations of the merchant banker:

25. The merchant banker shall ensure that—

- (i) the company is able to implement the offer;
- (ii) the provision relating to escrow account has been complied with;
- (iii) firm arrangements for monies for payment to fulfill the

⁷⁰ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “seven days”.

⁷¹ Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023 for the words “two days”.

- obligations under the offer are in place;
- (iv) the public announcement of buy-back is made in terms of the regulations;
 - (v) the letter of offer has been filed in terms of the regulations;
 - (vi) a due diligence certificate along with the draft letter of offer has been furnished to the Board;
 - (vii) the contents of the public announcement of offer as well as the letter of offer are true, fair and adequate and quoting the source wherever necessary;
 - (viii) due compliance of sections 68, 69 and 70 of the Companies Act and any other laws or rules as may be applicable in this regard has been made;
 - (ix) the bank with whom the escrow or special amount has been deposited releases the balance amount to the company only upon fulfillment of all obligations by the company under the regulations;
 - (x) ⁷²[a final report in the electronic mode shall be submitted to the Board within fifteen working days from the date of expiry of the buy-back period.]

⁷³**[CHAPTER V-A POWER TO RELAX STRICT ENFORCEMENT OF THE REGULATIONS**

Exemption from enforcement of the regulations in special cases.

25A. (1) The Board may, exempt any person or class of persons from the operation of all or any of the provisions of these regulations for a period as may be specified but not exceeding twelve months, for furthering innovation ⁷⁴[***] relating to testing new products, processes, services, business models, etc. in live environment of regulatory sandbox in the securities markets.

⁷² Substituted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023. Prior to its substitution, the clause read as under-“(x) a final report is submitted to the Board in the form specified within fifteen days from the date of expiry of buyback period.”.

⁷³ Inserted by the SEBI (Regulatory Sandbox) (Amendment) Regulation, w.e.f. 17-04-2020.

⁷⁴ The words “in technological aspects” omitted by the Securities and Exchange Board of India (Regulatory Sandbox) (Amendment) Regulations, 2021, w.e.f. 03-08-2021.

(2) Any exemption granted by the Board under sub-regulation (1) shall be subject to the applicant satisfying such conditions as may be specified by the Board including conditions to be complied with on a continuous basis.

Explanation. — For the purposes of these regulations, "regulatory sandbox" means a live testing environment where new products, processes, services, business models, etc. may be deployed on a limited set of eligible customers for a specified period of time, for furthering innovation in the securities market, subject to such conditions as may be specified by the Board.]

CHAPTER VI MISCELLANEOUS

Powers of the Board to issue directions

- 26.** (i) The Board may, without prejudice to its right to initiate any other enforcement action, including prosecution under section 24 of the Act, give such directions in the interest of investors in securities and the securities market, as it deems fit, including:
- (a) prohibiting the person concerned from cancelling any of the securities bought back in violation of the provisions of these regulations or the Companies Act;
 - (b) directing the person concerned to sell or divest the shares or other specified securities acquired in violation of the provisions of these regulations or any other law or regulations;
 - (c) restraining the company from making a further offer for buy-back;
- (ii) A copy of such direction issued by the Board shall also be forwarded to Registrar of Companies.

Power of the Board to remove difficulties

- 27.** In order to remove any difficulties in the interpretation or application of the provisions of these regulations, the Board may issue clarifications or guidelines from time to time.

Power to relax strict enforcement of the regulations.

- 28.** (i) The Board may, in the interest of investors and the securities

market, relax the strict enforcement of any requirement of these regulations except the provisions incorporated from the Companies Act, if the Board is satisfied that:

- (a) the requirement is procedural in nature; or
- (b) the requirement may cause undue hardship to investors;

(ii) For seeking relaxation under sub-regulation (i), the company shall file an application with the Board, supported by a duly sworn affidavit, giving details and the grounds on which such relaxation has been sought.

[(iii) ⁷⁵The company shall along with the application referred to under sub-regulation (ii) pay a non-refundable fee of rupees fifty thousand, by way of direct credit into the bank account through NEFT/RTGS/IMPS or online payment using the SEBI Payment Gateway or any other mode as may be specified by the Board from time to time.]

(iv) The Board may after affording reasonable opportunity of being heard to the applicant and after considering all the relevant facts and circumstances, pass a reasoned order either granting or rejecting the relaxation sought as expeditiously as possible.

Repeal and savings

29. (i) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, shall stand repealed from the date on which these regulations come into force.

(ii) Notwithstanding such repeal,—

⁷⁵Substituted by the Securities and Exchange Board of India (Payment of Fees and Mode of Payment) (Amendment) Regulations, 2023 w.e.f 01.04.2023. Prior to its substitution, clause (iii) read as under-

“(iii)The company shall along with the application referred to under sub-regulation (ii), pay a non-refundable fee of rupees fifty thousand, by way of direct credit in the bank account through NEFT/RTGS/IMPS or any other mode allowed by RBI or by way of a banker’s cheque or demand draft payable in Mumbai in favour of the Board.”

