

EXECUTIVE PROGRAMME

SECURITIES LAWS AND CAPITAL MARKETS

The securities markets are vital to the growth, development and strength of market economies and the maturity of an economy are decided based on the robustness of securities market of an economy. Considering that the Securities market is the core area of practice for the Company Secretaries, it becomes very important for the professionals to be fully aware of various laws and regulations, both for practice and guiding the Board of Directors on securities laws related matters. The securities market is governed by various regulations enacted in the course of time by the competent legislative body and regulating bodies. This study is divided into two Parts, Part I deals with Securities Laws and Part II deals with Capital Market & Intermediaries.

Part I of the Study provides an in depth analysis of the legal principles applicable to listed companies in addition to the Companies Act, 2013. The Regulatory Body Securities Exchange Board of India (SEBI) having extended SEBI's jurisdiction over corporates in the issuance of capital and transfer of securities, during the course of time has come out with several regulations for smooth functioning of the market, thereby also giving paramount importance to the stakeholders. Therefore, this study discusses various legislative and regulatory guidance such as Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, etc.

Part II of the study deals with analyses of the secondary market or the capital market, which is the bridge between the investors and the corporates. There are several intermediaries and institutions involved in dealing with the capital market. SEBI has also jurisdiction over all such intermediaries and persons associated with the securities market. In connection with the same, SEBI has regulated their functioning through various regulations, which have been discussed in this part.

In the era of plethora of legislations, rules, and regulations, a Company Secretary professional is expected to be well aware of these rules and principles, as these compliances make the functioning of the markets smooth while violations leads to severe penalties.

This study material is published to aid the students in preparing the paper on Securities Laws and Capital Markets for Executive Programme. It is part of the educational kit and takes the students step by step through each phase of preparation emphasizing key concepts, principles, legal fundamentals and procedures. Company Secretaryship being a professional course, the examination standards are set very high, with focus on knowledge of concepts, their application, procedures and case laws, for which sole reliance on the contents of this study material may not be enough. This study material may, therefore, be regarded as the basic material and must be read alongwith the Bare Acts, Rules, Regulations, Case Law.

The legislative changes made upto July, 2021 have been incorporated in the study material. The students to be conversant with the amendments to the laws made upto six months preceding the date of examination. It may happen that some developments might have taken place during the printing of the study material and its supply to the students. The students are therefore advised to refer to the updations at the Regulator's website, Supplement relevant for the subject issued by ICSI and ICSI Journal Chartered Secretary and other publications for updation of study material.

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