- (a) anything done or any action taken or purported to have been done or taken including comments on any letter of offer, exemption granted by the Board, fees collected, any adjudication, enquiry or investigation commenced or show-cause notice issued under the repealed regulations, prior to such repeal, shall be deemed to have been done or taken under the corresponding provisions of these regulations;
 - (b) the previous operation of the repealed regulations or anything duly done or suffered thereunder, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any violation committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations has never been repealed;
 - (c) any buy-back offer for which a public announcement has been made under the repealed regulations shall be required to be continued and completed under the repealed regulations.
- (v) After the repeal of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, any reference thereto in any other regulations made, guidelines or circulars issued thereunder by the Board shall be deemed to be a reference made to the corresponding provisions of these regulations.

SCHEDULE - I
[Regulation 5(iv)(b)]
Contents of the Explanatory Statement

- | | |
|-------|--|
| i) | Date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the company; |
| ii) | Necessity for the buy-back; |
| iii) | Maximum amount required under the buy-back and its percentage of the total paid up capital and free reserves; |
| iv) | Maximum price at which the shares or other specified securities are proposed be bought back and the basis of arriving at the buy-back price; |
| v) | Maximum number of securities that the company proposes to buy- back; |
| vi) | Method to be adopted for buy-back as referred to in sub-regulation (iv) of regulation 4, |
| vii) | <p>(a) the aggregate shareholding of the promoter and of the directors of the promoters, where the promoter is a company and of persons who are in control of the company as on the date of the notice convening the General Meeting or the Meeting of the Board of Directors;</p> <p>(b) aggregate number of shares or other specified securities purchased or sold by persons including persons mentioned in (a) above from a period of six months preceding the date of the Board Meeting at which the buy-back was approved till the date of notice convening the general meeting;</p> <p>(c) the maximum and minimum price at which purchases and sales referred to in (b) above were made along with the relevant dates;</p> |
| viii) | Intention of the promoters and persons in control of the company to tender |

shares or other specified securities for buy-back indicating the number of shares or other specified securities, details of acquisition with dates and price;

- ix) A confirmation that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks;
- x) A confirmation that the Board of Directors has made a full enquiry into the affairs and prospects of the company and that they have formed the opinion-
 - a) that immediately following the date on which the General Meeting or the meeting of the Board of Directors is convened there will be no grounds on which the company could be found unable to pay its debts;
 - b) as regards its prospects for the year immediately following that date that, having regard to their intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in their view be available to the company during that year, the company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
 - c) in forming their opinion for the above purposes, the directors shall take into account the liabilities as if the company were being wound up under the provisions of the Companies Act, 1956 or Companies Act or the Insolvency and Bankruptcy Code 2016 (including prospective and contingent liabilities);
- xi) A report addressed to the Board of Directors by the company's auditors stating that-
 - a) they have inquired into the company's state of affairs;
 - b) the amount of the permissible capital payment for the securities in question is in their view properly determined; and
 - c) the Board of Directors have formed the opinion as specified in clause (x)

on reasonable grounds and that the company will not, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date.

- xii) ⁷⁶[Prior approval obtained from the lenders of the company in case of a breach of any covenant with such lender(s).]

⁷⁶ Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

SCHEDULE - II

[Regulation 7(i) and Regulation 22(ii)(b)]

Disclosures in the Public Announcement for buy-back through tender offer⁷⁷ [*] and from the open market through book building process**

Particulars	Content
Public Announcement	i) The Public announcement shall be dated and signed on behalf of the Board of Directors of the company by its manager or secretary, if any, and by not less than two directors of the company one of whom shall be a managing director where there is one. ii) A full and complete disclosure of all material facts including the disclosures mentioned in Schedule I shall be made.

⁷⁷ The words “and from odd lot holders” omitted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

SCHEDULE - III
[Regulation 8(i)(a)]

Disclosures in the Letter of Offer for buy-back through tender offer ⁷⁸[*]**

Particulars	Content
Letter of Offer	The letter of offer shall be dated and signed on behalf of the Board of Directors of the company by its manager or secretary, if any, and by not less than two directors of the company one of whom shall be a managing director where there is one. The letter of offer shall, inter-alia, contain the following; i) Disclosures as mentioned in Schedule - IV; ii) Disclaimer Clause as may be specified by the Board; iii) Record date and ratio of buy-back as per the entitlement in each category.

⁷⁸ The words “and from odd lot holders” omitted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

SCHEDULE - IV
[Regulation 16(iv)(b)]

Public Announcement for Open Market Buy-Back through Stock Exchange

Particulars	Content
Public Announcement	i) The Public announcement shall be dated and signed on behalf of the Board of Directors of the company by its manager or secretary, if any, and by not less than two directors of the company one of whom shall be a managing director where there is one. ii) A full and complete disclosure of all material facts including the disclosures mentioned in Schedule I. iii) In addition to the disclosures in Schedule A, the following disclosures shall be made: i) Date of shareholders' approval for buy-back, if applicable; ii) Minimum and maximum number of securities that the company proposes to buy-back, sources of funds from which the buy-back would be made and the cost of financing the buy-back; iii) Proposed time table from opening of offer till the extinguishment of the certificates; iv) Process and methodology to be adopted for the buy-back; v) Brief information about the company;

Particulars	Content
	vi) Audited Financial information for the last 3 years and the lead manager shall ensure that the particulars (audited statement and un-audited statement) contained therein shall not be more than 6 months old from the date of the public announcement together with financial ratios as may be specified by the Board; <i>Explanation:</i> Ensure that the un-audited financial results, if any disclosed, should be certified / limited review by statutory auditors. vii) Details of escrow account opened and the amount deposited therein; viii) Listing details and stock market data: a) high, low and average market prices of the securities of the company proposed to be bought back, during the preceding three years; b) monthly high and low prices for the six months preceding the date of the public announcement; c) the number of securities traded on the days when the high and low prices were recorded on the relevant stock exchanges during the period stated at (a) and (b) above; d) the stock market data referred to above shall be shown separately for periods marked by a change in capital structure, with such period commencing from the date the concerned stock exchange recognises the change in the capital structure.(e.g. when the securities have become ex-rights or ex-bonus) ; e) the market price immediately after the date of

Particulars	Content
	the resolution of the Board of directors approving the buy-back; and f) the volume of securities traded in each month during the six months preceding the date of the public announcement along with high, low and average prices of securities of the company, details relating to volume of business transacted should also be stated for respective periods. ix) Present capital structure (including the number of fully paid and partly paid securities) and shareholding pattern; x) The capital structure including details of outstanding convertible instruments, if any post buy-back; xi) Aggregate shareholding of the promoter group and of the directors of the promoters, where the promoter is a company and of persons who are in control of the company; xii) Aggregate number of shares or other specified securities purchased or sold by persons mentioned in clause xi above during a period of twelve months preceding the date of the public announcement; the maximum and minimum price at which purchases and sales referred to above were made along with the relevant dates; xiii) Management discussion and analysis on the likely impact of buy-back on the company's earnings, public holdings, holdings of NRIs/FIIs etc., promoters holdings and any change in management structure;

Particulars	Content
	xiv) Details of statutory approvals obtained; xv) Collection and bidding centres; xvi) Name of compliance officer and details of investors service centres; xvii) Such other disclosures as may be specified by the Board from time to time.

SCHEDULE - V
FEES
[Regulation 8(i)(c), 16(iv)(c) and 22(iv)]

Every merchant banker shall while submitting the offer document or a copy of the public announcement ⁷⁹[in electronic mode] to the Board, pay fees as set out below:

Offer Size	Fee (Rupees)
Less than or equal to rupees ten crore	5,00,000/-
More than rupees ten crore but less than or equal to rupees one thousand crore	0.5 per cent of the offer size
More than rupees one thousand crore	5,00,00,000/- plus 0.125 per cent of the portion of offer size in excess of rupees one thousand crore

⁸⁰[The fees shall be payable by way of direct credit into the bank account through NEFT/RTGS/IMPS or online payment using the SEBI Payment Gateway or any other mode as may be specified by the Board from time to time.]

⁷⁹Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.

⁸⁰ Substituted by the Securities and Exchange Board of India (Payment of Fees and Mode of Payment) (Amendment) Regulations, 2023 w.e.f 01.04.2023. Prior to its substitution, it read as under-
“The fees shall be payable by way of direct credit in the bank account through NEFT/RTGS/IMPS or any other mode allowed by RBI or by a demand draft in favour of Securities and Exchange Board of India at Mumbai.”

⁸¹[**SCHEDULE – VI**
METHODOLOGY TO BE ADOPTED PRIOR TO THE OPENING OF AN OFFER
[Regulation 22A]

- I. An intimation (“Notice”) shall be sent to the stock exchanges before 5 pm on the day immediately preceding the date of the commencement of the buy-back.
- II. An intimation shall be sent to the shareholders two working days preceding the date of the Notice (“identified date”) through email and SMS as per the records of the depositories.]

sd/-
AJAY TYAGI
CHAIRMAN
SECURITIES AND EXCHANGE BOARD OF INDIA

⁸¹Inserted by the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 w.e.f. 09.03.2023.